



**OPEN SESSION**

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF  
DIRECTORS OF THE GOLDEN RAIN FOUNDATION OF  
LAGUNA WOODS  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**Tuesday, May 4, 2021, 9:30 a.m.**  
24351 El Toro Road, LagunaWoods, California  
**Virtual Meeting**

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Directors Present: Bunny Carpenter, Egon Garthoffner, Sue Stephens, Yvonne Horton, James Hopkins, Don Tibbetts, Gan Mukhopadhyay, Jon Pearlstone, Maggie Blackwell, Joan Milliman

Directors Absent: Bert Moldow

Staff Present: Jeff Parker-CEO, Siobhan Foster-COO, Eileen Paulin, Brian Gruner, Cheryl Silva, and Grant Schultz

Others Present: **Third:** Ralph Engdahl  
**Mutual 50:** Ryna Rothberg, John Carter  
**VMS:** Diane Phelps

**1. Call Meeting to Order / Establish Quorum – President Carpenter, Chair**

President Carpenter called the meeting to order at 9:32 a.m. and established that a quorum was present.

**2. Pledge of Allegiance**

Director Horton led the meeting in the Pledge of Allegiance to the Flag.

**3. Acknowledgment of Media**

The media and the Village Television crew are present remotely by way of cameras.

**4. Approval of Agenda**

Hearing no objection, the agenda was approved by unanimous consent.

**5. Approval of Minutes**

- a. March 25, 2021 – Agenda Prep Open Meeting
- b. April 6, 2021—Regular Open Meeting

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Hearing no objections, the minutes of March 25, 2021, Agenda Prep Open Meeting, were approved by unanimous consent.

Hearing no objections, the minutes of April 6, 2021, Regular Open Meeting were approved by unanimous consent.

## **6. Report of the Chair**

President Carpenter commented about the meeting at Laguna Hills City Council regarding the project located at the former Laguna Hills Mall. The state mandates that all new development provide low income housing.

## **7. CEO Report**

Jeff Parker-CEO and Siobhan Foster-COO gave a report on the following items:

- According to the Orange County Health Care Agency (OCHCA) the COVID-19 cases continue to decline. There are 253,848 confirmed COVID-19 cases in Orange County—68 cases reported April 30. The City of Laguna Woods reports 413 confirmed cases. The seven-day testing positivity rate in Orange County is 1.4%. The State of California has vaccinated 29,846,479 individuals so far. Orange County has moved to the less restrictive tier. The yellow tier allows increased capacity in our recreational facilities.
- Budget process begins the end of May and information has been sent out to the board members.
- New resident orientation will be virtual. Contract Becky Jackson to make reservations.
- Fall Prevention Virtual Lecture by Laguna Woods Social Services, in partnership with MemorialCare Saddleback Medical Center and the Foundation of Laguna Woods Village, is hosting a free, virtual class on age-friendly care on Thursday, May 20, from 2 to 3 p.m.
- Pools 4 and 6 will now allow any two residents onto the same reservation.
- Return of the Village Bazaar on Saturday, June 5, from 10 a.m. to 2 p.m.
- Next bulky item pickup will be held on the third Saturday of the month.

## **8. Open Forum (Three Minutes per Speaker)**

*At this time Members only were allowed to address the Board of Directors regarding items not on the agenda and within the jurisdiction of this Board of Directors. The Board reserves the right to limit the total amount of time allotted for the Open Forum. Members can attend the meeting by joining the Zoom link <https://zoom.us/j/98131257242> or by calling (949) 268-2020 or email [meeting@vmsinc.org](mailto:meeting@vmsinc.org) to request to speak*

President Carpenter asked staff for member comments:

- A Member commented about GRF Investments.

## **9. Responses to Open Forum Speakers**

The following are responses to the open forum speakers:

- President Carpenter responded that GRF has investigated the GRF

investments.

- Director Hopkins responded the GRF Board are in compliance with the Davis-Stirling Act, Civil Code §5380 and §5515.

## 10. Consent Calendar

*All matters listed under the Consent Calendar were recommended for action by committees and will be enacted by the Board by one motion. In the event an item was removed from the Consent Calendar by members of the Board, such item(s) shall be the subject of further discussion and action by the Board.*

### **Recommendation from the Finance Committee:**

- 10a.** Consistent with its statutory obligations a subcommittee of the board consisting of the Treasurer and at least one other board member reviewed and approved preliminary Golden Rain Foundation financials for the month of March 2021 and by this vote ratified that such review be confirmed in this month's board member open session meeting minutes.

President Carpenter asked for approval of the Consent Calendar.

