

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

**August 27, 2008**

A Special Meeting of the Golden Rain Foundation of Laguna Woods Board of Directors, a California non-profit mutual benefit corporation, was held on Wednesday, August 27, 2008, at 1:00 P.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Bob Miller, Ruth May, Don Tibbetts, Bea McArthur, Erwin Stuller, Ray Gros, Noel Hatch, Mark Schneider (1:00 P.M. – 2:01 P.M.), Jack Bassler (1:29 P.M.)

Directors Absent: Ken Hammer, Joseph Heller

Others Present: Milt Johns, Patty Kurzet

**CALL TO ORDER**

President Bob Miller, called the meeting to order at 1:00 P.M., indicated that it was duly noticed and that a quorum was present.

President Miller provided a brief summary of the purpose of the meeting which is to formalize the open board meeting rules of conduct.

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

Director May made a motion to remove Section 4 "Assignment of the Order of Speakers." Director Hatch seconded the motion and discussion ensued.

Resident Members Barbara Copley (410-D) commented on the use of cards for those wishing to speak; Kay Margason (510-C) thanked Ms. Copley for her comments; Pamela Grundke (2214-B) thanked the board for listening to the residents.

By a vote of 7-0-0 the motion carried.

The Board agreed to review each section of the resolution at a time.

Absent objections the Board agreed to substitute the word "attendance" with "presence" in the paragraph 1.

Director Hatch made a motion to remove the following sentence in Section 2: "Total time allocated for the Member Comment period will include any time elapsed during a recess that is called to bring order to the meeting due to disorderly conduct of attendees." Director Tibbetts seconded the motion and discussion ensued.

Resident Member Mary Robertson (5184) addressed the Board on the motion.

By a vote of 5-2-0 (Directors Stuller and Schneider opposed), the motion carried.

Absent objection, the Board agreed to add the words "(hereinafter collectively referred to as 'Members')" in the introductory paragraph of Section 3.

Director Jack Bassler entered the meeting at 1:29 P.M.

Director Hatch made a motion to increase the maximum time limit in 3(B)(1) from "2 minutes" to "3 minutes." Director Tibbetts seconded the motion and discussion ensued.

Resident Member Mary Robertson (5184) commented in favor of the motion.

By a vote of 5-3-0 (Directors Schneider, Stuller, and McArthur opposed) the motion carried.

Without objection the Board substituted the word "your" with "the" in Section 5.

Without objection, the Board removed the word "attendance" in Section 7 of the introduction.

Absent objection, the Board agreed to add the words "(hereinafter collectively referred to as 'speakers')" in the introductory paragraph of Section 7.

Absent objection, the Board agreed to replace the word "members" with "speakers" in Section 7.

Director Hatch made a motion to add the following sentence in Section 7(E) "this does not preclude board members' right to debate among directors." Director McArthur seconded the motion and discussion ensued.

Resident Members Carol Skydell (3070-B), Pat Feeney (2399-1E), and Connie Grundke (2214-B) commented on Directors' right to ask for clarification to members' comments.

President Miller advised that Directors can ask for clarification to members' comments by way of a "point of information."

By a vote of 8-0-0 motion carried.

Director Hatch made a motion that Section 7(F) should read as follows: "Announcements not related to the business of the board will not be allowed." Director McArthur seconded the motion and discussion ensued.

McIntosh McIntosh (68-C); Linda Wilson (816-P) Pamela Grundke (2214-B), Mary Robertson (5184), Kay Margason (510-C), Connie Grundle (2214-B) addressed the Board on the motion

Director Schneider left the meeting at 2:01 P.M. and did not return.

By a vote of 5-2-0 (Directors Stuller and Tibbetts opposed), the motion carried.

Without objection, the Board agreed to remove the words "and Directors" and substitute the word "must" with "shall" in Section 7(H).

Without objection, the Board agreed to add the word "clapping" in Section 7(J).

Without objection, the Board agreed to remove the words "clapping and" add the word "disruptive" in Section 7(K).

Director Hatch made a motion to rewrite Section 8 as follows:

It is the intent of these Rules to facilitate order and decorum in Board Meetings. Disregard of these Rules result in:

- A. The Chair or designee declaring the Speaker out of order
- B. If the Speaker is declared out of order, and should the Speaker fail to come to order, the Chair will request that the Speaker Cease and desist and leave the podium or if necessary, leave the meeting.
- C. If the Speaker fails or refuses to comply with the Chair's request, the Chair may take such appropriate action as may be necessary to restore order to the meeting.

The motion was seconded and discussion ensued.

Resident Member Mary Robertson (5184) commented on the motion.

By a vote of 6-1-0 (Director Bassler opposed), the motion carried.

Without objection, the Board added the following paragraph: "WHEREAS, the Board will conduct its meeting per Robert's Rules of Order and as modified in this resolution."

Director Hatch made a motion to approve the following resolution as amended:

#### **RESOLUTION 90-08**

**WHEREAS**, each 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 Stirling Act; and

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

**WHEREAS**, neither the objective of maximum 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

**WHEREAS, the Board will conduct its meeting per Robert's Rules of Order and as modified in this resolution;**

**NOW THEREFORE BE IT RESOLVED, October 7, 2008** that the Board hereby adopts the Golden Rain Foundation Open Board Meetings Rules; and

**RESOLVED FURTHER,** that enforcement of the GRF Open Board Meeting Rules is to take effect immediately upon the 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 has adopted the following meeting rules.

1. **Right of Golden Rain Foundation Members to Attend and to Speak**  
Pursuant to California Civil Code Section 1363.05(h), any Member or Resident Member of the Golden Rain Foundation may attend a meeting of the Board of Directors and may speak to the Board, subject to any limitations contained herein, except when the Board adjourns to Executive Session.

