

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: December 8, 2016**

Approved: January 26, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, December 8, 2016, at Columbia Association headquarters. Present were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, and Chao Wu. Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

**1. Call to Order:** The Board of Directors Meeting was called to order at 10:10 p.m. by Chairman Andy Stack.

**2. Announcement of Closed/Special Meetings –**

The **Architectural Resource Committee** held a closed meeting at Columbia Association headquarters on November 14, 2016 to discuss covenant cases. Members present were: Gordon MacPhee, Sheri Fanaroff, Scott Templin, Eva Lambright and Gracie Bradford. Also present were: Maryann Cohea, Deb Bach, Bob Bellamy, Kristina Strakna, Susan Sloan, Carole MacPhee and Carl McKinney.

The vote to close the meeting was 4-0-0.

For: Mses. Fanaroff and Bradford; Messrs. Templin and MacPhee

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:03 p.m. until 2:15 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association headquarters on November 28, 2016 to discuss the mid-term evaluation of the President/CEO. Members present were: Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein Nancy McCord, Gregg Schwind (arrived at 8:52 p.m.), Andy Stack, Chao Wu and CA President Milton Matthews. The vote to close the meeting was 8-1-0.

For: Messrs. Stack, Avery, Boulton, Dunn, Wu, and Mses. Eagan, Evans and McCord.

Against: Mr. Klein

Abstain: none

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) Discussion of matters pertaining to employees and personnel. The meeting was closed from 8:40 p.m. until 9:30 p.m.

The **Audit Committee** held a closed meeting on December 5, 2016 to review internal audit reports and consult with staff on legal matters. Members present were Edward Berman, Janet Evans, Nancy McCord and James Young. The vote to close the meeting was 4-0-0.

For: Mses. Evans and McCord and Messrs. Berman and Young

Against: none

Abstain: none

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) Discussion of matters pertaining to employees and personnel, and (4)(iv) Consultation with staff

personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 8:09 p.m. until 9:21 p.m.

The **Board of Directors** held a closed meeting on December 8 to discuss a potential legal matter. Members present were: Reg Avery (arrived at 7:10 p.m.), Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans (arrived at 7:03), Alan Klein, Nancy McCord, Gregg Schwind (arrived at 7:15 p.m.), Andy Stack, Chao Wu and Milton Matthews. Also present were CA Vice President/CFO Susan Krabbe, CA General Counsel Sheri Fanaroff, and Director of Internal Audit Jackie Tuma. The vote to close the meeting was unanimous: 10-0-0, having been approved at a closed Board meeting on November 28.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 7:00 p.m. until 7:29 p.m.

### **3. Approval of Agenda**

**Action:** Mr. Stack suggested that the agenda be amended to remove Item 7(b)(2): Board vote on Code of Business Conduct and Ethics Policy; Conflicts of Interest Policy; Whistleblower Policy; Code of Business Conduct and Ethics; Conflicts of Interest Policy Special Requirements for Members of the Board of Directors. Ms. McCord moved to approve the agenda as amended. Mr. Wu seconded the motion, which passed unanimously.

### **4. Disclosure of Conflict of Interest:** none

### **5. Approval of Minutes of October 27, 2016**

**Action:** Ms. McCord moved that the minutes of October 27, 2016 be accepted as presented. Mr. Schwind seconded the motion, which passed. Vote: 9-0-1.

For: Messrs. Boulton, Dunn, Klein, Schwind, Stack and Wu; and Mmes. Evans, Eagan and McCord

Against: none

Abstain: Mr. Avery

### **Approval of Minutes of November 10, 2016:** Postponed

### **6. Reports Submitted**

#### (a) President's Report – "The Year in Review" – Follow-up questions from the BOD

In response to questions from Board members, Mr. Matthews and staff said:

- CA does not specifically publicize grant funds it receives nor make special notations about them in its financial reports.

- "Digital Signage" installation occurred inside of facilities only, not outdoors.

#### (b) Financial Reports

##### 1. FY 17 2<sup>nd</sup> Quarter Financial Report

Ms. McCord said auditors praised Ms. Krabbe and Ms. Tuma for running the finance department well.