Hearing no objection, the Consent Calendar was approved by unanimous consent.

## 11. Unfinished Business--none

## 12. New Business

- a. Entertain a Motion to Revise the GRF Code of Ethics Policy

Joan Milliman, Secretary of the Board, read the following resolution:

### **RESOLUTION 90-21-16** **Code of Ethics Policy for GRF Directors**

**WHEREAS**, the Board of Directors of the Golden Rain Foundation (GRF) has recognized the need to amend the Code of Ethics Policy for GRF Directors; and

**NOW THEREFORE BE IT RESOLVED**, May 4, 2021 the Board of Directors of this Corporation hereby adopts the Code of Ethics Policy for GRF Directors; as attached to the official minutes of this meeting; and;

**RESOLVED FURTHER**, that Resolution 90-17-12 is hereby suspended and cancelled; and

**RESOLVED FURTHER**, that a copy of this resolution shall be given to every candidate for the GRF board of directors; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

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Director Milliman made a motion to approve the resolution adopting the Code of Ethics Policy for GRF Directors. Director Blackwell seconded the motion.

Directors Milliman and Mukhopadhyay made a Scribner's correction on page 10 of 12 item 5., bullet point 3, remove "all to serve impartially"

Discussion ensued among the directors.

A member commented about the Code of Ethics Policy.

President Carpenter called for the vote and the motion passed by of 8-0-2 (Directors Horton and Pearlstone abstained).

**b. Entertain a Motion to Establish an Information Technology Steering Advisory Committee**

Joan Milliman, Secretary of the Board, read the following resolution:

**RESOLUTION 90-21-XX**  
**Information Technology Advisory Committee Appointments**

**WHEREAS**, the formation of the Information Technology Advisory Committee (ITAC) is being considered by the board of directors on May 4, 2021, and;

**WHEREAS**, the following persons are proposed to serve on the ITAC upon formation of the advisory committee;

**NOW THEREFORE BE IT RESOLVED**, May 4, 2021 the Board of Directors of this Corporation hereby appoint and ratify the following persons to serve on the ITAC upon formation of the advisory committee:

**Information Technology Advisory Committee (ITAC)**

James Hopkins, Chair (GRF)  
Bunny Carpenter (GRF)  
Sue Margolis (United)  
Andre Torng (United)  
Debbie Dotson (Third)  
Lynn Jarrett (Third)

**RESOLVED FURTHER**; that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

Director Milliman made a motion to approve the resolution to form an Information Technology Advisory Committee (ITAC). Director Blackwell seconded the motion.

Discussion ensued among the directors.

Director Blackwell made an amendment to remove the committee members from the

resolution and list them separately in the minutes. Director Milliman seconded the amendment.

Discussion ensued among the directors.

Director Blackwell withdrew her amendment.

Director Blackwell made an amendment to withdraw the resolution. Director Milliman seconded the motion.

President Carpenter called for the vote and the motion passed without objection.

Director Milliman made a motion to approve the formation of the Information Technology Advisory Committee (ITAC) in accordance with the Golden Rain Foundation (GRF) of Laguna Woods Amended Bylaws and appoint and ratify the following persons to serve on the ITAC committee: James Hopkins, Chair (GRF), Bunny Carpenter (GRF), Sue Margolis (United), Andre Torng (United), Debbie Dotson (Third), Lynn Jarrett (Third). Director Blackwell seconded the motion.

President Carpenter called for the vote and the motion as amended was approved by unanimous consent.

**13.** The Board took a 5-minute break.

#### **14. Committee Reports**

**14a.** Report of the Finance Committee/Financial Reports – Director Hopkins gave an update from the committee and showed a presentation on the GRF Treasurer’s Report. The committee met on April 21, 2021; next meeting June 23, 2021, at 1:30 p.m. as a virtual meeting.

- (1) GRF Treasurer’s Report – Director Hopkins
- (2) GRF Finance Committee Report

**14b.** Strategic Planning Committee—Director Pearlstone gave an update from the committee. The committee met on March 17, 2021; next meeting TBA.

**14c.** Report of the Community Activity Committee – Director Pearlstone gave an update from the committee. The committee met on April 8, 2021; next meeting May 13, 2021, at 1:30 p.m. as a virtual meeting.

Director Blackwell commented about the Greens Committee representing four golf clubs.

- (1) Equestrian Center Ad Hoc Committee – President Carpenter gave an update on the committee. The committee met on March 4, 2021; next meeting May 6, 2021 at 1:00 p.m.

**14d.** Report of the Landscape Committee – Director Horton gave an update from the committee. The committee met on March 10, 2021; next meeting June 9, 2021 at 1:30

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p.m. as a virtual meeting.

