



OPEN MEETING

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

Thursday, May 16, 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. April 18, 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](mailto: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. Revised Committee Charter

Francis Gomez

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. Operating Rules Guidebook
9. 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, April 18, 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, Anthony Liberatore and Nancy Carlson

**MEMBER ABSENT:** None

**ADVISORS PRESENT:** Dick Rader and Juanita Skillman (via Zoom)

**ADVISORS ABSENT:** None

**STAFF PRESENT:** Jeff Spies, Patty Kurzet 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**

The Committee elected to make a motion to approve the agenda.

By unanimous consent, the motion passed.

#### **3. APPROVAL OF REPORTS**

The Committee reviewed the report for February 15, 2024.

Without objection, the report for February 15, 2024 was approved as presented.

#### **4. CHAIR'S REMARKS**

Chair Blackwell made comments regarding amending the bylaws to include a missing clause related to board elections. The matter was added to Future Agenda Items.

Chair Blackwell also mentioned that the Private Lender Policy has passed and the mutual has received zero purchases with private lenders since its effect.

#### **5. MEMBER COMMENTS**

None.

## **ITEMS FOR DISCUSSION**

### **6. Subleasing, Resale and Transfer Fees**

Mr. Jeff Spies, Community Services Supervisor, presented the Subleasing, Resale and Transfer Fees for the Committee to consider and review. The Committee discussed the matter.

Director Carlson made a motion to have legal counsel review the proposed document prior to board consideration. The motion failed for lack of second.

Chair Blackwell made a motion to forward the document to the board for review and consideration as presented. The motion failed for lack of second.

Director Carlson made a motion to approve the Subleasing, Resale and Transfer Fees and have legal counsel review the proposed document prior to board consideration. Director Liberatore seconded the motion.

By unanimous consent, the motion passed.

### **7. Financial Qualifications**

Mr. Spies presented the Financial Qualifications for the Committees consideration and review. The Committee reviewed and discussed the Financial Qualifications.

Director Carlson made a motion to approve the document as presented and forward to the board for review. Chair Blackwell seconded the motion.

By unanimous consent, the motion passed.

## **Concluding Business**

### **8. Committee Member Comments**

The Committee discussed the Election requirements that were passed by State Legislature in 2017. The Committee will review and discuss at a future meeting and with legal counsel.

Director Carlson made a comment to confirm the revised Committee Charter is addressed as a Future Agenda Item.

### **9. Future Agenda Items**

- a. Review of Operating Rules Guidebook
- b. Revised Committee Charter
- c. Election Rules in Bylaws

### **10. Date of Next Meeting**

The next meeting is scheduled for Thursday, May 16, 2024 at 1:30 p.m. in the Board Room.

### **11. Adjournment**

With no further business, Chair Blackwell adjourned the meeting at 1:57 p.m.



## STAFF REPORT

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**DATE:** May 16, 2024  
**FOR:** Governing Documents Review Committee  
**SUBJECT:** Governing Documents Review Committee Charter

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### **RECOMMENDATION**

Staff recommends approval of the revised Governing Documents Review Committee Charter.

### **BACKGROUND**

On November 13, 2012, the Board established a Governing Documents Review Ad Hoc Committee for the purposes of reviewing the governing documents for clarity, legality and current applicability through regularly announced meetings open to members (Resolution 01-12-185).

On July 14, 2015, the Board approved to establish the Ad Hoc as a stand-alone Committee (Resolution 01-15-107).

On December 10, 2019, the Board revised the Committee Charter to define the governing documents and approvals required to contact Corporate Counsel (Attachment 1, Resolution 01-19-105).

### **DISCUSSION**

The Committee Charter has been amended to provide additional language.

### **FINANCIAL ANALYSIS**

None.

**Prepared By:** Francis Gomez, Operations Manager

**Reviewed By:** Blessilda Wright, Compliance Supervisor

### **ATTACHMENT(S)**

Attachment 1: Governing Documents Review Committee Charter

Attachment 1:

**RESOLUTION ~~01-19-105~~ 01-24-XX**

**GOVERNING DOCUMENTS REVIEW COMMITTEE CHARTER**

**RESOLVED**, ~~December 10, 2019~~ [DATE], that the Board of Directors of this Corporation hereby establishes ~~a~~ 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 ~~for~~ 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
- 5-6. Create and recommend new regulations which comply with applicable laws to protect the Corporation and resident health, safety and welfare. and

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

**RESOLVED FURTHER**, that resolution ~~01-15-107~~ 01-19-105 ~~adopted~~ amended ~~July 14, 2015~~ December 10, 2019 is hereby superseded and cancelled.