



OPEN SESSION

**MINUTES OF THE REGULAR OPEN MEETING OF THE
THIRD LAGUNA HILLS MUTUAL BOARD OF
DIRECTORS A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**Tuesday, December 20, 2022 - 9:30 a.m.
Laguna Woods Village Community Center
Board Room/Virtual Meeting
24351 El Toro Road
Laguna Woods, California**

Directors Present: Mark Laws, Jim Cook, Cris Prince, Cush Bhada, Jules Zalon, Ralph Engdahl, Donna Rane-Szostak, Moon Yun

Directors Absent: Nathaniel Ira Lewis (Excused)

Staff Present: Siobhan Foster-CEO, Makayla Schwietert, Paul Nguyen, Robert Carroll, Bart Mejia, Carlos Rojas, Eileen Paulin, Randall Damron, Jacob Huanosto

Others Present: VMS – Rosemarie diLorenzo, Debbie Allen, Wei-Ming Tao
GRF – None
United – None

1. Call meeting to order / Establish Quorum – President Laws, Chair

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

2. Pledge of Allegiance

Director Bhada led the Pledge of Allegiance.

3. Approval of Agenda

President Laws asked for a motion to approve the agenda.

Director Rane-Szostak made a motion to approve the agenda. Director Bhada seconded.

Director Prince made a motion to amend item 12d by removing the 28-day notice and to also remove it from Future Agenda Items.

Hearing no further changes or objections, the amended agenda was approved by consent.

4. Approval of Minutes

- a. November 15, 2022 – Regular Board Meeting**
- b. December 2, 2022 – Agenda Prep Meeting**
- c. December 2, 2022 – Special Open Meeting**

Director Rane-Szostak made a motion to approve the minutes of November 15, 2022 – Regular Board Meeting. Director Cook seconded.

Hearing no changes or objections, the November 15, 2022 – Regular Board Meeting minutes were approved by consent.

Director Prince made a motion to approve the minutes of December 2, 2022 – Agenda Prep Meeting. Director Cook seconded.

Hearing no changes or objections, the December 2, 2022 – Agenda Prep Meeting minutes were approved by consent.

Director Prince made a motion to approve the minutes of December 2, 2022 – Special Open Meeting. Director Cook seconded.

Hearing no changes or objections, the December 2, 2022 – Special Open Meeting minutes were approved by consent.

5. Report of the Chair

President Laws commented on the following:

- There are two open Third Board Member positions: one with a one-year term; and the other with a three-year term
- Special Meeting will be held January 6, 2023
- Happy Holiday to staff, Board, and residents

6. Update from the VMS Board – Chair diLorenzo

VMS Chair diLorenzo provided an update from the last VMS Board Meeting with the following information:

- Year in review
 1. Board Member Training
 2. Began work on the ERP system
 3. CSIP
 4. KPI Development
 5. Contractor Open House
 6. Continue Focus on Manor Alterations and Damage Restorations
- 2023 Initiatives Supported by VMS Staff
 1. Employee “Bright Ideas” program
 2. Telephone system upgrade
 3. Phase 1: ERP implementation
 4. Standardized CSIP
 5. Development of new Village website

6. State-of-the-art central master irrigation control system

VMS Chair diLorenzo answered questions from the Board.

7. Open Forum (Three Minutes per Speaker)

- A member commented on wanting to be an advisor on a Committee
- A member commented on the lack of help and or progress from Resident Services for an ongoing water issue and a neighbor being out of Compliance
- A member commented on seeking reimbursement for a damage restoration case
- A member thanked staff along with the VMS and Third Board
- A member commented on a damage restoration case at their unit

8. Responses to Open Forum Speakers

- President Laws said he will be in touch with John Frankel in regards to any open advisor positions
- President Laws thanked a resident for her kind comments
- President Laws advised the residents that they will look into these cases pertaining to damage restoration

9. CEO Report

CEO Siobhan Foster reported on:

- Solid Waste Handling Services
- CR&R Annual Performance Review
- Communications
- Missed Collections
- Liquidated Damages
- Hold Times
- Specific Incident Follow-Up
- Performance Hearing

CEO Foster answered questions from the Board.

10. Consent Calendar - *All matters listed under the Consent Calendar were recommended for action by committees and were enacted by the Board by one motion. Items removed from the Consent Calendar by members of the Board were moved for further discussion and action by the Board.*

President Laws asked for a motion to approve the Consent Calendar as presented.

Director Cook made a motion to approve the Consent Calendar. Director Bhada seconded.

Hearing no changes or objections, the motion to approve the Consent Calendar was approved by consent.

- a. Consistent with its statutory obligations the Board members individually reviewed Third Laguna Hills Mutual preliminary financials for the month of September 2022, and by this vote ratify that such review be confirmed in this month's Board Member

Open Session Meeting minutes per Civil Code §5501.

b. Recommendation from the Finance Committee – None

c. Recommendation from the Landscape Committee

1. Recommend to Request for Removal of One Australian Willow Tree 3041-C Via Serena South

Resolution 03-22-133

**Approve the Request for Removal of One Ficus Nitida Tree 3164-D
Alta Vista**

WHEREAS, February 16, 2021, that the Board of Directors adopted Resolution 03-21-10 Tree Maintenance Policy which states:

“...Unless there is a purposeful reason, trees should not be removed merely because they are messy, or because of residents’ personal preferences concerning shape, color, size, or fragrance. Trees shall not be removed to preserve, enhance or create a view.

