



Laguna Woods Village®

BOARD OF DIRECTORS

HANDBOOK

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OVERVIEW

Welcome to the board! This handbook is intended to describe the general nature of duties and responsibilities of board directors, and to provide vital information that will help you be a productive member of the board. It is not intended as an exhaustive list of all responsibilities, duties and actions required of board members.

Helpful Information for New Directors

- See the executive assistant in the CEO's office for your badge to access the directors' lounge.
- Check your mailbox as often as possible, and always prior to meetings.
- Ask the assistant corporate secretary how to use the TeamUp calendar (where meeting days and times are posted) and set it up on your phone.
- Read and study your agenda package before meetings. The board agenda will be in your mailbox or email inbox by the end of business on the Friday before the meeting. Directors have the option to receive electronic copies only or in addition to printed copies.
- Prepare for your committee assignments; learn what's happening within that committee, how it runs and what has happened in the previous year. Previous and current committee members and the corporate secretary are the best resources.
- Read the agenda packets for your board and committee prior to the meeting. Open meeting agendas and agenda packets can be found on the website and TeamUp as well as in your mailbox and/or email inbox prior to the meeting. Closed meeting agendas will be placed in the director's mailbox.
- Gain an understanding of the Condominium Bluebook, California Corporations Code and the Davis-Stirling Act.
- Directors have a duty to vote on all motions. However, if there is a motion you feel unprepared for or lack understanding, it's fine to abstain.
- Resolve to act with the best interests of the corporation in mind, leaving personal agendas behind.
- Attend all scheduled meetings (may be 10 to 30 hours per week; refer to your specific bylaws for attendance rules).
- Prepare for, attend and participate in assigned committee meetings.
- Be educated and informed, and complete sufficient research in advance of meetings.
- Engage in ethical governance behavior.
- Demonstrate business etiquette and professional business behavior.
- Uphold responsibility for legal oversight.
- Maintain fiduciary responsibility.
- Engage in overall management of business decisions.

BOARD MEMBER DUTIES

Code of Conduct/Code of Ethics

GRF, Third Mutual and United Mutual board members are asked to sign a copy of their board's code of conduct.

You will find a code of conduct/code of ethics and any consent agreements you must sign in your corporation's section of this handbook.

Duty of Care

A board member must exercise reasonable care when making decisions:

- Attend and participate in meetings so you can be informed about the association's business.
- Make reasonable inquiry regarding maintenance issues, rules violations, etc.
- Make decisions based on factual information from staff, legal counsel, a trusted committee of the board within its designated authority, independent consultants and other trusted outside experts.
- Access corporate records, when warranted.

Duty of Loyalty

Directors have a duty of loyalty to act in the best interests of the association. This means when a director walks into the board room, they must take off their "homeowner hat" and put on their "director hat." Directors must put the interests of the association above their personal interests, the interests of their friends and neighbors, the interests of their families and the interests of any other group or entity in which they are involved or have a financial interest. Directors must disclose potential conflicts of interest and comply with the conflicts of interest policy adopted by their association.

Directors should passionately and constructively debate issues in the board room. Directors should feel free to disagree and debate the pros and cons of issues prior to making tough decisions. However, once a decision is made, directors have the responsibility to speak with one voice. That means directors should not attempt to undermine the action of the board. If a director does not agree with the ultimate decision of the board, the director should say nothing about the decision. If a director cannot keep quiet, the director should resign from the board prior to speaking out against the board action. Directors should not contribute to unrest by breaching their duty of loyalty to the association.

BOARD MEMBER DUTIES

Duty of Confidentiality

Excerpted from <https://www.Davis-Stirling.com/home/confidentiality>

Board members have a fiduciary duty to keep confidential information confidential.

Who Can Waive Confidentiality? The authority to release information is held by the board as a whole, not by individual directors. Once the information is released, it cannot be taken back. Accordingly, directors who release confidential information without board approval could face significant consequences.

Continuing Duty. While the fiduciary duties of a director terminate when the director ends his or her tour of duty, the duty to protect and preserve confidential information received during service as a director continues after the director leaves the board.

For most executive session matters, confidentiality should extend indefinitely. This includes personnel matters, an owner's delinquency payment plan, disciplinary actions, and attorney-client privileged communications.

Consequences. If an individual director discloses confidential information without prior board approval, that director is acting outside his/her scope of authority and could be personally liable for claims of defamation, invasion of privacy, violations of statute, etc. Any judgments against the director would likely not be covered by the association's insurance.

Disciplinary Action. Directors who reveal confidential information without board approval can be disciplined.

Most often, the punishment is a censure by the board. In addition, the board could form an executive committee that excludes a problem director to handle sensitive matters.

Confidentiality Agreement. In addition, the board could require the misbehaving director sign a confidentiality agreement. If he/she refuses, the board can exclude the director from all communications and meetings involving confidential issues. Adversarial directors can be excluded from particular issues involving the director.

Recommendation: Boards should adopt an ethics policy and consider an ethics pledge.

End of excerpt

BOARD MEMBER DUTIES

Fiduciary Duty

The law imposes certain legal obligations on all board members. Failure to fulfill these obligations could lead to a lawsuit against the association, the board, and even you personally. Chief among these obligations is what's called a "fiduciary duty" to the association. This means that you must perform your duties as a board member in good faith and with the degree of care that an ordinarily prudent person would use under similar circumstances, being at all times loyal to the association and its best interest.

But, in practice, it gets a little more complicated than that. While it's impossible to review every possible situation you might face, here are some basic guidelines to follow. As a board member, you must:

1. Act in the association's best interests at all times. Your decisions must be based on what's best for the association as a whole. Making decisions or taking actions that put the interests of yourself, your friends, or your supporters above those of the association or its members is a breach of your fiduciary duty to the association.
2. Act with care, including seeking advice from experts when appropriate. When making decisions or taking actions, you must exercise the degree of care that an ordinarily prudent person would under the circumstances.
3. Act within the scope of your authority. Your authority is defined in the association's governing documents and by applicable state and local law. It's important that you understand the scope of your authority and not exceed it. If a board action violates the duly adopted bylaws, declaration, or other governing documents, or state or local laws, the board may have breached its fiduciary duty and the action may have to be invalidated. An example of this would be failing to comply with procedural requirements for community elections.
4. Act in good faith. Board members' motives must at all times be to further the legitimate best interest of the association. If board members make decisions based on favoritism, discrimination, or malice—or make arbitrary decisions—they are breaching their fiduciary duty. This doesn't mean that the board can't create a rule that affects some members differently from the way it affects others, it just means that the decision to create the rule must be based on board members' honest and best judgment of what is best for the association as a whole.
5. You'll have to use your best judgment in determining what your fiduciary duty requires of you in any specific situation. You must avoid the following four common mistakes:

BOARD MEMBER DUTIES

- Don't take personal advantage of business opportunities that should benefit the entire community.
- Don't do business with the association unless you disclose that fact and get the appropriate approval to do so.
- Don't give preferential treatment to friends and supporters, or expect it for yourself from others.
- Don't accept gifts from vendors or others doing business—or seeking to do business—with the association.

Risk Management/Liability

Applicable federal or state laws, including the nonprofit mutual benefit law and the common interest development law, are the first laws all boards must obey.

The Trust Agreement (for GRF only)

- Gives GRF its initial authority as trustee
- Overrides other board governing documents
- Requires approval of all corporate members to make changes to the trust

Articles of Incorporation (for all boards)

- Establishes the structure, nature and legal status of the corporation

Covenants, Conditions & Restrictions (CC&Rs) (for Third Mutual only)

- Provides legal foundation and nature of the corporation
- Creates legal structure and limitations on corporation activities
- Provides basic operational principles of entity
- Requires majority of owners/stakeholders to make changes

Occupancy Agreement (for United Mutual only)

- Agreement between corporation and shareholder
- Creates right to occupy unit
- Creates rights and obligations for occupancy

BOARD MEMBER DUTIES

Bylaws (for all boards)

- Governing documents for corporation
- Basic governing rules for corporation
- GRF requires majority of corporate members to make changes
- Mutuals require majority of board members and approval of mutual members, when required, to make changes

Robert's Rules of Order

- Meeting procedural rules required of all boards

Davis-Stirling: Personal Liability

Civil Code §5800(a). A volunteer officer or director is not personally liable in excess of the association's insurance for bodily injury, emotional distress, wrongful death, or property damage or loss as a result of the tortious act or omission of the officer or director if all of the following criteria are met:

- The act or omission was performed within the scope of the officer's or director's association duties.
- The act or omission was performed in good faith.
- The act or omission was not willful, wanton or grossly negligent.
- The association maintained and had in effect at the time the act or omission occurred and at the time a claim is made one or more policies of insurance, which shall include coverage for (a) general liability of the association and (b) individual liability of officers and directors of the association for negligent acts or omissions in that capacity provided that both types of coverage are in the following minimum amount:
 - At least \$500,000 if the association consists of 100 or fewer separate interests;
 - At least \$1,000,000 if the association consists of more than 100 separate interests.

GRF Authority: Trust Agreement

No liability except for willful and wrongful misconduct.

Directors and Officers Insurance

Directors and officers (D&O) insurance protects against any wrongful act while serving on the board. A wrongful act includes any breach of duty, neglect, error, misstatement, misleading statement, omission or act by a board member serving in his/her respective capacities. D&O insurance protects against any negligent act or error made by directors and officers while serving on the board.

BOARD MEMBER DUTIES

Qualities of a Good Director

- **Integrity:** Demonstrates a zero tolerance for unethical behavior, both for themselves and their colleagues
- **Discretion:** Shows discretion in emails, text messages and social media posts, remembering that these are all discoverable
- **Mature confidence:** Speaks out and actively participates in board and committee deliberations
- **Corporate manners:** Recognizes the difference between productively participating in discussions and counterproductively dominating deliberations through the volume or length of comments; must be able to work with other members to create workable compromises
- **A sense of context:** Makes relevant, informed comments focused on the specific aspect of the issue being considered; must be able to stay on topic
- **Courage:** Willing to do the right thing/make the right decision even if it is difficult or unpopular
- **Commitment:** Understands that being an effective board member requires the time, the heart and the standards to make the enterprise successful

Director-Staff Communication Protocol

As a director, you'll enjoy working with various members of Village Management Services staff, but remember that individual directors are not to give directives to staff. Committee chairs may approach their key staff members, but all other directors should go through their committee chair, board president or the CEO if they have questions or wish to discuss something with staff.

Preparing for Board Meetings

- Ensure committee participation as needed.
- Read/study the agenda ahead of time (agendas are ready by the Friday afternoon of the week prior to the meeting, placed in directors' boxes, emailed to directors and located on the website at <https://teamup.com/ksd5d83041f695b7b3>). Closed meeting agendas are placed in the director's mailbox.
- The agenda will include documents relevant to decisions on the agenda:
 - Previous meeting minutes
 - Financial reports
 - Committee reports
 - Staff reports
 - Special reports, memos, etc.

BOARD MEMBER DUTIES

Open Versus Closed Meetings

Some board meetings are open and others are closed.

Open meetings: These meetings include general board business and are open to members who might wish to attend; sometimes televised. Minutes are made available to the public.

Closed meetings: These meetings include confidential matters, such as disciplinary actions, contracts and legal issues and are open only to the directors of that board. Matters discussed in these meetings are not to be discussed outside these meetings, even after you have retired from the board.

Per Civil Code §4935, “The board may adjourn to, or meet solely in, executive session to consider litigation, matters relating to the formation of contracts with third parties, member discipline, personnel matters, or to meet with a member, upon the member’s request, regarding the member’s payment of assessments, as specified in Section 5665.”

Committee Meetings

Open committee meetings: There is no law requiring that committees hold open meetings or post agendas. The Open Meeting Act applies only to meetings of the board. Most committees are advisory in nature and deliver their recommendations to the board of directors in open meetings where members can hear the committee's recommendations. However, standing committees in Laguna Woods Village usually hold meetings open to all residents.

Closed committee meetings: These meetings include confidential matters, such as contract issues and are open only to the directors on the committee. For GRF committees, committee members as well as any other GRF directors may attend, but these directors do not have the right to vote. Advisors on the committees may attend closed committee meetings when authorized by the chair.

Rules of Decorum

1. Speakers must conduct themselves in a civil and respectful manner at all times.
2. Members must be recognized by the chair before speaking.
3. All member comments shall be addressed to the chair.
4. Members shall refrain from discussing personalities or making personal attacks.
5. Speakers shall not use profanity or obscene language.
6. The audience shall not engage in disruptive behavior.
7. The audience shall refrain from private conversations during meetings.
8. Members should come and go as necessary from the meeting room in the least disruptive manner possible.
9. Everyone shall follow the rules of decorum.

BOARD MEMBER DUTIES

Robert's Rules of Order

The bylaws of each and every Laguna Woods Village corporation, in Article 13, Section 2, state the following:

13.2 RULES OF ORDER. The rules contained in "Robert's Rules of Order," current edition shall govern all Mutual Members' meetings and Board of Directors' meetings of this Corporation. In the event of any conflict, the order of precedence is:

13.2.1 Applicable federal or state law, including the Nonprofit Mutual Benefit Law, and the Common Interest Development Law

13.2.2 Articles of Incorporation

13.2.3 Restrictions (CC&Rs, if applicable)

13.2.4 Bylaws

13.2.5 Robert's Rules of Order

Motions: Parliamentary Procedure

Obtaining and assigning the floor

- Member requests to speak and addresses chair
- Chair recognizes member

How to bring a motion before the assembly

- Member makes motion
- Another member seconds motion
- Chair states motion

Consideration of a motion

- Members debate motion
- Chair puts question and members vote
- Chair announces result of vote

Read more about motions in "Robert's Rules of Order—Simplified" in the References section of this handbook and/or "Robert's Rules of Order Newly Revised," 12th Edition.

BOARD MEMBER DUTIES

Guide to Motions

The language used for making motions is very precise. Please refer to the Parliamentary Motions Guide in the References section of this handbook. To be recognized, you may raise your hand, tap on the “request to speak” button on the Granicus screen or use the “raise hand” button on Zoom.

Helpful References

- “Robert’s Rules of Order Newly Revised,” 12th Edition
- “Robert’s Rules of Order Newly Revised in Brief” (the “yellow book”)
- “Robert’s Rules in Plain English”
- “2024 Condominium Bluebook”

Roles on the Board

President (Officer)

- Is a visible representative *of* the community and *to* the community
- Makes it clear that board role is to “preserve, protect and enhance the community”
- Oversees board and committee business
- Appoints committee chairs and members with board approval
- May serve ex officio on any committee
- Should have a clear understanding of Robert’s Rules/parliamentary procedure
- Works with managing agent/manager to ensure adequate support for the community
- Sets meeting agendas
- Runs meetings
- Interfaces with legal counsel
- Acts as a liaison with the managing agent
- Endorses/signs various documents/contracts/checks or other instruments in writing

First Vice President (Officer)

- Fulfills president’s responsibilities when president is absent
- Serves at the discretion of the president
- May be responsible for signing documents
- Should have a clear understanding of Robert’s Rules/parliamentary procedure

BOARD MEMBER DUTIES

Roles on the Board, continued

Second Vice President (Officer)

- Fulfills president's responsibilities when president and first vice president are absent
- Serves at the discretion of the president
- May be responsible for signing documents
- Should have a clear understanding of Robert's Rules/parliamentary procedure

Secretary (Officer)

- Keeper of bylaws, governing documents, CC&Rs (for Third Mutual only) and a copy of "Robert's Rules of Order, Newly Revised"
- Should have a clear understanding of Robert's Rules/parliamentary procedure
- Is responsible for any additional records
- Ensures minutes are taken correctly and records are maintained in proper order to legally protect the community and board
- Minutes should be completed and reviewed by the board secretary in a timely manner
- Understands that minutes are discoverable documents
- May be responsible for signing documents

Treasurer (Officer)

- Overseeing the financial affairs of the board
- Requesting appropriate financial reports and assistance in selecting an auditor
- Monitors financial records and notifies and reports any issues, challenges, overages, discrepancies, etc., to the board in a timely fashion
- May be responsible for signing documents
- Should have a clear understanding of Robert's Rules/parliamentary procedure

Committee Chair

- Excellent working knowledge of Robert's Rules/parliamentary procedure
- Sets meeting agendas
- Reviews committee agendas with department head or heads
- Runs meetings
- Reads, understands, shares committee charter with entire committee

BOARD MEMBER DUTIES

Roles on the Board, continued

Committees: Provide board support

- The committee is an extension of the board
- Researches and makes recommendations to the board
- Best represented by a cross-section of the community
- Does *not* make decisions or take actions, but provides well-researched recommendations
- Protects both committee members and the corporation
- Reads/understands the committee's charter

Board Member

- Represents the board both publicly and privately at all times
- Keeps matters of the board confidential, even after leaving the board
- Studies issues carefully
- Votes responsibly
- Accepts board decisions and does not speak against them once decided
- If new information is found, may bring up previous decisions for board's consideration (see Robert's Rules on procedure)

Causes of Board Vacancies

- **Recall:** At any regular or special meeting of mutual members, a director may be removed, without cause, by a majority vote of the membership's voting, and a successor then and there may be elected to fill the created vacancy
- **Resignation:** A director resigns on his/her own discretion
- **Vacancy:** Opening on the board due to a resignation, recall or other event

Effective Board Management

A harmonious board:

- Sees the unique contribution from each board member
- Acts as a team working toward a focused goal
- Thrives on managing itself
- Is content with taking challenges and risks
- Completes work through support, encouragement, openness and valuing individual contributions

BOARD MEMBER DUTIES

Running Effective Meetings

Ensure the objectives are clear (agenda)

- Determine the agenda covers all items that need to be addressed
- Ensure board and committee members have the agenda far enough in advance to prepare; agendas must be made available four days (96 hours) prior to open meetings, two days (48 hours) prior to closed meetings and one day (24 hours) for emergency meetings

Ensure the right people are invited

- Key decision makers or those with critical information must be in attendance
- Ensure enough directors for a quorum are in attendance

Manage conversations by sticking to the agenda/schedule

- Create strict guidelines for participation to prevent one individual from monopolizing the conversation

Start on time and end on time

Effective Delegation

- Clarify roles and responsibilities
- Seek or develop a skilled board chairperson to fulfill ad hoc or task force needs
- Provide an orientation process to ensure that members can contribute as quickly as possible

Managing Conflict

- Clarify authority for tasks, decision-making and reporting
- Deal with conflict openly when it arises
- Define a decision-making process
- Look for win-win resolutions
- Be kind and respectful
- Consider strategic planning approaches (listen to all opinions, perspectives, etc.)
- Review your decision-making approach
- Remember the role—even when disagreement arises, committees/boards must carry out their responsibilities with integrity and in the best interest of the organization
- Ask for outside mediation/help when it gets serious

BOARD MEMBER DUTIES

Addressing Challenging Board Behaviors

Board members who act unilaterally

- Clarify authority for tasks, roles, decision-making and reporting
- Provide sufficient information to the committee in writing
- Introduce these concepts during orientation or prior to running for board
- Review roles and responsibilities of board/committee members
- Introduce or enforce a code of conduct for members
- Outline behavioral expectations

Board members who do not attend or participate in meetings

- Confirm reason for lack of attendance/participation
- Check governing documents for attendance requirements
- Introduce/enforce a code of conduct
- Clarify expectations in screening and/or orientation of new members

Volatile board members or monopolizers

- Elect a chairperson who has effective interpersonal and meeting management skills
- Create a “group contract” with meeting expectations
- Outline how meetings are run

Board members who pursue outside agendas

- Introduce/enforce a code of conduct that addresses conflict-of-interest policy
- Inform the member of their responsibility to act in the best interest of the organization

Developing a Conflict Resolution Plan

Resolving conflict takes **EFFORT**:

Explain your intentions

Find common ground

Flexibility is crucial

Options

Resolve the conflict

Take action

BOARD MEMBER DUTIES

The Responsibilities of Boards and Management

Boards

- Oversee all aspects of their associations/corporations
- Ensure community compliance with governing documents, and all relevant federal, state and local laws
- Set policies, rules and regulations for residential conduct, usage of common spaces, landscaping standards and anything else that affects residential environment and enjoyment of the community
- Oversee management's activities and procedures as it fulfills board's directives
- Boards and board members do not act as employees; management implements board directives.
- Board committees do deep investigation into matters in their respective areas and make recommendations to the board for approval.
- Board members oversee, especially through committees, and staff executes decisions, directives and policies approved by the board.

Management - Village Management Services, Inc. (VMS)

- VMS executes boards' policies, directives, rules and regulations.
- VMS provides business advice and best practices guidance to the boards.
- VMS works with the boards to give training seminars and mentoring to help familiarize all board members with governing documents, financial procedures, parliamentary procedures, and more.
- VMS staff works for the management company (VMS, Inc.) and not for the boards.
- The CEO of VMS, not the board members, is responsible for how the staff's work is done.
- Ultimately, the CEO answers for VMS.
- The VMS Board is a management board that works with the CEO and employees of VMS.
- Neither VMS nor the VMS Board have the authority to set policy for the boards' corporations.
- VMS board has nine directors, three each from GRF, Third and United. Elections for directors are held by each board to select representatives.
- To make any changes to VMS bylaws and election process, the approval of all three corporations (GRF, Third and United) is required.

BOARD MEMBER DUTIES

Attendance

Schedule Changes

If a director cannot attend a scheduled event or task, the director finds a replacement and notifies by email the board president, the board secretary and the VMS staff officer.

The board secretary updates the master schedule and delivers hard copies to the corporate secretary to be copied, filed and distributed to all GRF board directors and appropriate staff. Directors may insert these pages in their three-ring binders and remove the old ones.

Hard Copy Distribution

The corporate secretary distributes hard copies of the master schedule whenever a change is made. Distribution includes:

- All GRF board directors
- Connie Habal – Executive Assistant, CEO's Office
- Ellyce Rothrock – Manager, Media and Communications
- Siobhan Foster – CEO
- Brittany Tuohy – Programming Coordinator, Village Television

Planned Absences

Directors notify by email the board president and the board secretary regarding their planned absences including begin and end dates. Directors try to provide this information at least three months in advance.

Links to planned absences forms are located in the references section of this handbook.

The board secretary updates the master schedule and delivers it to the corporate secretary to be copied, filed and distributed to all GRF board directors and appropriate staff.

Note

Directors may pretape their TV6 appearance. TV6 appearance tips are included in the references section of this handbook.

GOLDEN RAIN FOUNDATION

The Golden Rain Foundation of Laguna Woods

GRF is a California nonprofit corporation that oversees the management and maintenance of the facilities and services within the community. The GRF board confirms GRF committee charters and appoints GRF board members to serve as chair and vice chair of standing committees. GRF considers recommendations from the standing committees and by resolution adopts governing rules and regulations, annual budgets, and appropriation of funds. Members of the housing mutuals serve on each GRF committee.

- 11 directors
- Elected by the mutual directors—the corporate members

Review of the Trust

The trust was established to meet requirements to finance a project to be known as Leisure World Laguna Hills. The Golden Rain Foundation of Laguna Hills was incorporated in 1962 to provide services and community facilities to the housing corporations of Laguna Hills. The incorporating and early directors of GRF were prominent professionals of the Southern California area. The first resident was elected to the GRF Board of Directors in 1966. The trust agreement was created with the GRF board as trustees and (a not-yet-member-occupied) Mutual One as the incorporated member trustor and the future owners/stakeholders as beneficiaries. None of the lenders would have funded the development, and the Federal Housing Administration wouldn't have insured the loans without a mechanism to insure the future development and management of the trust properties and services.

This is a business trust, an agreement set up for the control and management of assets and property. This type of trust has trustees who take responsibility for the management of the assets and services in the trust. The trustees manage the assets not for their own gain and benefit, but for the benefit of one or more trustors and the owner/stakeholder beneficiaries.

The trust is wholly owned by and an asset of the mutuals. The mutuals—the corporations of United Mutual, Third Mutual and Mutual Fifty—are the trustors. GRF does not own the trust, but manages the trust assets for the benefit of the mutuals. The owners—all owners/stakeholders in United Mutual, Third Mutual and Mutual Fifty—are the beneficiaries.

The Trust Estate includes:

- All trusteed sums received from the mutuals to become trustors with their owner/stakeholder beneficiaries
- All parcels of land and all improvements acquired or constructed
- All sums paid to trustee by the mutuals to cover costs of maintenance of the improvements
- Any other money or property held by or received in trust

GOLDEN RAIN FOUNDATION

The Trust:

1. Guarantees community administration
2. Provides recreation services
3. Ensures maintenance of community property
4. Protects the community property for the beneficiaries

GRF's Dual Role

Role 1: Nonprofit Mutual Benefit Corporation

- Governed by articles of incorporation (November 19, 1962)
- Regulated by corporations code
- Statutes and bylaws establish the rules by which the corporation will be run. Bylaws usually set forth how members vote for the board of directors, the number and term limit of members of the board of directors, the duties of the board, the duties of the officers, meeting requirements and other incidental provisions.
- Corporate members—voting members (all current mutuals' board members)
- Owners/stakeholders—nonvoting members

Role 2: Trustee

- Bound by trust agreement (March 2, 1964)
- Regulated by probate code
- The trust agreement specifies the purpose of the trust along with the terms and conditions by which the assets are to be managed and ultimately distributed to the beneficiaries; all affected parties and the courts are legally bound by the provisions of a trust agreement
- Mutuals—trustors of the trust, whose owner/stakeholder members are the beneficiaries

The Mutuals' Dual Role

Role 1: Trustors

- The mutuals provided all of the funding to acquire or construct the planned community facilities and offsite improvements

Role 2: Beneficiaries

- The owner/stakeholder members of each mutual provide the continuing funding to pay for the expenses of the trustee in administering and operating the trust

GOLDEN RAIN FOUNDATION

Golden Rain Foundation New Director Checklist

Administrative Business	Completed
Photo taken	
Director supplies	
Name tag	
ID badge	
2 nd floor access and privileges	
Business cards	
Mailbox	
Directors' lounge access	
TeamUp meeting calendar - enroll and learn basics	
Other benefits and resources - CAI membership	
Attend new director orientation	
Sign Forms	Completed
Consent to accept notice of board meetings by way of email	
Confidentiality agreement	
Receive Reference Materials	Completed
New director binder	
Board meeting and committee responsibilities	
Training module schedule	
"Robert's Rules of Order Newly Revised," 12 th Edition	
Current-year "Condominium Bluebook"	
Current-year business plan ("Greenbook")	

GOLDENRAIN FOUNDATION

Code of Ethics Policy for GRF Directors

The Board of Directors has adopted the following code of ethics policy for its board and committee members. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. DIRECTORS RESPONSIBILITIES

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, ensure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- attend board meetings, regularly
- review material provided in preparation for board meetings, review the association's financial reports,
- make reasonable inquiry before making decisions, and
- be familiar with the GRF governing documents.

B. PROFESSIONAL CONDUCT

In general, directors and committee members must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. **Self-Dealing.** Self-dealing occurs when directors or committee members make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other items of value. Accordingly, no director or committee member may:

- solicit or receive any compensation from the association for serving on the board or any committee,
- make promises to vendors unless with prior approval from the board,
- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association,
- seek preferential treatment for themselves or their relatives,
- use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.

GOLDENRAIN FOUNDATION

2. **Confidential Information.** Directors and committee members are responsible for protecting the association's confidential information. As such, they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information, even after they are retired from the board or committee. Confidential information includes, without limitation:

- private personal information of fellow directors and committee members,
- private personnel information of the association's employees, disciplinary actions against members of the association,
- assessment collection information against members of the association, and
- legal disputes in which the association is or may be involved—directors may not discuss such matters with persons not on the board without the prior approval of the association's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. **Misrepresentation.** Directors and committee members may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.

