



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, July 6, 2021, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California
Virtual Meeting

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

Directors Absent: None

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

Others Present: **Mutual 50:** Ryna Rothberg
VMS: Stephanie Brown

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

President Carpenter called the meeting to order at 9:30 a.m. and established that a quorum was present.

2. Pledge of Allegiance

Director Dotson 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. May 20, 2021 – Agenda Prep Open Meeting
- b. June 1, 2021—Regular Open Meeting

Director Milliman made a correction to the minutes. Hearing no objections, the amended

minutes of May 20, 2021, Agenda Prep Open Meeting, were approved by unanimous consent.

Hearing no changes or objections, the minutes of June 1, 2021, Regular Open Meeting were approved by unanimous consent.

6. Report of the Chair

President Carpenter is happy we are open again and welcomed the residents attending in the board room. On July 9 GRF will sponsor an informational meeting for residents who wish to run for any board in Laguna Woods Village.

7. CEO/COO Report

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

- GRF Board will have the first GRF budget presentation on July 14 at 1:30 p.m.
- On June 15 the State of California reopened without restrictions. VMS has reopened the Community Center, Clubhouses, recreation facilities and special events. Starting on July 6, Clubhouses 1, 2, 5 or the Village Greens can be reserved for family gatherings. Make reservations through the Community Center Recreation Office M-F 8 a.m. to 5 p.m.
- Pool 1 is shut down because it needs a new boiler.
- Update on COVID-19, some individuals are still getting COVID and a new variant infecting circulating within the United States. The CDC recommends that all individuals, even if you have been fully vaccinated, still wear a mask.
- Farmers Market will take place on Saturday, July 10, from 9 a.m. to noon at Garden Center 1.
- Library has reopened to normal operation hours.
- Disaster Preparedness Task Force is sponsoring the American Red Cross webinar presentation on earthquake and flood preparedness on Thursday, August 10 at 10 a.m.
- New resident orientation will be virtual for United Mutual on Wednesday, July 14 at 4:30 p.m. and Third Mutual on Friday, July 16 at 9 a.m. Contact Becky Jackson to make reservations.
- Summer Movie Series will continue on the second and fourth Mondays in July and August at 11 a.m. and 4 p.m. at Clubhouse 5.
- Next bulky item pickup will be held on the third Saturday of the month, July 17.

Discussion ensued among the directors.

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 to request to speak.

President Carpenter asked staff for member comments:

- A Member thanked the board for keeping the community safe by encouraging individuals to wear masks and practice social distancing.
- A Member commented about keeping amenities open to keep residents happy and healthy.
- A Member asked about the legal opinion on Civil Code §5380 with regards to Investments. She commented about closed meeting violations and asked for a copy of the slides from the Finance Committee meeting.
- A Member commented about turning off lights to save money, asked what the assessments buy for the resident and asked that no fees be raised.
- A Member commented about the policy to allow children in pools.

9. Responses to Open Forum Speakers

The following are responses to the open forum speakers:

- Director Hopkins responded regarding the investment policy. It is the board's right to be prudent in managing the investments for the reserve funds. The board has the responsibility to manage our reserves.
- Jeff Parker-CEO commented that after Pool 1 is repaired, then Pool 6 will reopen for children of residents.

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 May 2021 and by this vote ratified that such review be confirmed in this month's board member open session meeting minutes.

10b. Approve the 2021 Operating Surplus Transfer to Contingency Fund

RESOLUTION 90-21-23 **Transfer of Surplus to Contingency Fund**

WHEREAS, in accordance with California Civil Code, a Common Interest Development shall not retain significant operating surplus (funds that are not needed to defray current operating costs); and

WHEREAS, the Golden Rain Foundation Balance Sheet as of December 31, 2020 reflected an operating surplus from prior years just over \$1,411,617 (without depreciation) and the Board desires to return this amount to the members by way of a transfer to Contingency Fund;

NOW THEREFORE BE IT RESOLVED, July 6, 2021 that the Board of Directors of this Corporation hereby authorizes the transfer of \$1,411,617 from accumulated operating surplus to the Contingency Fund; 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.

