

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: December 14, 2017**

Approved: January 25, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, December 14, 2017 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Dick Boulton, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 8:21 p.m.), Ginny Thomas, and Shari Zaret. Also present were CA Vice President/CFO Susan Krabbe.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:50 p.m. by Chairman Andrew Stack. Mr. Stack announced the directors and senior staff in attendance, reminded attendees that the meeting is being recorded and broadcast, and read CA's Five Civility Principles.

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

The **Architectural Resource Committee** held a closed meeting on November 13, 2017. Members present were Sheri Fanaroff, Deb Bach, Evamarie Lambright, and Tom Mungo. The vote to close the meeting was 4-0-0.

For: Mmes. Fanaroff, Bach, and Lambright and Mr. Mungo

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 1:05 p.m. until 3:15 p.m. to discuss new and ongoing covenant cases.

The **Board of Directors** held a closed meeting on November 27, 2017. Members present were Chairman Andrew Stack, Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, and Shari Zaret. The vote to close the meeting was 8-0-0.

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 8:38 p.m. until 9:30 p.m. to discuss the mid-term evaluation of the CA President/CEO.

The **Architectural Resource Committee** held a closed meeting on December 11, 2017. Members present were Deb Bach, Evamarie Lambright, and Tom Mungo. The vote to close the meeting was 3-0-0.

For: Mmes. Bach and Lambright and Mr. Mungo

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 2:40 p.m. to discuss new and ongoing covenant cases.

The **Audit Committee** held two closed meetings on December 11, 2017. Members present were Nancy McCord, Andrew Stack, Gregg Schwind, and James Young. The vote to close the first meeting was 4-0-0 and the vote to close the second meeting was 4-0-0.

The closed meetings were 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 first meeting was closed from 7:05 p.m. until 8:14 p.m., and the second meeting was closed from 9:20 p.m. until 10:17 p.m. The purposes of the closed meetings were (1) review of an outsourced report and (2) review of several internal audit reports and consultation with staff personnel on legal matters.

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

Ms. Thomas made a motion to discuss adding the “BWI Noise Issue” topic back on the agenda for the January 25, 2018 Board meeting. Mr. Klein seconded the motion. Mr. Stack agreed to add the discussion as item 6(b)3 of the December 14, 2017 Board meeting agenda.

**Action:** Ms. McCord moved to approve the agenda as amended. Ms. Thomas seconded the motion, which passed unanimously. Vote: 7-0-0. (Mr. Schwind had not arrived at the time the vote was taken.)

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

### **5. Reports/Presentations**

#### (a) President’s Report

Discussion centered on why Haven on the Lake had its own page on the CA website, while other CA entities did not. A revisit of CA’s social media policy will be added to the Agenda Topics Log. Mr. Matthews will update the Board on village signage. Mr. Klein asked if parking would be provided for Haven on the Lake patrons during, and after, construction of the new building on the existing Haven parking lot. Mr. Matthews said designated parking places for Haven on the Lake would be included in the parking garage in the new building. It was noted that CA’s lease with Howard Hughes Corporation requires that parking be provided at all times.

#### (b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors

Discussion centered on the status of the Butterfly and the layout of the pathways. Mr. Stack suggested Board members send their questions about the Butterfly and the pathways to Ms. Eagan and Messrs. Matthews and Schwind via e-mail.

#### (c) Financial Reports

The Audit Committee reviewed the FY 18 2<sup>nd</sup> Quarter Financial Report and the FY 18 2<sup>nd</sup> Quarter Financial Statements and had no concerns. Both were accepted by the Board of Directors.

### **6. Board Action**

#### (a) Consent Agenda

##### 1. Approval of Minutes – November 9, 2017

Hearing no objection, the minutes were approved.

#### (b) Board Votes

##### 1. Approval of IRS Forms 990 and 990T

The IRS Forms 990 and 990T were reviewed by the Audit Committee and sent to the Board of Director for approval.

**Action:** Mr. Boulton moved that the Board of Directors approve the IRS Forms 990 and 990T. Ms. Evans seconded the motion. The vote to approve the forms was unanimous.

##### 2. Approval of the Independent Auditors for FY 2018

The Audit Committee reviewed the selection of CliftonLarsonAllen LLP as the independent auditors for FY 2018 and recommended the selection be sent to the Board of Directors for approval.

**Action:** Mr. Boulton moved the Board of Directors approved the selection of CliftonLarsonAllen LLP as the independent auditors for FY 2018. Ms. Evans seconded the motion. The vote to approve was unanimous.

- (c) Addition of the “BWI Noise” Topic to the January 25, 2018 Board of Directors Meeting Agenda  
Ms. Thomas requested the Board reconsider the decision to remove the BWI Noise topic from the January 25, 2018 Board meeting agenda. Adding the topic back on the agenda would allow the CA Board to hear the concerns of residents. Discussion focused on other entities established to hear concerns about the noise; possible legal action against the FAA on the noise problem by states’ attorneys general; time constraints at the January 25 meeting that would preclude the addition of the topic to the agenda; and what impact, if any, Columbia Association would have in resolving the problem.

**Action:** Ms. Thomas repeated her initial motion that the Board add 15 minutes to the January 25, 2018 Board meeting agenda to hear residents’ concerns about BWI noise, that staff give the Board more information on the current status of the issue in advance of the meeting, and that staff explore placing a link on the CA website to the Maryland committee established to hear residents’ concerns about the noise. The motion failed by a vote of 4-4-0.

For: Mmes. Evans and Thomas and Messrs. Boulton and Klein  
Against: Mmes. McCord and Zaret and Messrs. Schwind and Stack

Mr. Stack will work with Mr. Matthews to get an update on the status of the issue. Any information obtained will be included in the “For Your Information” section of the January 25, 2018 Board meeting agenda. Mr. Matthews will also investigate getting a link on CA’s website to the DC Metroplex BWI Community Roundtable, the group established by the Maryland Aviation Authority to hold hearings on, and hear from residents about, noise concerns.

**7. For Your Information**

CA’s press released entitled “CA wants to hear from millennials” was included in the packet.

**8. Tracking Forms**

- (a) Tracking Form for Board Requests
- (b) Tracking Form for Resident Requests

**9. Talking Points:** Recording Secretary Janet Loughran read the Talking Points.

**10. Adjournment:** The meeting was adjourned at 8:50 p.m.

Respectfully submitted,

Janet F. Loughran  
Recording Secretary