- Trees shall not be removed to preserve, enhance or create a view.
- Trees which are damaging or will damage a structure, pose a hazard, diseased, in failing health or interfering with neighboring trees, will be considered for removal.
- Removal requests will be reviewed by a staff arborist and, if necessary, referred to the Committee...”

WHEREAS, on December 1, 2022, the Landscape Committee reviewed a request from the Member at 3165-D to remove one Ficus Nitida tree. The Member cited the reasons as structural damage and plumbing stoppage; and

WHEREAS, staff inspected the condition of the tree and determined that it was in good condition, however, several large surface roots were observed as far as 25 feet from the trunk, within three feet of the unit, and the sewer line cleanout; and

WHEREAS, the Committee determined that the tree meets the guidelines set forth in Resolution 03-21-10 and recommends approving the request for the removal of one Ficus Nitida tree located at 3165-D Alta Vista;

NOW THEREFORE BE IT RESOLVED, December 20, 2022, the Board of Directors approves the request for the removal of one Ficus Nitida tree located at 3165-D; and

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

11. Unfinished Business

**a. Entertain a Motion to Approve Updates to the Rules for Board Meetings
(November initial notification – 28-day notification for member review and
comments to comply with Civil Code §4360 has been satisfied)**

Director Prince read the following resolution:

Resolution 03-22-134

Rules for Board Meetings

WHEREAS, each Owner Member of Laguna Woods Village has an ongoing interest and right under California law to participate in the governance of their community; and

WHEREAS, the Board of Directors of the Third Laguna Hills Mutual has an equal interest and duty under law to ensure that the management of the community's affairs is carried out professionally and in adherence with the provisions of the Davis-Stirling Act; and

WHEREAS, the Board of Directors wishes to promote order and regulate meeting time in an even and consistent fashion;

NOW THEREFORE BE IT RESOLVED, December 20, 2022, that the Board of Directors of this Corporation hereby approves the attached revised Rules for Board Meetings; and

RESOLVED FURTHER, that Resolution 03-20-80 adopted November 17, 2020 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.

Director Prince made a motion to approve Resolution 03-22-134. Director Rane-Szostak seconded.

Discussion ensued among the Board.

Hearing no changes or objections, the motion was called to a vote and passed by a vote of 7-1. Director Zalon opposed.

12. New Business

**a. Entertain a Motion to Approve the Revised Architectural Standard No. 26 –
Skylight Installations (December initial notification – 28-day notification for
member review and comments to comply with Civil Code §4360)**

Bart Mejia, Maintenance & Construction Assistant Director presented Revised Architectural Standard No. 26 – Skylight Installations.

Director Prince read the following resolution:

Resolution 03-23-XX

Revised Architectural Standard 26: Skylight Installations

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to amend Alteration Standards and create new Alteration Standards as necessary; and,

WHEREAS, the Architectural Controls and Standards Committee recognizes the need to revise Architectural Standard Section 26: Skylight Installations;

NOW THEREFORE BE IT RESOLVED, January 17, 2023, that the Board of Directors of this Corporation hereby introduces the attached Architectural Standard 26: Skylight Installations; and

RESOLVED FURTHER, that Resolution 03-18-92 adopted May 15, 2018, is hereby superseded in its entirety and no longer in effect; and

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

Director Cook made a motion to approve the Resolution for discussion purposes and to postpone the final vote for 28-days per Civil Code §4360. Director Bhada seconded the motion.

There being no objections, the motion was approved unanimously.

b. Entertain a Motion to Approve Revised Nuisance Policy (December initial notification – 28-day notification for member review and comments to comply with Civil Code §4360)

Director Prince read the following resolution:

Resolution 03-23-XX

Nuisance Policy

WHEREAS, the Resident Policy and Compliance Committee has recognized the need to amend the Nuisance Policy to clarify guidelines for Nuisance complaints received by the Board;

NOW THEREFORE BE IT RESOLVED, January 17, 2023, that the Board of Directors of this Corporation hereby adopts the Nuisance Policy, as attached to the official minutes of this meeting; and

RESOLVE FURTHER, that Resolution 03-20-28, adopted on April 21, 2020, is hereby superseded and canceled; and

RESOLVE 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 Prince made a motion to approve the Resolution for discussion purposes and to postpone the final vote for 28-days per Civil Code §4360. Director Cook seconded the motion.

There being no objections, the motion was approved unanimously.

c. Update Committee Appointments

Director Prince read the following resolutions:

Resolution 03-22-135

Third Mutual Committee Appointments

RESOLVED, December 20, 2022, that the following persons are hereby appointed to serve on the committees and services of this Corporation.

RESOLVED FURTHER, that each committee chair may appoint additional members and advisors with interim approval by the President subject to the approval of the Board of Directors:

Finance Committee (meets every-other month)

Donna Rane-Szostak, Chair
Mark Laws
~~Annie McGary~~
Ralph Engdahl
Cris Prince
Cush Bhada
Jim Cook
Ira Lewis
Jules Zalon
Moon Yun
Non-Voting Advisors: Wei-Ming Tao

Architectural Standards and Control Committee (meets monthly)

James Cook, Chair
Cush Bhada
Ralph Engdahl
Nathaniel Ira Lewis
Cris Prince
Non-Voting Advisors: Mike Butler, Mike Plean, Lisa Mills

Landscape Committee(meets monthly)

Nathaniel Ira Lewis, Chair
~~Annie McGary~~
~~Mark Laws~~
Jules Zalon
Ralph Engdahl
Donna Rane-Szostak
Cush Bhada, Alternate
Non-Voting Advisors: Cindy Baker

Maintenance and Construction Committee (meets every-other month)

Ralph Engdahl, Chair

James Cook

Cush Bhada

Mark Laws

Moon Yun

Cris Prince, *Alternate*

Non-voting Advisors: David Bienek, Judith Troutman

Executive Hearing Committee (meets monthly)

~~Annie McCary, Chair~~

Mark Laws, Chair

Ralph Engdahl

Cris Prince, ~~Alternate~~

Jules Zalon, Alternate

Resident Policy and Compliance Committee (meets monthly)

Mark Laws, Chair

Cush Bhada

Jules Zalon

Cris Prince

Nathaniel Ira Lewis

Non-Voting Advisors: Stuart Hack, Theresa Keegan

Water Conservation Committee (meets quarterly)

Donna Rane-Szostak, Chair

Cush Bhada

Jules Zalon

Nathaniel Ira Lewis

Non-Voting Advisor: Lee Goldstein

Garden Villa Recreation Room Subcommittee (meets thrice yearly)

Mark Laws, Chair

Donna Rane-Szostak

Nathaniel Ira Lewis

Voting Advisors: Stuart Hack, Sharon Molineri

Non-Voting Advisors: Lynn Jarrett

RESOLVED FURTHER, that Resolution 03-22-122, adopted November 15, 2022, is hereby superseded and canceled; 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 03-22-136

GRF Committee Appointments

RESOLVED, December 20, 2022, that in compliance with Article 7, Section 7.3 of the Golden Rain Foundation Bylaws, the following persons are hereby appointed to serve on the committees of the Golden Rain Foundation:

Community Activities Committee

~~Annie McGary~~

Cush Bhada

Mark Laws

Jules Zalon, Alternate

GRF Finance Committee

Donna Rane-Szostak

Mark Laws

GRF Landscape Committee

Jules Zalon

Nathaniel Ira Lewis

~~Annie McGary, Alternate~~

GRF Maintenance and Construction Committee

Ralph Engdahl

Jim Cook

Cush Bhada, Alternate

Clubhouse Renovation Ad Hoc Committee

Ralph Engdahl

Cush Bhada

GRF Media and Communications Committee

~~Annie McGary~~

Jim Cook

Cris Prince, ~~Alternate~~

Moon Yun, Alternate

Mobility and Vehicles Committee

Jim Cook, Alternate

Cush Bhada

Moon Yun

Security and Community Access Committee

Annie McGary

Cris Prince

Donna Rane-Szostak, Alternate

Purchasing Ad Hoc Committee (new)

Donna Rane-Szostak
Mark Laws
Ralph Engdahl, Alternate

Broadband Ad Hoc Committee

Cris Prince
Jim Cook

Disaster Preparedness

Jim Cook
Donna Rane-Szostak, Alternate

Laguna Woods Village Traffic Hearings

Jules Zalon
Mark Laws, Alternate

Strategic Planning Committee

Nathaniel Ira Lewis

IT Technology Advisory Committee (ITAC)

Mark Laws

Insurance Ad Hoc Committee

Cris Prince
Mark Laws
Jim Cook

Website Ad Hoc Committee

~~Annie McCary~~
Mark Laws

Compliance Ad Hoc Committee

Mark Laws
Cris Prince

RESOLVED FURTHER, that Resolution 03-22-123, adopted November 15, 2022, is hereby superseded and canceled; 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 Cook made a motion to approve Resolution 03-22-135 and Resolution 03-22-136. Director Rane-Szostak seconded.

Discussion ensued among the Board.

Hearing no changes or objections, the motion was called to a vote and passed unanimously.

d. Entertain a Motion to Approve Supplemental Appropriation for Water Landscaping in the amount of \$151,000.

Director Prince read the following resolution:

Resolution 03-22-137

Supplemental Funding for Turf Reduction Projects

WHEREAS, June 21, 2022, the Third Board of Directors recognized that the State of California is experiencing record drought conditions requiring parts of Southern California to reduce exterior irrigation water use and directed staff to reduce irrigation by 15 percent; and

WHEREAS, the Third Landscape Committee determined that funding for turf reduction projects should be appropriated from savings to the Water Expense account based on savings from these reductions and funded from the Landscape Replacement Reserve Fund; and

WHEREAS, December 1, 2022, the Third Mutual Landscape Committee endorsed the recommendation;

NOW THEREFORE BE IT RESOLVED, on December 20, 2022, that a supplemental appropriation of \$151,000 has been approved to be used for turf reduction projects throughout Third Mutual; and

RESOLVED FURTHER, this resolution shall become in full force and effect on December 20, 2022; and

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

Director Cook made a motion to approve Resolution 03-22-137. Director Bhada seconded.