President Carpenter asked for approval of the Consent Calendar.

Director Milliman made a motion to approve the Consent Calendar. Director Tibbetts seconded the motion.

Director Milliman made a scrivener's correction to the resolution.

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

11. Unfinished Business

- 11a.** Entertain a Motion to Approve a Resolution to Revise the GRF Code of Ethics Policy

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

RESOLUTION 90-21-24 **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, July 6, 2021, that 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 90-21-16 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.

JUNE Initial Notification

28-day notification for member review and comment to comply with Civil Code §4360 has been satisfied.

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

Discussion ensued among the directors.

President Carpenter called for the vote; hearing no objections the motion passed unanimously.

11b. Approve a Resolution to Update Committee Appointments

RESOLUTION 90-21-25
GRF Committee Appointments

RESOLVED July 6, 2021, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning Committee (Dissolve Committee)

~~Sue Stephens, Chair (GRF)~~
~~James Hopkins (GRF)~~
~~Steve Parsons (Third)~~
~~Deborah Dotson (Third)~~
~~Donna Rane-Szostak, Alternate (Third)~~
~~Sue Margolis (United)~~
~~Manuel Armendariz (United)~~
~~Brian Gilmore, Alternate (United)~~
~~Al Amado, (Mutual 50)~~

Strategic Planning Committee

Jon Pearlstone, Chair (GRF)
James Hopkins (GRF)
Gan Mukhapadhyay, Alternate (GRF)
Robert Mutchnick (Third)
Cush Bhada (Third)
Steve Parsons, Alternate (Third)
Sue Margolis (United)
Andre Torng (United)
Cash Achrekar (United)
Advisor: Dick Rader

Customer Experience Subcommittee

Jon Pearlstone (GRF)
Cush Bhada (Third)
Robert Mutchnick (Third)
Andre Torng (United)

Facilities Subcommittee

Gan Mukhopadhyay (GRF)
Cush Bhada (Third)
Carl Randazzo (United)

Future Strategic Planning Items Subcommittee

Jim Hopkins (GRF)

Community Activities Committee

Jon Pearlstone, Chair (GRF)

Yvonne Horton (GRF)

Bunny Carpenter, Alternate (GRF)

~~Deborah Dotson (Third)~~

Reza Karimi (Third)

Annie McCary, ~~Alternate~~ (Third)

Elsie Addington (United)

Andre Torng (United)

Cash Achrekar, Alternate (United)

Ryna Rothberg, (Mutual 50)

Advisor: Roland Boudreau, Juanita Skillman

Equestrian Center Ad Hoc Committee

Bunny Carpenter, Chair (GRF)

Yvonne Horton (GRF)

Cush Bhada (Third)

Annie McCary, (Third)

Advisors: Gary Empfield, Stefanie Brown, Bunny Lipinski, Susan Hemberg

Finance Committee

James Hopkins, Chair (GRF)

Gan Mukhapadhyay (GRF)

~~Egon Garthoffner, Alternate (GRF)~~

~~Deborah Dotson, Alternate (GRF)~~

~~Steve Parsons (Third)~~

~~Craig Wayne (Third)~~

Robert Mutchnick (Third)

~~Deborah Dotson, Alternate (Third)~~

Azar Asgari (United)

Carl Randazzo (United)

Diane Casey, Alternate (United)

Al Amado, (Mutual 50)

Advisor: Rosemarie diLorenzo

Information Technology Advisory Committee (ITAC)

James Hopkins, Chair (GRF)

Bunny Carpenter (GRF)

~~Deborah Dotson (GRF)~~

Sue Margolis (United)

Andre Torng (United)

~~Debbie Dotson (Third)~~

Lynn Jarrett (Third)

~~Reza Karimi (Third)~~

Landscape Committee

Yvonne Horton, Chair (GRF)
Maggie Blackwell (GRF)
Lynn Jarrett, (Third)
Reza Karimi, (Third)
Donna Rane-Szostak, Alternate (Third)
Manuel Armendariz, (United)
Andre Torng (United)
Azar Asgari, Alternate (United)
Vacant (Mutual 50)

Maintenance & Construction Committee

Egon Garthoffner, Chair (GRF)
Gan Mukhapadhyay (GRF)
Deborah Dotson, Alternate (GRF)
John Frankel (Third)
Ralph Engdahl (Third)
~~Deborah Dotson, Alternate (Third)~~
Carl Randazzo, (United)
Brian Gilmore (United)
Reza Bastani, Alternate (United)
John Carter (Mutual 50)
Advisor: Richard Palmer, Steve Leonard, Bill Walsh

Clubhouse Renovation Ad Hoc Committee

Egon Garthoffner, Chair (GRF)
Gan Mukhapadhyay (GRF)
Deborah Dotson (GRF)
John Frankel (Third)
Cush Bhada (Third)
Ralph Engdahl, Alternate (Third)
Manuel Armendariz (United)
Carl Randazzo (United)
Sue Margolis, Alternate (United)
Advisors: Steve Leonard, Bill Walsh

Energy Solutions Ad Hoc Committee

Sue Stephens, Chair (GRF)
Egon Garthoffner (GRF)
Advisors: Steve Leonard, Bill Walsh

Media and Communications

Joan Milliman, Chair (GRF)
Maggie Blackwell (GRF)
Bunny Carpenter (GRF)
Deborah Dotson, Alternate (GRF)
Annie McCary (Third)
Lynn Jarrett (Third)

Donna Rane-Szostak, Alternate (Third)

Neda Ardani (United)

Elsie Addington, (United)

Cash Achrekar, Alternate (United)

Ryna Rothberg, (Mutual 50)

Advisors: Carmen Pacella, Tom Nash, Juanita Skillman, Lucy Parker

Theresa Frost

Broadband Ad Hoc Committee

Joan Milliman, Chair (GRF)

Jim Hopkins (GRF)

Jon Pearlstone (GRF)

Debbie Dotson (GRF)

Annie McCary (Third)

Lynn Jarrett (Third)

Elsie Addington (United)

Advisor: **Dick Rader**

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)

Egon Garthoffner (GRF)

Joan Milliman, Alternate (GRF)

Craig Wayne (Third)

Reza Karimi (Third)

Cush Bhada, Alternate (Third)

Elsie Addington, (United)

Reza Bastani (United)

Neda Ardani, Alternate (United)

Margaret Bennett (Mutual 50)

Advisor: Vashi Williams

Security and Community Access

Don Tibbetts, Chair (GRF)

Maggie Blackwell (GRF)

Cush Bhada (Third)

Craig Wayne (Third)

Donna Rane-Szostak, Alternate (Third)

Manuel Armendariz (United)

Reza Bastani (United)

Andre Torng, Alternate (United)

Margaret Bennett (Mutual 50)

OTHER COMMITTEES:

Disaster Preparedness Task Force

Carlos Rojas, Chair

Maggie Blackwell (GRF)

Sue Stephens (GRF)

Annie McCary, (Third)
John Frankel, (Third)
Donna Rane-Szostak, Alternate (Third)
Diane Casey (United)
Cash Achrekar, (United)
Reza Bastani, Alternate (United)
Board Members by Rotation (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

Laguna Woods Village Traffic Hearings

(Chair will alternate between Boards)
Yvonne Horton (GRF)
Sue Stephens (GRF)
~~Deborah Dotson (GRF)~~
John Frankel (Third)
Cush Bhada, ~~Alternate~~ (Third)
Neda Ardani (United)
Elsie Addington, Alternate (United)
Board Members by Rotation (Mutual 50)