4. **Interaction with Employees.** To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:

- The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.
- Except for the president, committee chair and/or designee, other committee members and directors may not give direction to management, employees or vendors.
- Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- If directors or committee members are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.
- No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
- Directors and committee members are prohibited from harassing or threatening employees, vendors, directors, committee members, and owners, whether verbally, physically or otherwise.

GOLDENRAIN FOUNDATION

5. **Proper Decorum.** Directors and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and observe the following guidelines:

- Never make personal attacks on colleagues, staff or residents.
- Refrain from behavior that could possibly create a hostile work environment.
- To serve impartially the GRF Corporation as well as the Housing Mutuals' corporations, as represented by the Corporate Members.
- Never engage in any writing, publishing, or speech making that defames any member of a board, resident or staff.
- Refrain from any statements, discussions and deliberations of any outside political affiliations.
- Refrain from posting or responding to any content on any social media platform relating to official GRF business, actions taken by GRF or otherwise relating to GRF's corporate powers and duties and staff's performance and duties.

Directors and committee members must focus on issues, not personalities, and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors and committee members shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations with the board. If appropriate, the board may seek guidance from the GRF counsel.

1. **Disclosure & Recusal.** Directors and committee members must immediately disclose the existence of any conflict of interest, whether their own or others. Directors and committee members must withdraw from participation in decisions in which they have a material interest.

2. **Violations of Policy.** Directors and committee members who violate the GRF's Code of Ethics policy and governing documents are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- censure,
- removal from committees,
- removal as an officer of the board,
- request for resignation from the board,
- recall by the membership, and
- legal proceedings.

GOLDENRAIN FOUNDATION

Prior to taking any of the actions described above, the board (or an executive committee appointed for this purpose) shall investigate the potential violation. The board or committee shall review the evidence of violation, endeavor to meet with the director/ committee member believed to be in violation, confer with United's legal counsel, and (if a committee) present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

The following procedure will be adhered to whenever a director has violated this policy.

- Officers and legal counsel will meet and determine whether or not the policy has been violated.
- The Compliance Department will investigate the claim.
- If a hearing is appropriate, a 10-day notice will be sent to the director. The director has the right to respond before judgment.
- Following the hearing, the director will be notified of judgment and any disciplinary action.
- Action taken against a director, including censure, may be disclosed to the owners within GRF.

Directors should consider resigning from the board if they find they can longer adhere to this Code of Ethics policy.

ACKNOWLEDGMENT

I acknowledge that I have received and read the GRF Directors Code of Conduct and have had the opportunity to ask questions about same. I understand my obligations as a director/committee member under this Code of Conduct and will act in accordance with my obligations.

Signature: _____ Date: _____

Print name: _____

GOLDEN RAIN FOUNDATION

Golden Rain Foundation Board of Directors Meetings

REGULAR BOARD MEETING	1st Tuesday	Monthly	9:30 AM	Board Room
Annual/Organizational Meeting	2 nd Wednesday	November	10:00 AM	Board Room
Agenda Prep Meeting	3 rd Thursday	Monthly	9:30 AM	Willow Room
Information Technology Advisory Com.		As Needed		
Community Activities Committee	2 nd Thursday	Monthly	1:30 PM	Board Room
Clubhouse 1 Renovation Ad Hoc Com.		As Needed		
Equestrian Center Ad Hoc Committee		As Needed		
Finance Committee	3 rd Wednesday	Even Month	1:30 PM	Board Room
Insurance Ad Hoc Committee		As Needed		
Disaster Preparedness Task Force	4 th Tuesday	Odd Month	9:30 AM	Board Room
Laguna Wood Traffic Hearings	3 rd Wednesday	Monthly	9:00 AM	Board Room
Landscape Committee	2 nd Wednesday	Quarterly	1:30 PM	Board Room
Maintenance & Construction	2 nd Wednesday	Even Month	9:30 AM	Board Room
Media & Communication	3 rd Monday	Quarterly	1:30 PM	Board Room
Broadband Ad Hoc Committee		As Needed		
Mobility & Vehicles Committee	1 st Wednesday	Quarterly	1:30 PM	Board Room
Purchasing Ad Hoc Committee		As Needed		
Security & Community Access	4 th Wednesday	Even Month	1:30 PM	Board Room
Select Audit Task Force		As Needed		
Compliance Ad Hoc Committee		As Needed		
Strategic Planning Committee		As Needed		
Village Management Services Board	1 st Wednesday	Monthly	9:30 AM	Sycamore Room
Website Ad Hoc Committee		As Needed		

THIRD LAGUNA HILLS MUTUAL

Third Laguna Hills Mutual

Third Laguna Hills Mutual is a nonprofit mutual benefit housing corporation that manages, operates and maintains all 6,102 condominiums. Each condominium owner is required to pay for this mutual's common expenses and contribute to its reserves. The common expenses and reserve contributions are established by the Third Board of Directors. The Third Board of Directors appoints directors to serve on Third Mutual committees and GRF committees.

- 11 directors
- 6,102 condominium memberships

Third Laguna Hills Mutual Bylaws

Subject to the provisions of law and any limitations in the articles of incorporation, the CC&Rs and the bylaws relating to action required to be approved by the mutual members, the business affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Third Board of Directors. The powers of the Third Board of Directors shall include, but not be limited to:

- Establishing and rejecting membership applications
- Establishing monthly assessments
- Disciplining mutual members
- Promulgating rules and regulations
- Notifying residents of rule changes

THIRD LAGUNA HILLS MUTUAL

Third Mutual New Director Checklist

Administrative Business	Completed
Photo taken	
Director supplies	
Name tag	
ID badge	
2 nd floor access and privileges	
Business cards	
Mailbox	
Directors' lounge access	
TeamUp meeting calendar - enroll and learn basics	
Other benefits and resources - CAI membership	
Attend new director orientation	
Sign Forms	Completed
Code of ethics	
Confidentiality agreement	
Consent to accept notice of board meetings by email	
Third Code of Conduct and Communications Policy	
Receive Reference Materials	Completed
New director binder	
Board meeting and committee responsibilities	
Training module schedule	
"Robert's Rules of Order Newly Revised," 12 th Edition	
Current-year "Condominium Bluebook"	
Current-year business plan ("Greenbook")	

THIRD LAGUNA HILLS MUTUAL

Third Laguna Hills Mutual Board Member Code of Conduct and Communications Policy

The Board of Directors of Third Laguna Hills Mutual (the “Mutual”) has adopted the following Board Member Code of Conduct and Communications Policy (the “Policy”) for the Mutual’s Board of Directors (“Board” or “Board of Directors”), effective as of November 15, 2016. Internal Board policy is intended to set forth certain protocols and expectations relating to Board members’ fiduciary duties to the Mutual, and is intended to help ensure that each Board member will act in a trustworthy, diligent, honest and ethical manner while serving on the Board. Each current director of the Mutual will be provided a copy of this Policy and be required to return an original signed copy of this policy to the Board president.

A. BOARD DUTIES AND STANDARDS OF CARE

The general fiduciary duties of the Mutual’s Board of Directors include:

- Enforcement of the Mutual’s governing documents, including but not limited to the Mutual’s CC&Rs, bylaws, operating rules and internal policies;
- Collection and preservation of the Mutual’s financial resources;
- Insuring the Mutual’s assets against loss; and
- Maintaining the common area of the Mutual's development in a state of good repair.

To fulfill those responsibilities, each director must:

1. Regularly attend Board meetings;
2. Review, in advance, materials provided in preparation for Board meetings;
3. Review the Mutual’s financial reports; and
4. Make reasonable inquiry on agenda items and other items of business before making decisions and/or casting his or her vote.

In accordance with California Corporations Code§ 723l(a), commonly known as the “Business Judgment Rule,” Board members must perform their duties as a director, including but not limited to duties as a member of any committee of the Board upon which the director may serve, (1) in good faith, (2) in a manner such director believes to be in the best interests of the Mutual and (3) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

B. PROFESSIONAL CONDUCT

In general, directors must conduct all dealings with third parties in good faith, in the best interests of the Mutual and in a manner that safeguards information that belongs to the Mutual.

THIRD LAGUNA HILLS MUTUAL

1. No Private Gains or Self-Dealing

Directors shall not make any decisions that materially benefit themselves or their relatives at the expense of the Mutual. “Relatives” include any persons related by blood, marriage, domestic partnership or adoption, such as, for example only, a director’s spouse, domestic partner, parents, siblings, children, grandchildren, mothers- and fathers-in-law, brothers- and sisters-in-law and sons- and daughters-in-law, as well as anyone who co-owns or resides in a director’s unit at the Mutual’s development. A “benefit” includes, without limitation, money, privileges, special benefits, gifts and other items of value.

Based on the foregoing, no director shall:

- Solicit or receive any compensation, financial or otherwise, from the Mutual for serving on the Board or any committee.
- Negotiate, provide instructions to or contract with any vendors, contractors or service providers on behalf of or for the Mutual without prior written Board approval.
- Solicit or receive any material gift, gratuity, favor, entertainment, loan or any other thing of value for himself/herself or his/her relatives from a person or company who is seeking a business or financial relationship with the Mutual.
- Seek or obtain preferential treatment for himself/herself or his/her relatives through or as a result of the director’s membership on the Board or as an official representative of the Mutual.
- Use Mutual property, services, equipment or business for the gain or benefit of himself/herself or his/her relatives, in any material respect, except as is provided for all members of the Mutual.

2. Conflicts of Interest

A director who has a conflict of interest in any business before the Board shall be required to recuse himself/herself from all Board discussions, deliberations and decisions involving such business.

In accordance with Civil Code § 5350, a director shall not vote on any of the following items (the following is not an exhaustive list):

- Discipline of the director
- An assessment against the director for damage to the common area or facilities
- A request, by the director, for a payment plan for overdue assessments
- A decision whether to foreclose on a lien on the director’s unit
- Review of a proposed physical change to the director’s unit
- A grant of exclusive use common area to the director
- Transactions involving director (as described in California Corporations Code § 7233)

THIRD LAGUNA HILLS MUTUAL

3. No Release of Confidential Information

Directors are responsible for protecting the Mutual's confidential information, including both attorney-client privileged information and documents and executive session Board meeting information and documents. As such, no director may use the Mutual's confidential information for the benefit of himself/herself or his/her relatives, share any confidential information obtained as a Board member with any non-Board members or third parties (other than agents, representatives, employees or attorneys of the Mutual who also are bound to maintain the confidentiality of the information received) or generally disseminate any confidential information obtained as a Board member to any non-Board members or third parties.

"Confidential information" includes, without limitation:

- Private or personal information about any Mutual member or any resident of the Mutual's development
- Private or personal information about any Mutual employees and personnel
- Disciplinary actions against Mutual members
- Information about any Mutual member's delinquent assessment account
- The negotiation and formation of contracts with vendors, contractors or service providers
- Legal matters in which the Mutual is or may be involved

Directors may not discuss the merits of pending legal matters in which the Mutual is involved with persons not on the Board, other than with management and Mutual legal counsel. Failure to follow this restriction may constitute a waiver of the attorney-client privilege and result in the loss of legal protections for confidential information of the Mutual. No director may waive the Mutual's attorney-client privilege, except with the advance written approval of the Board.

4. Accuracy of Information

Directors may not knowingly misrepresent facts. All Mutual data, records and reports must be accurate and truthful in all material respects and be prepared in a proper manner.

5. Interaction with Management and Other Parties

To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability of the Mutual, directors shall observe the following guidelines:

THIRD LAGUNA HILLS MUTUAL

- The Board president shall serve as liaison between the Board and management and provide direction to management on day-to-day matters. Should the Board President fail to carry out the management directives of the Board, two other Board members may access management and provide direction on matters already decided by the Board.
- The Board president shall serve as liaison with the Mutual's legal counsel. Should the Board president fail to carry out legal directives of the Board, two other Board members may access Mutual legal counsel and provide direction on matters already decided by the Board.
- Directors may not give direction to management, employees, vendors, contractors or service providers, unless expressly authorized by the Board or this Policy to do so.
- No director may interfere with the conduct of the Board during meetings or at any time management or a designated Board member is carrying out the decisions of the Board.
- Directors are prohibited from harassing, threatening or intimidating other directors, management, employees, committee members, vendors, contractors, service providers, Mutual members or residents of the Mutual's development, whether orally, in writing, physically or otherwise; directors shall also take reasonable efforts to prevent their family members, guests, tenants and invitees from engaging in such conduct.

6. Professional Behavior

Directors are obligated to act with proper decorum during Board meetings and at any time they are carrying out the business of the Mutual. Although directors may disagree with the opinions of others on the Board, or with the vote of a majority of the Board, each director must treat all other Board members with respect. Accordingly, directors must endeavor to conduct themselves with courtesy toward each other, management, employees, committee members, vendors, contractors, service providers, Mutual members and residents of the Mutual's development. A decision of a majority of the Board shall be considered a decision of the Board, and each Board member shall carry out and support the decisions of the Board, shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

7. Policy Regarding Tape Recording or Video Taping Board and Mutual Meetings

All Directors understand that the Mutual may videotape and/or record Board or Member meetings, and that by serving on the Board, each Director consents to such recording/taping. Notwithstanding the foregoing, the Board is not obligated to videotape and/or record meetings. Further notwithstanding the foregoing, this provision shall not impose a duty on the Mutual to record or tape any other Mutual meetings, events, hearings, etc., unless the Board decides to do so.

THIRD LAGUNA HILLS MUTUAL

C. VIOLATIONS OF POLICY

Directors who violate any of the provisions of this Policy shall be deemed to be acting outside the course and scope of their authority, and may be subject to discipline in accordance with the Mutual's governing documents.

Disciplinary measures that may be imposed against an individual director for failure to comply with this policy include, without limitation:

1. Censure
2. Removal as an officer of the board
3. Recall by the membership
4. Legal action

THIRD LAGUNA HILLS MUTUAL

D. ACCEPTANCE AND ACKNOWLEDGMENT

I, the undersigned, recognizing the vital responsibility I am undertaking in serving as a member of the Board of Directors of Third Laguna Hills Mutual, hereby pledge to carry out the duties and obligations of my role as a Board member with integrity, fidelity and care. I accept and acknowledge the provisions of this Policy, agree to comply with same and understand the potential consequences of violating this Policy. If, for any reason, I find myself unable to carry out the above requirements or if I am unable to comply with the Director qualifications set forth in the Mutual's bylaws, I agree to resign my position as a Board member.

By: _____

Name: _____

Date: _____

THIRD LAGUNA HILLS MUTUAL

Third Laguna Hills Mutual Confidentiality Agreement

Rules for Board Meetings Resolution 03-14-04

To protect Third and its members, each director shall annually sign a confidentiality agreement before attending and participating in executive session meetings. A director who refuses to do so will not be permitted to attend executive session meetings, and legal counsel will not copy that director on confidential communications or participate in legal advice discussions with that director present.

The confidentiality agreement shall state substantially as follows:

"I, _____ (Name), after having been duly elected or appointed as a Director of Third Laguna Hills Mutual, do hereby agree that all information which is disclosed by or to me, orally or in writing, and all discussions held at an executive session meeting of the Board and all attorney advice shall be kept confidential and shall remain confidential, even after I am no longer a director. I understand that this means that anything I say, hear or see at an executive session meeting may not be discussed with anyone outside of executive session.

I further understand that if I do not sign this confidentiality agreement or do not honor this agreement, I will not be permitted to participate in or attend executive session meetings or to receive confidential attorney-client communications. I further understand that I will be held responsible for any damages which result to the mutual or its individual members if I violate this agreement."

Signature and Date

THIRD LAGUNA HILLS MUTUAL

Third Laguna Hills Mutual Board of Directors Meetings

Regular Board Meetings	3rd Tuesday	Monthly	9:30 AM	Board Room
Annual/Organizational Meeting	1 st Thursday	October	9:30 AM	Board Room
Agenda Prep Meeting	1 st Friday	Monthly	9:30 AM	Willow Room
Architectural Control & Standards	2 nd Monday	Monthly	1:30 PM	Board Room
Executive Hearings Committee	3 rd Thursday	Monthly	9:00 AM	Sycamore Room
Finance Committee	1 st Tuesday	Even Months	1:30 PM	Board Room
Investment Task Force		As Needed		
Insurance Task Force		As Needed		
Landscape Committee	1 st Thursday	Monthly	9:30 AM	Board Room
Maintenance & Construction (M&C)	1 st Monday	Odd Months	1:30 PM	Board Room
New Resident Orientation	3 rd Friday	Odd Months	9:00 AM	Board Room
New Resident Orientation	3 rd Wednesday	Even Months	4:30 PM	Board Room
Parking & Golf Cart Committee		As Needed		
Resident Policy & Compliance Committee		Monthly		
Water Conservation Committee	Last Thursday	Quarterly	2:00 PM	Sycamore Room
GV Rec. Room Subcommittee		As Needed		
Village Management Services Board	1 st Wednesday	Monthly	9:30 AM	Sycamore Room

UNITED LAGUNA WOODS MUTUAL

United Laguna Woods Mutual

A nonprofit cooperative housing corporation that owns and manages all real property, including common area and the 6,323 cooperative units. In a cooperative, shareholders are members of a corporation that owns all real property, including the dwelling units, carports and laundry facilities within the mutual's boundaries, and each member is entitled to occupy a specific dwelling unit under the terms of an occupancy agreement. The United Board of Directors elected by its members governs affairs of the cooperative mutual. The members pay monthly assessments that are based on their share of the corporation's mortgage payments, property taxes, maintenance and other operating expenses as determined by the United Board of Directors. The board appoints directors to serve on United Mutual committees and GRF committees.

- 11 directors
- 6,323 memberships

United Laguna Woods Mutual Bylaws

Subject to the provisions of the nonprofit mutual benefit law, the common interest development law and any limitations in the articles of incorporation and the bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors. The powers of the board of directors shall include but not be limited to:

- Accepting and rejecting membership
- Establishing monthly assessments
- Managing occupancy agreements
- Disciplining members
- Establishing rules, regulations and policies pertaining to the property of the corporation
- Informing residents of rule changes

UNITED LAGUNA WOODS MUTUAL

United Mutual New Director Checklist

Administrative Business	Completed
Photo taken	
Director supplies	
Name tag	
ID badge	
2 nd floor access and privileges	
Business cards	
Mailbox	
Directors' lounge access	
TeamUp meeting calendar - enroll and learn basics	
Other benefits and resources - CAI membership	
Attend new director orientation	
Sign Forms	Completed
Directors code of conduct	
Consent to accept notice of board meetings by email	
Confidentiality agreement	
Receive Reference Materials	Completed
New director binder	
Board meeting and committee responsibilities	
Training module schedule	
"Robert's Rules of Order Newly Revised," 12 th Edition	
Current-year "Condominium Bluebook"	
Current-year business plan ("Greenbook")	

UNITED LAGUNA WOODS MUTUAL

United Mutual Directors Code of Conduct

This Code of Conduct is implemented with the purpose of protecting and advancing the interests of United Laguna Woods Mutual ("United"). This Code of Conduct is mandatory for and binding on all directors, officers, committee members or other volunteers of United.

BOARD & MEMBERSHIP MEETINGS

Directors should be respectful to one another and to members, staff and all residents and vendors in the community, to ensure that business is carried out in an orderly and expedient fashion during and outside meetings. Directors should respect United's parliamentary rules, policies, practices, and decorum. Director comments and deliberations must be in clear and simple terms, and must avoid repetition, disruptive behavior, profanity, personal attacks, rhetorical concerns discussed by the same person, or harassment. Directors are expected to act with integrity, demonstrating zero tolerance for unethical behavior, both for themselves and their colleagues. Directors are expected to have courage and demonstrate a willingness to do the right thing and make the right decisions, even if it is difficult or unpopular (i.e., no fence sitting). The violation of these rules may result in a director's or officer's involuntary recusal pursuant to United's Governing Documents and applicable law, and may result in discipline pursuant to the Governing Documents and applicable law.

BOARD RESPONSIBILITIES

The general duties for directors are to enforce United's governing documents, collect and preserve United's financial resources, insure United's assets against loss as required by the governing documents or applicable law, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- Regularly attend all board meetings and committee meetings for assigned committees. If you miss three (3) consecutive committee meetings you are subject to being removed from the committee.
- Be prepared for all meetings that you are attending.
- Review material provided in preparation for board meetings.
- Be punctual and on time for all meetings.
- Demonstrate professional etiquette and behavior.
- Stay focused at meetings and do not be distracted by doing outside activities, such as pleasure reading, using electronic devices, etc.
- Actively participate in board and committee deliberations; recognize the difference between productively participating in discussions and counter-productively dominating deliberations through the volume or length of comments. Work with other members of the board/committee to create workable compromises as necessary.

UNITED LAGUNA WOODS MUTUAL

- Stay on topic, ask questions as they are needed but be sure the questions are related to the current topic being discussed.
- Make relevant, informed comments focused on the specific aspect of the issue being considered.
- Review the Association's financial reports.
- Make reasonable inquiry before making decisions.
- Make all decisions and actions in good faith, and in consideration of the best interests of United, and not in the best interests of the individual director or faction of the community.
- Board members must not take actions or make decisions that result in a personal benefit to the director at the expense of United.
- Avoid relationships, such as unique business, financial or personal relationships (or hoped-for-relationships) that create an actual or the perception of a conflict of interest.
- Act with professional courtesy and respect toward fellow directors, members, residents, staff and vendors.
- All Board members must present themselves to our members with high level of professionalism during our meetings, as well as when meetings are not held.
- Do not respond to the mass emails within our community, with your email response, especially those that pertain to issues before the board. Any such emails can be used in legal disputes against you and our board.
- Legal issues must be advised from United board members to the president who will advise United's legal counsel, and as direction is provided from legal counsel the president will so advise the board. Any two directors may contact United's legal counsel if they believe, based on good cause and support, that the president is breaching his/her obligations as president and/or director.

PROFESSIONAL CONDUCT

In general, directors and committee members must conduct all dealings with members, residents, vendors and staff with professional courtesy, honesty and fairness. This means that directors must not engage in any harassing, abusive, threatening, intimidating or discriminatory conduct. The board has a "no discrimination and harassment" policy. The following will not be tolerated:

Directors must safeguard information that belongs to United. Directors and committee members are responsible for protecting United's confidential information. As such, they may not use confidential information for the benefit of themselves, or their relatives, or for persons with whom they have a business relationship.

UNITED LAGUNA WOODS MUTUAL

No director or committee member may disclose confidential information except when disclosure is duly authorized by the board or committee (i.e., majority) or legally mandated. Confidential information includes, without limitation:

- Private personal information of fellow directors, committee members or staff
- Private personal information of United's members/residents
- Disciplinary actions against or concerning members of United
- Assessment collection information against or concerning members of United
- Legally privileged communications (including disputes or otherwise), and communications deemed confidential by the board, in which the board is or may be involved—directors may not discuss such matters with persons not on the board without the prior approval of the board of directors, which may also require the approval of United's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and result in the loss of confidential information.

INTERACTING WITH STAFF

Directors shall not direct staff unless with board authority (i.e., majority). However, directors may work with staff when necessary in the following situations: to carry out decisions of the board; to carry out decisions of a committee, made within the scope and authority of the committee; and to gather information in preparation of an upcoming action of the board as proposed in a pending agenda. Notwithstanding, directors shall not interact with staff in a manner that prevents them from fulfilling their primary job responsibilities.

DISCLOSURE & RECUSAL

Directors and committee members must immediately disclose the existence of any actual and potential conflict of interest relating to themselves, their membership or manor. Directors and committee members must withdraw from participation in decisions in which they have an actual, material interest; however, it is strongly recommended that directors withdraw from participation in decisions in which they also have a potential material interest.

An individual director or member of a committee shall not vote on any of the following matters:

- Discipline of the director or committee member
- An assessment or fee against the director or committee member for damage to the common area or facilities
- A request, by the director or committee member, for a payment plan for overdue assessments
- A decision whether to foreclose on a lien on the separate interest of the director or committee member
- Review of a proposed physical change to the separate interest of the director or committee member
- A grant of exclusive use common area to the director or committee member

UNITED LAGUNA WOODS MUTUAL

VIOLATIONS OF POLICY

Directors and committee members who violate this policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:

- Censure
- Removal from committees
- Removal as an officer of the board
- Request for resignation from the board
- Recall by the membership
- Legal proceedings

Prior to taking any of the actions described above, the board (or an executive committee appointed for this purpose) shall investigate the potential violation. The board or committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, confer with United's legal counsel, and (if a committee) present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

ACKNOWLEDGMENT

I acknowledge that I have received and read the United's Directors Code of Conduct and have had the opportunity to ask questions about same. I understand my obligations as a director/committee member under this Code of Conduct and will act in accordance with my obligations.

Signature: _____ Date: _____

Print name: _____

UNITED LAGUNA WOODS MUTUAL

Confidentiality Promise Agreement of United Laguna Woods Mutual Director

I, the undersigned director of United Laguna Woods Mutual (“United”), do hereby agree that all information which is disclosed by or to me, verbally and in writing, and all discussions held at an Executive Session Meeting of the United Board of Directors (“Board”), and all attorney advice given to the United Board shall be kept confidential, and shall remain confidential, even after I am no longer a member of the United Board. I understand that this means that anything I say, hear or see at an Executive Session Meeting may not be discussed with anyone outside of United’s Executive Session Board Meetings.

I further understand that, if I do not sign this Confidentiality Promise Agreement (“Agreement”) or do not honor this Agreement, I will not be allowed to participate in, or even attend, Executive Session Meetings of the United Board and/or receive confidential, attorney-client communications. I further understand that I will be held responsible for any damages, which result to the association or its individual members, if I violate this agreement.

This agreement does include protection of any information which is relayed by any United Board member or representatives(s) observing a Golden Rain Foundation (“GRF”) closed session Executive Board Meeting(s), which information will only be disclosed in a closed session meeting of the United Board. I understand that, if I do not agree to protect GRF’s closed session information, I will not be permitted to attend the United closed session discussion of such information, or receive such information from the United Board legal counsel or staff.

Signature: _____ Date: _____

Print name: _____

UNITED LAGUNA WOODS MUTUAL

Guidelines for United Mutual Officers

Officers are required by statute but because they are appointed by the board, they serve at the pleasure of the board. - Corp. Code §7213(b). As a result, boards can change officers at any time, with or without cause. The appointment of new officers takes place in a duly noticed open session board meeting. Depending on the circumstances, the change in officers can be made at a regular board meeting or a special meeting.

The officers of United Mutual shall be a president, one or more vice-presidents, a secretary, and a treasurer. All of whom shall be members of United and members of the United board of directors. Officers shall perform the duties provided in the bylaws and other such duties as authorized or directed by the board of directors. Bylaws IX §1.

Officers shall serve for a one-year term and until their successors are elected. A person elected to fill a vacancy shall serve only for the remainder of the term of their predecessor. Bylaws Article IX §2.

Any officer may resign at any time by giving written notice to the president, secretary or board of directors. Bylaws Article IX §4.

Directors and officers shall perform their duties, including duties as a member of any committees of the board, in good faith, in a manner such person believes to be in the best interest of United Mutual and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Bylaws Article X §1(a).

DIRECTORS	OFFICERS
1. Elected by the membership.	1. Appointed by the board.
2. Serve terms described in bylaws.	2. Serve at the pleasure of the board.
3. Can be removed by the membership.	3. Can be removed by the board.
4. Have voting rights.	4. Have no additional voting rights.

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of United Mutual and such authority may be general or confined to specific instances; and, unless so authorized by the board, no officer, agent or other person shall have any power or authority to bind the mutual by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. Bylaws Article X §1(b).

UNITED LAGUNA WOODS MUTUAL

Guidelines for a President

President's duties are generally as follows:

- Become familiar with the governing documents: Davis-Stirling Act and relevant Corporation Code, GRF Trust Agreement, United Mutual Articles of Incorporation and Bylaws, Robert's Rules of Order Newly Revised (RONR), Village policies and procedures and current business plan.
- Provide director orientation stressing:
 - Mission and vision statements
 - Legal procedures and requirements
 - Business judgment rule
 - Code of conduct
 - Fiduciary duties
 - Liabilities
- Supervise, direct, and control the business and officers of United Mutual.
 - Appoint United Mutual committee chairs and members, with the approval of the Board.
 - Ensure that each Mutual committee has a charter/objective.
 - Appoint members and alternatives for GRF committees, with the approval of the Board.
 - Act as spokesperson for the United board as a whole in the community/city.
- Preside at all board and membership meetings.
 - Use the rules contained in newly revised Robert's Rules of Order. Bylaws Article XIII §2.
 - Prepare meeting agendas with VMS staff.
 - Prepare chair's remarks.
 - Make sure all know exactly what is being debated and voted on.
 - Call for votes and announce the results (the president can vote as a director).
 - The president cannot veto board decisions.
- Serve as liaison between Village Management Services and the board.
 - Meet/have discussions with CEO and other senior VMS management, as needed.
- Serve as liaison between the boards of the Golden Rain Foundation, Third Mutual and Mutual 50 and the Board.
 - Attend the president and VP meetings (chair rotates each meeting).
 - Represent United Mutual on the dais of All Boards and Corporate Member meetings.

UNITED LAGUNA WOODS MUTUAL

- Serve as liaison between United's legal counsel and the board.
 - Confer on new/current laws and other legal matters.
 - Sign legal documents as needed.
 - Review legal bills.
- Endorse/sign various documents/contracts between United Mutual and any other person in accordance with the bylaws. *Bylaws Article X §4*
- Serve as an ex officio member of committees.
- Serve as liaison between the members and the board.
 - Prepare brief presentations for interviews on Village Television.
 - Write articles for publication.
 - Communicate relevant mutual information to residents.
 - Assist members of the community with any inquiries.
- As a member of the board:
 - Attend VMS open board meetings.
 - Review and sign resale packages / occupancy permits.
 - Be enthusiastic about improving the community and achieving goals.
- Presidents will perform such other duties as the board may prescribe for them.

Guidelines for First and Second Vice Presidents

In the absence or disability of the president the vice presidents, in order of their rank, will perform the duties of the President and when so acting will have all the powers and restrictions of the president.

- Attend the president and VP meetings.
- Provide a schedule for **non-realtor** directors to review and sign resale packages / occupancy permits.
- Vice presidents will perform such other duties as the board may prescribe.

The VMS chief executive officer shall be a vice president ex-officio and, unless excused by the board, shall attend all meetings of the members and of the board of directors.

UNITED LAGUNA WOODS MUTUAL

Guidelines for Secretary

Secretary's duties are as follows:

- Ensure that the following Corporate records are maintained at the principal office:
 - Articles of Incorporation
 - Bylaws
 - Minutes of all board meetings (regular or special)
- Ensure that membership records showing member names and addresses are maintained at the principal office.
- Keep the seal of the corporation in safe custody.
- Oversee giving notice of board and membership meetings.
- Ensure that minutes of meetings are taken.
- Following is a list of essential information that should be found in every set of minutes:
 - Name: United Laguna Woods Mutual
 - Type of Meeting: regular, special, emergency, executive session
 - Attendees: directors who were present and absent, along with their titles (president, treasurer, etc.)
 - Prior meeting minutes should be approved.
 - Treasurer's Report
 - Committee reports given
 - Motions and how directors voted
 - General description of matters discussed in executive session
 - Date of the next meeting
 - Time the meeting was adjourned
- Minutes should record what was done at a meeting, not what was said. (RONR, 11th ed., p. 468.)
- Sign a copy of the final minutes (reviewed and approved by the board).
- Ensure appropriate corporate documents are filed with the Secretary of State.
- Ensure that annual disclosures are sent to members:
 - Annual Budget Report
 - Annual Policy Statements
- Endorse/sign various documents/contracts between United Mutual and any other person in accordance with the bylaws. *Bylaws Article X §4.*
- The secretary will perform such other duties as the board may prescribe for them.

The secretary may delegate many of his/her duties to Village Management Services but must oversee the work.

UNITED LAGUNA WOODS MUTUAL

Committee Chair Guidelines

There are various types of committees—any of which the board can delegate or make advisory only. If a board delegates authority to a committee, there should be a record of the delegation. Normally, that would be in the board's meeting minutes. (Corp. Code §7210.)

- Standing Committees (long-term committees)
- Ad Hoc (special purpose advisory)
- Executive Committee (directors only) (Corp. Code §7212(a)(6))

The duties and powers of these committees shall be determined by the board and all final action is subject to the specific approval of the board. (United Bylaws Art. VIII §1)

All committee chairpersons and committee members (directors) shall be members of United appointed by the president subject to approval of the board of directors. Non-voting advisors to the committees shall be designated by the appropriate committee chairperson, subject to the approval of the board. The number of advisors shall not be more than the number of directors on the committee. (United Bylaws Art. VIII §2)

There is no law requiring that committees hold open meetings or post agendas. The Open Meeting Act applies only to meetings of the board. Most committees are advisory in nature and deliver their recommendations to the board of directors in open meetings where members can hear the committee's recommendations.

A majority of directors can attend an open and noticed committee meeting, provided board members who are not members of the committee attend only as observers. (Gov. Code §11122.5(c)(6)).

VMS provides support staff for the various committees to perform necessary administrative tasks such as:

- Providing agendas and related meeting materials to committee members and advisors in advance of the meeting
- Preparing reports of the committee meeting for board meetings

The objectives of the committee are set by the board and a committee charter, but committee meeting agendas are set by the committee chair with the assistance of staff.

The committee chair is responsible for:

- Selecting non-voting advisors for the committee.
- Preparing committee meeting agendas with the assistance of a VMS staff officer.
- Conducting committee meetings following an agenda.

For Example:

1. Call the meeting to order after establishing that a quorum is present.
2. Ask for approval of the agenda.
3. Ask for report of the previous meeting.
4. Make brief chair's remarks relating to the committee's interest.

UNITED LAGUNA WOODS MUTUAL

5. Request member comments.
6. Respond briefly to them, if needed.
7. Old business: Receive reports from staff or committee members.
8. New business: Discuss and consider Items—focus on findings and recommendations. (Resolutions indicate findings in the “Whereas” statements and recommendations in the “Be it resolved” statements.
9. Request committee member comments.
10. Note future agenda items.
11. Announce the date and time of the next meeting.
12. Adjourn the meeting.

To be successful a chair should keep the meeting moving; encourage participation, keep remarks to the point, insist on order, stop aimless discussion and side conversations, sum the committee’s findings and obtain a decision on the matter.

- Preparing and giving a brief oral report focusing on the committee’s findings and recommendations to the board of directors. Be ready to answer any questions.
- Preparing brief presentations for interviews on Village Television, if requested.

UNITED LAGUNA WOODS MUTUAL

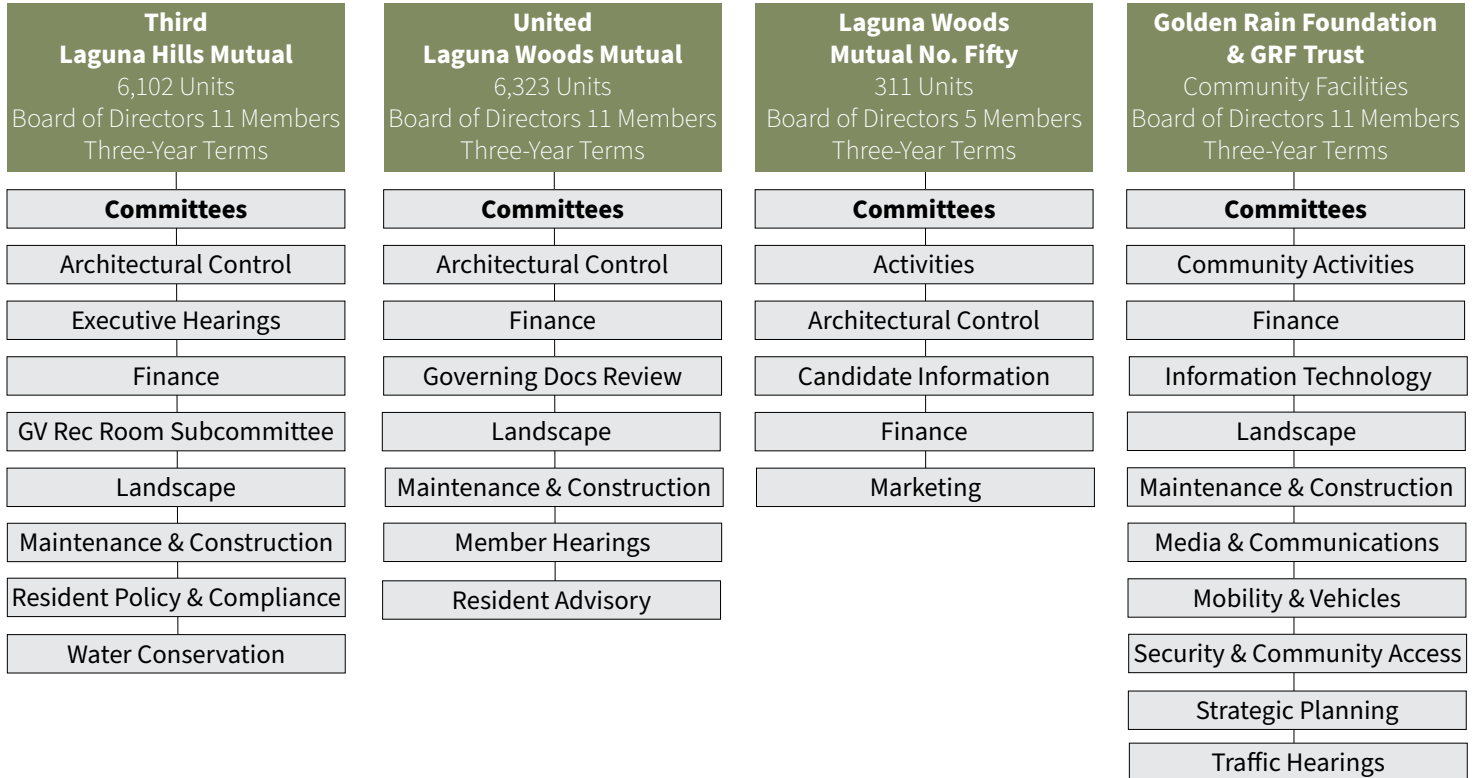
United Laguna Woods Mutual Board of Directors Meetings

Regular Board Meetings	2nd Tuesday	Monthly	9:30 AM	Board Room
Annual/Organizational Meeting	2 nd Tuesday	October	9:30 AM	Board Room
Agenda Prep Meeting	4 th Thursday	Monthly	9:00 AM	Willow Room
Architectural Control & Standards	3 rd Thursday	Monthly	9:30 AM	Board Room
Member Hearings Committee	1 st Thursday	Monthly	9:00 AM	Sycamore Room
Finance Committee	Last Tuesday	Odd Month	1:30 PM	Board Room
Governing Documents Review	3 rd Thursday	Monthly	1:30 PM	Board Room
Landscape Committee	4 th Monday	Monthly	1:30 PM	Board Room
Maintenance & Construction	4 th Wednesday	Even Month	9:30 AM	Board Room
New Resident Orientation	2 nd Wednesday	January/July	10:00 AM	Board Room
New Resident Orientation	1 st Wednesday	April/October	10:00 AM	Board Room
Resident Advisory Committee		By Rotation		
Insurance Ad Hoc Committee		As Needed		
Investment Ad Hoc Committee		As Needed		
Village Management Services Board	1 st Wednesday	Monthly	9:30 AM	Sycamore Room



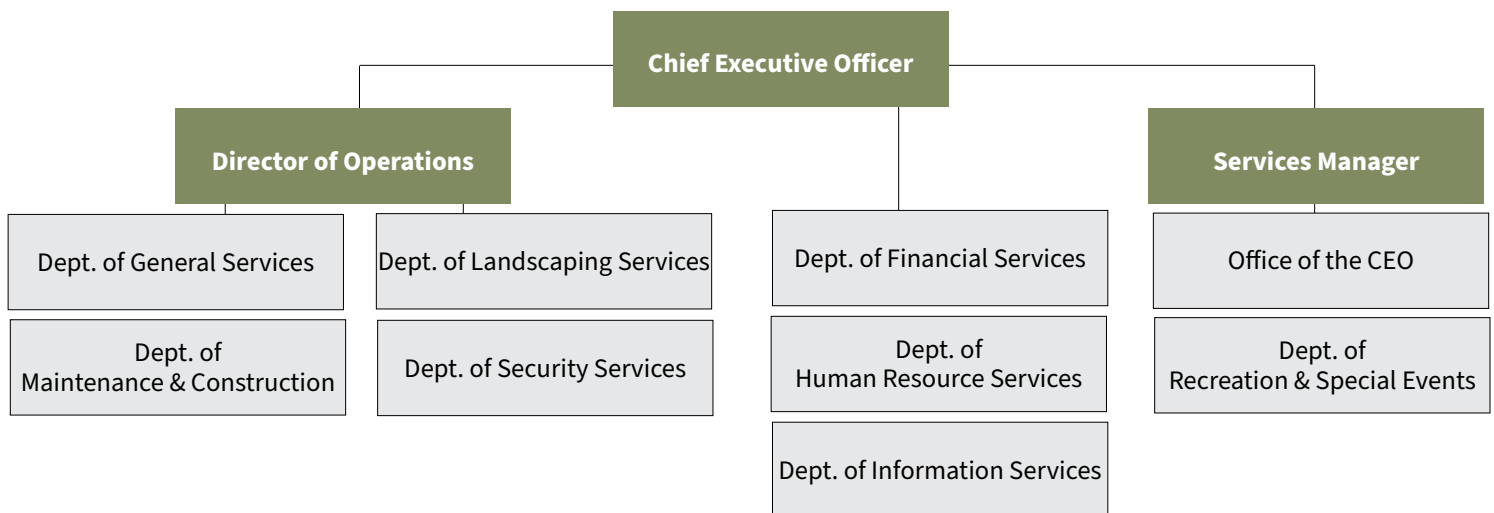
Laguna Woods Village®

CORPORATIONS AND COMMITTEES



VILLAGE MANAGEMENT SERVICES INC.

- 9 board directors
- elected by the mutual and GRF boards



OUR MISSION is to ensure that Laguna Woods Village residents receive unparalleled opportunities to enjoy the utmost in active living.

OUR VISION is to lead the community with innovative ideas and services developed for our active 55+ residents.

We are dedicated to improving and enhancing all that we offer to enrich our residents' lives.

OUR CORE VALUES include mutual respect, safety, integrity and friendliness shared within our diverse community.

VILLAGE MANAGEMENT SERVICES

Village Management Services New Director Checklist

Administrative Business	Completed
Photo taken	
Director supplies	
Name tag	
ID badge	
2 nd floor access and privileges	
Business cards	
Mailbox	
Directors' lounge access	
TeamUp meeting calendar - enroll and learn basics	
Other benefits and resources - CAI membership	
Attend new director orientation	
Sign Forms	Completed
Directors code of conduct	
Consent to accept notice of board meetings by email	
Confidentiality agreement	
Receive Reference Materials	Completed
New director binder	
Board meeting and committee responsibilities	
Training module schedule	
"Robert's Rules of Order Newly Revised," 12 th Edition	
Current-year "Condominium Bluebook"	
Current-year business plan ("Greenbook")	

VILLAGE MANAGEMENT SERVICES



Code of Conduct and Ethics Policy for VMS Board of Directors

The VMS Board of Directors has adopted the following Code of Conduct and Ethics Policy for its board members. This policy is intended to provide guidance with conduct and procedure for addressing unacceptable behavior of its board members.

Resolution VMS-21-01

WHEREAS, a Code of Conduct and Ethics Policy sets forth fundamental principles considered essential for the purpose of preserving the highest standards of integrity and ethical principles vital to the responsible discharge of obligations by directors; and

WHEREAS, it establishes a shared definition of ethical behavior for the Village Management Services Inc. Board of Directors, whose personal ethical codes may vary; and

WHEREAS, a Code of Conduct and Ethics Policy can indicate to others that the board is seriously concerned with responsible, professional conduct;

NOW THEREFORE BE IT RESOLVED; April 21, 2021, the board of directors of this corporation hereby adopts its Code of Conduct and Ethics Policy as follows:

1. Conduct and Ethics During Board Meetings

- a. Board members shall conduct themselves with honesty and integrity.
- b. Board members shall show respect toward each other.
- c. No side discussions will be allowed during board meetings.
- d. Self-dealing: Board members shall not make decisions or solicit favors for themselves at the expense of VMS or the community.
- e. When asked to participate in board tasks, each board member should try to achieve the performance expectations of the board.
- f. Proper decorum shall be adhered to, as specified in the board meeting rules.
- g. Board members will be held accountable for their actions at the meetings.
- h. Electronic communication among board members during board meetings is prohibited.

2. Conduct and Ethics Outside of Board Meetings

- a. Board members shall not divulge confidential information.
- b. Board members shall not make promises on behalf of the board.
- c. When questioned, no board member names are to be used regarding board issues. Proper responses to board issues should be: "The board has agreed, disagreed, or that matter is being considered."
- d. Acceptance of gifts, privileges or anything else of value with the expectation of favoritism is prohibited.

VILLAGE MANAGEMENT SERVICES

- e. No interference with employees or management of VMS will be tolerated (which does not include requests for information).
- f. The individual directors may be the liaison between the board and their appointed members but shall make no promises.
- g. All VMS board members are expected to exercise personal responsibility whenever they use social media in any capacity, even if in a personal capacity not related to the VMS board.
- h. VMS board members shall not post any content on any social media platform relating to official VMS board business, actions taken by the board or otherwise relating to VMS board issues under the purview of the VMS board's corporate powers and duties.
- i. VMS board members shall not post any content on any social media platform relating to VMS staff and their performance. Board members are expected to address any concerns with staff through official channels and in a constructive manner, keeping in mind their obligation to act in the best interests of VMS.
- j. VMS board members shall not respond to any posting on any social media in any capacity relating to official VMS board business, actions taken by the VMS board or otherwise relating to VMS board issues under the purview of the VMS board. This includes responding to content specifically targeting or referring to VMS staff and the performance of their duties. Postings on any social media platform that a VMS board member believes warrants a response by VMS, due to such posting be defamatory or containing false information, or any other negative situation, should be brought to the attention of the VMS board and senior staff as soon as practical, so that an official response on behalf of VMS can be prepared, if warranted.
- k. VMS board members who violate these guidelines are deemed to be acting outside the scope of their authority and may be subject to immediate disciplinary action, including, but not limited to, censure, removal as an officer of the VMS board, request for resignation from the VMS Board or request for applicable owner to rescind their appointment and replace them on the VMS board. Violators may be subject to personal legal action not covered by directors and officer insurance.

3. Conflict Management

- a. First offense: The board member in violation of the above Code of Conduct and Ethics Policy will be verbally warned by the chair and another board member as a witness.
- b. Second offense: The board member will be given written notice of his/her violation and a notice of the violation will be given to the member board who appointed that director.
- c. Subsequent violations: The VMS board will provide a written recommendation of dismissal from the VMS board to the member board who appointed him/her.

4. Pledge

- a. I have read the Code of Conduct and Ethics Policy, and pledge to act in accordance with my obligations as a director of the VMS board.

Signature _____

Date _____

Print Name _____

REFERENCES



VMS Staff and Board Director Interaction Guidelines

Mutual professionalism among VMS staff, board members and committee advisors is in everyone's best interests. In order to maximize the productivity of VMS staff, board members and committee advisors should maintain professional decorum, and all parties should adhere to agreed-upon communication protocols.

Board members and committee advisors should note that VMS staff report to VMS supervisors and not to GRF, Third, United or VMS board members. The below guidelines are meant to help ensure that all board members, committee advisors and VMS staff understand their roles and responsibilities in maintaining professional conduct. These guidelines should be considered strictly in a positive sense—when everyone knows the rules, everyone understands the expectations.

Board Member Conduct

1. Any board member may communicate with CEO regarding a matter of some importance or urgency.
2. Presidents, first vice presidents and committee chairpersons may communicate directly with department heads (VMS directors) or senior managers who support their committees. The preference is to try to schedule meetings ahead of time.
3. In order to ensure that business is conducted through Village committees and boards, board members and committee advisors shall communicate requests through committee chairpersons, board presidents and board first vice presidents. When the issue concerns a committee, the "chain of command" contact preference is via the committee chairperson first with a copy to the board president and the president second if differences of opinion exist regarding the issue.
4. In order to ensure that the agendas for board and committee meetings are developed and approved by the parties in charge, board meeting agendas cannot be changed without the approval of the president or the first vice president. The committee chairperson is the only individual who can change the agenda for committee meetings. VMS secretaries require this protocol to avoid confusion and to

ensure the agenda is correct. Any changes to board or committee meeting agendas by directors must pass through the individuals noted above.

5. To ensure that VMS staff do not receive mixed messages, any business-related queries to VMS staff must go through the applicable president, first vice president and/or committee chairperson. This does not mean individual directors cannot make the query; the applicable president, first vice president and/or committee chairperson must be present during the query discussion. Appointments should be made with applicable VMS staff to ensure the query can be accommodated within their schedule of regular activities and daily expectations.
6. VMS staff must serve many individuals from all Village boards. VMS staff may experience difficulty in not accommodating board directors and committee advisors when they are under deadline. To allow VMS staff to complete their daily tasking, board directors and committee advisors should avoid extended social conversations with staff. Board directors and committee advisors should consider prior VMS staff tasking commitments and respect their work space. This is especially true for the area outside the Willow Room.
7. In tandem with the above, board directors and committee advisors should try to remain aware that VMS staff may experience difficulty expressing to board members when they are interrupting/interfering with planned work activities.
8. Board directors and committee advisors must acknowledge that VMS documents are VMS property. VMS operational documents, such as standard operating procedures and detailed project schedules, are available on a need-to-know basis but are not to be copied or distributed to anyone who is not a board member. VMS legal and confidential documents are to be treated as VMS documents that can be shared with boards only in a sanitized or generalized format. Board members and committee advisors seeking specialized documents must submit written request to the CEO for consideration and determination.

The above information should be contained within a written guideline document and issued to all board directors and committee advisors. Board presidents shall inform their members and advisors of this policy and reinforce proper conduct protocol.

VMS Staff Conduct

1. VMS staff should make a concerted effort to work through applicable committee chairpersons, board presidents or board first vice presidents. VMS staff also should apply this protocol to email correspondence by informing the board director with

whom the email originated to please address their query through the committee chairpersons, board presidents or board first vice presidents, as applicable.

2. VMS staff has the right to politely inform board members or committee advisors when they cannot accommodate their inquiry or task request. Due to deadlines that must be met for another task or another board, the deferred board member should understand VMS staff will schedule his/her request for action at a more opportune time.
3. VMS staff should inform their supervisor if board members or committee advisors do not comply with guideline items No. 1 through 5 under Board Member Conduct. VMS staff also should inform the board member or committee advisor that he/she will not be able to comply with any request that does not follow established protocol.
4. In certain instances, if VMS staff are contacted by residents for issue resolution, the residents should be referred to applicable committee chairpersons, board presidents or first vice presidents. Those individuals then should inform residents to route all service requests through Resident Services. If this approach does not work, residents may contact applicable committee chairpersons, board presidents or first vice presidents, or attend a Resident Advisory Committee meeting. If a resident is unwilling to accept the referral, VMS staff should inform their respective supervisor for further action.
5. As noted above, when VMS staff are contacted by a resident, a board member or a committee advisor and asked to perform an action, it is inferred that contact could have been made at a meeting or via telephone, voicemail, text or email. In receipt of any of these contact routes, VMS staff are authorized to implement the guidelines noted above.

The above information should be within a written guideline document and issued to all board directors, committee advisors and VMS staff. Board presidents shall inform their members and advisors of this policy and reinforce proper conduct protocol.

Attachments:

ATT 1: Document Request Form



Director Request for Access to Corporate Books, Records and Documents

Current directors serving on the Board of Directors of United Laguna Woods Mutual, Third Laguna Hills Mutual and Golden Rain Foundation have the “absolute right” to inspect and copy all books, records and documents of every kind and to inspect the physical properties of their respective corporation (United Laguna Woods Mutual, Third Laguna Hills Mutual or Golden Rain Foundation) (“Corporation”), provided same is done at a reasonable time. (Corporations Code § 8334.) However, the manner and extent of the director’s inspection and copying rights may be subject to reasonable regulations based on balancing the interests of the Corporation(s) and its Members and employees, including privacy and other Constitutional rights, as well as those rights of the director to inspect Corporation(s) documents on just and proper conditions, including avoiding conflicts of interest. (*Chantiles v. Lake Forest II Homeowners Association*, 37 Cal.App.4th 914 (1995); Corporations Code § 8336.) I request the following:

- ☐ Review/inspect corporate books, records and documents
- ☐ Copy corporate books, records and documents

Records/documents from date(s): _____ 20____ to date(s): _____ 20____

The records/documents that I request are:

My purpose in asking to inspect/copy the foregoing records/documents is:

Director Name: _____ Telephone Number: _____

Address: _____

Mailing Address (if different from above): _____

I understand that the Corporation(s) may request clarification of my request. Such clarification may require dialogue between the Staff and me, which may impact the date on which my request becomes active. I understand that it is up to me to arrange for a copy service if I want copies, or I may request that the Staff make copies.

I acknowledge and agree the corporate books, records and documents, and any information from them, may not be sold, used for a commercial purpose, or used for any other purpose not reasonably related to my interests as a Director of the Corporation(s). I agree to keep the corporate books, records and documents, and any information from them confidential and agree to return the corporate books, records and documents to the Staff at the end of my term as a director.

I understand that legal action may be brought against me for injunctive relief and for actual damages to the Corporation(s) cause by a violation of the foregoing.

Board Director Signature

REFERENCES

Consent to Accept Notice of Board Meetings by Email Per Corporations Code §20

“Electronic transmission by the corporation” means a communication

(a) Delivered by

1. Facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation or
2. Posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice or
3. Other means of electronic communication

(b) To a recipient who has provided an unrevoked consent to the use of those means of transmissions for communications under or pursuant to this code, and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission under this code by a corporation to an individual shareholder or member of the corporation who is a natural person, and if an officer or director of the corporation, only if communicated to the recipient in that person’s capacity as a shareholder or member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to

(d) Any right of the recipient to have the record provided or made available on paper or in non-electronic form

(e) Whether the consent applies only to that transmission, to specified categories of communication or to all communication from the corporation

(f) The procedures the recipient must use to withdraw consent

The following hereby authorized email as an acceptable method of communication and to receive notice of all Board meetings of the Term _____.

CONFIDENTIAL:

PUBLIC:

Staff Contact Email/Phone Number

Public Contact Email/Phone Number

Director Signature

Date

REFERENCES

Laguna Woods Mutual No. Fifty

Mutual No. Fifty is a nonprofit condominium housing corporation with special in-house services and an on-site manager. Mutual No. Fifty is part of GRF, but is not managed by VMS. It is managed by PMP Management.

- 5 directors
- 311 condominium memberships

Laguna Woods Mutual No. Fifty Bylaws

- To establish monthly and other assessments as provided in the restrictions in the bylaws
- To engage agents or employees for the management of the corporation under such terms as the board may determine
- To promulgate rules and regulations pertaining to the rights and obligations of mutual members and regulate the use and occupancy of the common areas
- Disciplining members as provided in these bylaws and the rules and regulations of the corporation
- Taking all appropriate action that the board of directors deems necessary to carry out and exercise the purposes and power of the corporation as set forth in the articles of incorporation, the bylaws and restrictions, and applicable laws

The complete Laguna Woods Mutual No. Fifty bylaws can be found under Governing Documents at <https://lagunawoodsvillage.com/residents/mutual-50/documents>.