Discussion ensued among the Board.

Hearing no changes or objections, the motion was called to a vote and passed unanimously.

13. Third Mutual Committee Reports

- a. Report of the Finance Committee / Financial Report – Director Rane-Szostak. The committee met on December 6, 2022; next meeting February 7, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
 - (1) Treasurer’s Report
 - (2) Third Finance Committee Report
 - (3) Resales/Leasing Reports
- b. Report of the Architectural Controls and Standards Committee – Director Cook. The committee met November 28, 2022; next meeting January 23, 2023 at 9:30 a.m. in the Board Room and as a virtual meeting.
- c. Report of the Maintenance and Construction Committee – Director Engdahl. The committee met on November 7, 2022; next meeting January 9, 2023 at 1:30 p.m. in the Board Room and as a virtual meeting.
- d. Report of the Landscape Committee – Director Bhada. The committee met on December 1, 2022; next meeting January 5, 2023 at 9:30 a.m. in the Board Room and as a virtual meeting.
- e. Report of the Water Conservation Committee – Director Rane-Szostak. The committee met on October 27, 2022; next meeting January 26, 2023, at 2:00 p.m. in the Elm Room.
- f. Report of the Resident Policy and Compliance Committee – Director Laws. The committee met on November 22, 2022; next meeting December 27, 2022, at 9:30 a.m. in the Board Room and as a virtual meeting.

14. GRF Committee Highlights

- a. Community Activities Committee – Director Laws. The committee met on December 8, 2022; next meeting, January 12, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
- b. Media and Communications Committee – Director Cook. The committee met on November 21, 2022; next meeting December 19, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting was cancelled.
- c. Disaster Preparedness Task Force – Director Cook. The task force met on November 29, 2022; next meeting January 31, 2023 at 9:30 a.m. in the Board Room.
- d. GRF Maintenance & Construction Committee – Director Engdahl – The committee met on December 14, 2022; next meeting February 8, 2023, at 9:30 a.m. in the Board Room and as a virtual meeting.
- e. GRF Landscape Committee – Director Bhada. The committee met on December 14, 2022; next meeting February 8, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.

- f. Mobility and Vehicles Committee – Director Bhada – The committee met on December 7, 2022; next meeting February 1, 2023 at 1:30 p.m. in the Board Room.
- g. Report of the Laguna Woods Village Traffic Hearings – Director Zalon. The hearings were held on November 16, 2022; next meeting January 18, 2023 at 9:00 a.m. as a virtual meeting.
- h. Information Technology Advisory Committee – Director Laws. This closed committee last met on December 9, 2022; next meeting February 3, 2023 at 1:30 p.m.
- i. Compliance Ad Hoc Committee – Director Laws. The committee met on November 30, 2022; next meeting TBA.
- j. The following GRF Committees have not met since the last Third Board Meeting:
 - i. Security and Community Access Committee – Director Prince. The committee met on October 31, 2022; next meeting February 27, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
 - ii. GRF Finance Committee – Director Rane-Szostak. The committee met on October 19, 2022; next meeting December 21, 2022, at 1:30 p.m. in the Board Room and as a virtual meeting.
 - iii. Purchasing Ad Hoc Committee – Director Rane-Szostak. The committee met on April 7, 2022; next meeting TBA.
 - iv. Clubhouse Facilities Renovation Ad Hoc Committee – Director Engdahl. The committee met on June 24, 2022; next meeting, TBA.
 - v. Insurance Ad Hoc Committee – Director Laws. This Closed committee last met on July 25, 2022; next meeting TBA.
 - vi. Website Ad Hoc Committee – Director Laws. The committee met on August 10, 2022; next meeting TBA.
 - vii. GRF Strategic Planning Committee – Director Lewis. The committee met on October 3, 2022; next meeting TBA.

15. Future Agenda Items-- *All matters listed under Future Agenda Items are Resolutions on 28-day public review or items for a future Board Meeting. No action will be taken by the Board on these agenda items at this meeting. The Board will take action on these items at a future Board Meeting.*

- Approve the Revised Architectural Standard No. 26 – Skylight Installations
- Approve the Revised Nuisance Policy
- Approve Supplemental Funding for Turf Reduction Projects

16. Directors' Comments

- Director Zalon commented on being opposed to the Rules for Board Meeting
- Multiple Directors wished everyone a Merry Christmas and Happy New Year

17. Recess - *At this time, the meeting will recess for lunch and reconvene to Executive Session to discuss the following matters per California Civil Code §4935.*

The meeting was recessed into closed session at 11:06 a.m.

Closed Session Agenda

Approval of Agenda

Approval of the Minutes

(a) November 15, 2022—Regular Closed Session

Discuss and Consider Member Matters

Discuss Personnel Matters

Discuss and Consider Contractual Matters

Discuss and Consider Litigation Matters

19. Adjournment

The meeting was adjourned at 4:58 p.m.

DocuSigned by:

N. Cris Prince

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N. Cris Prince, Secretary of the Board
Third Mutual Laguna Hills



RULES FOR BOARD MEETINGS
Resolution 03-22-134; Adopted December 20, 2022

I. INTRODUCTION

Successful, efficient and orderly Board meetings benefit everyone in the community. Manor owners (“Members”) have the right to observe the open board meetings and are encouraged to attend, but meetings which are disorderly or too long can be discouraging.

These Rules inform both Director and non-Director as to what is expected of all attending Board meetings, and how meetings are conducted. The goal is orderly and efficient meetings, protection of Owners’ right to observe productive deliberations, and enhancement of the governance and the membership experience in Third Laguna Hills Mutual (“Third”).

II. BOARD MEETINGS

A. Regular Board Meetings

Notice of the date, time and location of regular Board meetings will be provided by posting in the Clubhouse kiosks and the community center bulletin board and on the web site a minimum of four days before the meeting is to take place. Board meetings are open to all Mutual Members to attend and observe. Non-Members may attend only at the discretion of the Board of Directors.

Normally, regular Board meetings are held in the morning on the third Tuesday of each month. However, four days posted advance notice is always given of all open Board meetings except in case of emergency. Regular Board meetings are normally held in the Board Room on the ground floor of the Community Center at 9:30 a.m., in accordance with Civil Code § 4920. Notice of Board Meetings.

B. Special Meeting or Altering Location, Date or Time

If a special Board meeting is called or if the location, date or time of a Board meeting is to be changed, all Members will be notified at least four days prior to the meeting by posting in the Clubhouse kiosks and the community center bulletin board and on the web site. In an emergency, the President or any two Directors may call for a Board meeting on shorter notice, in accordance with Civil Code § 4923. Emergency Board Meetings

C. Attendance

Members may attend Board meetings, but Executive Session meetings are

closed. **A “Member” is not a tenant, guest, family, or legal counsel of the Member.**

D. Agendas

1. **Preparation.** Agendas are prepared by the President¹, in cooperation with management staff. At least one week prior to a Board meeting, the President will inquire if any Director requests inclusion of an agenda item. The Chair may also call a Board meeting for the purpose of setting the regular Board meeting agenda.
2. **Request for inclusion.** A Director may request an item be included in an agenda, by submitting the action requested and an explanation of the reason for the request. A Director requesting an agenda item is responsible to present that item to the Board with supporting information if the item is included in the agenda.
3. **Rejected agenda items.** The Chair with the assistance of Management Staff shall include a requested item in the agenda unless the item:
 1. Has no suggested action;
 2. Is redundant with an item already on the agenda or was addressed in a Board meeting in the previous three months;
 3. Must be discussed in Executive Session;
 4. Would make the agenda unduly lengthy (and so will be on the next agenda);
 5. Is sent first to a committee for recommendation; or
 - f) Is, based on the advice of legal counsel, proposing action barred by law.
4. **Board request for agenda item.** Notwithstanding the foregoing, if an agenda item is requested in writing or by electronic mail by at least six Directors, the Chair shall include it in the Agenda for the open meeting or the Executive Session meeting, depending upon the item.
5. **Member Request for Agenda Item.**
 - a) A Member may request the President in advance that a topic be added to the agenda, but the President with the assistance of Staff will determine whether a requested topic will be included in the agenda.
 - b) A topic will also be added to the agenda if at least one week prior to the scheduled Board meeting, the Chief Executive Officer (CEO) or Staff receives a petition signed by at least twenty five different Members entitled to vote.
 - c) The requested agenda topic must still meet the standards of Rule IID.3 above.

¹ Any action to be taken by the President may be taken by the First Vice President or the next officer in order as stated in the By-laws if the President is unable to attend or participate.

- d) A Member who has requested an agenda item which is placed on the agenda (“Requesting Member”), may speak to the item during Open Forum, or at the election of the Chair, may present the topic to the Board immediately before the Board begins its deliberation of the item (assuming there is a Motion from the Board after the Requesting Member speaks). The Requesting Member may speak on the matter for up to five minutes. Only one person may be considered the “Requesting Member” for the purpose of addressing the Board. The Board may by motion give the Requesting Member more time to speak.
6. **Publication, agenda packets.** Agendas will be published at least four days prior to any non-emergency Board meeting. The Board will receive a board packet (also referred to as “agenda package”), prepared by management staff, at least four days prior to the meeting, and may be transmitted electronically upon request. To make the meeting more efficient, Directors should read the board packet prior to arriving at the meeting.
7. **No discussion of matters not disclosed on agenda.** The Board may not discuss subjects which are not on the agenda unless the matter is determined by a majority of the Board to involve an emergency, or unless the matter arose prior to the meeting but after the agenda was published and at least eight Directors concur that the matter requires immediate action.

Sample agenda. The following is a typical Agenda:

1. Call Meeting to Order
2. Pledge of Allegiance
3. Approval of the Agenda
4. Approval of the Minutes
5. Report of the Chair
6. Update of VMS Board -
7. Open Forum (Three Minutes per Speaker)
8. Responses to Open Forum Speakers
9. CEO Report
10. Consent Calendar
11. Unfinished business
12. New Business
13. Third Mutual Committee Reports
14. GRF Committee Highlights
15. Future Agenda Items
16. Director’s Comments

17. Recess
18. Adjournment

E. Committees: Reports, Meetings

1. If the Bylaws provide for standing committees or if the Board from time to time establishes committees, committee reports may be submitted to the Board prior to the meeting for review. If the committee recommends any Board action, the report should also indicate the reasons it is recommended. If possible, the committee Chair or a Member of the committee should present the report.
2. A committee consisting of six or more Directors, or including at least six Directors in its roster, shall conduct its meetings in the same manner as a Board meeting, with agendas, minutes, Open Forum, and in compliance with all other requirements applicable to Board meetings.
3. A committee consisting of both Directors and non-Directors but which has less than six Directors may, but is not required to, conduct its meetings in the same manner as a Board meeting, but shall prepare and submit a report to the Board prior to the agenda publication, including any recommended action.
4. Any committee reports will be included in the board packets if they are timely submitted. Committee reports which do not contain a request for action will be noted in the minutes as “received.”
5. A committee request for action shall be placed by the Chair or staff on the agenda, so long as it complies with Rule D.3.
6. Directors, upon presentation of a committee report, may ask questions about the report, but may not deliberate about the report unless that subject was timely placed on the agenda for deliberation and possible action in that meeting.

F. Open Forum

The Open Meeting Act, Civil Code §§4900-4950, provides that Board meetings are open to Members. A “meeting” under the law is “a congregation of a majority of the Members of the board at the same time and place to hear, discuss, or deliberate upon any item of business that is within the authority of the board.” The Board thus may not exclude Members from attending, absent discipline imposed as provided herein. The only exception is for Executive Session as discussed further below.

1. **Time for Open Forum.** Open Forum will normally occur at the beginning of the Board meeting. The agenda may also provide for a second Open Forum

time at the end of the agenda. The Board may by motion re-open Open Forum on a specific agenda item, or reschedule Open Forum within the agenda.

2. **Member's Right to Speak.** Open Forum is a valuable and legally required portion of every open Board meeting. Open Forum is the opportunity for the Member to inform the Board of matters which may not be known.
 - a) During Open Forum, a Member may speak to the Board on any topic not on the agenda. The purpose of Open Forum is to inform the Board of viewpoints or information of which the Board may not be aware regarding Third. Therefore, although a Member may use their time to speak upon any topic of interest to the Member, Members are advised that the Board may not be as attentive to comments on matters outside the Board's jurisdiction.
 - b) At the time designated on the agenda for Open Forum, the Chair shall ask the Members present to raise their hand if they wish to speak in Open Forum or fill out a speaker card. In order to give all Members an opportunity to speak at meetings, and to control meeting length, each Member may speak for a maximum of three minutes. In the event more than ten Members indicate a desire to speak, the time limit per speaker shall be shortened to two minutes per speaker.
 - c) Open Forum is the time for Members to speak and provide additional opinions and viewpoints to the Board, and is not a time for the Board to speak. Directors will listen and not respond or otherwise interrupt a speaker at Open Forum, so long as the speaker is within these Rules and time limits. A response, if any, by a Director or staff to an Open Forum remark or question shall be after the close of Open Forum. The Chair may appoint a Director or Staff-person as timekeeper.
 - d) So long as the Open Forum comments comply with these Rules, neither staff, the Chair, nor other Director shall interrupt the speaker.
 - e) The statements made by Members in Open Forum are not the position of Third, and Third takes no responsibility as to the content of Open Forum comments. At the beginning of Open Forum, the Chair shall remind all attending as to these Rules regarding Open Forum.
3. **Open Forum During Agenda Item Discussions.**
 - a) During the Board deliberations of a matter, and when the Chair at the Chair's sole discretion determines there has been sufficient discussion to inform the attendees in the audience of the issue, the Chair will inquire if any Members in the audience wish to speak to the motion at hand.
 - b) If the Chair sees any hands raised indicating a desire to speak or fill out a speaker card, Open Forum will be reopened on the issue, and the Members indicating a desire to speak to the topic may speak for up to three (3) minutes on

- the specific agenda item.
- c) Off-topic commentary will not be permitted, but so long as the speaker complies with the Rules, neither the Chair nor any Director will interject or otherwise interrupt during the speaker's remarks.
 - d) The Chair in its sole discretion may reduce the time per speaker to two (2) minutes on an issue, if the Chair deems it necessary to insure that all who wish to speak have the opportunity to do so.
 - e) A Member (or co-Owner of a Member) shall only speak once on a given agenda item.
 - f) Once the Chair determines that all have spoken who wished to speak, or that no one has indicated a desire to speak, the Chair shall announce Open Forum is again closed, and the Board shall resume and conclude its deliberations on the item.
4. **Re-opening of Open Forum.** If an issue on the Agenda is deemed by the Board to require further Membership input, the Board may by majority vote re- open Open Forum, to allow Members to speak to the pending subject. If Open Forum is reopened, Members may speak for up to two minutes each. Upon completion of such Membership input, in compliance with Open Forum Rules, the Board will then close Open Forum and resume deliberating the subject.
5. **Member Observation of Deliberations.** Except for Open Forum, Members may not speak to the Board, and shall quietly observe Board deliberations except for those in Executive Session. Members do not vote or make motions at Board meetings, as only Directors vote at Board meetings. Applause, boos, or other audible response to Board deliberations or decisions is out of order.
6. **Addressing the Board During Open Forum.** When speaking, the Member will identify Member's name and Manor, and will stand at the speaker's podium if physically able to stand, and will address the Board, not the audience.

G. Meeting Conduct

Directors, Members and anyone else permitted to attend the meeting will conduct themselves in a reasonable manner. The following conduct is strictly prohibited:

- 1. Profane or obscene language;
- 2. Slurs involving race, religion, ethnicity, gender, sexual orientation, gender identity, or age;
- 3. Shouting or yelling;
- 4. Physical threats, including non-verbal communications such as gestures or using body language in such a way as to intimidate;

5. Pounding on table or throwing items; and
6. All other unreasonable and disruptive behavior which does not allow Members to peacefully observe the proceedings, or which otherwise impedes the ability of the Board to peacefully conduct its deliberations and the Members to peacefully observe those deliberations.

Directors will also refrain from making comments which:

7. Divulge information from closed sessions;
8. Divulge attorney client privileged confidential advice; or
9. Maliciously malign any person, business or entity.

To create a positive atmosphere, all persons present will be seated (unless some handicap exists by which they cannot be seated) and will remain seated at all times when others are speaking, except when standing in line to speak for their turn in Open Forum. Neither Directors nor anyone addressing the Board will be allowed to speak while standing or hovering over someone else. All in attendance must behave in a professional and orderly manner. Directors shall refrain from interrupting each other or from making audible "sidebar" remarks while a fellow Director is speaking. Directors shall keep their microphones off except when they are addressing the Board.

H. Violation of Rules

Anyone (Member or Director) violating these Rules during a meeting may be:

1. First warned by the Chair,
2. Then warned by majority vote of the Board, and
3. Then by majority vote of the Board asked to leave the meeting.

In the event a person refuses to leave after the Board votes to eject the individual, the meeting shall be recessed until such time as security and/or law enforcement can be summoned to assist or until the person voluntarily leaves.

The Board may schedule a disciplinary hearing to determine whether a Member will as a result of violation of these Rules be suspended from attending one or more future Board meetings as well as any other appropriate disciplinary measures.

A non-Member who is permitted to attend but disrupts a Board meeting may be ejected by the Chair or upon majority Board vote without warning.

I. Parliamentary Procedure

Meetings will generally follow "Robert's Rules of Order." In brief, there should be no discussion on an item unless and until motion is made and there is a second to the motion. A motion is a proposal that the Board takes a stand or takes action on some issue. Only Directors can make motions.

The Resolution or motion recommended by a Committee report shall be considered as a motion and need not have a second for discussion to commence, so long as the recommendation has been stated on the agenda at least four days in advance of the meeting, absent emergency.

The Chair, normally the President, may call for a motion or, if temporarily passing the gavel, may make a motion. If there is no second to a motion, the issue is dropped. If a motion receives a second, then the Chair will ask for debate and discussion. Fair play, courtesy and cooperative behavior is preferred over strict compliance with Robert's Rules.

J. Recording of meetings: Minutes

The proceedings of Board meetings shall not be electronically recorded, except by "Village TV". Any other recording devices (audio, video or photographic) at Board or committee meetings are forbidden. The proceedings of such meetings shall be recorded in the minutes of the meeting. Minutes of Board meetings are prepared by the Secretary or, if the Board directs, by a Recording Secretary who need not be a Director. Minutes shall record actions taken, but shall not record general commentary or statements by Directors, or comments during Open Forum.

K. Board Deliberations

1. Directors will deliberate topics only when on an agenda, except for emergency matters ², and when a motion has been made and seconded by a Director, Unless a Director is only asking a question, Directors will indicate at the beginning of their remarks if they speak for or against the pending motion.
2. Generally, the motion initiating discussion should be made by the Director requesting the item to be placed on the agenda.
3. Directors shall:
 - a) Cooperate to keep their remarks on the topic of a motion,
 - b) Speak to each other,
 - c) Not personally address the live audience or the television/virtual audience, and
 - d) Avoid repetition of points already made, or repeating their own previous remarks on a motion.
4. If a Director violates the standards set forth in these Rules, the Chair may remind the Director of the standard being violated, and will then request the Director to bring their comments into compliance. In the event a Director continues to violate these Rules, the Board may proceed pursuant to subpart H.II herein.

² Emergency Defined. An emergency is defined as "circumstances that could not have been reasonably foreseen by the board, that require immediate attention and possible action by the board, and that, of necessity, make it impracticable to provide notice." (Civ. Code §4930(d)(1).)

5. Motions may be amended in at least two ways:

- a) A motion, after receiving a second, may be amended by a motion, which motion must also receive a second and a majority vote.
- b) A motion may also be amended by a “friendly amendment” in which the author of the original motion consents to a proposed amendment to the motion. If the second also consents, the motion is amended and deliberations continue on the motion as amended.

L. Board Comments During Meetings

1. The comments of Directors, staff, or Mutual consultants during Board or Committee Meetings are not comments of the Mutual, and only the speaker’s opinions.
2. The position of the Mutual is only that expressed in Motions or Resolutions which are adopted by the Board of Directors.

M. Chair

1. The Chair shall be the President of Third, if present at the meeting, unless the Chair passes the gavel temporarily to the First Vice President. If the First Vice President is unavailable, then the Second Vice President may serve as Chair. If neither the President, First or Second Vice President are in attendance, then the Secretary or Treasurer may serve as Chair.
2. The Chair may discuss and vote on any motion, unless the Chair recuses itself.
3. If the Chair wishes to make a motion, the Chair shall pass the gavel to the First Vice President or next Officer in succession until deliberation of the motion is concluded by a vote on the motion.
4. The Chair shall be entrusted with the orderly progress of the Board’s deliberations. In the event the Chair perceives that deliberations have ceased to move the discussion forward (either because unanimity already exists; debate has become repetitive or otherwise unduly lengthy; positions on a motion have become clear; or because the Board is not ready to decide on the matter), the Chair shall call for a motion to close debate, or a motion to table the matter.
5. The relationship between the Board and Chair should be one of mutual respect. The Board should give respect and deference to the Chair’s leadership in moving deliberations forward, while the Chair should give respect and not request a conclusion to deliberations of a matter if the Board majority wishes to continue deliberation of a topic.
6. Any Director also may move the previous question, which is not debatable, and requires a two-thirds vote to conclude deliberations so that the matter being deliberated may be voted upon.

III. EXECUTIVE SESSION

A. Purpose of Executive Session

Executive Session meetings allow the Board of Directors to address issues of sensitive nature, which may involve attorney client privilege or other privacy rights. It is important that all information discussed and disclosed at these sessions remain private.

The Board may meet in Executive Session only on the following subjects:

1. Litigation or threatened litigation.
2. Contract negotiations.
3. Member disciplinary hearings (i.e.: imposing fines or other penalties).
4. Hearings on Mutual reimbursement claims against a Member
5. Member's proposal of a payment plan for delinquent assessments.
6. Voting on the decision to foreclose upon an assessment lien.
7. Personnel issues.

Subsequent Board minutes will contain a general note of the actions taken.

B. Confidentiality Agreement

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, nor participate in legal advice discussions with that Director present.

C. Procedure for Setting

The notice for a meeting which is solely an Executive Session meeting must be posted in the Clubhouse kiosks, community center bulletin board and on the website two days in advance, unless it is an emergency Executive Session meeting.

The notice should state that the only item of business to come before the Board will be held in Executive Session and that no issues will be discussed in open session.

D. Agenda Packets

Due to the sensitive nature of the subjects discussed in closed session, Directors will return their Executive Session agenda packets to management staff immediately upon adjournment of the meeting, or when they depart from the meeting, whichever occurs first. The Secretary, Treasurer and Committee Chair and Co-chair may retain the agenda packet. Executive session agenda packets will not be distributed to Directors in electronic form.

IV. CLOSED SESSION HEARINGS

The Mutual conducts its disciplinary hearings and reimbursement claim hearings in closed session. The following rules are to inform both Member(s) and Directors regarding how these hearings are conducted.

A. Notification

If the Mutual is considering discipline or pursuing a reimbursement claim against a Member, it will first provide written notification to the Member, of a hearing to be held by the Board to consider the matter, at least ten days after the date the notification is sent to the Member. The notification will inform the Member the nature of the alleged violation or reimbursement claim.

B. Attendance

A Member being considered for discipline or a reimbursement claim may attend the hearing to address the Board regarding whether the Board should impose discipline or pursue reimbursement. The Member may bring written witness(es) statements. The Member may not bring legal counsel to Executive Hearings Committee meeting only the regular closed session Board meeting. At the discretion of the Chair the alleged party may attend the hearing. The Member being considered for discipline or reimbursement claim may not observe the Board's deliberation of the matter. A Member may provide a written statement as a substitute for personally appearing at the hearing.

A complaining Member may provide a written statement to the Board. The complaining Member will not be permitted to hear the Board's deliberation or the presentation by the Member being considered for discipline.

C. Addressing the Board

A Member being considered for discipline or reimbursement claim may speak to the Board for a maximum of five minutes of uninterrupted time. Then the Board will have five minutes to ask questions for a total of 10 minutes. If a Member brings supporting documentation, it is suggested the Member bring one copy for staff, one copy for Mutual legal counsel, and 11 copies for the Board. If a Member brings supporting witnesses and/or alleged party, an additional five minutes can be added to the Member's time.

Members addressing the Board should be prepared and organized for the hearing, to maximize their allotted time.

D. The Board's Decision

The Board will notify the Member being considered for discipline or reimbursement claim within fifteen (15) days of the hearing. The Board will not notify other Members of the Board's decision, which shall remain confidential.