

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

June 6, 2017

The Regular Meeting of the Golden Rain Foundation of Laguna Woods Board of Directors, a California Non-profit mutual benefit corporation, was held on Tuesday, June 6, 2017, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, CA 92637.

Directors Present: John Beckett, JoAnn diLorenzo, Kathryn Freshley, Richard Palmer, John Parker, Diane Phelps, Joan Milliman, Tom Sirkel, and Judith Troutman

Directors Absent: Ray Gros and Beth Perak

Staff Present: Open Session: Brad Hudson, Lori Moss, Corinne Ohe, Leslie Cameron, Chuck Holland, Brian Gruner, and Tim Moy

Others Present: Juanita Skillman (United), Andre Torng (United), Cash Achrekar (United), Maxine McIntosh (United), Gary Morrison (United), John Frankel (Third), Ryna Rothberg (Mutual 50), Marcy Sheinwold (VMS), Mary Stone (VMS), Fred Whitney, Esq. and Robert Hartley, Esq.

1. Call to Order / Establish Quorum - John Parker, President

President Parker served as Chair of the meeting and stated that it was a regular meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 9:30 AM.

2. Pledge of Allegiance - Director Milliman

Director Milliman led the membership in the Pledge of Allegiance to the Flag.

3. Acknowledge Media

A representative of the Laguna Woods Globe and the Channel 6 Camera Crew, by way of remote cameras, were acknowledged as present.

4. Approval of Agenda

Director diLorenzo moved to approve the agenda. Director Milliman Seconded. Motion passed unanimously.

5. Approval of the Meeting Minutes

Director diLorenzo moved to approve the May 2, 2017, minutes. Seconded by Sirkel. By way of a unanimous vote the motion carried.

6. Report of Chair

Chair Parker commented on the new state of the art Board Room and gave thanks to Rodger, Chuck, and Brad. He also commented on Item 13a., censuring a Board Member.

The Men's 18 hole golf club Presented a donation of \$43,519.00 from their fund raising tournament to the Laguna Woods Village Foundation.

7. Update from VMS- Director Lucy Shimon

Once a month VMS hears from various departments heads and this month they heard from Chris Spahr. One of Chris's top priorities is training. VMS wants to create a culture of change in the staff.

Beginning in July Members will enjoy a new welcome center.

Later this month VMS will be looking at succession planning and department training.

VMS will be meeting tomorrow and will talk about employee benefits and the Strategic Plan with the goal of becoming the Employer of Choice.

She spoke on the solar heating for the pool at Clubhouse 4.

VMS' and other Boards' Directors went on a site visit to San Onofre.

Landscaping has received kudos for their tree trimming job, bush hedging and flower plant cleaning.

8. CEO Report

Mr. Hudson, CEO, Welcomed everyone to the new Board Room. Enhancements include watching the Board meeting live from your computer, commenting on the meeting from your computer, watching the recorded meeting and the ability to jump to specific sections of the recorded meeting. There is new heightened security in the Board room. HD cameras have been put in place along with an enhanced hearing loop. Garden Centers have been leasing many plots and those that have been on the plot list for years are now being contacted to rent a plot. The customer service area is being improved. The Fourth of July event information will be coming out soon and there will be music, fireworks, food and fun.

Director Freshley complimented Mr. Hudson and the team that re-designed the Board room with communication and transparency in mind.

9. Open Forum

Toni Barrient, President of Hearing Well Club commented on the new loop technology in the Board Room. She gave statistics on hearing loss. She further commented that the refurbished rooms at Clubhouse 2 are not acoustically sound and asked for future projects to consider the hearing impaired.

Patricia Hendrickson (21-H) commented on her fall at Restaurant 19 and the posters that were posted near the columns.

Johns Sauers (5377-B) Commented on the RV rules and regulations. He also commented on a Verizon cell tower and requested that the Board look into a handy man for the condo owners to use at a reduced cost to residents and inquired about the purchase of the old fitness equipment on the third floor.

Chris Collins gave an update from the Foundation of Laguna Woods Village.

Maxine McIntosh (68-C) commented on the Board room renovation.

Cash Achrekar (201-E) complimented those involved in the Board room renovation.

Andre Torng (389-Q) commented on help received from the Social Services Department.

Ryna Rothberg (The Towers) commented on transportation.

Mike Landry (693-B) gave compliments to staff and that the laundry coin boxes fill up quickly. He ask for more lighting in the creek bathroom.

Juanita Skillman (2154-N) commented on the Village Library.

10. Response to Open Forum Speakers

Directors Troutman, Parker, Sirkel, Freshley, Phelps, and Beckett responded to Members' comments along with Mr. Hudson and Chief Moy.

11. Consent Calendar

- a. Entertain Motion to Approve Revised Recreation Policies Regarding Room Capacity Requirements and the Addition of Billiards Rooms at Clubhouses 5 and 6 – Resolution (30 Day Initial Notification Has Been Satisfied)

Director Troutman Moved to approve the consent calendar as presented. Seconded by Director Palmer.

By a vote of 9-0-0 the motion carried unanimously.

RESOLUTION 90-17-23

Revisions to the Recreation Division Policy

WHEREAS, the Golden Rain Foundation has established a Recreation Division Policy to streamline and reduce confusion regarding use of its facilities by residents; and

WHEREAS, the Community Activities Committee recommended revisions to the Recreation Division Policy;

NOW THEREFORE BE IT RESOLVED, April 4 2017, that the Board of Directors of this Corporation hereby adopts the revisions to its Recreation Division Policy regarding Room Capacity Requirements, and the addition of Billiards Rooms at Clubhouses 5 and 6 as rentable space; and

RESOLVED FURTHER, that Resolution 90-16-15 adopted December 16, 2016, Resolution 90-15-52 adopted October 6, 2015, Resolution 90-15-53 adopted October 6, 2015, Resolution 90-16-32 adopted August 2, 2016, and Resolution 90-16-42 adopted September 6, 2016, are hereby superseded and cancelled to the extent that they differ; and

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

12. Unfinished Business

- a. Entertain a Motion to Approve the Committee Assignments – Resolution

RESOLUTION 90-17-24

GRF Committee Appointments

RESOLVED June 6, 2017, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Business Planning

John Parker (GRF)
Diane Phelps (GRF)
JoAnn diLorenzo (GRF)
Rosemarie diLorenzo Dickins (Third)
Steve Parsons (Third)
Pat English (United)
Juanita Skillman (United)
Nancy Hou (M50)

Community Activities

Beth Perak Chair (GRF)
Joan Milliman (GRF)
JoAnn diLorenzo, Vice Chair (GRF)
Jules Zalon (Third)
Annette Sabol-Soule (Third)
Janey Dorrell (United)
Maxine McIntosh (United)
Ryna Rothberg (Mutual 50)
Non-Voting Advisors: Leon St. Hilaire, Gail Gomez

Finance

Diane Phelps, Chair (GRF)
JoAnn diLorenzo, Vice Chair (GRF)
Kathryn Freshley (GRF)
Rosemarie diLorenzo Dickins (Third)
Steve Parsons (Third)
Annette Sabol-Soule, Alternate (Third)
Pat English (United)
Gary Morrison (United)
Nancy Hou (Mutual 50)

Landscape

John Parker, Chair (GRF)
JoAnn diLorenzo, Vice Chair (GRF)
Joan Milliman (GRF)
James Tung (Third)
Bunny Carpenter (Third)
John Frankel, Alternate (Third)
Susan Caine, Alternate (Third)
Juanita Skillman (United)
Sy Wellikson (Mutual 50)
Non-Voting Advisors: Pam Grundke, Elizabeth Morris

Maintenance & Construction & Energy

Judith Troutman, Chair (GRF)
John Parker, Vice Chair (GRF)
Richard Palmer (GRF)
John Frankel (Third)
Bert Moldow (Third)
Don Tibbetts (United)
Jack Bassler (United)
Ryna Rothberg (Mutual 50)
Non-Voting Advisors: John Luebbe

Media and Communications

JoAnn diLorenzo, Chair (GRF)
Beth Perak, Vice Chair (GRF)
Joan Milliman (GRF)
Bunny Carpenter (Third)
Burt Baum (Third)
Susan Caine, Alternate (Third)
Juanita Skillman (United)
Maggie Blackwell (United)
Steve Leonard (United)
Sy Wellikson (Mutual 50)
Non-Voting Advisors: Steve Carman, John Perak, Scott Marvel

Mobility & Vehicles

Beth Perak, Chair (GRF)
Joan Milliman, Vice Chair (GRF)
Ray Gros (GRF)
Steve Parsons (Third)
John Frankel (Third)
Bert Moldow, Alternate (Third)
Janey Dorrell (United)
Andre Torng (United)
June Greenwald (Mutual 50)
Non-Voting Advisors: Cheryl Campero, Gloria Moldow

Security and Community Access

Tom Sirkel, Chair (GRF)
Kathryn Freshley (GRF)
Ray Gros (GRF) Vice Chair
Steve Parsons (Third)
James Tung (Third)
Susan Caine, Alternate (Third)
Cash Achrekar (United)
Gary Morrison (United)
Lou Parker on behalf of (Mutual 50) – non-voting representative

Non-Voting Advisors: **Lou Parker**

Laguna Woods Village Traffic Hearings

Ray Gros (GRF)
Kathryn Freshley (GRF) - Alternate
Board Members by Rotation (Mutual 50)

PAC Renovation Ad Hoc Committee

Judith Troutman, Chair (GRF)
John Parker, Vice Chair (GRF)
Beth Perak (GRF)
John Frankel (Third)
Bill Walsh (Third)
Jack Bassler (United)
Steve Leonard (United)
Irving Waaland (Mutual 50)

RESOLVED FURTHER, that Resolution 90-16-57 adopted December 6, 2016, 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.

Secretary of the Board JoAnn diLorenzo read the changes to the Resolution approving GRF Committee Assignments

Director diLorenzo Moved, seconded by Director Freshley . By a vote of 8-0-1 (Director Palmer abstained) the motion carried.

Director Troutman moved to approve the addition of the Performing Arts Center Renovation ad hoc committee assignments seconded by Milliman. By a vote of 8-0-1 (Director Palmer abstained) the motion carried.

- b. Entertain a Motion to Approve the Disaster Preparedness Task Force Duties and Responsibilities - Resolution

Secretary of the Board JoAnn diLorenzo read the Resolution to approve the Disaster Preparedness Task Force Duties and Responsibilities.

RESOLUTION 90-17-25

Disaster Preparedness Task Force

WHEREAS, a Disaster Preparedness Task Force was established on February 4, 1992 pursuant to Article VI, Section I, of the Bylaws of this corporation;

WHEREAS, the Task Force is composed of staff and residents who are experienced in emergency preparedness and who volunteer their time;

WHEREAS, the Task Force focus is to recruit and train Good Neighbor Building/Block Captains;

WHEREAS, the Task Force's purpose is to educate and train residents on disaster preparedness; and

NOW THEREFORE BE IT RESOLVED that said committee shall be charged with the following duties and responsibilities:

1. Serve as liaison between the Security and Community Access Committee and Security Division regarding resident disaster preparedness;
2. Meet regularly as committee where the Chief of Security, or designee, will act as Chair of the Committee;
3. Perform the duties imposed upon all standing committees as set forth in the Resolution entitled: General Duties of Standing Committees;
4. Encourage the continued communication between the Security Department and Laguna Woods residents concerning disaster policies, function, operations and activities;
5. Inform the Security and Community Access Committee of the latest developments, trends and innovations in the field of disaster preparedness;
6. Promote and encourage continued communications and training between the Security and Community Access Committee, Good Neighbor Building / Block Captains, and residents on disaster preparedness issues affecting the general well-being of the Village;
7. Review, update, train, and evaluate annually the Emergency Operations Plan and update the rosters of resident volunteer members of the Disaster Preparedness Task Force; and

8. Perform other tasks as may be assigned by the Chief of Security.

NOW THEREFORE BE IT RESOLVED, June 6, 2017, that the Board of Directors of this Corporation hereby adopts the Disaster Preparedness Task Force duties and responsibilities;

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 diLorenzo moved to approve the Disaster Preparedness Task Force Duties and Responsibilities. Director Sirkel Seconded. The Motion carried unanimously.

- c. Entertain a Motion to Approve the Revisions to the Drone Policy - Resolution (initial notification - must postpone to August to conform to the 30-day notification requirement)

Secretary of the Board JoAnn diLorenzo read the Resolution to approve the Revisions to the Drone Policy.

RESOLUTION 90-17-17

Drones Policy

WHEREAS, the Security & Community Access Committee recommended adoption of a Drone Policy, to fairly and reasonably address small unmanned aircraft systems, known as Drones, in Laguna Woods Village; and

WHEREAS, Drones are regulated by the Federal Aviation Administration (FAA); and

WHEREAS, the Golden Rain Foundation prohibits drones in the Village unless they are flown by staff or an individual commissioned by staff, and that staff, in order to meet the standards of any policy and Federal law, be required to complete a flight plan that is submitted for review by the Chief of Security; and

WHEREAS, A Drone is not allowed to operate unless a permit is granted by the Chief of Security or his designee, for approved Community events, or purposes;

NOW THEREFORE BE IT RESOLVED, June 11, 2017, that the Board of Directors of this Corporation hereby adopts the "Drone Policy," 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 as written.

Director diLorenzo moved to approve the revisions to the Drone Policy. Seconded by Director Sirkel. Discussion ensued. The vote was unanimous and the motion carried.

13. New Business

a. Entertain a Motion to Censure (Discipline) Board Member - Resolution

Fred Whitney, Esq. summarized the matter.

Secretary of the Board JoAnn diLorenzo read the Resolution censuring Director Beckett.

RESOLUTION 90-17-26

WHEREAS, an email ("Email") by a Member and GRF director, asserting opinions with respect to the Towers, has been brought to the attention of the Golden Rain Foundation Board of Directors; and

WHEREAS, the opinions referenced in the Email have not been adopted by, and do not reflect the opinions or position of the GRF Board, in fact they have never even been a topic of discussion by this Board;

WHEREAS, a review of the Email discloses multiple factual inaccuracies;
And

WHEREAS, harmonious relations between and among the Board, the Boards of the Housing Mutuels and the Members fosters positive, stable and effective governance; and

WHEREAS, publishing these inaccuracies was a violation of the director's duty to the Board; and

WHEREAS, the director in question signed a Code of Ethics for GRF Directors approved by the Board on March 7, 2017, acknowledging duties and guiding principles, including:

- To conduct themselves in a professional, courteous and respectful manner;
- To perform their duties in a manner the director believes to be in the best interests of the Membership and the Corporation;
- To refrain from behavior that could possibly create a hostile work environment;

- To act in good faith, with prudent care, and due diligence;
 - To never make personal attacks on colleagues, staff or residents;
- And;

WHEREAS, espousing these inaccuracies disrupted and damaged relations among the Board, the Boards of the Housing Mutuals and the Members, and was thus irresponsible, injurious and a violation of the Code of Ethics for GRF Directors; and

NOW THEREFORE, BE IT RESOLVED, June 6, 2017, that the Board of Directors of the Golden Rain Foundation Corporation, publicly censures this inappropriate behavior, registering the Board's disappointment and disapproval of the individual comments and statements by John Beckett regarding the Towers.

Director diLorenzo moved to approve the resolution censuring Director Beckett.
Seconded by Director Freshley.

Director Beckett moved to remove the unethical charges within the resolution. Due to a lack of a second, the motion failed.

Directors Freshley, diLorenzo, Troutman and Beckett commented. By a vote of 7-2-0 (Troutman and diLorenzo opposed and Beckett recused himself from the vote).

b. Entertain a Motion to Approve a Resolution to Regulate Distribution of Luxury Suites as Attachment- Resolution

Secretary of the Board JoAnn diLorenzo read the Resolution to Approve a Resolution to Regulate the Distribution of Luxury Suites per the attachment.

RESOLUTION 90-17-27

Resolution for Regulating Luxury Suite Tickets

WHEREAS, GRF oversees the cable TV services at Laguna Woods Village and is the authorized contract and agreement negotiator;

WHEREAS, the negotiation of the Fox Network contact resulted in Community Sponsorship of up to \$5,000 per year for three years; and use of Fox Networks luxury suites, with catering, for up to five games per year.

NOW THEREFORE BE IT RESOLVED, below is a list of qualifications and guidelines to ensure that gifts and luxury suite tickets are fairly and reasonable distributed:

- Good Samaritan Residents recognized by the Housing Mutuals
- Outstanding employees for heroic events
- Volunteers with the most hours, be it individuals or as a group
- Use by Lobbyist in appreciation for legislative assistance
- Largest private sponsors of Village/PAC events per year
- Largest monetary supporters of the Laguna Woods Foundation
- Board Members and their immediate family are prohibited from receiving luxury suite tickets
- No person who receives a luxury suite ticket shall sell or receive reimbursement for the value of the ticket

BE IT RESOLVED FURTHER, that the CEO Department shall be the ticket administrator for purposes of implementing the provisions of the above provisions. Additionally, the CEO Department may revoke or suspend the ticket privileges of any person who violates any of the above provisions.

NOW THEREFORE BE IT RESOLVED, August 1, 2017, that the Board of Directors of this Corporation hereby adopts this resolution setting forth the distribution of luxury suite tickets; 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 Beckett moved to delete the fourth bullet point "use by lobbyist in appreciation for legislative assistance". Seconded by Director Troutman.

By a vote of 3-6-0 the motion failed.

Directors' Freshley, Troutman, Stone, Milliman, and Torng commented on lobbyists in the Resolution.

Director Milliman moved to change the wording in the fourth bullet point "Use by Lobbyist for legislative and regulatory advocacy." Seconded by Director diLorenzo.

By a vote of 8-1-0 (Director Troutman was not present) the amendment passed.

Director diLorenzo moved to approve a Resolution to Regulate Distribution of Luxury Suites as Attachment. Seconded by Director Phelps. By a vote of 7-0-1 (Chair Parker abstained).

By way a vote of 6-1-2 (Chair Parker and Director Beckett abstained and Director Palmer opposed) the motion passed to approve the additional bullet point.

14. Committee Reports

a. Report of the Finance Committee / Financial Reports - Diane Phelps

Director Phelps reported from the Finance Committee. She stated that the next Finance Committee meeting is June 14, 2017, at 10:00 AM. The GRF Special Board Meeting for the 2018 Capital review is June 15, at 9:30 AM.

b. Report of the Community Activities Committee – Joan Milliman

The next Community Activities Committee meeting will be held on July 6, 2017.

c. Report of the Media & Communications Committee - JoAnn diLorenzo

Director diLorenzo reported from the Media and Communications committee. She stated that there was no meeting in May and that the next meeting of the Media and Communications Committee will be June 12, 2017.

d. Report of the Landscape Committee - John Parker

Chair Parker reported from the Landscape Committee. The next meeting is July 20, 2017.

e. Report of the Maintenance & Construction Committee - Judith Troutman

Director Troutman reported from the Maintenance and Committee Meeting and reported on Performing Arts Center Architect review. The next meeting is July 20, 2017.

Dick Rader (270-D) commented on Performing Arts Center and Clubhouse 1.

f. Report of the Security & Community Access Committee - Tom Sirkel

Director Sirkel reported from the Security and Community Access Committee. The next meeting is June 22, 2017, at 1:30 PM. The disaster preparedness task force is looking for disaster Block Captains please contact Joan Brown, Judith Troutman or Diane Phelps.

g. Traffic Report - John Parker

Chair Parker reported from the Village Traffic Hearings. The Next hearing is June 21, 2017.

h. Report of the Mobility & Vehicles Committee – Joan Milliman

Director Milliman reported from the Mobility and Vehicles Committee.

15. Future Agenda Items

- a. Gift and Naming Policy
- b. Video Candidate Statement
- c. Resolution Regarding Cable as Joint Amenity

16. Directors Comments

Director Palmer commented on CAC and the HVAC system at the Performing Arts Center.

17. Recess - The Meeting was recessed at 12:45 PM for lunch and will reconvene to Executive Session to discuss the following matters per California Civil Code §4935.

ADJOURNMENT

There being no further business to come before the Board of Directors, the meeting adjourned at 4:45 P.M.

EXECUTIVE SESSION NOTICE AND AGENDA -

Approval of Agenda

Approval of Minutes

- (a) May 2, 2017 – Regular Executive Session Minutes
- (b) May 2, 2017 – Emergency Executive Session Minutes
- (c) May 3, 2017 – Special Executive Session Minutes
- (d) May 22, 2017 – Special Executive Session Minutes

Discuss and Consider Member Disciplinary Matters (5 cases)

Discuss and Consider Personnel Matters

Discuss and Consider Cable Television Administration

Discuss and Consider Contractual Matters (1 contract with WCI)

Discuss and Consider Litigation Matters

Discuss Litigation Report Summary

Adjournment



JoAnn diLorenzo, Secretary
Golden Rain Foundation