

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE GOLDEN RAIN FOUNDATION
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

November 22, 2011

A Special Meeting of the Golden Rain Foundation Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday, November 22, 2011 at 2:00 P.M. at 24351 El Toro Road, Laguna Woods, California.

GRF Directors Present: Lloyd Foster, Ken Hammer, Don Tibbetts, Lynne Dvorak, Bevan Strom, Patrick Murphy, Linda Wilson, Marv Rosenhaft, Pat Feeney, Ray Gros

GRF Directors Absent: Maxine McIntosh

Staff Present: Jerry Storage, Patty Kurzet

Others Present: Third Mutual Directors: Sy Wellikson, Carol Moore, Rae Tso, John Paulus, Kathryn Freshley, Mike Straziuso, Denny Welch, Isabel Muennichow, Lucy Shimon, Dick Palmer

United Mutual Directors: Ron Beldner, Barbara Copley, Heather Gerson, Jack Bassler, Charlie Hammer, John Dalis, Mary Stone, Roger Turner, Paul Vogel

Mutual 50 Directors: Erwin Levy, Herb Harris

CALL TO ORDER

President Lloyd Foster called the meeting to order at 2:00 P.M., and established a quorum.

Without objection, the Board agreed to add Member Comments to the agenda.

Member Comments

No comments were made.

In the absence of the Secretary of the Corporation, Director Dvorak, read a proposed resolution approving the Open Board Meeting Rules policy. Director Dvorak moved to approve the resolution. Director Strom seconded the motion.

Director Strom amended the resolution to add under Rules of Decorum: "R: Cell phones must be on vibrate or turned off", change the word "Press" to "Media" in Item 2, remove the word "sole" in the last sentence of Item 6, and change 6(C) to read: "Failure to follow the chairs' directive may result in the speaker being barred from speaking in future meetings." Director Stone added a change from the word "a" to "an" in Item 2. Director Wilson seconded the motion and discussion ensued. The amendments were approved unanimously.

Member Ruth May (671-B), Carol Moore (3399-A), Sy Wellikson (5026) addressed the Board on the proposed rules.

By a vote of 9-0-0, the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 90-11-135

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 Golden Rain Foundation 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-Sterling Act; and

WHEREAS, the Board has a desire to protect its Directors and staff of the managing agent from personal attacks in a public forum; and

WHEREAS, neither the objective of maximum Owner Member and Resident Member participation nor the objective of efficient governance and management is possible without the guarantee of regular and timely meetings conducted in an orderly fashion; and

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

NOW THEREFORE BE IT RESOLVED, November 22, 2011, that the Board Meeting Rules are to take effect immediately upon adoption of the following rules:

**GOLDEN RAIN FOUNDATION
OPEN BOARD MEETING RULES**

In order to provide for an orderly and professional meeting, this Board of Directors adopted the following meeting rules.

1. **Right of Owner Members to Attend and to Speak**

Pursuant to California Civil Code Section 1363.05(b) and 1363.05(i), any member of Laguna Woods Village may attend a meeting of the Board of Directors and may speak to the Board, subject to reasonable limitations contained herein, except when the Board adjourns to Executive Session.

2. **No Right of Non-Members to Attend or to Speak**

Non-member residents do not have any legal right to attend this Board meeting or to speak to the Board. However, such persons are welcome to attend so long

as they maintain proper decorum, do not interfere with the business of the Board, and do not displace ~~a~~**an** Owner Member from a seat at the meeting. Upon request, the President or the Board may grant permission to non-Members to speak to the Board after all Owner Members who wish to do so have spoken.

ALL MEMBERS OF THE PRESS MEDIA MUST DECLARE THEIR PRESENCE TO THE CHAIR.

3. **TIME LIMITS**

There is a maximum time of three (3) minutes per Member during “Member and Resident Comments” and two (2) minutes per Member during other agenda items when a motion is pending. A Member may address the Board only once during each agenda item on which Members may speak. Any unused time is forfeited by the Member, may not be used to allow a second opportunity to speak on an item, and may not be transferred to others. The Board reserves the right to limit the total amount of time allotted and/or the individual time allotted for Members’ comments on any agenda item. When a total time limit is set, that time limit will not be extended if a recess must be taken because of disorder of the Members. Time spent in recess to allow Members to return to order will be taken away from the total time allocated to Members to speak.

4. **Agenda Items on Which Members May Speak**

“MEMBERS AND RESIDENT COMMENTS” AGENDA ITEM

Member and Resident Comments will be scheduled early in the agenda. At this time, Members may address the Board regarding any item **NOT** on the agenda but within the jurisdiction of the Board of Directors of the Golden Rain Foundation, subject to the limitations in Item 6 below. Members should begin by stating their name and manor number slowly and clearly after being recognized by the Chair.