Members of the Press: please advise the Chair of your attendance **presence**.

2. **Time Limits**  
In addition to any time constraints that the Board may impose on itself, the Board reserves the right to limit the total amount of time allotted per agenda item and/or the individual time allotted per Member to speak on any agenda item. ~~Total time allocated for the Member Comment period will include any time elapsed during a recess that is called to bring order to the meeting due to disorderly conduct of attendees.~~

3. **Agenda Items to Which a Member or Resident Member May Speak**  
Members and Resident Members (**hereinafter collectively referred to as "Members"**) may speak during "Member and Resident Member Comments" or when a motion or resolution is before the Board.

- A. **Member and Resident Comments**
  1. Unless the Board of Directors decides otherwise, there is a maximum time limit of three (3) minutes per Member during "Member and Resident-Member Comments."
  2. Members shall begin speaking once their name and manor number has been called by the Chair.
  3. A Member may address the Board only once during "Member and Resident Member Comments," and once during motions before the Board.

4. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.

**B. Motions and Resolutions before the Board**

1. There is a maximum time limit of ~~two (2)~~ **three (3)** minutes per Member to speak to a motion or resolution when a motion is properly before the Board.
2. A Member may address the Board only once on a particular motion or resolution that is before the board.
3. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.

~~4. **Assignment of the Order of Speakers** Members who wish to speak on an item will write their name and manor number on a card. Once all of the cards are collected, the cards will be counted to determine the number of members who wish to speak and the Board will consider this count in determining the total amount of time to allocate to the agenda item and the amount of time allocated to each member to speak. The order of speakers may be drawn at random by the Chair. Each Member may approach the podium and speak when their name is called. Subject to approval by the Board, the Chair may limit the total amount of time allotted and/or the individual time allotted for Members' comments on any agenda item.~~

5. **Television Audience Comments** can be directed to the Board of Directors by faxing the Administration Office at (949) 470-0128 or by calling (949) 268-2277 during the live televised meeting. *Please note that ~~your~~ **the** question may not be answered during the Board Meeting. If not, ~~your~~ **the** question will be answered during the normal course of business.*

6. **Issues for Discussion in Executive Session** Any discussion of issues that involve personnel, litigation, contracts or Member discipline in open session shall be ruled out of order according to the provisions of the Davis-Stirling Act. If a Member believes an individual Director or staff member has acted illegally or in violation of the Governing Documents, the Member may notify the board of their allegations in writing and the Member's concerns will be heard during the next possible Executive Session.

7. **Rules of Decorum** The following Rules of Decorum apply to Directors, Members, staff, and all other attendees in Open Board Meetings (**hereinafter collectively referred to as "Speakers"**), attendance.

- A. Speakers must conduct themselves in a civil and respectful manner at all times.
- B. Speakers must be called by the Chair before speaking.

- C. All speakers' comments shall be addressed to the Board through its Chair.
- D. **Speakers** ~~Members~~ must confine their remarks to the issues 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. Speakers are reminded that the right to speak to the Board does not include a right to engage the Board in debate. **This does not preclude board members' right to debate among directors.** Although in their comments, Speakers may raise questions for the Board's consideration, they may not interrogate nor cross-examine Board members nor staff.
- F. ~~Non-Board related announcements will not be allowed.~~ **Announcements not related to the business of the Board will not be allowed.**
- G. Speakers shall refrain from discussing personalities or making personal attacks.
- H. ~~Speakers and Directors must~~ **shall** 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 obscenity. Attendees shall not incite violence or behave in a way that is disruptive or disorderly.
- J. The audience shall not engage in disruptive behavior, such as yelling, **clapping**, booing, foot stomping, or remarks from the audience/floor.
- K. The audience shall refrain from ~~clapping and~~ **disruptive** private conversation during meetings.
- L. Attendees should come and go as necessary from the meeting space in the least disruptive manner possible.
- M. No placards, banners, or signs shall be permitted in the Board or meeting rooms.

**8. Enforcement of Guidelines and Rules of Decorum**

**It is the intent of these Rules to facilitate order and decorum in Board Meetings. Disregard of these Rules result in:**

- A. **The Chair or designee declaring the Speaker out of order**
- B. **If the Speaker is declared out of order, and should the Speaker fail to come to order, the Chair will request that the Speaker Cease and desist and leave the podium or if necessary, leave the meeting.**
- C. **If the Speaker fails or refuses to comply with the Chair's request, the Chair may take such appropriate action as may be necessary to restore order to the meeting.**

**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 Gros seconded the motion and the motion carried without objection.

Director Hatch made a motion to table to the October meeting to satisfy the required statutory thirty-day notice requirements. Director Gros seconded the motion and the motion carried without objection.

#### **MEMBER COMMENTS**

- Connie Grundke (2214-B) commented on moving Member Comments to the beginning of the meeting
- Stanley Feldstein (2403-1B) gave his interpretation of Civil Code Section 1363.05, indicated that GRF was not a business, commented on debating among board members, commented on the rules of decorum applying during closed meetings, and commented on the last paragraph of resolution
- Linda Wilson (816-P) indicated that these rules are based on rules created by former United Board president, Beth O'Brien, and commented on the placement of Member Comments
- Iris Gorin (828-Q) commented on the presence of Security during board meetings

#### **DIRECTOR COMMENTS**

- President Miller addressed comments made during Member Comments
- Director May commented on having a Parliamentarian
- Director Hatch commented on reducing policies in writing

#### **ADJOURNMENT**

There being no further business to come before the Board of Directors, the special meeting was adjourned at 2:30 P.M.

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Elizabeth C. McArthur, Secretary