

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 26, 2015**

Approved: April 9, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, March 26, 2015, at the Columbia Association Building. Present were Chairman Russ Swatek, and members Reg Avery, Michael Cornell, Brian Dunn, Alan Klein (via phone), Nancy McCord, Tom O'Connor, Gregg Schwind (via phone, then in person), and Andrew Stack. Board Member Jeanne Ketley was absent. Also present were CA President/CEO Milton W. Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner, Governance Chief of Staff Rob Goldman, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:06 p.m. by the Chairman, Russ Swatek.

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

3. Approval of Agenda:

Action: Mr. Avery moved to approve the agenda; Ms. McCord seconded the motion. The motion passed. Vote: 7-0-1.

For: Messrs. Swatek, Avery, Dunn, Klein, O'Connor, Stack, and Ms. McCord

Against: None

Abstain: Mr. Cornell

4. Disclosure of Conflicts of Interest: The Chairman said none were disclosed to him.

5. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about CA's severance policy and Wibit equipment for pools.

6. Approval of Minutes

Action: Ms. McCord moved that the minutes of March 12, 2015 be approved. Mr. Avery seconded the motion, which passed unanimously. Vote: 8-0-0.

7. Chairman's Remarks: Mr. Swatek presented Mr. Cornell with a parting gift as Mr. Cornell is leaving the Board after eight years of service. Tonight's Board meeting is the last one Mr. Cornell will attend in person.

8. President's Report: In response to questions from the Board, Mr. Matthews and staff said Haven on the Lake P&L information is part of the quarterly financial report and an updated key performance indicator dashboard will be presented at the next meeting.

9. Committee Chairs' Reports

(a) **Board Operations Committee:** Mr. Swatek said the next meeting will be held March 30 at 7:30 p.m.

(b) **External Relations Committee:** None

(c) **Planning and Strategy Committee:** None

(d) **Strategic Implementation Committee:** Mr. Klein commented that it is now more difficult to find Board information on the website. He said a link to Board information should once again be on the menu at the top of home page. He also said the agenda and meeting packet should be presented together on the website.

(e) **CA Representatives to the Inner Arbor Trust Board of Directors:** Ms. McCord said the next meeting will be held on April 15.

10. Recommendation for Board Action

(a) Consent Agenda – None

(b) Recommendation for Action– None

1. Appoint External Auditors for FY 15 Annual Audits of CA’s Financial Statements and Incentive Saving Plan

The Board voted unanimously to appoint CohnReznick as external auditors for FY 15. Vote: 8-0-0.

11. Special Topics and Presentations - None

12. Committee Agendas

(a) Strategic Implementation Committee

1. Discussion

(a) Discussion on the Use of Pesticides and Next Steps

Marc Kolp and Nick Mooneyhan described CA’s use of pesticides, primarily on Hobbit’s Glen and Fairway Hillsgolf courses, and said CA has reduced the need for pesticides on its golf courses by 60% by changing the type of grass and strengthening site management strategies. Mr. Mooneyhan said CA has stopped using neonicotinoids until further research and guidance about their safety are available. He also said that, as of this year, only certified applicators can apply neonicotinoids. He noted that Fairway Hills and Hobbit’s Glen are Certified Audubon Cooperative Sanctuary golf courses, attesting to CA’s good site management practices.

(b) On-Line Membership Enrollment – Implementation

CIO Chuck Thompson discussed implementation of CA’s membership enrollment online project, saying CA welcomes feedback from actual users. By using existing technology, CA didn’t incur development costs for the system nor for the upcoming mobile application.

(c) Policy Regarding Performance Incentive Payments and Severance Payments that Exceed Guidelines

Mr. Schwind joined the meeting via phone at 8:02 p.m. and in person at 8:15 p.m.

The SIC asked staff to re-write CA’s policy regarding performance incentive payments and severance payments, and the sense of the Board was that the policy revisions should be restricted to the issue of severance and be modeled on the procurement policy.

Action: Mr. O’Connor then moved that the SIC recommend that the Board accept Mr. Matthew’s draft policy that would require the CEO to give the Board an explanation for finalizing a severance agreement that included payment exceeding certain limits, and giving the CEO the option of offering those reasons in advance of making a decision. Mr. Avery seconded the motion, which passed. Vote: 2-1-0

For: Messrs. Avery and O’Connor

Against: Mr. Klein

Abstain: none

(d) Committee Tracking Form

(b) External Relations Committee

1. Discussion

(a) Advisory Committee Charges

Action: Mr. Cornell moved that the ERC recommend that the Board accept the charges of CA’s Advisory Committees and that they be updated every two years to coincide with the CA budget cycle. The motion passed unanimously. Vote: 2-0-0.

(b) Committee Tracking Form

(c) Planning and Strategy Committee

1. Discussion

(a) Questions and other Topics Related to the Future of Splashdown

Marc Kolp and Dennis Mattey discussed staff's responses to questions Board members have recently asked about Splashdown.

Mr. Goldman left the meeting at 8:54 p.m.

Board members discussed possibly replacing the Splashdown flumes. The sense of the board is that staff should obtain more engineering studies to determine options for replacing the flumes.

Mr. Mattey said he will develop a cost and time schedule for doing improvements at the Swim Center, including Splashdown, over the next few fiscal years. He suggested that planning be done during FY 2016 and that the FY 2017 budget include funds for construction.

The PSC recommended keeping Splashdown, with directions to staff to explore other configurations for the slide landing or otherwise replacement with the same.

13. Possible Topics for Future Board Discussions

14. Tracking Forms

(a) Tracking Form for Board Requests:

Mr. Schwind asked that a due date be set for his request for a list of rates and fees that CA charges for memberships and facilities usage.

(b) Tracking Form for Resident Requests: None

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

16. Adjournment: The meeting was adjourned at 9:32 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary