

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: July 10, 2014**

Approved: July 24, 2014

A meeting of the Columbia Association Board of Directors was held on Thursday, July 10, 2014, at the Columbia Association Building. Present were the Chair, Andy Stack, members Reg Avery (via phone), Michael Cornell (via phone), Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind, and Russ Swatek. Also present were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman and Chief Staff Liaisons Susan Krabbe and Jane Dembner.

1. Call to Order: The Board of Directors Meeting was called to order at 7:38 p.m. by the Chair, Andy Stack.

2. Announcement of Closed/Special Meetings Held/To Be Held:

The Board of Directors held a closed meeting at the Columbia Association Building on June 26, 2014. Members present were: Andy Stack, Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein (via phone), Nancy McCord, Tom O'Connor, Gregg Schwind, and Russ Swatek. The vote to close the meeting was 9-1-0.

For: Messrs. Stack, Avery, Cornell, Dunn, O'Connor, Schwind, and Swatek, and Meses. Ketley and McCord.

Against: Mr. Klein

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 10:05 p.m. until 10:30 p.m.

3. Approval of Agenda:

Action:Mr. Stack clarified that Item 12 (Special Topics and Presentations) will be a discussion, not a presentation, and he asked that agenda Item 12 be moved to before Item 11 (Recommendations for Board Action). Mr. O'Connor moved to approve the agenda. Mr. Klein seconded the motion. Mr. Swatek said Item 17 should be changed to "motion whether to close and adjourn the meeting." The agenda as amended was approved unanimously. Vote: 10-0-0.

4. Disclosure of Conflict of Interest: The chair said none were disclosed to him.

5. Resident Speakout: Mr. Stack said the Board appreciates resident comments as long as they are presented respectfully. There were 22 participants in Resident Speakout:

- (a) Bill Santos, Wilde Lake, invited Board members to attend swim meets at local pools and nature camp at Wilde Lake.
- (b) Brian England, Hickory Ridge, wants CA to work with Howard Hughes Corp. to improve Columbia.
- (c) J.D. Smith, Owen Brown, wants a Columbia Planning Board established as a gatekeeper to ensure that changes to an existing Final Development Plan are approved.
- (d) Christopher Alleva, Howard County Business Association, said CA has the right and obligation to enforce property covenants. He invited Mr. Matthews to attend HCBA meetings.
- (e) Mary Pivar, Wilde Lake, spoke about "material changes" to the Inner Arbor plan.
- (f) Julia McCready, Oakland Mills, thanked those who prompted creation of a new Inner Arbor plan that she prefers over the original plan.
- (g) Alan Ray, River Hill, compared Symphony Woods to New York's accessible Central Park.

- (h) Ed Coleman, Long Reach, said the CA board has made its decision on the Inner Arbor Trust and should now focus on other issues, such as a task force to change BOD guidelines.
- (i) Bill Woodcock, Oakland Mills, said the Inner Arbor plan is part of a larger effort to ensure that Columbia remains a world-class town.
- (j) Kirsten Coombs, Town Center, wants innovative changes that will cause Symphony Woods to be more fully used.
- (k) Bill McCormack Jr., co-chair of Oakland Mills Village Board, said the OMVB wants CA to seek public input into combining the best of both Inner Arbor plans, regain ownership of Symphony Woods and control of the IAT board, and review material changes to the plan.
- (l) Jervis Dorton, Oakland Mills, said the new Inner Arbor plan includes material changes that the CA board should vote on.
- (m) Ursula Kondo, Hickory Ridge, said CA is required to vote on changes made to the Inner Arbor plan that was approved on February 14, 2013.
- (n) Harry Schwarz, Hickory Ridge, said development of Symphony Woods should be designed by experts, in accord with public benefit values defined in the easement.
- (o) Al Scolnik, Hickory Ridge, spoke about the lack of “material changes” in Inner Arbor plan.
- (p) Barbara Russell, Oakland Mills, said questioning park development plans doesn’t necessarily mean the speaker rejects the plan. She also wants answers to questions she sent to the board.
- (q) Joel Hurewitz, Harpers Choice, said CA’s ethics code may be in conflict with its charter. He also said the Inner Arbor concept plan Exhibit D lacks explanatory wording.
- (r) Kevin White, Oakland Mills, wants a visionary park for Columbia based on the existing concept plan.
- (s) Bob Fontaine, Harpers Choice, said the most recently approved Inner Arbor plan was conceptual and was intended to be changed.
- (t) Inge Hyder, Harpers Choice, wants Symphony Woods to be made nicer and would like the CA Board to review installations overseen by Michael McCall in other parks.
- (u) George Barker, Wilde Lake, said that the two plans for Symphony Woods have lots of similarities and no material changes that warrant delay in development.
- (v) Shari Zaret, Kings Contrivance Village Board member, said the KCVB wants current Inner Arbor plan to move forward.

6. Approval of Minutes:

Action: Ms. McCord moved to approve the minutes of June 26. Mr. Dunn seconded the motion. Mr. Klein asked that the Resident’s Speakout section be revised to include speakers’ stated points of view on topics. Mr. Goldman explained that CA policy is that minutes reflect only the speakers’ name, village or organization and topic.

The following changes were made to the minutes:

1. Line 86: Add “Mr. Klein apologized to the Board and to Janet Loughran for the tone of his recent emails to them.”
2. Line 133-134: Revise to say “Mr. Klein noted that future President’s Reports will include updates regarding the Inner Arbor.”

The minutes as amended were passed unanimously. Vote: 10-0-0.

7. Chairman’s Remarks:

The next CA Board meeting will be held on July 24. On July 23, there will be a groundbreaking ceremony for Haven on the Lake and there will also be an Audit Committee meeting. Mr. Stack thanked Harpers Choice and River Hill for their July 4th parades.

8. President’s Remarks:

At Mr. Matthews’ request, Mr. Goldman gave an update on Haven on the Lake: Board members should now have access to a smart sheet with Haven updates; a groundbreaking ceremony will be held at 10 a.m. on July 23 ;invitations to the groundbreaking ceremony will be sent soon; construction began on July 7. He added that there are 290 Haven members and 794 prospective members. Regular classes are being

conducted at the sales center for members and prospects. Classes will also be held at Athleta clothing store at the Columbia Mall. People can sign up online for the classes.

9. Committee Chairs' Remarks:

- (a) Board Operations Committee: None
- (b) External Relations Committee: Ms. McCord said there has been a lot of hostility among board members, lienholders, etc., when discussing the IAT or other issues. She urged people to act more respectfully and asked that the Board establish a policy of not allowing people to speak before the Board if they attempt to personally discredit others.
- (c) Planning and Strategy Committee: None
- (d) Strategic Implementation Committee: None

10. Remarks by CA Representatives to the Inner Arbor Trust Board of Directors

Mr. Schwind said county government has responded to the IAT Board's Site Development Plan with questions to which the IAT is responding. He then moved that the CA Board endorse the current Inner Arbor plan. Mr. Dunn seconded the motion, which was discussed at length. (see below)

12. Special Topics and Presentations (*Item was moved on the agenda*)

- (a) Update on the Inner Arbor Plan with Michael McCall, President and CEO, Inner Arbor Trust
Mr. Matthews commented that the easement CA gave the IAT was tied to a concept plan with no details. Now that a Site Development Plan has been submitted, some people seem to be objecting based on their personal taste regarding specific elements that will be in the park. He noted that CA is a partner in a joint venture, with only three seats on the IAT board, and must consider the interests of all of the partners.

Ms. McCord noted that material changes have been made to the plan but the primary issue at this point is whether the Board supports the current plan. Ms. Ketley commented that community buy-in is essential and was not obtained for this plan.

IAT President Michael McCall said the IAT is negotiating collaboratively with Howard County Planning and Zoning to move the Inner Arbor project forward and is striving to meet deadlines set by CA. He also said a survey conducted by IAT consultants indicates significant public support for the project. Mr. Swatek asked whether the IAT is willing to compromise on the design plans for Symphony Woods. Mr. McCall responded that the IAT would like the CA Board's endorsement but the county is the biggest donor, having given IAT \$5 million, and has been very supportive. In answer to Mr. Avery's request that the IAT hold open meetings as a way of being more transparent to residents, Mr. McCall said there are a number of entities that receive money from the county and/or CA and do not hold open meetings. He also said the IAT is willing to meet with the CA Board more regularly. In answer to a question from Mr. Swatek about what would constitute a "material change" requiring CA Board approval, Mr. McCall said that it would have to be something that is not arts-related or not in accord with county legislation defining "public use benefit" for Symphony Woods. At Mr. Schwind's request, Mr. McCall clarified that the planned "picnic table" structure will be largely enclosed underneath, housing plumbing and electrical cables that can be used during such events as Wine in the Woods. Mr. Klein asked Mr. McCall to give examples of his successful projects in other places.

Action: The Board voted on Mr. Schwind's motion (seconded by Mr. Dunn) that the CA Board endorse the current Inner Arbor plan. The motion passed. Vote: 6-4-0.

For:	Messrs. Cornell, Dunn, Stack, Schwind, O'Connor, and Ms. McCord
Against:	Messrs. Avery, Klein, Swatek and Ms. Ketley
Abstain:	None

11. Recommendations for Board Action

(a) Consent Agenda - None

(b) Recommendations for Action

1. Approval of Creation of a Board Task Force with Staff Support to Review the Existing Charter and By-Laws

Mr. Swatek said the BOC wants a task force that will conduct a comprehensive review of CA's charter and by-laws and make sure they are clear and relevant. Mr. O'Connor said the review should be done by one of the Board's existing committees. Mr. Matthews suggested having such a review done by a committee of citizens.

Action: Mr. O'Connor moved to table the BOC's motion to create a task force and instead have CA staff work with the BOC to recommend strategies for reviewing CA's Charter and by-laws. The motion passed unanimously. Vote: 10-0-0.

13. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion – None

(a) Committee Tracking Form

(b) External Relations Committee

1. Discussion

(a) Community Input Meeting Planning (2d Discussion)

After discussion of whether topics should be identified prior to the community input meeting scheduled for October 18 or whether residents should bring up topics during the meeting, the ERC, by consensus, decided to meet with the facilitator to develop ways to design and publicize the community input meeting and ensure diverse ways for residents to participate.

(b) Committee Tracking Form

(c) Strategic Implementation Committee

1. Discussion

(a) Howard County Easement Request – Stormwater Management Pond, Huntington (2d Discussion)

Action: Mr. O'Connor moved that the SIC recommend that the Board approve Howard County's easement request for a stormwater management pond in the Huntington neighborhood. Mr. Avery seconded the motion, which passed unanimously.

Vote: 3-0-0.

For: Messrs. Avery, Klein and O'Connor

(b) Howard County Easement Request – Water Main Crossing, Fairway Hills Golf Course along Route 29 (2d Discussion)

Action: Mr. O'Connor moved that the SIC recommend that the Board approve Howard County's easement request for a water main crossing at Fairway Hills Golf Course along Route 29. Mr. Avery seconded the motion, which passed unanimously. Vote: 3-0-0.

For: Messrs. Avery, Klein and O'Connor

(c) Feasibility of Establishing a Board Compensation Committee

Mr. Matthews said an employee salary study was done last year. He would like to see a benefits study done, then results of both studies can be analyzed together. He said CA can do comprehensive compensation studies in the future, when needed. Mr. Cornell also wants CA

to look at the impact of raising the minimum wage CA pays employees.

Action: Mr. O'Connor moved to table the recommendation to establish a committee. The SIC then moved the topic of compensation to the PSC. It is already on the PSC's tracking form.

(d) Committee Tracking Form

In answer to questions from Mr. Klein about items with "ongoing" due dates, Ms. Dembner said the next quarterly watershed program report will be sent to Board members in August, and Mr. Matthews said he has been given until September to present his goals and objectives for FY15.

14. Tracking Forms:

(a) Tracking Form for Board Requests

Mr. Klein asked when employee stretch goal information will be received. Mr. Swatek said he would like to see the request remain active even though the Board voted to eliminate the employee bonus program.

(b) Tracking Form for Resident Requests

Mr. Klein asked that Barbara Russell's email with questions about formation of the IAT and Symphony Woods development plan be added to the tracking form.

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

17. Closed meeting: Mr. Stack said that, due to the lateness of the hour, the Board will meet on August 4, after the 7:30 p.m. BOC meeting, to discuss what would have been discussed during the closed meeting originally scheduled for tonight.

16. Adjournment: Mr. Swatek moved to adjourn the meeting. Mr. Avery seconded the motion, which was approved by consensus. The meeting was adjourned at 10:58 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary