



OPEN MEETING

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

Thursday, May 21, 2020 – 1:30 P.M.  
VIRTUAL MEETING  
Laguna Woods Village Community Center

**NOTICE & 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:

1. Via email to [meeting@vmsinc.org](mailto: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.
2. 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.

1. Call to Order
2. Acknowledgment of Media
3. Approval of the Agenda
4. Approval of the Report
  - a. April 16, 2020 – Regular Meeting
  - b. April 23, 2020 – Special Meeting
5. Chair's Remarks
6. Member Comments (Items Not on the Agenda)
7. Response to Member Comments

Reports:

- |  |             |
|--|-------------|
| 8. New Topics Selection and Assignment | Andre Torng |
|--|-------------|

Items for Discussion and Consideration:

- |   |              |
|---|--------------|
| 9. Code of Conduct  | Andre Torng  |
| 10. Establish Legal Support Requirement Resolution                              | Sue Margolis |
| 11. Review and Discuss Committee Advisor Qualifications<br>Procedure and Policy | Andre Torng  |

Concluding Business:

12. Committee Member Comments
13. Future Agenda Items

United Mutual Governing Documents Committee  
May 21, 2020

- a. Review GRF Donation Policy (Andre Torng)
  - b. Discuss standardizing Village-wide working groups which aren't specific to certain Mutual a uniformed structure and scope of work
  - c. Requirements for heirs to become members
  - d. Roles, responsibilities and protocols
  - e. Mission, vision, and strategic directives
  - f. Review and Discuss Committee Advisor Qualification Procedure and Policy
14. Date of next meeting: June 18, 2020
15. Adjournment to Close Session

Andre Torng, Chair  
Francis Gomez, Staff Officer



UNITED LAGUNA WOODS  
M U T U A L

**OPEN MEETING**

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Thursday, April 16, 2020 – 1:30 p.m.  
VIRTUAL MEETING

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

**MEMBERS PRESENT:** Andre Torng - Chair, Juanita Skillman, Sue Margolis, Cash Achrekar, and Neda Ardani

**MEMBERS ABSENT:** Manuel Armendariz

**ADVISORS PRESENT:** None

**ADVISORS ABSENT:** Mary Stone and Bevan Strom

**OTHERS PRESENT:** Dick Rader, Elsie Addington, Maggie Blackwell, Anthony Liberatore, and Jeff Beaumont, Esq. of Beaumont Tashjian

**STAFF PRESENT:** Francis Gomez, Pamela Bashline, and Debbie Ballesteros

**CALL TO ORDER**

Andre Torng, Chair, called the meeting to order at 1:39 p.m.

**ACKNOWLEDGEMENT OF PRESS**

The Media was not present.

**APPROVAL OF THE AGENDA**

President Margolis made a motion to approve the agenda as presented. Director Ardani seconded the motion.

By unanimous vote the motion carried.

Without objection, the Committee agreed to take items out of order.

**APPROVAL OF MEETING REPORTS**

President Margolis made a motion to approve the February 20, 2020 meeting report as presented. Director Skillman seconded the motion.

By unanimous vote the motion carried.

## **CHAIR'S REMARKS**

Chair Torng stated we are in a new age and requested feedback from the Committee on virtual meetings. Director Torng also discussed the different kinds of resolutions, need for a complete set of resolutions, and requested for a central depository of resolutions.

The Committee commented and asked questions. The website has a resolution index where all resolutions are listed and an operating rules handbook that includes selected resolutions.

Director Skillman directed staff to develop a user friendly operating rules handbook and report back to the Committee. Director Margolis seconded the motion.

With a vote of 3-1-0 (Director Achrekar opposed), the motion carried.

## **MEMBER COMMENTS ON NON-AGENDA ITEMS**

None

## **RESPONSE TO MEMBER COMMENTS ON NON-AGENDA ITEMS**

None

## **REPORTS**

### **Governing Document Study Report**

Juanita Skillman discussed the hierarchy of governing documents. The Committee commented and asked questions.

## **ITEMS FOR DISCUSSION AND CONSIDERATION**

### **California Civil Code Web Link**

The Committee discussed the California Civil Code Web Link. The Committee members commented and asked questions.

Without objection, the Committee directed staff to add the California Civil Code web link on the Laguna Woods Village website.

### **Review and Discuss Membership Election & Voting Policy**

The Committee reviewed and discussed the Membership Election & Voting Policy. The Committee members commented and asked questions.

Without objection, the Committee called a special meeting for Thursday, April 23, 2020, at 1:30 p.m. to review the Membership Election & Voting Policy.

### **Review Guide for Operating Rules**

The Committee reviewed Guide for Operating Rules. The Committee members commented and asked questions.

### **Appeal Policy**

The Committee discussed the Appeal Policy. The Committee members commented and asked questions.

President Margolis made a motion to approve the Appeal Policy. Director Ardani seconded the motion.

By unanimous vote the motion carried.

### **Review 3<sup>rd</sup> Sales Financial Qualifications Policy**

The Committee took no action.

### **Establish Legal Support Requirement Resolution**

The Committee took no action.

Mr. Beaumont left the meeting at 3:09 p.m.

### **Committee Member Comments**

There were no comments.

### **Future Agenda Items**

- Discuss standardizing Village-wide working groups which aren't specific to certain Mutual a uniformed structure and scope of work
- Requirements for heirs to become members
- Appeals Policy
- Roles, responsibilities and protocols
- Mission, vision, and strategic directives
- Review and Discuss Committee Advisor Qualification Procedure and Policy

The Committee directed staff to add 'Define Exclusive Use Common Area' under Future Agenda Items.


### **Date of next Meeting**

The next special meeting is scheduled for Thursday, April 23, 2020 at 1:30 p.m. via virtual meeting.

The next meeting is scheduled for Thursday, May 21, 2020 at 1:30 p.m. via virtual meeting.

### **Adjournment**

With no further business before the Committee, the Chair adjourned the meeting at 3:36 p.m.

  
Andre Torng, Chair  
United Laguna Woods Mutual



UNITED LAGUNA WOODS  
MUTUAL

**OPEN MEETING**

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

Thursday, April 23, 2020 – 1:30 p.m.

VIRTUAL MEETING

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

- MEMBERS PRESENT:** Andre Torng - Chair, Sue Margolis, and Neda Ardani
- MEMBERS ABSENT:** Manuel Armendariz, and Juanita Skillman
- ADVISORS PRESENT:** None
- ADVISORS ABSENT:** Mary Stone and Bevan Strom
- OTHERS PRESENT:** Dick Rader and Maggie Blackwell
- STAFF PRESENT:** Francis Gomez, Pamela Bashline, Carlos Rojas, Siobhan Foster, and Debbie Ballesteros

**CALL TO ORDER**

Andre Torng, Chair, called the meeting to order at 1:30 p.m.

**ACKNOWLEDGEMENT OF PRESS**

The Media was not present.

**APPROVAL OF THE AGENDA**

President Margolis made a motion to approve the agenda as presented. Director Ardani seconded the motion.

By unanimous vote the motion carried.

**CHAIR'S REMARKS**

Chair Torng discussed the hierarchy of governing documents and encouraged attendees to sign up for a CAI class.

**MEMBER COMMENTS ON NON-AGENDA ITEMS**

None

**RESPONSE TO MEMBER COMMENTS ON NON-AGENDA ITEMS**

None

## **REPORTS**

None

## **ITEMS FOR DISCUSSION AND CONSIDERATION**

### **Review and Discuss Membership Election & Voting Policy**

The Committee reviewed and discussed Membership Election & Voting Policy. The Committee made the following changes:

Director Margolis made a motion to change Section 1, Definitions – spell out SOP. Director Ardani seconded the motion.

Without objection the motion passed.

Director Margolis made a motion to change Section 5, Candidate Equal Access to Corporation Media to include the terms as outlined in the “Policy for Distribution of Materials by Residents and Resident Organizations”; remove section (a) regarding the 30 day limit; and remove section (b) regarding need to appear in person to the Meet the Candidates forum. Director Ardani seconded the motion.

Without objection, the motion passed.

Director Margolis made a motion to change Section 8, Secret Ballot Return Instructions by removing section (d). Director Ardani seconded the motion.

Without objection the motion passed.

Director Margolis made a motion to change Section 9, Election Mailing Materials by adding “special” and removing “increases” from section (b). Director Ardani seconded the motion.

Without objection the motion passed.

Director Margolis made a motion to change Section 9, Election Mailing Materials by removing section (c). Director Ardani seconded the motion.

Without objection the motion passed.

Director Margolis made a motion to approve the Membership Election & Voting Policy and direct staff to send to legal counsel for final review. Director Ardani seconded the motion.

Without objection the motion passed.

**Committee Member Comments**

None

**Future Agenda Items**

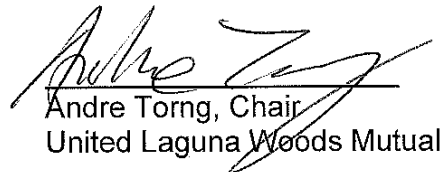
- Discuss standardizing Village-wide working groups which aren't specific to certain Mutual a uniformed structure and scope of work
- Requirements for heirs to become members
- Appeals Policy
- Roles, responsibilities and protocols
- Mission, vision, and strategic directives
- Review and Discuss Committee Advisor Qualification Procedure and Policy

**Date of next Meeting**

The next meeting is scheduled for Thursday, May 21, 2020 at 1:30 p.m. via virtual meeting.

**Adjournment**

With no further business before the Committee, the Chair adjourned the meeting at 2:30 p.m.

  
Andre Torng, Chair  
United Laguna Woods Mutual





## STAFF REPORT

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**DATE:** February 11, 2020  
**FOR:** Board of Directors  
**SUBJECT:** Directors Code of Conduct

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### **RECOMMENDATION**

Entertain a motion to approve the United Laguna Woods Mutual Directors Code of Conduct.

### **BACKGROUND**

On May 9, 2017, the board adopted resolution 01-17-57 approving the United Laguna Woods Mutual Director Code of Conduct. The purpose of the rules was to ensure that board meetings (open and executive session, as well as member forums) are conducted in a professional, expedient, and efficient manner and in compliance with United governing documents and applicable statutory requirements.

### **DISCUSSION**

In late 2019, the board and legal counsel initiated a process to update the Directors Code of Conduct. The proposed Directors Code of Conduct would be implemented with the purpose of protecting and advancing the interests of United Laguna Woods Mutual. The proposed Directors Code of Conduct would be mandatory for and binding on all directors, officers, committee members or other volunteers of United.

### **FINANCIAL ANALYSIS**

None.

**Prepared By:** Siobhan Foster, COO

### **ATTACHMENT(S)**

ATT 1: United Laguna Woods Mutual Director Code of Conduct  
ATT 2: Resolution 01-20-XX

# UNITED LAGUNA WOODS MUTUAL

## **DIRECTORS CODE OF CONDUCT**

*This Code of Conduct is implemented with the purpose of protecting and advancing the interests of United Laguna Woods Mutual (“United”). This Code of Conduct is mandatory for and binding on all directors, officers, committee members or other volunteers of United.*

### **BOARD & MEMBERSHIP MEETINGS**

Directors should be respectful to one another and to Members, staff and all residents and vendors in the community, to ensure that business is carried out in an orderly and expedient fashion during and outside meetings. Directors should respect United’s parliamentary rules, policies, practices, and decorum. Director comments and deliberations must be in clear and simple terms, and must avoid repetition, disruptive behavior, profanity, personal attacks, rhetorical concerns discussed by the same person, or harassment. Directors are expected to act with integrity, demonstrating zero tolerance for unethical behavior, both for themselves and their colleagues. Directors are expected to have courage and demonstrate a willingness to do the right thing and make the right decisions, even if it is difficult or unpopular (i.e., no fence sitting). The violation of these rules may result in a director’s or officer’s involuntary recusal pursuant to United’s Governing Documents and applicable law, and may result in discipline pursuant to the Governing Documents and applicable law.

### **BOARD RESPONSIBILITIES**

The general duties for directors are to enforce United’s governing documents, collect and preserve United’s financial resources, insure United’s assets against loss as required by the governing documents or applicable law, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- Attend all Regularly Scheduled Board meetings and committee meetings for assigned committees. If you miss three (3) consecutive Regularly Scheduled Board meetings you are subject to discipline as detailed in the “Violations of Policy” section of this Code of Conduct. If you miss three (3) consecutive committee meetings you are subject to being removed from the committee.
- Regularly Scheduled Board meetings includes each of the following:
  - The open and closed sessions of United held on the second Tuesday of each month, which open and closed sessions together shall constitute a single Regularly Scheduled Board meeting. Attendance at both the open and closed session shall constitute attendance at this Regularly Scheduled Board meeting;

- The agenda prep meeting held in advance of the open and closed sessions of United held on the second Tuesday of each month.

If advanced notice and good cause of a planned absence (illness, planned trip) is given to the President prior to any Regularly Scheduled Board meeting, that absence will not be counted for purposes of discipline as detailed in this section.

- Be prepared for all meetings that you are attending.
- Review material provided in preparation for board meetings.
- Be punctual and on time for all meetings.
- Demonstrate professional etiquette and behavior.
- Stay focused at meetings and do not be distracted by doing outside activities, such as pleasure reading, using electronic devices, etc.
- Actively participate in board and committee deliberations; recognize the difference between productively participating in discussions and counter-productively dominating deliberations through the volume or length of comments. Work with other members of the Board/committee to create workable compromises as necessary.
- Stay on topic, ask questions as they are needed but be sure the questions are related to the current topic being discussed.
- Make relevant, informed comments focused on the specific aspect of the issue being considered.
- Review the Association's financial reports.
- Make reasonable inquiry before making decisions.
- Make all decisions and actions in good faith, and in consideration of the best interests of United, and not in the best interests of the individual director or faction of the community.
- Board members must not take actions or make decisions that result in a personal benefit to the director at the expense of United.
- Avoid relationships, such as unique business, financial or personal relationships (or hoped-for-relationships) that create an actual or the perception of a conflict of interest.
- Act with professional courtesy and respect towards fellow directors, members, residents, staff and vendors.
- All Board members must present themselves to our Members with high level of professionalism during our meetings, as well as when meetings are not held.
- Do not respond to the mass emails within our community, with your email response, especially those that pertain to issues before the Board. Any such emails can be used in legal disputes against you and our Board.

- Legal issues must be advised from United Board Members to the President who will advise United's legal counsel, and as direction is provided from legal counsel the President will so advise the Board. Any two directors may contact United's legal counsel if they believe, based on good cause and support, that the President is breaching his/her obligations as President and/or director.

## **PROFESSIONAL CONDUCT**

In general, directors and committee members must conduct all dealings with Members, residents, vendors and staff with professional courtesy, honesty and fairness. This means that directors must not engage in any harassing, abusive, threatening, intimidating or discriminatory conduct. The Board has a "no discrimination and harassment" policy. The following will not be tolerated:

- Disparaging, offensive, racist and/or bigoted remarks, including any remarks and statements made to any Member, resident and their family members or visitors, including but not limited to, any contractor, sub-contractor, plumber, landscaper, vendor, communications and service provider.
- Disparaging, offensive and/or bigoted remarks, including remarks and/or statements made to anyone claiming to be, or perceived to be, homosexual, transgender, bi-sexual, trans-sexual, disabled, or any person that enters the community.
- Disparaging, offensive, racist and/or bigoted remarks regarding the race, color, creed, culture, ethnicity, country of origin, citizenship, citizenship status, and/or disability made to any resident, their family members, visitors, including, but not limited to, any contractor, sub-contractor, landscaper, plumber, vendor, communications and service provider.

Directors must safeguard information that belongs to United. Directors and committee members are responsible for protecting United's confidential information. As such, they may not use confidential information for the benefit of themselves, or their relatives, or for persons with whom they have a business relationship. Except when disclosure is duly authorized by the Board or committee (i.e., majority), or legally mandated, no director or committee member may disclose confidential information. Confidential information includes, without limitation:

- Private personal information of fellow directors, committee members or staff.
- Private personal information of United's members/Residents.
- Disciplinary actions against or concerning members of United.
- Assessment collection information against or concerning members of United.
- Legally privileged communications (including disputes or otherwise), and communications deemed confidential by the board, in which the board is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the board of directors, which may also require the approval of United's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and result in the loss of confidential information.

## **INTERACTING WITH STAFF**

Directors shall not direct staff unless with Board authority (i.e., majority). However, directors may work with staff when necessary in the following situations: to carry out decisions of the Board; to carry out decisions of a committee, made within the scope and authority of the committee; and to gather information in preparation of an upcoming action of the Board as proposed in a pending agenda. Notwithstanding, directors shall not interact with staff in a manner that prevents them from fulfilling their primary job responsibilities.

## **DISCLOSURE & RECUSAL**

Directors and committee members must immediately disclose the existence of any actual and potential conflict of interest relating to him- or herself or his or her membership or manor. Directors and committee members must withdraw from participation in decisions in which they have an actual, material interest; however, it is strongly recommended that directors withdraw from participation in decisions in which they also have a potential material interest.

A director or member of a committee shall not vote on any of the following matters:

- Discipline of the director or committee member.
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- A decision whether to foreclose on a lien on the separate interest of the director or committee member.
- Review of a proposed physical change to the separate interest of the director or committee member.
- A grant of exclusive use common area to the director or committee member.

## **VIOLATIONS OF POLICY**

Directors and committee members who violate this policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:

- Censure.
- Removal from committees.
- Removal as a director, but only as to the failure to attend Board meetings (as required by the Bylaws and this Code of Conduct).
- Removal as an officer of the board.

- Request for resignation from the board.
- Recall by the membership.
- Legal proceedings.

Prior to taking any of the actions described above, the Board (or an executive committee appointed for this purpose) shall investigate the potential violation. The Board or committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, confer with United's legal counsel, and (if a committee) present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

**ACKNOWLEDGMENT**

I acknowledge that I have received and read the United's Directors Code of Conduct and have had the opportunity to ask questions about same. I understand my obligations as a director/committee member under this Code of Conduct and will act in accordance with my obligations.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

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- Do not respond to the mass emails within our community, with your email response, especially those that pertain to issues before the Board. Any such emails can be used in



legal disputes against you and our Board.

- Legal issues must be advised from United Board Members to the President who will advise United's legal counsel, and as direction is provided from legal counsel the President will so advise the Board. Any two directors may contact United's legal counsel if they believe, based on good cause and support, that the President is breaching his/her obligations as President and/or director.

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- Disparaging, ~~off-color~~, offensive and/or bigoted remarks, including remarks and/or statements made to anyone claiming to be, or perceived to be ~~lesbian, gay, transgender, bi-sexual~~, homosexual, ~~transgender, bi-sexual~~, trans-sexual, ~~disabled~~, or any person that enters the community.
- Disparaging, offensive, racist and/or bigoted remarks regarding the race, color, creed, culture, ethnicity, country of origin, citizenship, ~~and/or~~ citizenship status, ~~and/or disability~~ made to any resident, their family members, visitors, including, but not limited to, any contractor, sub-contractor, landscaper, plumber, vendor, communications and service provider.

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- Legally privileged communications (including disputes or otherwise), and communications deemed confidential by the board, in which the board is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the board of directors, which may also require the approval of United's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege

and result in the loss of confidential information.

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- Removal from committees.
- Removal as a director, but only as to the failure to attend Board meetings (as required by the Bylaws and this Code of Conduct).

- Removal as an officer of the board.
- Request for resignation from the board.
- Recall by the membership.
- Legal proceedings.

Prior to taking any of the actions described above, the Board (or an executive committee appointed for this purpose) shall investigate the potential violation. The Board or committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, confer with United's legal counsel, and (if a committee) present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

**ACKNOWLEDGMENT**

I acknowledge that I have received and read the United's Directors Code of Conduct and have had the opportunity to ask questions about same. I understand my obligations as a director/committee member under this Code of Conduct and will act in accordance with my obligations.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_

**RESOLUTION 01-20-XX**  
**DIRECTORS CODE OF CONDUCT**

**WHEREAS**, pursuant to California's Common Interest Development Meeting Act (California Civil Code § 1363.05) and the governing documents of the United Laguna Woods Mutual ("United"), United's Board of Directors (the "Board") is required to hold meetings in open session and executing session, as may be applicable, to deliberate and act upon the business and affairs of United; and

**WHEREAS**, the board believes that efficient Board meetings are not possible unless those meetings are conducted in a professional, orderly and timely fashion; and

**WHEREAS**, the Board wishes to promote such professionalism, order and timelessness, and regulate Board meeting time in an even and consistent fashion; and

**WHEREAS**, the Board believes that a Board member code of conduct (the "Code of Conduct") is necessary to effectuate the items described above.

**NOW THEREFORE BE IT RESOLVED**, on [DATE] that Resolution 01-17-57 adopted May 9, 2017 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.

**FEBRUARY Initial Notification**

Should the Board endorse the proposed revisions, Staff recommends that a motion be made and seconded to accept the resolution and allow discussion to ensure that the resolution reads to the satisfaction of the Board. Staff then recommends that a Board Member postpones the resolution to the next available Board Meeting no less than 28-days from the postponement to comply with Civil Code §4360.

# Agenda Item 10

## Establish Legal Support Requirement Resolution

Documents will be  
submitted separately.

# Agenda Item 11

## Review and Discuss Committee Advisor Qualifications Procedure and Policy

Documents will be  
submitted separately.