

Minutes of the Board of Directors Meeting April 10, 2014

Approved: April 24, 2014

A meeting of the Columbia Association Board of Directors was held on April 10, 2013, at 7:05 p.m. at the Columbia Association building. Present were the Chair, Andy Stack, and members Alex Hekimian, Nancy McCord, Tom O'Connor, Russ Swatek, Suzanne Waller, Cynthia A.S.H. Coyle (who arrived at 7:21 p.m.), and Brian Dunn (who arrived at 7:21 p.m.). Gregg Schwind joined the meeting via telephone at 7:56 p.m. President Nelson was present as was Governance Chief of Staff Rob Goldman.

2. Announcement of Closed/Special Meetings Held/to be Held There were four closed meetings or special meetings held.

- (a) The Board of Directors held a closed meeting at CA headquarters on Thursday, March 27, 2014. 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 vote to close was 9-0-0, with members Cynthia A.S.H. Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Tom O'Connor, Gregg Schwind, Andy Stack, Russ Swatek, and Suzanne Waller all voting for closure. The meeting was closed from 9:25 p.m. until 11:10 p.m.
- (b) The Board Operations Committee held a closed meeting at CA headquarters on Monday, March 31, 2014. The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property § 11B-111 (4) (iii), consultation with legal counsel on legal matters. The vote to close was 4-0-0, with members Michael Cornell, Brian Dunn, Andy Stack, and Russ Swatek all voting for closure. The meeting was closed from 8:25 p.m. until 8:57 p.m.
- (c) The Board of Directors held a closed meeting at CA headquarters on Monday, March 31, 2014. The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property § 11B-111 (4) (iii), consultation with legal counsel on legal matters. The vote to close was 10-0-0, with members Michael Cornell, Cynthia A.S.H. Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Tom O'Connor, Gregg Schwind, Andy Stack, Russ Swatek, and Suzanne Waller all voting for closure. The meeting was closed from 8:55 p.m. until 10:00 p.m.
- (d) The Board of Directors held a closed meeting at CA headquarters on Thursday, April 3, 2014. 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 vote to close was 8-0-0, with members Cynthia A.S.H. Coyle, Brian Dunn, Alex Hekimian, Nancy McCord, Tom O'Connor, Andy Stack, Russ Swatek, and Suzanne Waller all voting for closure. The meeting was closed from 7:05 p.m. until 10:15 p.m.

3. Approval of the Agenda The Chair announced that he had been notified that the easements were not ready for the Board's review so items 11.(b)1.(c)-(e) were removed from the agenda. [Also removed were items 12.(b)3.-6. for Board action.] The easements will be placed on the next meeting's agenda.

Action: Mr. O'Connor moved to approve the agenda and Ms. McCord seconded. Mr. Hekimian asked that the PSC items be moved to after the SIC agenda because there were no PSC members present. The Chair said they would proceed with the Village Center Update (item # 11.(a)1.(b)) first to accommodate the CA staff member present to give the update. Mr. Hekimian said the issue on renaming Symphony Woods needed to be added to the agenda, and asked that a placeholder be added to the agenda to address the issue when Mr. Schwind arrived. Mr. Swatek seconded. The amended agenda was approved unanimously.

Vote: 6-0-0

For: Mses. Waller and McCord; and Messrs. Stack, O'Connor, Hekimian, and Swatek

Against: None

Abstain: None

4. Disclosure of Conflicts of Interest The Chair stated that there were no known conflicts.

5. Approval of the Minutes

March 27, 2014

Action: Ms. McCord moved to approve the minutes of March 27, 2014, and Ms. Waller seconded. Mr. Hekimian asked that on p. 3, line 112, the words "other sources" be removed and replaced with the words "the budget document." Mr. Swatek requested that on p. 4, line 145, after the vote, that the following clarification be added: "Because the vote was not unanimous, the issue stayed in committee for a 2nd Reading." The minutes were approved as amended.

Vote: 6-0-0

For: Mses. Waller and McCord; and Messrs. Stack, O'Connor, Hekimian, and Swatek

Against: None

Abstain: None

6. Resident Speakout There were six participants for Resident Speakout.

(a) Dick Boulton of Dorsey's Search spoke of about the plan for Symphony Woods.

(b) Cy Paumier of Harper's Choice spoke about the Symphony Woods Park plan.

Cynthia A.S.H. Coyle and Brian Dunn arrived at 7:21 p.m.

(c) Barbara Russell of Oakland Mills, spoke about the Symphony Woods Park plan.

(d) Paul Verchinski of Oakland Mills spoke as a representative of the CA Senior Advisory Committee about the Older Adult Plan.

(e) Joel Hurewitz of Harper's Choice spoke of his continuing concerns about the proposed plan for Symphony Woods.

(f) Rusty Toler of Owen Brown, spoke about the Older Adult Plan.

7. Chairman's Remarks The Chair announced that there was a new speaker-phone system in place that should improve the ability of those Board members calling in to hear and participate in the meeting. He also stated that the doorbells are now working. He announced that there would be a meeting on the Village Center study on April 23rd, and the last scheduled Board meeting of the fiscal year would be on April 24th.

8. President's Remarks; Follow-up Questions from Board Members The President stated the first IT advisory committee meeting will be on April 23rd.