Insurance Ad Hoc Committee

Sue Margolis, Chair (United)
Cash Achrekar, Co-Chair (United)
Bunny Carpenter (GRF)
James Hopkins (GRF)
Rosemarie DiLorenzo (VMS)
Wei-Ming Tao (VMS)
Robert Mutchnick (Third)
Reza Karimi (Third)
Advisor: Diane Fortner, **Jon Pearlstone**

Purchasing Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Yvonne Horton (GRF)
Steve Parsons (Third)
Donna Rane-Szostak (Third)
Ralph Engdahl, Alternate (Third)
Carl Randazzo (United)
Cash Achrekar (United)

Select Audit Task Force

James Hopkins (GRF)
Diane Phelps (VMS)
Elizabeth Roper (United)
Peggy Moore (Third)

RESOLVED FURTHER, that Resolution 90-21-19 adopted June 1, 2021, is hereby superseded and cancelled; and

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

Director Milliman made a motion to approve the updated GRF Committee Appointments. Director Pearlstone seconded the motion.

Discussion ensued among the directors.

Director Pearlstone requested to be added as an advisor for the Insurance Ad Hoc Committee.

President Carpenter called for the vote on the resolution as amended. Hearing no further changes, the motion passed without objection.

12. New Business

- 12a.** Entertain a Motion to Approve the 2021 annual Election Schedule and Resolution to Appoint the Inspector of Election Services

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

RESOLUTION 90-21-26 **Approve Inspector of Election Services**

WHEREAS, the Bylaws, Section 8.3.6 requires and Corporations Code §7416 allows an association to select an independent third party as an inspector of elections; and

WHEREAS, for transparency purposes and due to the number of ballots received it is necessary to contract for an Inspector of Elections; and

WHEREAS, an Inspector of Elections is used, among other tasks, to print and mail voter packages, inspect and tabulate ballots, and certify results.

NOW THEREFORE BE IT RESOLVED, July 6, 2021, that the Board of Directors of Golden Rain Foundation hereby approves single-sourcing a contract to UniLect Corporation to perform Inspectors of Election services for the 2021 Annual Meeting of the Corporate Members.

RESOLVED FURTHER, that the officers and agents of this Corporation are directed on behalf of the Corporation to carry out this resolution.

Staff recommends the board approve the proposed 2021 election schedule, set the annual Corporate Members Meeting and appoint UniLect Corporation as the Inspector of Election for the Election of Directors.

Director Milliman made a motion to approve the 2021 election schedule, set the annual Corporate Members Meeting for November 10, 2021 and appoint UniLect Corporation as the Inspector of Election for the Election of Directors. Director Horton seconded the motion.

Discussion ensued among the directors.

President Carpenter called for the vote. Hearing no objections, the motion passed unanimously.

- 12b.** Entertain a Motion to Introduce a Resolution to Provide Special Accommodations for Member/Guest Club Event Hosted by Laguna Woods Village Men's 18-Hole Golf Club.

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

RESOLUTION 90-21-xx

Special Accommodation for Reciprocal and Charitable Club Event Hosted by the Laguna Woods Village Men's 18-Hole Golf Club

WHEREAS, at the April 9, 2020 CAC meeting, the committee discussed and approved the events to have fees waived or adjusted. At the May 5, 2020 GRF board meeting, the board supported CAC's recommendation and approved the waiver/reduction of the fees. However, due to the COVID-19 pandemic the events did not occur; and

WHEREAS, at the June 10, 2021 CAC meeting, the committee discussed and approved the special accommodation of guests to pay the resident rate for tee time during the 18-Hole Men's Golf Club member/guest tournament in 2021.; and

WHEREAS, annually, the LWV Men's 18-Hole Golf Club hosts a number of events that market to non-residents or fundraise for the Foundation of Laguna Woods Village; and

WHEREAS, the 18-Hole Men's Golf Club is again requesting golf fees be reduced to accommodate the following event in 2021; and

WHEREAS, the 18-Hole Men's Golf Club is requesting fees be modified for the Member/Guest Tournament only. Reducing the weekend guest fee from \$55 per guest to \$16 per guest equates to an estimated \$2,808 loss in revenue for that day

NOW THEREFORE BE IT RESOLVED, July 6, 2021, that the Board of Directors of this Corporation hereby approves the Laguna Woods Village Men's 18-Hole Golf Club special accommodation request to reduce guest fees for the 2021 member/guest tournament;

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

Director Milliman made a motion to approve a resolution to provide special

accommodations for member/guest club event hosted by Laguna Woods Village Men's 18-hole Golf Club. Director Pearlstone seconded the motion.