She also said the Audit committee recommends that the Board approve the Second Quarter FY 2017 Financial Report.

#### (c) Other Reports

##### 1. Report from the CA Representative to the Inner Arbor Trust Board of Directors

There were no comments on the report, which was submitted in writing.

### **7. Board Action**

#### (a) Consent Agenda – none

(b) Board Votes

1. Letter to the State Delegation re: Sound at Merriweather Post

The Board made several changes to the draft letter to the state delegation.

**Action:** Ms. McCord moved to make the following changes to Paragraph 3: Change the first word on line 2 to “had.” Change the end of the last sentence of the paragraph to read: “... Merriweather events have been disturbing the quiet enjoyment of surrounding properties more frequently, we do not believe it is acceptable to wait until there are more complaints before this matter is looked at and resolved in a more meaningful manner for all residents.” Ms. Evans seconded the motion, which passed unanimously.

**Action:** Ms. Evans moved to include language specifying that Merriweather must reduce noise levels for the 2017 concert season and that the sound levels one-quarter mile from the stage should be such as to allow people to enjoy their property. Mr. Avery seconded the motion. Ms. Evans accepted a change to her motion, proposed by Mr. Klein, to revise Paragraph 5 of the letter to delete “appropriate next steps, including the possibility of” so that the sentence reads: “As CA’s Board of Directors, we ask that you, as members of the state delegation representing Howard County in the General Assembly, initiate legislation to address acceptable noise levels for all events at Merriweather, at the earliest possible date.” The motion passed. Vote: 8-2-0  
For: Messrs. Avery, Boulton, Klein, Schwind, and Wu; and Mmes. Evans, Eagan and McCord

Against: Messrs. Dunn and Stack

Abstain: none

**Action:** Mr. Klein moved to delete the first sentence in Paragraph 5 and the word “However” at the beginning of the second sentence. Ms. Evans seconded the motion, which passed. Vote: 9-1-0  
For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Mmes. Eagan, Evans and McCord

Against: Mr. Dunn

Abstain: none

**Action:** Mr. Boulton moved to replace Paragraphs 1-3 with text he had previously sent to Board members. Mr. Klein seconded the motion, which failed. Vote: 1-6-3

For: Mr. Boulton

Against: Messrs. Avery, Dunn, Stack, and Schwind; and Mmes., Eagan and McCord

Abstain: Ms. Evans and Messrs. Klein and Wu

The Board voted to approve the amended letter. Vote: 8-2-0

For: Messrs. Avery, Boulton, Klein, Schwind and Wu; and Mmes. Eagan, Evans and McCord

Against: Messrs. Dunn and Stack

Abstain: none

2. Amendments to the Code of Business Conduct and Ethics Policy; Conflicts of Interest Policy; and Whistleblower Policy; Code of Business Conduct and Ethics; Conflicts of Interest Policy Special Requirements for Members of the Board of Directors-POSTPONED

3. 50th Birthday Temporary Bell Tree Option

**Action:** Mr. Klein moved to approve the use of \$165,000 for a temporary bell tree at the Lakefront. Mr. Wu seconded the motion, which passed. Vote: 8-2-0

For: Messrs. Avery, Dunn, Klein, Schwind, Stack and Wu; and Mmes., Eagan and McCord

Against: Mr. Boulton and Ms. Evans

Abstain: none

4. 50th Birthday Temporary Bell Tower Option – Purchasing Exception

**Action:** Mr. Klein moved to approve a purchasing exemption to allow CA to contract with the Verdin Company to refurbish and install bells into a temporary tower. Mr. Dunn seconded the motion, which passed. Vote: 8-1-1

For: Messrs. Avery, Dunn, Klein, Schwind, Stack and Wu; and Mmes. Eagan and McCord

Against: Mr. Boulton

Abstain: Ms. Evans

**8. Tracking Forms**

**9. Talking Points** Recording Secretary Valerie Montague read the Talking Points.

**10. Adjournment:** The meeting was adjourned at 11:10 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary