



OPEN MEETING

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

Monday, October 28, 2019 – 1:30 P.M.
Laguna Woods Village Community Center, Sycamore Room
24351 El Toro Road, Laguna Woods, CA 92637

MEMBERS PRESENT: Andre Torng - Chair, Juanita Skillman, Manuel Armendariz, Sue Margolis, and Reza Bastani

MEMBERS ABSENT: Neda Ardani

ADVISORS PRESENT: Bevan Strom and Mary Stone

ADVISORS ABSENT: None

STAFF PRESENT: Frances Gomez, Blessilda Wright and Paul Nguyen

CALL TO ORDER

Andre Torng, Chair, called the meeting to order at 1:31 p.m.

ACKNOWLEDGEMENT OF PRESS

The Media was not present.

APPROVAL OF THE AGENDA

President Margolis moved to approve the agenda as presented. Director Armendariz seconded the motion.

By unanimous vote the motion carried.

APPROVAL OF MEETING REPORTS

Director Skillman made a motion to approve the September 23, 2019 meeting report as presented. Director Armendariz seconded the motion.

By unanimous vote the motion carried.

CHAIR'S REMARKS

Chair Torng commented that his goal is for meetings to only last two hours. Additionally, he reminded the Committee to take turns when speaking, listen to each other, and talk to the chair.

President Margolis stated that the Committee's goal is to reduce the governing documents by 20%. Specifically, the Committee will be focused on providing efficiencies through the policies and procedures regarding selling, buying, and transferring of units.

MEMBER COMMENTS ON NON-AGENDA ITEMS

Two members made comments regarding the bylaw changes that would be discussed and Robert's Rules of Order for opinions from the chair.

Consent Calendar:

All matters listed under the Consent Calendar are considered routine and will be enacted by the Committee by one motion. In the event that an item is removed from the Consent Calendar by members of the Committee, such item(s) shall be the subject of further discussion and action by the Committee.

None

REPORTS

None

ITEMS FOR DISCUSSION AND CONSIDERATION

Review and Discuss Governing Documents Review Committee Charter

The Committee reviewed the Governing Documents Review Committee Charter. The committee members commented and asked questions.

Director Skillman made a motion to amend item #4 by removing 'and upon Board approval'. The motion failed for a lack of a second.

President Margolis made a motion to amend item #4 by replacing 'upon Board approval' with 'and Board President and Committee Chair approval'. Director Armendariz seconded the motion.

By a vote of 4-0-1 (Director Bastani opposed) the motion passed.

Without objection, the Committee approved the following amendments to the Governing Documents Review Committee Charter:

1. Review governing documents including policies, resolution and operating rules for compliance with applicable laws;
2. Consider conformance, as required, between each governing document with another governing document;
3. Confer, as appropriate, with United Managing Agent;
4. Consult, as appropriate and upon approval of Board President and Committee Chair approval, with United Corporate Counsel; and

5. Make regular Committee progress reports and recommendations to the United Board of Directors regarding proposed revisions to the United governing documents including policies, resolution and operating rules;

Review and Discuss Past and Future Items to Address

a. Remove Executive Committee from Bylaws

The Committee members reviewed and discussed removal of executive Committee from bylaws. The Committee members commented and asked questions.

Without objection, the Committee defines Executive Committee as follows: 'Executive Committees have no advisors and have final authority unless appealed to the Board as a whole' and re-affirms that the 'Members Hearing Committee' is the only Executive Committee and will only perform the duties assigned in the resolution.

b. Update Election Rules

The Committee tabled the matter to allow staff to provide recommended changes to the policy as it relates to SB323, New Election Laws.

c. Meeting Schedule

By way of consensus, the Committee approved moving the Governing Documents Review Committee meeting to the 3rd Thursday of the month at 1:30 pm in the Sycamore room.

CONCLUDING BUSINESS

Committee Member Comments

President Margolis re-iterated the goal of the Committee is to reduce the governing documents by 20%.

Director Skillman commented that the Boards responsibility is not to make it easier for the real estate community but to look out for the best interest of the community.

Advisors Stone and Strom commented on simplifying the operating rules and maintain the housing mutual. Additionally, Advisor Strom commented on the institutional knowledge that Francis Gomez, Operations Manager, Blessilda Wright, Compliance Supervisor and Catherine Laster, Executive Assistant provide.

Director Armendariz left the meeting at 2:45 pm

Future Agenda Items

- Election Rules
- Committee Advisor requirements for vote or no-vote
- Lender applications
- Requirements for heirs to become members
- Appeals Policy

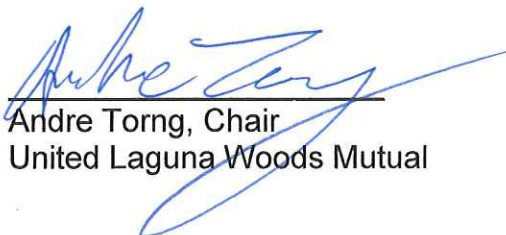
- A member guide to United governance
- Discuss standardizing Village-wide working groups which aren't specific to certain Mutual; a uniformed structure and scope of work
- Tax abatement
- Roles, responsibilities and protocols
- Mission, vision, and strategic directives

Date of next Meeting

The next meeting is scheduled for Thursday, November 21, 2019 at 1:30 p.m. in the Sycamore Room.

Adjournment

With no further business before the Committee, the Chair adjourned the meeting at 2:52 p.m.



Andre Torng, Chair
United Laguna Woods Mutual