Other Agenda Items

Following Members and Resident Comments, Members may only address the Board when a motion is pending. Discussion of each item will begin with a statement from the Chair and then will be opened for discussion by the Board and staff. If a motion is pending following initial discussion by the Board, the Chair will open the floor for statements by the Members, who shall restrict their comments to the motion under consideration. Following comments from Members, the Chair will close the floor for statements from Members and reopen the motion for final discussion and action by the Board.

5. **RULES OF DECORUM**

- A. Speakers must conduct themselves in a civil and respectful manner at all times.
- B. Members must be recognized by the Chair before speaking.
- C. All Members' comments shall be addressed to the Board through the Chair.
- D. Members must confine their remarks to the issue they are presenting to the Board during Member and Resident Comments or to the merits of the motion or resolution under consideration by the Board at other times during the meeting.
- E. Members are reminded that the right to speak to the Board does not include a right to engage the Board in debate. Although in their comments Members may raise questions for the Board's consideration, they may not interrogate nor cross-examine Board members or staff.
- F. Announcements shall be restricted to items of interest to the Board, and announcements of events from which Directors or other Members are excluded will be ruled out of order.
- G. Members shall refrain from discussing personalities or making personal attacks.
- H. Speakers must refrain from the use of individual names of Directors or staff. It is appropriate to refer to staff by title and/or department.
- I. Speakers shall not use profanity or obscene language.
- J. The audience shall not engage in disruptive behavior, such as yelling, booing, foot stomping or making remarks from the assembly floor.
- K. The audience shall refrain from private conversations during meetings.
- L. Members should come and go as necessary from the meeting room in the least disruptive manner possible.
- M. No placards, banners, or signs shall be permitted in the Board or meeting room; except those previously approved by the Board.
- N. Directors shall observe the three (3) minute time limitation when responding to Member and Resident Member Comments and during the Directors Forum.
- O. Directors shall abide by these Rules of Decorum as well.
- P. Political announcements or statements will be ruled out of order; except when previously approved by the Board.
- Q. Comments on committee reports shall be limited to clarification points only.
- R. **Cell phones must be on vibrate or turned off.**

6. **ENFORCEMENT**

It is the intent of the Board to maintain order and enforce Rules of Decorum for its meetings. Disregard of these rules will result in:

- A. The Chair or designee shall declare the Member out of order.
- B. Should the Member fail to come to order, the Chair will request that the Member leave the meeting.

- C. Failure to follow the chairs' directive **may result in** the speaker ~~may~~ **being** barred from speaking in future meetings.

The Chair will be the **sole** arbiter of when the Member statements or actions are out of order.

RESOLVED FURTHER, that Resolution 90-08-73, adopted October 7, 2008 is hereby superseded and cancelled; and

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

Director Dvorak read a proposed resolution approving a request to place a toy collection box outside the Clubhouse Four Art Room. Director Dvorak moved to approve the resolution. Director Wilson seconded the motion.

By a vote of 9-0-0, the motion carried and the Board of Directors adopted the following resolution:

RESOLUTION 90-11-136

RESOLVED, November 22, 2011, that the Board of Directors of this Corporation hereby approves the request from resident Dottie Fredericks on behalf of the Art Association to place a toy collection box outside the Clubhouse Four Art Room for underprivileged children from approximately November 25, 2011 to December 20, 2011; 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 Strom moved to disband the Government and Public Relations Committee and rescind Resolution 90-08-07 (committee charter). Director Feeney seconded the motion and discussion ensued.

Members John Dalis (8-P), Ruth May (671-B), Denny Welch (5517-1C), Isabel Muennichow (5285), Rae Tso (3256-A), Kathryn Freshley (5490-N), Mary Stone (356-C), Mike Straziuso (4006-2E), and Marty Rhodes (5369-2A) commented on the motion.

By the following roll call vote of 5-4-1, the motion carried:

Directors Strom, Feeney, Tibbetts, Hammer voted in favor.

Directors Wilson, Rosenhaft, Gros, and Murphy opposed.

Director Dvorak abstained and President Foster voted in favor to break the tie.

Director Dvorak moved to change the name of the Bus Services Committee to the Mobility & Vehicles Committee. Director Strom seconded the motion and discussion ensued. By a vote of 6-3-0 (Directors Gros, Wilson, and Tibbetts opposed), the motion carried.

Director Hammer moved to change the name of the Broadband Services Committee to the Media & Communications Committee. Director Strom seconded the motion and discussion ensued.

Director Dvorak amended the motion to remove technology issues (computer clubs, audio/video, photography, ham radio) to under the purview of CAC. Director Feeney seconded the motion and discussion ensued.

Members Ruth May (671-B), Cynthia Chyba (932-A), Ron Beldner (203-C), Kathryn Freshley (5490-N), Sy Wellikson (5026), Roger Turner (904-C), Denny Welch (5517-1C) commented on the motion.