Laguna Woods Mutual No. Fifty Committees

- Activities Committee
- Architectural Control Committee
- Candidate Information Committee
- Finance Committee
- Marketing Committee

REFERENCES



Re: Golden Rain Foundation Committee Advisor Confidentiality Agreement

Dear Golden Rain Foundation Committee Advisor:

On behalf of the Golden Rain Foundation Board of Directors, we want to sincerely thank you for volunteering your time, talent and expertise to serve as a committee advisor.

With this appointment comes an elevated level of commitment in adhering to Golden Rain Foundation's policies and procedures. Please review and sign the attached Advisor Confidentiality Agreement for the foundation. Immediately return your signed agreement to the board's corporate secretaries or the committee's administrative assistant.

Again, we appreciate the time you are investing and thank you in advance for your contributions and support while serving the community as a committee advisor.

Sincerely,

Golden Rain Foundation Board of Directors

REFERENCES

Advisor Confidentiality Agreement

To protect _____ Mutual (____) and its Members, each Advisor on a committee of _____ shall sign a confidentiality agreement before attending and participating in Executive Session meetings. An Advisor who refuses to do so will not be permitted to attend Executive Session meetings and legal counsel will not copy that Advisor on confidential communications, nor participate in legal advice discussions with that Advisor present,

Confidentiality Agreement

I, _____ (Name), on _____ (Date) after having been duly appointed as an Advisor of (____) _____ Committee, do hereby agree that all information which is disclosed by or to me, orally or in writing, and all discussions held at an Executive Session meeting of the Committee and all attorney advice shall be kept confidential and shall remain confidential, even after I am no longer an Advisor. I understand that this means that anything I say, hear or see at an Executive Session meeting may not be discussed with anyone outside of Executive Session.

I further understand that if I do not sign this Confidentiality Agreement or do not honor the Agreement, I will not be permitted to participate in or attend Executive Session meetings or to receive confidential attorney-client communications. I further understand that I will be held responsible for any damages which result to _____ or its individual Members if I violate this Agreement.

Print & Sign Name

Date

REFERENCES



Re: United Mutual Committee Advisor Confidentiality Agreement

Dear United Mutual Committee Advisor:

On behalf of the United Laguna Hills Mutual Board of Directors, we want to sincerely thank you for volunteering your time, talent and expertise to serve as a committee advisor.

With this appointment comes an elevated level of commitment in adhering to United Mutual's policies and procedures. Please review and sign the attached Advisor Confidentiality Agreement for the mutual. Immediately return your signed agreement to the board's corporate secretaries or the committee's administrative assistant.

Again, we appreciate the time you are investing and thank you in advance for your contributions and support while serving the community as a committee advisor.

Sincerely,

United Board of Directors

REFERENCES

Advisor Confidentiality Agreement

To protect _____ Mutual (____) and its Members, each Advisor on a committee of _____ shall sign a confidentiality agreement before attending and participating in Executive Session meetings. An Advisor who refuses to do so will not be permitted to attend Executive Session meetings and legal counsel will not copy that Advisor on confidential communications, nor participate in legal advice discussions with that Advisor present,

Confidentiality Agreement

I, _____ (Name), on _____ (Date) after having been duly appointed as an Advisor of (____) _____ Committee, do hereby agree that all information which is disclosed by or to me, orally or in writing, and all discussions held at an Executive Session meeting of the Committee and all attorney advice shall be kept confidential and shall remain confidential, even after I am no longer an Advisor. I understand that this means that anything I say, hear or see at an Executive Session meeting may not be discussed with anyone outside of Executive Session.

I further understand that if I do not sign this Confidentiality Agreement or do not honor the Agreement, I will not be permitted to participate in or attend Executive Session meetings or to receive confidential attorney-client communications. I further understand that I will be held responsible for any damages which result to _____ or its individual Members if I violate this Agreement.

Print & Sign Name

Date

REFERENCES



February 22, 2022

Re: **Third Mutual Committee Advisor Confidentiality Agreement**

Dear Third Mutual Committee Advisor:

On behalf of the Third Laguna Hills Mutual Board of Directors, we want to sincerely thank you for volunteering your time, talent and expertise to serve as a committee advisor.

With this appointment comes an elevated level of commitment in adhering to Third Mutual's policies and procedures. Please review and sign the attached Advisor Confidentiality Agreement and review the Social Media Policy for the mutual. Immediately return your signed agreement to the board's corporate secretaries or the committee's administrative assistant.

Again, we appreciate the time you are investing and thank you in advance for your contributions and support while serving the community as a committee advisor.

Sincerely,

Third Board of Directors

REFERENCES

Advisor Confidentiality Agreement

To protect Third Laguna Hills Mutual (TLHM) and its Members, each Advisor on a committee of TLHM shall sign a confidentiality agreement before attending and participating in Executive Session meetings. An Advisor who refuses to do so will not be permitted to attend Executive Session meetings and legal counsel will not copy that Advisor on confidential communications, nor participate in legal advice discussions with that Advisor present.

Confidentiality Agreement

I, _____ (Name), on _____ (Date) after having been duly appointed as an Advisor of TLHM _____ Committee, do hereby agree that all information which is disclosed by or to me, orally or in writing, and all discussions held at an Executive Session meeting of the Committee and all attorney advice shall be kept confidential and shall remain confidential, even after I am no longer an Advisor. I understand that this means that anything I say, hear or see at an Executive Session meeting may not be discussed with anyone outside of Executive Session.

I further understand that if I do not sign this Confidentiality Agreement or do not honor the Agreement, I will not be permitted to participate in or attend Executive Session meetings or to receive confidential attorney-client communications. I further understand that I will be held responsible for any damages which result to TLHM or its individual Members if I violate this Agreement.

REFERENCES



Social Media Use Policy Resolution 03-21-19; Adopted March 16, 2021

I. Purpose

The Board of Directors (the "Board") of Third Laguna Hills Mutual (the "Association and/or Mutual") has adopted the following Social Media Use Policy (the "Policy") to provide guidance and expectations regarding the use of social media relating to issues involving the Mutual by members of the Board, any Mutual committee member, volunteers, or other persons otherwise currently acting or serving in some representative capacity for the Mutual, or serving in such role in the past.

II. Background

While the widespread adoption of social media, and its use by members and residents of the Mutual allows for members and residents to communicate regarding Mutual-related matters and to share information quickly and easily with other Mutual members and residents, it also presents unique challenges to the Mutual's representatives on the Board and various committees who are also residents.

As representatives of the Mutual, Board members and committee members, as well as other volunteers, when communicating with other residents and members outside of official meetings about Mutual business, may inadvertently give the impression to others that they speak in an official capacity as a representative of the Mutual and thus speak for the Mutual. Even if such representatives state that they are communicating in an "unofficial capacity", by virtue of their position, they inherently convey that they speak with authority and/or from knowledge that may not be publicly known, and their statements and opinions may thus carry more weight than those of other residents due to their position on the Board or a committee. In other words-a representative of the Mutual serving on the Board or on a committee cannot simply change hats when it suits them, and during the entire term of their position as a representative of the Mutual, their actions reflect on the Mutual itself. As such, all representatives of the Mutual are expected to conduct themselves in a manner appropriate to such position and which will not reflect poorly on the Mutual or expose the Association to undue risk or potential liability.

With regard to social media in particular-which includes, without limitation, such platforms as Nextdoor, Facebook, Twitter, Youtube, Instagram, Gab, Parler, Reddit, and TikTok among others-representatives of the Mutual may wish to communicate with other members and residents regarding certain Mutual-related information, or to respond to and/or clarify information being circulated that may be incorrect or reflect poorly on such individual, the Board or a particular committee, or the Mutual and its staff. However, in doing so, such person may convey non-public/confidential information and/or

REFERENCES

Third Laguna Hills Mutual
Social Media Use Policy
Resolution 03-21-19

communicate in such a way that implies that person speaks as a representative of the Mutual with the authority of the Mutual, which could have potentially significant legal consequences for the Mutual.

III. Guidelines for Social Media Use by Mutual Representatives

Given the potential risk of legal liability for the Mutual, the potential for representatives to tarnish the Mutual's reputation through inappropriate actions, words, and/or behavior, and the requirements of the Davis-Stirling Common Interest Development Act that official Mutual business only be conducted at officially-noticed meetings, the following guidelines shall be applicable to all persons serving in a representative capacity for the Mutual, including without limitation, members of the Board, members of any committee, and official volunteers, such as, without limitation, advisors, and other such persons who have access to nonpublic knowledge relating to the Mutual's business.

- A. All Mutual representatives are expected to exercise personal responsibility whenever they use social media in any capacity, even in a personal capacity not related to the Mutual.
- B. Mutual representatives shall not post any content on any social media platform relating to official Mutual business, actions taken by the Mutual, or otherwise relating to Mutual issues under the purview of the Mutual's corporate powers and duties.
- C. Mutual representatives shall not post any content on any social media platform relating to Mutual staff and the performance of any staff member's duties on behalf of the Mutual, or to the performance of other representatives of the Mutual including Board members, committee members, or volunteers. Mutual representatives are expected to address any concerns with staff or other representatives through official channels of communication and in a constructive manner keeping in mind their obligation to act in the best interests of the Mutual.
- D. Mutual members shall not respond to any posting on social media by *other* persons relating to official Mutual business, actions taken by the Mutual, or otherwise relating to Mutual issues under the purview of the Mutual's corporate powers and duties, including both written comments or statements, sharing or re-posting, "liking," or otherwise reacting to such content. This includes responding to content specifically targeting or referring to such representative and the performance of their duties as a representative of the Mutual.
- E. Postings on any social media platforms that a representative believes in good faith warrants a response by the Mutual due to such posting being defamatory, containing objectively false information, or otherwise, should be brought to the attention of the Board as soon as practicable so that the Board or an executive committee thereof may determine whether an official response is warranted and to prepare an official response on behalf of the Mutual with the assistance of legal

REFERENCES

Third Laguna Hills Mutual
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counsel, as may be appropriate. In the alternative, the Board or executive committee may approve a response for the individual representative to post that protects the Mutual and such representative.

- F. Any posting or response to any posting on any social media platform by the Mutual or a representative of the Mutual responding in their official capacity with the prior written approval of the Board shall clearly indicate that the posting is a communication approved by the Board and that any issues or concerns with the Mutual or its representatives should be sent directly to the Board or staff for the Board to address in an official meeting.

IV. Guidelines for Social Media Use by Former Mutual Representatives

While persons who have previously served as representatives of the Mutual, but who no longer serve in such capacity, shall not be subject to the same guidelines as those currently serving in a representative capacity for the Mutual, such persons and their actions do still, in some respects, reflect on the Mutual. Further, such former representatives, including without limitation, prior members of the Board, members of any committee, and official volunteers, may have had, through such position, access to nonpublic knowledge relating to the Mutual's business. Given the foregoing, the following guidelines and expectations for such former representatives shall apply.

- A. Former Mutual representatives shall not post any content on any social media platform relating to official Mutual business, actions taken by the Mutual, or otherwise relating to Mutual issues under the purview of the Mutual's corporate powers and duties that involves nonpublic and/or confidential information that such former representative had access to by means of their prior position, as the duty to maintain confidentiality extends beyond the term of any position or representative relationship of such person on behalf of the Mutual.
- 8. Former Mutual representatives shall not hold themselves out on any social media platform as currently representing the Mutual in any capacity.
- C. Former Mutual representatives are still expected to exercise personal responsibility whenever they use social media in any capacity, due to their prior affiliation with the Mutual, and to not engage in behaviors on social media directed toward current Mutual representatives, including without limitation, the Board or Mutual staff, that may constitute a nuisance.

V. Violations of Policy

Mutual representatives, including members of the Board, members of any committee, and official volunteers, who violate the guidelines in this Policy are deemed to be acting outside the course and scope of their authority as representatives of the Mutual. Any representative in violation of this Policy may be subject to immediate disciplinary action, including, but not limited to: (i) censure, (ii) removal from committees, (iii) removal as an

REFERENCES

Third Laguna Hills Mutual
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officer of the Board, (iv) request for resignation from the Board or committee, as may be applicable, and (v) removal from any volunteer position or capacity and suspension from acting in any future volunteer capacity. Depending on the circumstances of the violation, a representative in violation of this Policy may also be subject to disciplinary action in accordance with the Mutual's governing documents.

