

**Minutes of the First
Board of Directors Meeting
May 8, 2014**

Approved: June 12, 2014

1. Call to Order

A meeting of the Columbia Association Board of Directors was held on May 8, 2013, at 8:05 p.m. at the Columbia Association building. Present were members Andy Stack, Reginald Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, and Russ Swatek. Tom O'Connor and Gregg Schwind joined the meeting via telephone. Acting President Susan Krabbe was present as was Governance Chief of Staff Rob Goldman. General Counsel Sheri Fanaroff joined the meeting via telephone.

Ms. Krabbe chaired the meeting.

2. Vote to Close the Meeting

Action: Mr. Schwind moved to close the meeting as 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; and Mr. Dunn seconded. After a brief discussion, the Chair called the question. The motion failed.

Vote: 5-5-0

For: Messrs. Cornell, Stack, Dunn, Schwind, and O'Connor

Against: Mses. McCord and Ketley; and Messrs. Swatek, Avery, and Klein

Abstain: None

3. Approval of the Agenda

Action:Mr. Cornell moved to approve the agenda and Mr. Swatek seconded.

Action:Mr. Klein moved that a Resident Speakout be added to the agenda, and Mr. Cornell seconded. The amended agenda was approved.

Vote: 9-0-1

For: Mses. McCord and Ketley; and Messrs. Cornell, Stack, Swatek, Dunn, Avery, Klein, and Schwind

Against: None

Abstain: Mr. O'Connor

4. Resident Speakout There were four residents present for Resident Speakout.

(a) Bill Woodcock of Oakland Mills spoke about issues involving a CA Board member running for the County Council.

(b) Barbara Russell of Oakland Mills, spoke about CA Board elections.

- (c) Ginny Thomas of the Oakland Mills Village Board spoke about issues involving a CA Board member being elected to public office.
- (d) Paul Verchinski of Oakland Mills spoke about CA Board members running for public office.

5. Discussion of the Ethics Issue

Action: Mr. Klein moved, and Mr. Swatek seconded, to strike the Ethics Policy clause requiring someone running for public office to resign from the Columbia Association Board of Directors.

Action: Mr. Swatek offered a friendly amendment to change the language to say that someone holding public office be required to resign from the Columbia Association Board of Directors, but Mr. Klein rejected the friendly amendment.

After discussion, the question was called, and the motion failed.

Vote: 4-5-1

For: Mses. McCord and Ketley; and Messrs. Avery, and Klein

Against: Messrs. Cornell, Stack, Dunn, O'Connor, and Schwind

Abstain: Mr. Swatek

Action: Mr. Swatek moved, and Mr. Klein seconded, that the Ethics Policy clause should be changed to read that a Board member holding public office shall resign from the Columbia Association Board of Directors.

Action: Mr. Swatek offered a friendly amendment that the wording be changed to a Board member who is sworn into public office shall resign from the Columbia Association Board of Directors.

Action: Mr. Cornell offered a friendly amendment that the wording be changed to a Board member who is sworn into partisan public office shall resign from the Columbia Association Board of Directors and the Council, and the friendly amendment was accepted.

Action: Mr. O'Connor moved that the motion be tabled to obtain legal advice on the wording, and Mr. Schwind seconded. After a brief discussion, the Chair called the question. The motion failed.

Vote: 3-7-0

For: Messrs. Dunn, O'Connor, and Schwind

Against: Mses. McCord and Ketley; and Messrs. Swatek, Cornell, Stack, Avery, and Klein

Abstain: None

The Chair read the amended motion and called the question. The amended motion passed.

Vote: 8-2-0

For: Mses. McCord and Ketley; and Messrs. Cornell, Stack, Swatek, Dunn, Avery, and Klein

Against: Messrs. O'Connor and Schwind

Abstain: None

6. Vote to Open the Meeting This vote did not occur because the meeting was not closed.

7. Adjournment

Action: Mr. Cornell moved and Mr. Stack seconded that the meeting be adjourned. The Chair, hearing no objection, adjourned the meeting at 9:01 p.m., with a five minute break before continuing with the next meeting.

Respectfully submitted,

Erin Gilland Roby
Recording Secretary

**Minutes of the Second
Board of Directors Meeting
May 8, 2014**

Approved: June 12, 2014

1. Call to Order

A second meeting of the Columbia Association Board of Directors was held on May 8, 2013, at 9:14 p.m. at the Columbia Association building. Present were members Andy Stack, Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, and Russ Swatek. Tom O'Connor and Gregg Schwind joined the meeting via telephone. Interim President Susan Krabbe was present, as was Governance Chief of Staff Rob Goldman. General Counsel Sheri Fanaroff joined the meeting via telephone.

Ms. Krabbe initially chaired the meeting.

2. Approval of the Agenda

Action: Mr. Cornell moved to approve the agenda and Mr. Dunn seconded. The agenda was approved unanimously.

Vote: 10-0-0

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

Against: None

Abstain: None

3. Resident Speakout There were no residents present for Resident Speakout.

4. Election of Chair and Vice Chair of the Columbia Association Board of Directors

Action: Mr. Swatek nominated himself to be Chair of the Board of Directors. Andy Stack nominated himself to be Chair of the Board of Directors and Gregg Schwind to be Vice Chair. The vote was split 5-5.

Action: Mr. Schwind moved that the Chairmanship be split between the two nominees with Andy Stack taking the first 6 months of the fiscal year, and Russ Swatek take the second 6 months. Ms. Ketley seconded the motion.

Action: Mr. Cornell offered a friendly amendment that Mr. Stack and Mr. Swatek be Chair and Vice Chair, switching their respective roles after 6 months, and Mr. Schwind accepted the amendment.

After some discussion, Ms. Krabbe called the question, and the amended motion passed.

Vote: 9-0-1

For: Mses. McCord and Ketley; and Messrs. Cornell, Stack, Swatek, Dunn, Avery, Klein, and Schwind

Against: None

Abstain: Mr. O'Connor

At 9:40 p.m., Mr. Stack took his position as Chair.

5. Appointments to the Committees

Action: After discussion regarding the personal preferences of the Board members while adhering to the rules regarding prior service, the following committee assignments were made:

Planning and Strategy Committee: Gregg Schwind, Brian Dunn, Russ Swatek

Strategic Implementation Committee: Tom O'Connor, Reg Avery, Alan Klein

External Relations Committee: Nancy McCord, Jeanne Ketley, Michael Cornell

Audit Committee: Michael Cornell, Gregg Schwind, Reg Avery

6. Approval of Board of Director Meeting Dates for FY 2015

Action: Mr. Cornell moved and Mr. Avery seconded that the FY 2015 meeting dates for the Board of Directors be approved. The motion passed unanimously.

Vote: 10-0-0

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

Against: None

Abstain: None

7. Appointment of the Officers of the Columbia Association

Action: Mr. Cornell moved, and Mr. Swatek seconded that the Board adopt the resolution appointing the officers of the Columbia Association. The motion passed unanimously.

Vote: 10-0-0

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

Against: None

Abstain: None

8. Adjournment

Action: Mr. Cornell moved and Mr. Avery seconded that the meeting be adjourned. The motion passed unanimously, and the meeting adjourned at 9:58 p.m.

Vote: 10-0-0

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

Against: None

Abstain: None

Respectfully submitted,
Erin Gilland Roby
Recording Secretary