By a vote of 3-5-1 (Directors Rosenhaft, Wilson and Dvorak voted in favor, and Director Feeney abstained), the amendment failed.

By a vote of 6-3-0 (Directors Rosenhaft, Gros, and Feeney opposed), the main motion carried.

Without objection, the Board waived the reading of the proposed committee appointments.

Director Dvorak moved to approve the appointments. The motion was seconded.

Director Dvorak amended the resolution to add Gary Empfield, Erna Ferris, Marc Bayer, and Marilyn Tilton as non-voting advisors to the Community Activities Committee; and add George Fisher and Patricia Torino as non-voting advisors to the Landscape Committee. Director Hammer added George Henderson and Shirley Niederkorn as non-voting advisors to the Mobility & Vehicles Committee. The amendments carried without objection.

Member Isabel Muennichow (5285) commented on the appointments.

By a vote of 7-2-0 (Directors Rosenhaft and Gros opposed), the motion carried and the Board of Directors adopted the following resolution as amended:

RESOLUTION 90-11-137

RESOLVED, November 22, 2011, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning

Lloyd Foster, Chair (GRF)
Patrick Murphy, Vice Chair (GRF)
Bevan Strom (GRF)

Sy Wellikson (Third)
Rae Tso (Third)
Ron Beldner (United)
Mary Stone (United)
TBD (Mutual 50)

Community Activities

Lynne Dvorak, Chair (GRF)
Don Tibbetts, Vice Chair (GRF)
Pat Feeney (GRF)
Denny Welch (Third)
Won Chang (Third)
John Dalis (United)
Ron Beldner (United)
TBD (Mutual 50)

Non-Voting Advisors: Gary Empfield, Erna Ferris, Marc Bayer, and Marilyn Tilton

Finance

Patrick Murphy, Chair (GRF)
Lynne Dvorak, Vice Chair (GRF)
Bevan Strom (GRF)
Mike Straziuso (Third)
Rae Tso (Third)
Mary Stone (United)
Paul Vogel (United)
TBD (Mutual 50)

Non-Voting Advisor: TBD

Laguna Canyon Foundation

Ray Gros

Landscape

Maxine McIntosh, Chair (GRF)
Don Tibbetts, Vice Chair (GRF)
Bevan Strom (GRF)
Mike Straziuso (Third)
Lucy Shimon (Third)
Roger Turner (United)
Barbara Copley (United)

Non-Voting Advisors: George Fisher and Patricia Torino

Maintenance & Construction

Don Tibbetts, Chair (GRF)
Lynne Dvorak, Vice Chair (GRF)
Ken Hammer (GRF)
Denny Welch (Third)
John Paulus (Third)

Jack Bassler (United)
Barbara Copley (United)
Non-Voting Advisors: Ron Beldner and Ray Gros

Media and Communications

Pat Feeney, Chair (GRF)
Marv Rosenhaft, Vice Chair (GRF)
Linda Wilson (GRF)
Dick Palmer (Third)
Won Chang (Third)
Heather Gerson (United)
Roger Turner (United)
TBD (Mutual 50)
Non-Voting Advisors: Elliot Brody, Dave Talcott, Doug Rook

Mobility & Vehicles

Ken Hammer, Chair (GRF)
Bevan Strom, Vice Chair (GRF)
Marv Rosenhaft (GRF)
Lucy Shimon (Third)
Dick Palmer (Third)
John Dalis (United)
Charlie Hammer (United)
TBD (Mutual 50)
Non-Voting Advisors: George Henderson, Shirley Niederkorn

Security and Community Access

Ray Gros, Chair (GRF)
Linda Wilson, Vice Chair (GRF)
Maxine McIntosh (GRF)
Won Chang (Third)
Carol Moore (Third)
Heather Gerson (United)
Catherine Brians (United)
TBA (Mutual 50)
Non-Voting Advisors: John Dudley, Larry Souza, Carol Skydell, Ron Beldner

RESOLVED FURTHER, that Resolution 90-11-91 adopted September 6, 2011 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.

GRF ISSUES

President Foster reported on GRF's hiring of a Trust attorney who is reviewing the GRF Trust.

UNITED ISSUES

United President Beldner announced that United is one of the highest tax payers in the County, and recommended that the Presidents get together to discuss community signage.

THIRD ISSUES

No issues were discussed.

MUTUAL 50 ISSUES

No issues were discussed.

Staff was excused at 3:39 P.M.

Summary of Previous Closed Session Meetings per Civil Code Section §1363.05

During its Regular Executive Session Meeting of November 1, 2011, the Board reviewed and approved the minutes of the Regular Executive Session of October 4, 2011; approved GRF Security and Committee Access Committee Recommendations for RV Lot Violations; held one member disciplinary hearing; and discussed contractual, litigation, and other member disciplinary matters.

With no further business before the Board of Directors, the special meeting was adjourned at 4:22 PM.

Lloyd Foster, President