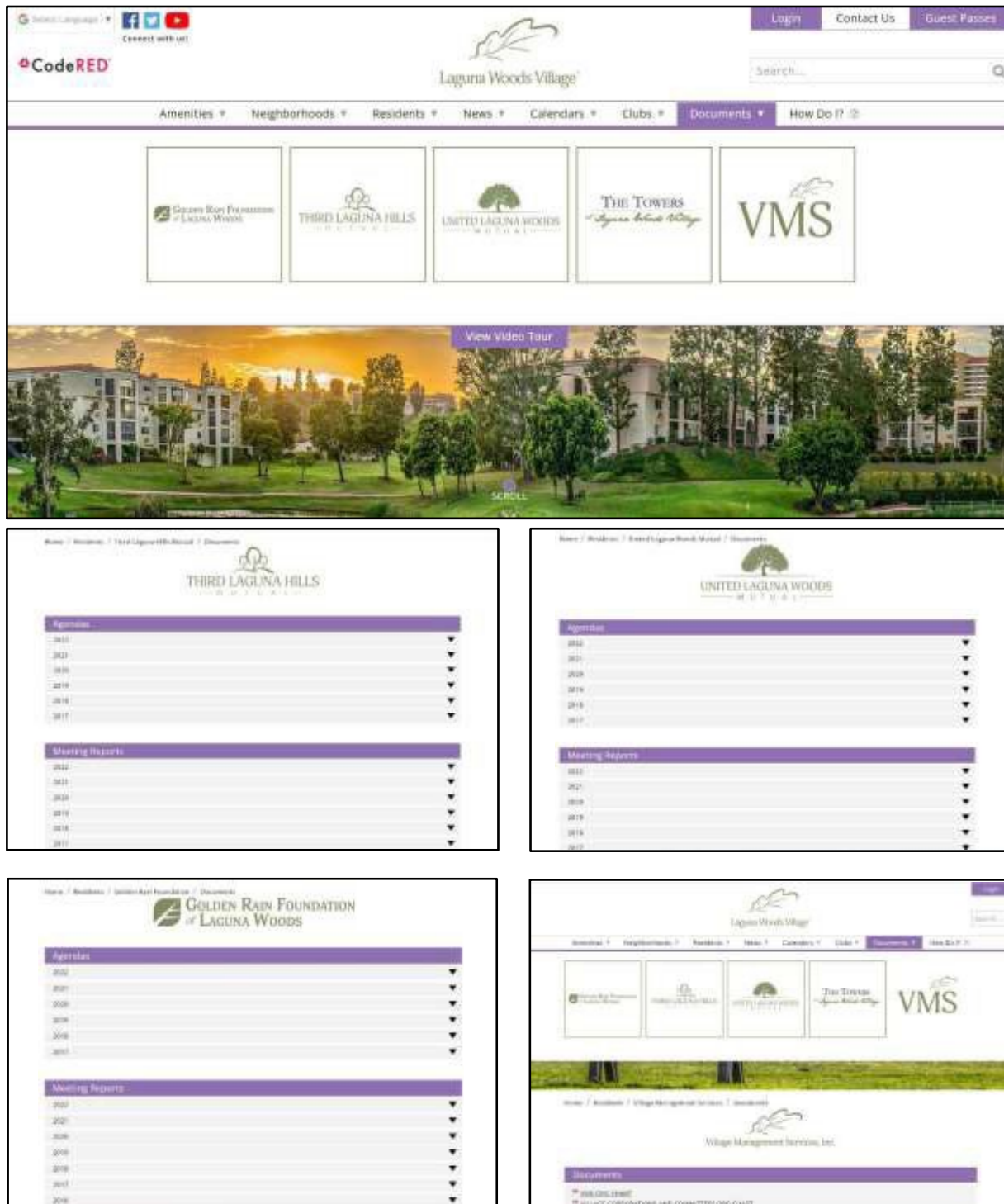
Prior to taking any of the actions described above, the Board shall review the evidence of violation, endeavor to meet with the representative member who allegedly is in violation, and confer with the Mutual's legal counsel. The Board shall meet with the director/committee member in executive session prior to imposing disciplinary action against that person; provided, however, that such person may be suspended from an officer, committee, or volunteer position pending the outcome of a hearing. Notwithstanding the foregoing, in cases of extreme or egregious violations, the Board may remove a person from an officer, committee, or volunteer position without a hearing in accordance with its authority pursuant to the Mutual's governing documents.

Former Mutual representatives found to be in violation of this Policy, depending on the circumstances of the violation, may also be subject to disciplinary or enforcement action in accordance with the Mutual's governing documents.

REFERENCES

Where to Find Important Documents

Visit lagunawoodsvillage.com to find important documents. From the homepage, move your cursor over Documents and select a corporation by clicking its logo from the dropdown menu. Once you're on the corporation's page, you will find documents like meeting agendas, minutes, resolutions, governing documents, operating rules, board training materials and more.



Robert's Rules of Order – Simplified

Adapted from “Robert's Rules of Order Newly Revised,” 12th edition

Guiding Principle:

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times.
- Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion or consideration.

You want to change some of the wording in a motion under discussion.

After recognition by the president of the board, move to amend by

- adding words
- striking words or
- striking and inserting words

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed.

Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a two-thirds vote.

You have heard enough discussion.

Move to close the debate. Requires a two-thirds vote. Or move to previous question. This cuts off discussion and brings the assembly to a vote on the pending question (to close debate) only. Requires a two-thirds vote.

You want to postpone a motion until some later time.

Move to postpone the motion to a time certain that day or the next meeting. (Where it will come up under unfinished business.) Only whether or not to postpone and details of postponement may be discussed; whether it is a good or bad motion may not.

You believe the discussion has drifted away from the agenda and want to bring it back. Call for orders of the day.

You want to take a short break.

Move to recess for a set period of time.

You want to end the meeting.

Move to adjourn.

You are unsure that the president of the board has announced the results of a vote correctly.

Without being recognized, call for a “division of the house.” At this point a roll call vote will be taken.

You are confused about a procedure being used and want clarification.

Without recognition, call for “Point of Information” or “Point of Parliamentary Inquiry.” The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.

Move to rescind or amend the authorization previously adopted. If previous written notice is given, a simple majority is required. If no notice is given, a two-thirds vote is required.

You may INTERRUPT a speaker for these reasons only:

- to get information about business – point of information
- to get information about rules – parliamentary inquiry
- if you can't hear, safety reasons, comfort, etc. – question of privilege
- if you see a breach of the rules – point of order
- if you disagree with the president of the board’s ruling – appeal

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main motion	√	√	√	Majority	√
Amend motion	√	√		Majority	√
Kill a motion	√			Majority	√
Limit debate	√		√	2/3 ^{rds}	√
Close discussion	√			2/3 ^{rds}	√
Recess	√		√	Majority	
Adjourn (end meeting)	√			Majority	
Refer to committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone indefinitely	√	√	√	Majority	√

REFERENCES

Village Television Filming Tips

Broadband Services General Manager Paul Ortiz compiled the following tips for making the most out of your appearance that will be broadcast on Village Television. The bottom line? Relax, you'll do fine. Any butterflies you're feeling will drive you to do your best! Just follow these helpful tips:

1. Dress for Success

Clothing is a major factor in controlling how you appear on television. Choose clothing with a professional, polished look.

- Avoid white, black, green or red. The safest color on TV is blue. Neutral tones like gray or light pastels like lilac are also good options. Stick with solids or large prints. Small prints, checkered patterns and stripes tend to vibrate on screen.
- Choose an outfit that makes you feel confident. Wear something comfortable that isn't too tight—tugging or adjusting your clothing looks like fidgeting or nervousness. For women, try a conservative skirt, three-quarter-sleeve top and a blazer. For men, try a button-down shirt, sport coat and slacks. Think about the microphone. A suit jacket or collared shirt makes it easy to attach the microphone clip near your face.
- Try the sit-down test. Some outfits look great when you're standing, but reveal more than you realize when you sit down. Some interviews occur at sofa height; however, others take place on taller, bar-height stools. Test your outfit at different heights in front of a mirror at home. You may need to adjust your posture or switch outfits.
- Keep jewelry conservative. A statement necklace or earrings can be a nice touch, but avoid jewelry that's too flashy or shiny—studio lights can create distracting flashes when they hit jewelry and dangly earrings are a distraction. Large necklaces can rub against the microphone, which can muffle your voice or create distracting noises. Women should avoid bangles or other large bracelets that can make distracting noise on air.

2. Use Makeup

Makeup emphasizes features and reduces shine. Lights and cameras minimize the appearance of makeup, so women may want to go slightly heavier than usual on makeup. Men may consider using a transparent powder to control and reduce shine.

REFERENCES

Village Television Filming Tips, continued

What looks like a close shave in person will look like a five o'clock shadow on high-definition TV, even if it's only 9 a.m. Village Television provides makeup services upon request. To schedule makeup services, contact Programming Coordinator Brittany Tuohy at 949-597-4295.

If you prefer to do your own makeup:

- Apply powder on your nose, forehead and face to avoid looking shiny, oily and plastic.
- Apply lip balm to help keep your lips moist.
- Make sure the powder makeup you use is the same color as your skin, not lighter or darker.
- If you are bald or balding, powder your head so it doesn't shine.
- Only apply as much makeup as you need. Using too much makeup is worse than wearing none.

3. Look Directly into the Camera

Speaking in front of a live audience is different than speaking on camera. The key is to look directly at the camera lens.

4. Make the Topic Understandable

Studies show that the average viewer's attention span is just eight seconds. Keep your audience hooked with a precise and clear message.

5. Smile and Exude Energy

Your enthusiasm will shine in your video.

REFERENCES

Village Television Appearance Policy

Concise and professional presentations optimize the credibility of directors and result in better television viewership.

The Department of Media and Communications will work with directors to prepare an outline of key points to be covered and prepare accompanying visuals.

- Ten working days before a scheduled appearance, Programming Coordinator Brittany Tuohy will send an email confirming that date and time of your scheduled appearance. Your presentation should run five to eight minutes, no longer.
- Ellyce Rothrock, Media and Communications Supervisor, will be copied on this message.
- Please provide a Media and Communications Department team member an outline of your presentation no later than five business days before your scheduled appearance. If this is not possible due to the meeting date of a committee you chair and your scheduled interview, please communicate this to the Media and Communications team and we will work with you to accommodate.
- The visuals for your presentation will be sent to you for review three working days before your scheduled appearance. Please be prepared to approve and/or make changes no later than two working days before your scheduled appearance.
- Visuals will be delivered to Village Television 24 hours prior to the scheduled appearance.

Not everyone is interested in being on live television, nor is everyone suited for it. If you are not comfortable making live television appearances, please inform your board's president. No director should appear on camera unless he/she is comfortable and willing to participate. There is no rule that a director must appear on Village Television to deliver reports. The ideal participant will be well-prepared and comfortable despite a few butterflies.

Please note that the purpose of directors appearing on TV6 is to inform residents of the work of particular committees and work done by the board. It is not a forum for personal opinion or agendas.

You are on air to report and engage residents in the work being done by the boards and how it affects residents.

REFERENCES

How to Install TeamUp on Your Smartphone

For Android

1. Go to Google Play and download the Android app to your phone if you haven't done so already.
2. Open Google Play.
3. Search for TeamUp Solutions AG and download the app.
4. Open the TeamUp app, which will give you three options the first time you open the application: Login, Sign Up or Continue Without Account.
5. Once you are in the app, press the green "+" toward the bottom of the screen.
6. Select "Connect an existing calendar."
7. Input <https://teamup.com/ksd5d83041f695b7b3> as the URL, then select "Continue."
8. To access a synced calendar across all your devices, log in to your TeamUp user account.
9. For more information on using the TeamUp app for Android, go to calendar.teamup.com/kb/using-mobile-app-android.

For iPhone

1. Go to the App Store and download the iOS app to your phone if you haven't done so already.
2. Open the App Store.
3. Search for TeamUp Solutions AG and download the app.
4. Open the TeamUp app, which will give you three options the first time you open the application: Login, Sign Up or Continue Without Account.
5. Once you are in the app, press the green "+" toward the bottom of the screen.
6. Select "Connect an existing calendar."
7. Input <https://teamup.com/ksd5d83041f695b7b3> as the URL, then select "Continue."
8. To access a synced calendar across all your devices, log in to your TeamUp user account.
9. For more information on using the TeamUp app for iPhone, go to calendar.teamup.com/kb/how-to-use-teamup-app-4-iphone-ipad.

REFERENCES

Important Links

Golden Rain Foundation

Golden Rain Foundation Bylaws: bit.ly/3mtXQsD

Golden Rain Foundation Articles of Incorporation: bit.ly/3iG3y9Y

Golden Rain Foundation Trust Agreement: bit.ly/3An6u0V

Golden Rain Foundation Board of Directors: bit.ly/307GfQ1

Community Activities Committee Charter: bit.ly/3oKTmRc

Finance Committee Charter: bit.ly/3Ax9Crv

Landscape Committee Charter: bit.ly/3Bypafy

Maintenance and Construction Committee Charter: bit.ly/3uRjBGK

Media and Communications Committee Charter: bit.ly/2WOIQwG

Mobility and Vehicles Committee Charter: bit.ly/2YweL5S

Security and Community Access Committee Charter: bit.ly/3muYdDv

Strategic Planning Committee Charter: bit.ly/3uR6rcD

Third Laguna Hills Mutual

Third Laguna Hills Mutual Bylaws: bit.ly/3uQXeBo

Third Laguna Hills Mutual Articles of Incorporation: bit.ly/3agdl1C

Third Laguna Hills Mutual CC&Rs: bit.ly/3uNDrCy

Third Laguna Hills Mutual Social Media Use Policy: bit.ly/2Ywl3RR

Third Laguna Hills Mutual Board of Directors: bit.ly/3lfmAWk

Architectural Control and Standards Committee Charter: bit.ly/3FI9uyR

Finance Committee Charter: bit.ly/3BoqrFZ

Landscape Committee Charter: bit.ly/3DfDEBu

Maintenance and Construction Committee Charter: bit.ly/3mv0EWF

Resident Policy and Compliance Committee Charter: bit.ly/3iGROE2

Water Conservation Committee Charter: bit.ly/3anVnu5

REFERENCES

United Laguna Woods Mutual

United Laguna Woods Mutual Bylaws: bit.ly/3AhyYJM

United Laguna Woods Mutual Articles of Incorporation: bit.ly/3uPQpA4

United Laguna Woods Mutual Occupancy Agreement: bit.ly/3mopfwc

United Laguna Woods Mutual Board of Directors: bit.ly/3BixGiZ

Architectural Control and Standards Committee Charter: bit.ly/3iGCabG

Finance Committee Charter: bit.ly/307FN47

Governing Documents Review Committee Charter: bit.ly/3ahcrlz

Landscape Committee Charter: bit.ly/3uSpZ0c

Maintenance and Construction Committee Charter: bit.ly/3DpHYOV

Resident Advisory Committee Charter: bit.ly/3uRdAtt

Village Management Services Inc.

Village Management Services Board of Directors: bit.ly/3muTlhz

Village Management Services Organization Chart: bit.ly/3SIXvrb

Schedules

Village Management Services Meeting and Departmental Presentation Schedule: bit.ly/3aiFuFq

New Resident Orientations: bit.ly/3Fn9VZk

Golden Rain Foundation Board Director Planned Absences Schedule: bit.ly/3mESXgm

Third Laguna Hills Mutual Board Director Planned Absences Schedule: bit.ly/3Fn8cDk

United Laguna Woods Board Director Planned Absences Schedule: bit.ly/3aIYPpg

Village Management Services Board Director Planned Absences Schedule: bit.ly/2WYKQmis