



OPEN MEETING

REGULAR MEETING OF THE UNITED LAGUNA WOODS MUTUAL
GOVERNING DOCUMENTS REVIEW COMMITTEE

Thursday, October 17, 2024 – 1:30 P.M.
Board Room/Virtual Meeting
Laguna Woods Village Community Center

AGENDA NOTICE

1. Call to Order Maggie Blackwell
2. Approval of Agenda Maggie Blackwell
3. Approval of Reports: Maggie Blackwell
 - a. September 19, 2024
4. Chair's Remarks Maggie Blackwell
5. Member Comments - *At this time Only United Members may address the Committee regarding items not on the agenda and within the jurisdiction of this Committee. The Committee reserves the right to limit the total amount of time allotted for Member Comments to thirty-minutes. Each individual has no longer than three-minutes. A Member may speak only once during the Member Comments. Speakers may not give their time to other people, no audio or video recording by attendees and no rude or threatening comments.*

Laguna Woods Village owner/residents are welcome to participate in committee meetings and submit comments or questions regarding virtual committee meetings using one of two options:

- a. Via email to meeting@vmsinc.org any time before the meeting is scheduled to begin or during the meeting. Please use the name of the committee in the subject line of the email. Name and manor number must be included.
- b. Join the Committee meeting via Zoom at: <https://us06web.zoom.us/j/99710468599> or by dialing 669-900-6833 / Access Code: 997 1046 8599

Items for Discussion and Consideration

6. Committee Charters Maggie Blackwell

Concluding Business:

7. Committee Member Comments

8. Future Agenda Items – *All matters listed under Future Agenda Items are items for a future Committee meeting. No action will be taken by the Committee on these agenda items at this meeting.*
 - a. None
9. Next Meeting Date: Thursday- November 21, 2024
10. Adjournment

***A quorum of the United Board, or more, may be present at the meeting.**

Maggie Blackwell, Chair
Francis Gomez, Staff Officer
(949) 268-4207



OPEN MEETING

**REGULAR MEETING OF THE UNITED LAGUNA WOODS MUTUAL
GOVERNING DOCUMENTS REVIEW COMMITTEE**

Thursday, September 19, 2024 – 1:30 p.m.
BOARD ROOM/VIRTUAL MEETING
Laguna Woods Village Community Center 24351 El Toro Road,
Laguna Woods, CA 92637

MEMBERS PRESENT: Maggie Blackwell – Chair, Nancy Carlson and Anthony Liberatore

MEMBERS ABSENT: None

ADVISORS PRESENT: Juanita Skillman and Dick Rader

ADVISORS ABSENT: None

STAFF PRESENT: Francis Gomez and Ruby Rojas

1. CALL TO ORDER

Maggie Blackwell, Chair, called the meeting to order at 1:32 p.m.

2. APPROVAL OF THE AGENDA

Chair Blackwell made a motion to amend the agenda to include 'Board of Director's Handbook' as agenda item 8. Director Liberatore seconded the motion.

By unanimous consent, the agenda was approved as amended.

Director Carlson requested agenda items: 7(a) and 7(b) be postponed and removed from the agenda due to the upcoming Director's election.

Due to a lack of second, the motion failed.

3. APPROVAL OF REPORTS

Director Carlson made a motion to ammend the report for August 15, 2024 with minor correction. Chair Blackwell seconded the motion.

Without objection, the report for August 15, 2024 was approved as amended.

4. CHAIR'S REMARKS

Chair Blackwell stressed her intent to present the current Bylaws in a presentable manner documenting the items that have changed by way of state legislation since the last amendment.

5. MEMBER COMMENTS

None.

ITEMS FOR DISCUSSION

6. Bylaw Changes

Chair Blackwell presented the Committee with changes to the Bylaws to consider and review. The Committee discussed the matter.

Without objection, the Committee directed staff to make the changes and work with Legal Counsel on how to present to the membership and request clarification on removal of Board members who don't meet their fiduciary responsibilities.

7. Membership Election & Voting Policy

Director Carlson elected to table the matter. Director Liberatore seconded the motion.

By unanimous consent, the motion passed.

8. Board of Director's Handbook Changes

Chair Blackwell presented the Board of Director's Handbook for consideration and review. The Committee discussed the matter.

Without objection the Committee directed staff to forward the recommended changes for consideration and obtain clarification from Legal Counsel regarding absences from Board of Directors.

Concluding Business

9. Committee Member Comments

Advisor Rader made a comment regarding an update from legal counsel for the availability of the Board Candidate Application. Ms. Gomez advised the Committee the matter will be addressed at a future meeting.

Advisor Rader made another comment regarding the rules for potential candidates speaking at open Committee meetings. Staff was directed to consult with legal counsel.

10. Future Agenda Items

- a. Committee Charters

11. Date of Next Meeting

The next meeting is scheduled for Thursday, October 17, 2024 at 1:30 p.m. in the Board Room.

12. Adjournment

With no further business, Chair Blackwell adjourned the meeting at 2:39 p.m.

Maggie Blackwell

Maggie Blackwell (Sep 27, 2024 14:16 PDF)

Maggie Blackwell, Chair
United Laguna Woods Mutual
Governing Documents Review Committee



STAFF REPORT

DATE: October 17, 2024
FOR: Governing Documents Review Committee
SUBJECT: Committee Charters

RECOMMENDATION

Receive and file.

BACKGROUND

The Board of Directors conducts the affairs of United Laguna Woods Mutual (United). There are various types of Committees that allow the Board of Directors to carry out their duty. A Committee is a group of Directors and Advisors appointed to investigate, debate, and make recommendations to the Board of Directors on specific topics.

United has the following Committees:

1. Architectural Control and Standards Committee
2. Finance Committee
3. Governing Documents Review Committee
4. Landscape Committee
5. Maintenance and Construction Committee
6. Member Hearings Committee
7. Resident Advisory Committee

DISCUSSION

The Committee requested that the Committee Charters be gathered together to have in a centralized location.

FINANCIAL

None.

Prepared By: Francis Gomez, Operations Manager

Attachment(s)

Attachment 1: Committee Charters



RESOLUTION 01-17-54
ARCHITECTURAL CONTROL AND
STANDARDS COMMITTEE CHARTER

RESOLVED, that pursuant to the Occupancy Agreement, Article 12 and the Bylaws, the Architectural Control and Standards Committee is hereby established as a standing committee of this Corporation; and

RESOLVED FURTHER, May 9, 2017, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of the Architectural Control and Standards Committee of the Corporation as follows:

1. The Architectural Control and Standards Committee shall have the responsibility to recommend approval or denial of all requests for nonstandard alterations and modifications, or alterations that have generated neighbor objection. Final recommendations shall be noted on the Mutual's monthly Board meeting Agenda Consent Calendar.
2. In their decision, the Committee shall consider the following criteria:
 - a. Compliance with existing standards
 - b. Aesthetic effect
 - c. Cost impact on the Mutual
 - d. Conformity with Local and State Building Codes
 - e. Compliance with applicable law
 - f. Value impact
3. The Board may choose to become involved in a Member's appeal of the Committee's decision. Should the Board become involved, prior to the review of the appeal, the Committee will document justification of their decision. If necessary, the Committee has the authority to consult with the Mutual Legal Counsel for advice.
4. The Committee shall have the authority to recommend new Architectural Standards or any revisions of all Mutual Architectural Standards. Final approval will rest with the Mutual Board.
5. The Committee shall require Neighbor Awareness and Approval forms for all alteration requests including requests that appear to conform to standards.
6. The Committee shall review advancements in technology and methods that could result in increased efficiencies and/or cost savings to the Mutual.

7. The Committee may impose contingencies upon approvals to ensure the structural, architectural, or common area integrity of the Members' request.
8. The Committee shall insure that all structural alterations, including any internal and external physical changes, performed or caused to be performed by a Member, shall not be performed without prior written consent of the Mutual. Consent is given either by proper processing of approved alteration standard, or use of the variance request process. The Committee will recommend a Disciplinary Hearing for all alterations preceding approval or deviation from approved changes.
9. The intended activities of the Committee may include but may not be limited to meeting when necessary, meeting on a monthly basis, reviewing staff recommendations regarding compliance with architectural standards or variance requests, conducting tours, and providing communications to the Community.
10. This committee shall exist and function in accordance with United Laguna Woods Mutual Bylaws and Occupancy Agreement.
11. This Committee shall be comprised of no more than five Directors:
12. This committee may appoint up to three non-voting advisors, subject to the approval of the Board.

NOW THEREFORE BE IT RESOLVED, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.



RESOLUTION 01-12-202
FINANCE COMMITTEE CHARTER

WHEREAS, the United Laguna Woods Mutual Finance Committee has been established pursuant to Article VII, Section 1 of the Bylaws of this Corporation;

NOW THEREFORE BE IT RESOLVED, November 13, 2012, that the board of directors of this corporation hereby assigns the duties and responsibilities of this Committee as follows:

1. To review the monthly financial statements and any other reports affecting the financial status of this corporation; to review the performance of the Managing Agent in relation to the annual operating budget and make recommendations to the board of directors as deemed necessary.
2. Review annually the adequacy of the corporation's reserves.
3. Review annually the proposed United Laguna Woods Mutual Business Plan and recommend to the Board action regarding same, including the amount of the assessment required to meet the following year's operating budget and reserve contributions.
4. Confer with the Managing Agent on financial matters of this corporation, including insurance programs as applicable.
5. Review the investment of funds of United to determine that standards set by the United Laguna Woods Board are being complied with, and recommend to the United Laguna Woods Board changes in such investment policy and procedures as may be deemed advisable.
6. Function as an advisory and liaison body to the Managing Agent in matters pertaining to membership occupancy and assessment delinquencies; and coordinate these matters with other standing committees having related concerns.
7. Review any unplanned reserve expenditures proposed by any other committee to determine the impact on and adequacy of related reserves, and recommend appropriate action to the United Laguna Woods Board; and

RESOLVED FURTHER, that the committee shall perform such other tasks as are assigned by the United Laguna Woods Mutual President or Board of Directors; and

RESOLVED FURTHER, that Resolution 01-11-222, adopted on November 8, 2011 is hereby superseded and cancelled.

**RESOLUTION 01-24-64****GOVERNING DOCUMENTS REVIEW COMMITTEE CHARTER**

RESOLVED, June 11, 2024, that the Board of Directors of this Corporation hereby establishes the Governing Documents Review Committee for the purposes of reviewing the United Laguna Woods Mutual governing documents for clarity, legality and current applicability through monthly meetings open to United Members;

RESOLVED FURTHER, that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this Committee as follows:

1. Review governing documents including policies, resolution and operating rules in compliance with applicable laws;
2. Consider conformance, as required, between each governing document with another governing document;
3. Confer, as appropriate, with United Managing Agent;
4. Consult, as appropriate and upon approval of Board President and Committee Chair, with United Corporate Counsel and;
5. Make regular committee progress reports and recommendations to the United Board of Directors regarding proposed revisions to the United governing documents including policies, resolution and operating rules; and
6. Create and recommend new regulations which comply with applicable laws to protect the Corporation and resident health, safety and welfare.

RESOLVED FURTHER, that the Governing Documents Review Committee shall perform such other duties as may be assigned by the Board;

RESOLVED FURTHER, that resolution 01-19-105 amended December 10, 2019 is hereby superseded and cancelled.



RESOLUTION 01-24-91

Landscape Committee Charter

WHEREAS, On December 11, 2012, the Board adopted resolution 01-12-224 that pursuant to Article VII, Section I of the Bylaws, a Landscape Committee was established as a standing committee of this corporation; and

WHEREAS, this committee charter is intended to set objectives and processes to protect and enhance the beauty and value of the landscape in United Laguna Woods Mutual and the interest of all its members; and

WHEREAS, this Charter is being adopted by the United Board to define the purpose, responsibilities, and limitations of the committee; and

WHEREAS, on July 22, 2024, the Landscape Committee approved the recommendation to update the current committee charter; and

NOW THEREFORE BE IT RESOLVED, August 13, 2024, the Board of Directors of this Corporation hereby approves the updated Charter of the Landscape Committee, as attached to the official minutes of this meeting; and

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



RESOLUTION 01-24-63

MAINTENANCE AND CONSTRUCTION COMMITTEE CHARTER

WHEREAS, on January 12, 2010, pursuant to Article VII, Section 1 of the Bylaws, the Board of Directors of this Corporation re-established the Maintenance & Construction Committee as a standing committee; and

WHEREAS, on November 19, 2019, the Board of Directors reviewed and approved a revised Committee charter; and

WHEREAS, the Maintenance and Construction Committee's charter is periodically revised to reflect the current focus of this standing committee.

NOW THEREFORE BE IT RESOLVED, June 11, 2024, that the Committee shall maintain a working relationship with the Maintenance & Construction Department of the Managing Agent's organization to ensure that the real property and fixtures owned and managed by United Laguna Woods Mutual are maintained, reconditioned, improved or augmented as necessary or desired to meet the policies established by the Board of Directors, or as required by government agencies that have standing in establishing public policy; and

RESOLVED FURTHER, that the Committee shall review budget requirements, service levels, all attendant costs and projected income related to services to be provided by the Maintenance and Construction Department and make necessary recommendations to the Finance Committee and Board of Directors, and

RESOLVED FURTHER, that the Committee shall review on a continuing basis short- term and long-range plans and needs for building and infrastructure maintenance and, in consultation with appropriate committees, recommend to the Board of Directors appropriate means for achieving such plans and needs; and

RESOLVED FURTHER, that the Committee shall monitor major Operating and Reserve maintenance programs, such as roofing, asphalt maintenance and replacement, external painting, and the like; and

RESOLVED FURTHER, that the Committee shall establish building colors palette and determine primary roof, building and trim colors for buildings, as appropriate; and

RESOLVED FURTHER, that the Committee shall perform such other tasks as may be approved and assigned by the Board of Directors; and

RESOLVED FURTHER, that Resolution 01-19-86 adopted November 12, 2019 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 the purpose of this resolution.



RESOLUTION 01-15-15

**Ratify the Establishment of an Executive Committee
for the Purpose of Hearing Disciplinary Hearing Matters**

WHEREAS, due to the length of the regularly scheduled board meetings and the increased number of disciplinary hearings to be heard each month to meet the needs of the Community; and

WHEREAS, the Board established an Executive Committee on January 13, 2015 as a Committee comprised of 3 Directors for the sole purpose of hearing disciplinary hearing matters; and

NOW THEREFORE BE IT RESOLVED, February 10, 2015, that the Board of Directors hereby ratifies the establishment of an Executive Committee comprised of 3 Directors with full autonomy for the sole purpose of hearing and acting on disciplinary hearing matters;

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.

RESOLUTION 01-17-52

**Change the Name of the Executive Hearing
Committee to Member Hearings Committee**

WHEREAS, due to the length of the regularly scheduled board meetings and the number of disciplinary hearings to be heard each month, the Board established an Executive Committee on February 10, 2015 as a Committee of three or more Directors for the sole purpose of hearing disciplinary hearing matters; and

WHEREAS, due to the confusion of the name, the Board recommends to change the name to fit the purpose of the Committee;

NOW THEREFORE BE IT RESOLVED, May 9, 2017, that the Board of Directors hereby agrees to change the name of the Executive Hearing Committee to the Member Hearings Committee; 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.

**RESOLUTION 01-15-75****United Mutual Resident Advisory Committee Charter**

RESOLVED, May 12, 2015, that the Board of Directors of this Corporation establishes the United Mutual Resident Advisory Committee for the purposes of answering questions and promoting communication with United Members through regularly announced open meetings; and

RESOLVED FURTHER that the Board of Directors of this Corporation hereby assigns the duties and responsibilities of this United Mutual Resident Advisory Committee as follows:

1. Serve as liaison between the United Laguna Woods Mutual ("United") Board and the Members of United.
2. Answer questions and promote communication of Board approved policies and information to United Members.
3. Meet monthly, in the Community Center, with two Directors in attendance on a rotating basis, along with two informed United Members.
4. Promote a positive image of United Mutual and good relations among Laguna Woods Village residents.
5. Perform such other duties related to areas of responsibility in this Charter as may be assigned by the United President or Board; 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, and upon conclusion of the Committee's work, the Committee will be disbanded by the Board.