

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: July 9, 2015**

Approved: July 23, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, July 9, 2015, at the Columbia Association Building. Present were Chairwoman Jeanne Ketley and members Dick Boulton, Alan Klein, Nancy McCord, Gregg Schwind (via phone), and Andy Stack. Members Reg Avery, Brian Dunn, Janet Evans and Chao Wu were absent. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, Governance Chief of Staff Jane Dembner, and General Counsel Sheri Fanaroff .

1. Call to Order: The Board of Directors Meeting was called to order at 7:29 p.m. by the Chair, Jeanne Ketley.

2. Announcement of Closed/Special Meetings Held/To Be Held: none

3. Approval of Agenda:

Action: Mr. Stack moved that the agenda be approved as presented. Ms. McCord seconded the motion which passed unanimously. Vote: 6-0-0.

4. Disclosure of Conflicts of Interest: none

5. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about the process of electing CA's Board chair and vice chair.

6. Approval of Minutes: June 25, 2015

Action: Mr. Stack moved that the minutes of June 25, 2015 be accepted. Ms. McCord seconded the motion, which passed unanimously.

7. Chairperson's Remarks: None.

8. President's Remarks: None

9. Committee Chairs' Remarks

(a) Board Operations Committee: none

(b) External Relations Committee: none

(c) Planning and Strategy Committee: none

(d) Strategic Implementation Committee: none

(e) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Schwind said the IAT board will meet next week. Mr. Boulton asked that Board members let him know what questions they have for the IAT board.

10. Recommendations for Board Action

(a) Consent Agenda -- none

(b) Recommendations for Board Action

1. Approval of the Audit Committee Charter

Ms. Fanaroff and Internal Audit Director Jackie Tuma explained proposed changes to the Audit Committee's charter and, at Ms. Ketley's request, explained the rationale for including oversight for the ethics program to the duties of the Audit Committee.

Action: The Board unanimously approved the Audit Committee's recommendation to approve the

charter, as amended.

2. Approval of the Office of Internal Audit Mission Statement and Charter

Action: The Board unanimously approved the Audit Committee's recommendation to approve the amended mission statement and charter of the Office of Internal Audit.

3. Approval of the Process for Electing the Board Chair and Vice Chair.

After discussion, the Board asked CA staff to reword the recommendation regarding election of Board chair and vice chair to clarify how confidentiality of Board members' votes will be ensured. Staff will then send the revised wording to the BOC for consideration.

11. Special topics and Presentations

(a) Financial Briefing for the Board of Directors

Ms. Krabbe gave an overview of CA's finances, budget and risk management strategies and encouraged board members to attend the Audit Committee meeting on July 22 to discuss the financials in more detail.

12. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion

(a) Annual Charge Rate and Cap for the FY 17 and Conditional FY 18 Budgets (1st Reading)

(b) Proposed FY 17 and Conditional FY 18 Capital and Operating Budget Parameters (1st Reading)

Action: Ms. McCord moved that the PSC recommend that the Board accept staff's recommendation that budget parameters for capital budgets be \$21 million for FY 17 and \$17 million for FY 18, and that the annual charge rate be kept at \$0.68. Mr. Stack seconded the motion, which passed. Vote: 2-0-0.

Action: Ms. McCord moved that the PSC recommend that the Board consider raising the cap on annual assessed valuation increases to as much as 5 percent for the FY 17 budget. Mr. Stack seconded the motion, which passed. Vote: 2-0-0.

(c) Committee Tracking form

13. Tracking Forms

(a) Tracking Form for Board Requests: no additions

(b) Tracking Form for Resident Requests: no additions.

14. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

15. Adjournment: The meeting was adjourned at 9:38 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary