



OPEN MEETING

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

Thursday, April 15, 2021 – 1:30 P.M.
VIRTUAL MEETING
Laguna Woods Village Community Center

NOTICE & AGENDA

- | | |
|-----------------------------------------------|-----------------|
| 1. Call to Order | Elsie Addington |
| 2. Acknowledgment of Media | Elsie Addington |
| 3. Approval of the Agenda | Elsie Addington |
| 4. Approval of the Report from March 18, 2021 | Elsie Addington |
| 5. Chair's Remarks | Elsie Addington |
| 6. Member Comments (Items Not on the Agenda) | |
- Laguna Woods Village owner/residents are welcome to participate in committee meetings and submit comments or questions regarding virtual committee meetings using one of two options:
- Via email to meeting@vmsinc.org any time before the meeting is scheduled to begin or during the meeting. Please use the name of the committee in the subject line of the email. Name and manor number must be included.
 - By calling (949) 268-2020 beginning one half hour before the meeting begins and throughout the remainder of the meeting. You must provide your name and manor number.
 - Join the Zoom meeting at: <https://us06web.zoom.us/j/99710468599>
7. Response to Member Comments

Reports:
None

Items for Discussion and Consideration:

- | | |
|-------------------------------------------------|---------|
| 8. Status of 2021 Committee Goals | Various |
| a. Operating Rules Guidebook | |
| b. Active Resolutions Accessible on the Website | |
| c. Resolutions prior to 2006 | |
| d. Director SOP | |
| e. Tighten Sublease Requirements | |
| f. One Page Explanation of Resident Procedures | |

Concluding Business:

9. Committee Member Comments
10. Future Agenda Items
 - Director SOP
 - Tighten Subleasing Requirements
 - Review Financial Requirements for Members
 - One Page Explanation of Resident Procedure

11. Date of next meeting: May 20, 2021

12. Adjournment

Elsie Addington, Chair
Francis Gomez, Staff Officer
(949) 268-2570

OPEN MEETING

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

Thursday, March 18, 2021 – 1:30 p.m.
VIRTUAL MEETING

Laguna Woods Village Community Center
24351 El Toro Road, Laguna Woods, CA 92637

MEMBERS PRESENT: Chair - Elsie Addington, Sue Margolis, Diane Casey and
Reza Bastani

MEMBERS ABSENT: None

ADVISORS PRESENT: Dick Rader, Juanita Skillman, and Mary Stone

ADVISORS ABSENT: Bevan Strom

OTHERS PRESENT: None

STAFF PRESENT: Blessilda Wright, Nancy Duenas, Siobhan Foster and Paul
Nguyen

CALL TO ORDER

Chair Addington called the meeting to order at 1:30 p.m.

ACKNOWLEDGEMENT OF PRESS

The media was not present.

APPROVAL OF THE AGENDA

Director Bastani made a motion to approve the agenda as presented. By unanimous vote
the motion carried.

APPROVAL OF MEETING REPORTS

Director Margolis made a motion to approve the meeting report from the February 18, 2021
meeting.

By unanimous vote the motion carried.

CHAIR'S REMARKS

None

MEMBER COMMENTS ON NON-AGENDA ITEMS

None

RESPONSE TO MEMBER COMMENTS ON NON-AGENDA ITEMS

None.

REPORTS

Operating Rules Guidebook

Blessilda Wright, Compliance Supervisor, presented the Operating Rules Guidebook. The Committee members made comments and asked questions.

Chair Addington directed Advisor Stone to email her additional suggestion to staff:

- Change “Architectural Standards” to “Architectural Review Procedure”
- Election Rules link moved to “Policies and Procedures”
- Under “Operating Rules” make a link for “Landscape” and “Vehicle Traffic”

ITEMS FOR DISCUSSION AND CONSIDERATION

Guarantor Policy:

The Committee thought Director Achrekar wanted to discuss the Guarantor Policy but he submitted a Power Point on the possible effects of AB 3182 on Village sublease policies. instead. Director Achrekar was not able to attend so the Committee watched his Power Point and discussed the points it raised.

As a result of the discussion, the Committee directed staff to review the following items further and provide a recommendation:

- Strengthen restrictions to the extent allowed by law
 - Increase handling fees, fines, etc.
 - Strengthen background check on sublessees
 - Institute deposits for condition (pre/post property inspections)
 - Non refundable fee (for unaltered manors for maintenance purpose)
- Add an annual fee charged for members who sublease for the purpose to offset the need of additional staff for management, additional inspection services, more security, and possible wear and tear on the Units

Goals for 2021:

The Committee discussed status of the Goals for 2021.

Updated - Resale Process Efficiencies:

Nancy Duenas, Community Services, present the Update – Resales Process Efficiencies. The Committee members made comments and asked questions.

President Margolis made a motion to accept the following changes to the membership application and documentation required:

1. FICO scores over 700 does not require the full credit report in the membership application packet;
2. Only provide the first three pages of the escrow instruction;
3. Only provide the property detail Page and the Area Sales Analysis reflecting the median value; and

4. Summary page of each investment account document reflecting the report date, owner of the account, account number and balance.

By unanimous vote, the motion carried.

Staff was directed to write a resolution for the FICO 700 requirement for the resale packet and present at the next regular Board meeting.

- Ensure deleted or otherwise inoperable resolutions are deleted from the active files and put in the appropriate archive
Ms. Wright advised the Committee staff had received the settlement agreement and is currently under review. Staff will present its findings at the next meeting.
- Review current standard operating procedures (SOP) for directors and revise as needed – Sue Margolis, Mary Stone, Juanita Skillman
Advisor Stone presented Committee Chair Guidelines SOP. The Committee members made comments and asked questions.

President Margolis made a motion to accept and file the Committee Chair Guidelines SOP

By unanimous vote, the motion carried

The Committee assigned the following SOP review:

Officers – Mary Store

Finance/Treasurers – Diane Casey and Azar Asgari

Budget – Sue Margolis

Corrective Action Request (CAR) Form – TBD

Corporate Members – Juanita Skillman

Committee Member Comments

Mary Stone wants to send SOP to Francis Gomez and Blessilda Wright.

Future Agenda Items

- Review Financial Requirements for Members
- Directors SOP
- One Page Explanation of Resident Procedure
- Tighten Subleasing Requirement
- **Date of Next Meeting**

The next meeting is scheduled for Thursday, April 15, 2021 at 1:30 p.m. via virtual meeting.

Adjournment

With no further business before the Committee, the Chair adjournment the meeting at

3:03 p.m.

Elsie Addington

[Elsie Addington \(Apr 2, 2021 12:15 PDT\)](#)

Elsie Addington, Chair

STAFF REPORT

DATE: April 15, 2021
FOR: Governing Documents Review Committee
SUBJECT: Operating Rules

RECOMMENDATION

Review and file.

BACKGROUND

The Governing Documents Review Committee is tasked to review policy and processes for consistency. The Committee and staff have identified areas of improvement including, but not limited to, the need to revise the Operating Rules Guidebook located on the website.

The Operating Rules Guidebook contains a collection of most referred rules and regulations adopted by the Board. The Committee directed staff to review the guidebook with the following goals in mind:

1. Reduce and condense the rules and regulations contained in the guidebook;
2. Present the rules and regulations in a readable form; and
3. Create hyperlinks to Policies & Procedures included on the Laguna Woods Village website.

On February 18, 2021, the Committee discussed the matter further and directed staff to post the updated version to the website and continue discussion next month. Additionally, further clarity was given to staff on how specific the Committee would like to the format by removing the legalities and connecting the reader to the resolution via a hyperlink.

The Compliance Division is responsible for the coordination of the rules enforcement program of the Village. Staff reviewed the rules and regulations contained in the Operating Rules Guidebook and created a new version that meets the Committees directive. The changes incorporated in the new Operating Rules Guidebook include, but not limited to: present the rules and regulations by category; removed cancelled rules and regulations; removed resolutions that are not rules and regulations; included a definition section; and an introduction page that explains the enforcement process.

On March 18, 2021, the Committee reviewed the Operating Rules Guidebook. The Committee requested the following changes:

1. Change "Architectural Standards" to "Architectural Review Procedure"
2. Election Rules link moved to "Policies and Procedures"
3. Under "Operating Rules" make a link for "Landscape" and "Vehicle Traffic"

DISCUSSION

The items requested by the Committee have been escalated to the appropriate Department as these are changes to the website and not the guidebook items. Staff continues to review the Operating Rules Guidebook for efficiency.

FINANCIAL ANALYSIS

None

Prepared By: Francis Gomez, Operations Manager

Reviewed By: Blessilda Wright, Compliance Supervisor

STAFF REPORT

DATE: April 15, 2021
FOR: Governing Documents Review Committee
SUBJECT: Resolution Index

RECOMMENDATION

Review and provide direction.

BACKGROUND

The Governing Documents Review Committee is tasked to review policy and processes for consistency. The Committee created goals for 2021 that include, but not limited to the following:

1. Review active resolutions and make sure they're accessible from the web; and
2. Ensure deleted or otherwise inoperable resolutions are deleted from the active files and put in the appropriate archive.

The Resolution Index is a list of every resolution passed by the Board of Directors since 2006. The Resolution Index includes, but not limited to, the following types of resolutions: rules and regulations; rulings on architectural variance requests; approval of budgets, supplemental appropriations and/or special projects; approval on policies and procedures; and approval of lien for members. The Resolution Index is in the Documents section for United Laguna Woods Mutual on the Laguna Woods Village website (hereinafter the "website"). At present, there is approximately 3,500 resolutions adopted prior to 2006.

The Office of the Chief Executive Officer (CEO) is responsible for the maintenance of the Resolution Index on the website.

DISCUSSION

Resolutions prior to January 1, 2006 are not included in the Resolution Index due to a legal agreement. In 2005, Laguna Woods Village reached an agreement with heirs of the developer of the Community, Ross Cortese, over trademark infringement of the name 'Leisure World' and its corporate symbol, the 'Globe' (collectively, the "Marks"). As a result, Laguna Woods Village was required to remove any references to the Marks.

The Board has the following alternatives if it chooses to provide resolutions prior to 2006 on the website:

1. The Board may enter into a copyright agreement with the owners of the name and pay fees as mutually agreed upon; or
2. Redact and modify references the Marks; or
3. Review and update each resolution that is active prior to 2006; or
4. Provide a document with a list of all resolutions prior to 2006 with no links to the actual document.

Its important to note that resolution prior to 2006 that are operating rules have been included in the Operating Rules Guidebook with references to the Marks removed.

Alternative One:

Under this alternative, the Board would direct staff to reach out to owners of the name and enter into a legal agreement for use of the Marks. The legal agreement may include royalty fees or payment based on usage. The legal agreement will detail how, where, and when the copyrighted work may be used. The legal agreement is also referred to as a Copyright License Agreement.

Alternative Two:

Under this alternative, a document redaction software may be used, however, this will require the documents to be in portable document format (PDF). At present the documents prior to 2006 are in image format and not readable by the redaction software; some of the documents are in hard copy only.

Additionally, staff time will be required to conduct a physical check of the redacted and modified documents to ensure that the changes don't alter the meaning of the documents and have captured all references to the Marks.

Alternative Three:

Under this alternative, the Board would amend each active resolution prior to 2006. As a result, new resolution numbers will be created with the proper use of information. However, be advised that not all active resolution prior to 2006 will fall under the preview of this Committee and would need to be reviewed by the proper Committee.

Alternative Four:

Under this alternative, staff will provide a document with a list of all resolutions prior to 2006 with no links to the actual document. The document will include the resolution number, a brief description, and the date that it was adopted. The document will not contain any references to the Marks or specific members.

FINANCIAL ANALYSIS

A preliminary estimate cost of the document redaction software is up to \$600 a month. Temporary help will be required to complete this request. The cost will be determined based on the Committees directive.

Prepared By: Francis Gomez, Operations Manager

Reviewed By: Blessilda Wright, Compliance Supervisor

Committee Chair Guidelines

There are various types of committees--any of which the board can delegate authority or make advisory only. If a board delegates authority to a committee, there should be a record of the delegation. Normally, that would be in the board's meeting minutes. (*Corp. Code §7210.*)

- Standing Committees (long-term committees)
- Ad Hoc (special purpose advisory)
- Executive Committee (directors only) (*Corp. Code §7212(a)(6)*)

The duties and powers of these committees shall be determined by the board and all final action is subject to the specific approval of the board. (United Bylaws Art. VIII §1)

All committee chairpersons and committee members (directors) shall be members of United appointed by the President subject to approval of the board of directors. Non-voting advisors to the committees shall be designated by the appropriate committee chairperson, subject to the approval of the board. The number of advisors shall not be more than the number of directors on the committee. (United Bylaws Art. VIII §2)

There is no law requiring that committees hold open meetings or post agendas. The Open Meeting Act applies only to meetings of the board. Most committees are advisory in nature and deliver their recommendations to the board of directors in open meetings where members can hear the committee's recommendations.

A majority of directors can attend an open and noticed committee meeting, provided board members who are not members of the committee attend only as observers. (Gov. Code §11122.5(c)(6).

VMS provides support staff for the various committees to perform necessary administrative tasks such as:

- Providing agendas and related meeting materials to committee members and advisors in advance of the meeting
- Preparing reports of the committee meeting for board meetings

The objectives of the committee are set by the board and a committee charter, but committee meeting agendas are set by the committee chair with the assistance of staff.

The committee chair is responsible for:

- Selecting non-voting advisors for the committee.
- Preparing committee meeting agendas with the assistance of a VMS staff officer.
- Conducting committee meetings following an agenda.

For Example:

1. **Call the Meeting to Order** after establishing that a quorum is present
2. Ask for **Approval of the Agenda**
3. Ask for **Report of the Previous Meeting**.
4. Make brief **Chair's Remarks** relating to the committee's interest

5. Request **Member Comments**
6. **Respond** briefly to them, if needed.
7. **Old Business:** Receive Reports from staff or committee members.
8. **New Business:** Discuss and Consider Items - focus on Findings and Recommendations (Resolutions indicate Findings in the "Whereas" statements and Recommendations in the "Be it Resolved" statements.
9. Request **Committee Member Comments**.
10. Note **Future Agenda Items**.
11. Announce the **Date and Time of the Next Meeting**.
12. **Adjourn** the meeting.

To be successful a chair should keep the meeting moving; encourage participation; keep remarks to the point; Insist on order; stop aimless discussion and side conversations; sum up the committee's findings and obtain a decision on the matter.

- Preparing and giving a brief oral report focusing on the committee's findings and recommendations to the board of directors. Be ready to answer any questions.
- Preparing brief presentations for interviews on Village TV, if requested.