**14e.** Report of the Maintenance & Construction Committee – Director Garthoffner gave an update from the committee. The committee met on April 14, 2021; next meeting June 9, 2021, at 9:30 a.m. as a virtual meeting.

(1) Report of the Clubhouse 1 Renovation Ad Hoc Committee – Director Garthoffner gave an update from the committee. The committee met on March 23, 2021; next meeting TBA.

(2) Energy Solutions Ad Hoc Committee – Director Stephens gave an update from the committee. The next meeting TBA.

**14f.** Report of the Media and Communications Committee—Director Milliman gave an update on the committee. The Committee met on April 19, 2021; next meeting will be held on May 17, 2021, at 1:30 p.m. as a virtual meeting.

**14g.** Report of the Mobility & Vehicles Committee – Director Tibbetts gave an update on the committee. The Committee met on April 7, 2021; next meeting June 2, 2021, at 1:30 p.m. as a virtual meeting.

**14h.** Report of the Security & Community Access Committee – Director Tibbetts gave an update on the committee. The Committee meeting on April 26, 2021; next meeting June 28, 2021, at 1:30 p.m. as a virtual meeting.

(1) Report of the Laguna Woods Village Traffic Hearings – Director Horton gave an update on the hearings. The Traffic Hearings were held on April 21, 2021; next hearings will be held on May 19, 2021, at 9:00 a.m. and 1:00 p.m. as virtual meetings.

**14i.** Report of the Disaster Preparedness Task Force – Director Stephens gave an update on the task force. The Task Force met on March 30, 2021; next meeting will be May 25, 2021 at 9:30 a.m. as a virtual meeting.

**15. Future Agenda Items** - *All matters listed below are items for a future Board Meeting. No action will be taken by the Board on these agenda items at this meeting.*

- Resolution Pertaining to the Distribution of Publications by Non-Residents of Laguna Woods (sent back to Committee 4/6/21)

**16. Directors' Comments**

**There were no director comments.**

- Directors Milliman and Hopkins commented on a good meeting.

**17. Recess** - *At this time, the Meeting recessed for lunch and reconvened to Executive Session to discuss the following matters per California Civil Code §4935: Member Disciplinary Matters; Personnel Matters; Contractual Matters; and Litigation Matters.*

The meeting was recessed at 11:30 a.m.

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**Summary of Previous Closed Session Meetings per Civil Code §4935.**

*During the March 25, 2021, Special Closed Meeting, the Board:*

*Approved the Agenda*

*Discussed Land Lease Proposal*

*Discussed Legal Matters*

*During the April 6, 2021, Closed Session, the Board:*

*Heard VMS Board Update*

*Approved the Agenda*

*Approved the Minutes of:*

*(a) February 24, 2021 – Special Closed Meeting*

*(b) March 2, 2021 – Regular Closed Meeting*

*Discussed and Considered Personnel Matters*

*Discussed and Considered Contractual Matters*

*Discussed Legal/Legislation Matters*

*Discussed Member Disciplinary Matters*

**18. Adjournment**

The meeting was adjourned at 5:00 p.m.

DocuSigned by:

*Joan Milliman*

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Joan Milliman, Secretary of the Board  
Golden Rain Foundation

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**RESOLUTION 90-21-16**

**Code of Ethics Policy for GRF Directors**

**WHEREAS**, the Board of Directors of the Golden Rain Foundation (GRF) has recognized the need to amend the Code of Ethics Policy for GRF Directors; and

**NOW THEREFORE BE IT RESOLVED**, May 4, 2021 the Board of Directors of this Corporation hereby adopts the Code of Ethics Policy for GRF Directors; as attached to the official minutes of this meeting; and;

**RESOLVED FURTHER**, that Resolution 90-17-12 is hereby suspended and cancelled; and

**RESOLVED FURTHER**, that a copy of this resolution shall be given to every candidate for the GRF board of directors; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

## 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. BOARD 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.

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.

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 all 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.

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.
- legal counsel will notify the director in writing of the violation(s) and copy the Compliance Department,
- the Compliance Department will provide a 10-day Notice of Hearing to the director who has the right to respond before judgment, and
- Following the hearing, the director will be notified of judgment and any disciplinary action.

Directors should consider resigning from the board if they find they can no longer adhere to this Code of Ethics policy.

I have read and understand the above Golden Rain Foundation Directors' Code of Ethics. I understand that I have various duties to GRF and that I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors. I further understand that these duties extend into the future so that I will be bound by this confidentiality requirement even after I no longer serve on the Board of Directors.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

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