Discussion ensued among the directors.

Members gave comments on the motion.

President Carpenter called for the vote and the motion failed by a vote of 2-7-1 (Directors Blackwell, Milliman, Garthoffner, Tibbetts, Hopkins, Stephens, Dotson opposed, Director Horton abstained)

12c. Entertain a Motion to Introduce a Resolution to Approve 2022 Locker, Golf Driving Range, Caterer and Storage Fee Increase (JUNE Initial Notification—Must postpone 28-days for member review and comments to comply with Civil Code §4360)

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

RESOLUTION 90-21-xx

Proposed 2022 Locker, Golf Driving Range, Caterer and Storage Area Fees

WHEREAS, resolutions 90-12-132, 90-18-03, 90-12-12 and 90-16-18 established guidelines for shared costs and fees; certain fees can be imposed upon users of various recreational facilities to control crowding, mitigate over-usage, and recover operating costs; and;

WHEREAS, on October 15, 2020 the Community Activities Committee (CAC) directed staff to develop a comprehensive financial analysis of the Recreation and Special Events Department operating budget including current chargeable service fees, resident user versus monthly manor assessment costs and alternate revenue sources; and;

WHEREAS, at the April 15, 2021 CAC meeting, staff presented the Recreation and Special Events Department Financial Analysis to facilitate the committee's discussion of fee sharing objectives, facility utilization, revenue and operating expenses. The CAC identified three fees that are low compared to market comparisons:

1. Facility lockers;
2. Golf driving range;
3. Caterers servicing club/organization and resident private parties at GRF facilities; and
4. Storage areas; and

WHEREAS, at the May 13, 2021 CAC meeting, the committee recommended the following increases, subject to Finance Committee affirmation and board approval:

Table 1: Proposed 2022 Locker, Golf Driving Range, and Catering Fees

Description	2021 Annual Fee	2022 Proposed Fee
Lockers:		
Clubhouse 1 billiard room	\$10	\$25
PAC Billiard room	\$9	\$25

Clubhouse 4 inside jewelry	\$8	\$25
Community Center table tennis	\$11	\$25
Golf Driving Range:		
Quarter bucket of balls	\$1	\$2
Small bucket of balls	\$2	\$4
Large bucket of balls	\$3	\$6
Catering fee:		
Plate	\$1	\$2

;and

WHEREAS, in addition, staff was directed to identify and recommend rental fees for storage areas at clubhouses currently utilized by clubs without a fee. At the June 10, 2021, CAC meeting, staff presented storage areas currently utilized by clubs without a fee. The CAC recommended the following new storage descriptions and fees, subject to affirmation by the Finance Committee and board approval:

Table 2: Proposed 2022 Storage Areas Fees

Description	2021 Annual Fee	2022 Proposed Fee
Storage areas:		
Small (12" x 24" x "20" & up)	---	
Medium (30" x 24" x 30" & up)	---	\$50
Large (5' x 5' & up)	---	\$100

; and

WHEREAS, increasing fees provides additional revenue and assists keeping assessments low. Based upon 2019 actuals and utilization, the proposed fee increases would generate approximately \$108,250 in additional revenue:

Description	Projected Additional Annual Revenue
Lockers	\$6,610
Golf driving range:	
Quarter bucket of balls	\$32,700
Small bucket of balls	\$28,440
Large bucket of balls	\$22,300
Catering fee	\$12,000
Storage areas	\$6,200
Total	\$108,250