9. Committee Chairs' Reports

(a) **Board Operations Committee** The BOC's last meeting of the fiscal year was on March 31, 2014.

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

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

(d) **Strategic Implementation** None.

10. Special Topics and Presentations None.

11. Committee Agendas

(a) **Planning and Strategy Committee**

1. Discussion

(b) **Update on the Study of Village Centers** CA's Scott Templin gave an update on the study on village centers, and advised that there would be two public meetings: on April 23rd from 7-9 p.m. at the Bain Center, and May 29th from 7-9 p.m. at Howard Community College's Rouse Company Foundation's Student Services Hall.

Gregg Schwind joined the meeting via telephone at 7:56 p.m.

(a) **Discussion of Plan for Serving the Older Adult Community (2nd Reading)**

Action: Mr. Schwind moved that the Planning and Strategy Committee recommend to the Board that approve the staff recommendations in CA's Comprehensive Plan for Serving Older Adults, and that the staff report annually on the progress of the implementation of the recommendations. Ms. Coyle seconded the motion and the motion passed unanimously.

Vote: 2-0-0

For: Ms. Coyle and Mr. Schwind

Against: None

Abstain: None

(c) **Discuss Suggested Goals and Objectives for President/CEO for FY 2015** It was decided that the BOC would draft the President's goals.

(d) **Discussion of Proposed County Legislation re: Downtown Plan**

Action: This topic was placed on the Tracking Form to be addressed by next year's committee.

(e) **Review End-of-Year Report**

Action: Mr. Schwind moved, and Ms. Coyle seconded that the PSC move its End-of-Year report to the Board. The motion passed unanimously.

Vote: 2-0-0

For: Ms. Coyle and Mr. Schwind

Against: None

Abstain: None

(f) **Committee Tracking Form** The proposed county legislation on the downtown plan issue was added to the committee tracking form for action by next fiscal year's committee.

(b) **Strategic Implementation Committee**

1. **Discussion**

(a) **Proposed Long-Term Debt Issuance (2nd Reading)**

Action: Mr. O'Connor moved and Mr. Hekimian seconded that the SIC recommended to the Board that it approve the issuance of long-term debt. The motion passed unanimously.

Vote: 3-0-0

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

Against: None

Abstain: None

(b) **Minority Business Policy Sunset Clause (2nd Discussion)**

Action: Mr. Hekimian moved and Mr. O'Connor seconded that the SIC recommended to the Board that it approve the Minority Business Enterprise Policy with a targeted 12% procurement from minority businesses, and a termination date of April 30, 2017. The motion passed unanimously.

Vote: 3-0-0

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

Against: None

Abstain: None

(f) **Vote on CA Representation on Inner Arbor Trust Board of Directors**

Action: The SIC forwarded the names of the nominated candidates (Michael Cornell and Nancy McCord) to the Board for an election.

12. **Recommendations for Board Action**

(b) **Recommendations for Action**

7. **Approve CA Representation on Inner Arbor Trust Board of Directors**

Action: Ms. McCord was elected representative to the Inner Arbor Trust Board of Directors.

Vote: For Michael Cornell: 3 votes

For Nancy McCord: 6 votes

At 9:50 p.m., the Chair called for a 5 minute break.

The meeting re-convened at 9:53 p.m., and the Board had a discussion on the issue of the name of Symphony Woods Park, and the Inner Arbor's attempt to change it.

Action: Mr. Schwind agreed to go back to the Trust to attempt to get resolution on the issue.

12. Recommendations for Board Action

(a) **Consent Agenda** There were none.

(b) **Recommendations for Action**

1. Approve Report from the BOC Subcommittee on Advisory Committees

Action: The Board unanimously approved the report from the Board Operations Committee Subcommittee on Advisory Committees.

Vote: 9-0-0

For: Mses. Waller, Coyle, and McCord; and Messrs. Stack, Schwind, Dunn, O'Connor, Hekimian, and Swatek

Against: None

Abstain: None

2. Approve Long-Term Debt Issuance

Action: The Board unanimously approved the issuance of long-term debt.

Vote: 9-0-0

For: Mses. Waller, Coyle, and McCord; and Messrs. Stack, Schwind, Dunn, O'Connor, Hekimian, and Swatek

Against: None

Abstain: None

3. Approve Minority Business Policy and Sunset Clause

Action: The Board unanimously approved the Minority Business Policy with a targeted 12% procurement from minority businesses, and a termination date of April 30, 2017.

Vote: 9-0-0

For: Mses. Waller, Coyle, and McCord; and Messrs. Stack, Schwind, Dunn, O'Connor, Hekimian, and Swatek

Against: None

Abstain: None

13. Tracking Forms

(a) **Tracking Form for Board Requests** Nothing was added.

(b) **Tracking Form for Resident Requests** Nothing was added.

14. Talking Points The Recording Secretary, Erin Gilland Roby, read the Talking Points.

15. Adjournment

Ms. Waller moved and Mr. O'Connor seconded that the meeting be adjourned. Hearing no objection, the Chair adjourned the meeting at 10:15 p.m.

Respectfully submitted,
Erin Gilland Roby
Recording Secretary