WHEREAS, at the June 23, 2021 Finance Committee meeting, the committee affirmed the CAC recommendation of the fee increases for facility lockers, golf driving range, caterers servicing club/organizations and resident private parties, and club storage areas beginning January 1, 2022; and

NOW THEREFORE BE IT RESOLVED, [DATE], 2021, the Board of Directors of this Corporation hereby introduces approval of the fee increases for facility lockers, golf driving range, caterers servicing club/organizations and resident private parties, and club storage areas beginning January 1, 2022; and

RESOLVED FURTHER, that this resolution shall be effective January 1, 2022, and Resolution 90-12-12 (locker rental fees); Resolution 90-18-03 (golf fees); and Resolution 90-16-18 (catering fees) are hereby superseded and fees updated according to this resolution; and

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

JULY Initial Notification

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

Director Milliman made a motion to introduce a resolution to approve 2022 locker, golf driving range, caterer and storage fee increase for 28-day review. Director Dotson seconded the motion.

Discussion ensued among the directors.

President Carpenter called for the vote; hearing no objections the motion passed unanimously.

13. The Board took a 5-minute break at 10:47 a.m.

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 June 23, 2021; next meeting August 25, 2021, at 1:30 p.m. in the board room and 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 June 28, 2021; next meeting August 23, 2021 at 9:30 a.m. in the board room and as a virtual meeting.

14c. Report of the Community Activity Committee – Director Pearlstone gave an update from the committee. The committee met on June 10, 2021; next meeting July 8, 2021, at 1:30 p.m. in the board room and as a virtual meeting.

- (1) Equestrian Center Ad Hoc Committee – President Carpenter gave an update on the committee. The committee met on May 6, 2021; next meeting TBA.

14d. Report of the Landscape Committee – Director Horton gave an update from the committee. The committee met on June 9, 2021; next meeting August 11, 2021 at 1:30 p.m. in the board room and as a virtual meeting.

14e. Report of the Maintenance & Construction Committee – Director Garthoffner gave an update from the committee. The committee met on June 9, 2021; next meeting August 11, 2021, at 9:30 a.m. in the board room and 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 May 17, 2021; next meeting will be held on July 19, 2021, at 1:30 p.m. in the board room and as a virtual meeting.

14g. Report of the Mobility & Vehicles Committee – Director Tibbetts gave an update on the committee. The Committee met on June 2, 2021; next meeting August 4, 2021, at 1:30 p.m. in the board room and as a virtual meeting.

14h. Report of the Security & Community Access Committee – Director Tibbetts gave an update on the committee. The Committee meeting on June 28, 2021; next meeting August 23, 2021, at 1:30 p.m. in the board room and 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 June 16, 2021; next hearings will be held on July 21, 2021, at 9:00 a.m. and 1:00 p.m. board room and as a virtual meeting.

14i. Report of the Disaster Preparedness Task Force – Director Blackwell gave an update on the task force. The Task Force met on May 25, 2021; next meeting will be July 27, 2021 at 9:30 a.m. board room and as a virtual meeting.

14j. Information Technology Advisory Committee – Director Hopkins.

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.*

15a. The Broadband Group Status

16.Directors' Comments

There were no Directors comments.

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.

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

During the May 4, 2021, Closed Session, the Board:

Heard VMS Board Update

Approved the Agenda

Approved the Minutes of:

(a) May 28, 2021 – Special Closed Meeting

(b) June 1, 2021 – Regular Closed Meeting

Approved a Resolution to Write-off Chargeable Services


Discussed and Considered Personnel Matters

Discussed and Considered Contractual Matters

Discussed Legal/Legislation Matters

18. Adjournment

The meeting was adjourned at 3:06 p.m.


Joan Milliman, Secretary of the Board
Golden Rain 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. 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 committeemembers,
- private personnel information of the association's employees,
- disciplinary actions against members of the association,
- assessment collection information against members of theassociation, 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.
- 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.
- 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 no longer adhere to this Code of Ethics policy.