



OPEN SESSION

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

**Tuesday, January 3, 2023, 9:30 a.m.
24351 El Toro Road, Laguna Woods, California
Board Room/Virtual Meeting**

Directors Present: Bunny Carpenter, Egon Garthoffner, James Hopkins, Don Tibbetts, Gan Mukhopadhyay, Joan Milliman, Yvonne Horton, Reza Karimi, Juanita Skillman, Debbie Dotson, Elsie Addington

Directors Absent: None

Staff Present: CEO - Siobhan Foster, Makayla Schwietert, Paul Nguyen, Robert Carroll, Eileen Paulin, Alison Giglio, Bart Mejia, Carlos Rojas, Jacob Huanosto, Steve Hormuth

Other Directors Present: Debbie Allen (VMS), Cynthia Rupert (VMS), Alison Bok (United), Jim Cook (Third)

1. Call Meeting to Order/ Establish Quorum - President Carpenter

President Carpenter called the meeting to order at 9:32 a.m. and established that a quorum was present.

2. Pledge of Allegiance

Director Skillman led the Pledge of Allegiance to the Flag.

3. Acknowledgment of Media

The media and the Village Television crew were present remotely by way of cameras.

4. Approval of Agenda

President Carpenter requested an approval of the agenda.

Hearing no changes or objections, the agenda was approved by unanimous consent.

5. Approval of Minutes

- a. December 1, 2022 – GRF Board Regular Special Open Meeting
- b. December 6, 2022 – GRF Board Regular Open Meeting

c. December 15, 2022 – GRF Board Agenda Prep Meeting

There being no objections, the meeting minutes were approved, separately, by unanimous consent.

6. Report of the Chair

President Carpenter commented on the following items:

- Projects of 2023
 1. ERP
 2. Building E
 3. Clubhouse One Interior Design
 4. Anti-Harassment Board
 5. Pickleball Proposal

7. CEO Report

Siobhan Foster-CEO gave a report on the following items:

- Solid Waste Handling Services
- CR&R Annual Performance Review
- In Terms of Communication
- Missed Collections
- Liquidated Damages
- Hold Times
- City shared Specific Incidents and Follow-up that are performance issues
- Specific Incident Follow-Up
- Performance Hearing

8. Open Forum (Three Minutes per Speaker)

At this time members were allowed to address the Board of Directors regarding items not on the agenda.

- A member commented on Water Shutdown Policy for plumbers
- A member commented on cost of Insurance & Utilities

9. Responses to Open Forum Speakers

The following are responses to the open forum speakers:

- Director Milliman commented on the Water Shutdown Policy and advised that it needs to go to the Mutual.
- Director Dotson commented that any suggestions/ideas for improvements should be jotted down and brought to the next Strategic Planning Meeting.

10. Consent Calendar

All matters listed under the Consent Calendar were recommended for action by committees and were enacted by the board by one motion. In the event an item was removed from the Consent Calendar by members of the board, such item(s) would be the subject of further discussion and action by the board.

Recommendation from the Finance Committee:

10a. Consistent with its statutory obligations a subcommittee of the board consisting of the Treasurer and at least one other board member reviewed and approved preliminary Golden Rain Foundation financials for the month of November 2022, and by this vote ratified that such review be confirmed in this month's Board Member Open Session Meeting minutes.

Hearing no changes or objections, the Consent Calendar was approved by unanimous consent.

11. Unfinished Business

11a. Entertain a Motion to Approve 2023 Aquadettes Billing (December initial notification – 28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-23-01

2023 Aquadettes Billing

WHEREAS, the Aquadettes are a community club who offer an annual Aqua Follies Water Show (synchronized swimming) at Pool 1. The show takes place over the course of three days in the summer months. The Aquadettes have been performing for Village residents for more than 55 years; and

WHEREAS, due to the nature of the show, alternative accommodations are needed to host an event at Pool 1, including, but not limited to, rental chairs for audience seating set up around the perimeter of the pool and lifeguard services during rehearsals and shows; and

WHEREAS, on June 29, 2017, the Aquadettes received approval for the fixed dollar amount of \$1,250 for services rendered; and

WHEREAS, On December 9, 2021, the Community Activities Committee reviewed the fixed dollar amount and advised staff to proceed with the 2022 show at the same cost due to prior shows being canceled during Covid; and

WHEREAS, the cost to support the 2022 show was \$5,135. GRF waived \$3,885 in event expenses. Staff estimates a total cost of \$5,181 for 2023 services and equipment rentals; an increase of approximately \$46; and

WHEREAS, the 2023 Business Plan does not include an allocation for the Aqua Follies show in 2023; and

WHEREAS, on November 19, 2022, Community Activities Committee recommended increasing the fixed dollar amount by \$1000, totaling \$2,250 for services rendered;

NOW THEREFORE BE IT RESOLVED, January 3, 2023, that the Board of Directors of this Corporation hereby adopts the proposed increase of the fixed dollar amount of \$1000, totaling \$2,250 for services rendered; and

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized to carry out this resolution as written.

Director Milliman made a motion to approve Resolution 90-23-01. Director Addington seconded.

Hearing no changes or objections, the motion was approved unanimously.

11b. Entertain a Motion to Approve Changes to West Coast Internet (WCI) Rates (December initial notification – 28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-23-02

Internet Speed Service Level Improvements and Rate Adjustment

WHEREAS, demand for higher levels of internet speed in the Village has grown 21.75% from October 2021 to October 2022; during same period, subscribers to the lowest tier of service fell 6.73%; and

WHEREAS, this demand for higher levels of internet speed and bandwidth in the Village is attributable to residents use of an increasing number of Wi-Fi-enabled devices (smart TVs, smart speakers, smartphones, tablets, laptops, watches, medical devices, video doorbells, security systems, etc.), as well as content streaming services such as Netflix and Hulu; and

WHEREAS, recognizing this need to supply faster tiers of speed, the GRF board is working with its contracted vendor, West Coast Internet (WCI), to increase internet speeds and adjust internet rates for the first time since 2014; and

WHEREAS, on November 21, 2022, the GRF Media and Communications Committee reviewed and recommends the board of directors adopt the improved internet speed level tiers of service and an adjustment of monthly rates;

NOW THEREFORE BE IT RESOLVED, January 3, 2023, that the Board of Directors of this Corporation approve the following internet speed level tiers and rates effective February 1, 2023:

Increase \$	New Rate	Old Rate	Old Speeds	New Speeds
\$3.00	\$26.50	\$23.50	15/3 Mbps	30/5 Mbps

\$8.00	\$36.50	\$28.50	30/3 Mbps	65/5 Mbps
\$6.50	\$45.00	\$38.50	50/5 Mbps	125/15 Mbps
\$7.75	\$56.50	\$48.75	100/10 Mbps	250/20 Mbps
New	\$75.00	New		500/15 Mbps

Residents currently subscribed to the 15/3 Mbps level will be moved to 30/5 Mbps; however, this level of service will no longer be offered to new subscribers.

Residents subscribing to the new 500/15 MBPS will require a DOCSIS 3.1 modem.

Residents will receive levels of service with no data cap.

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.

Director Milliman made a motion to approve Resolution 90-23-02. Director Dotson seconded.

Hearing no changes or objections, the motion was approved unanimously.

11c. Entertain a Motion to Approve Anti-Harassment, Anti-Abuse, and Anti-Intimidation Policy and Formation of Joint Hearing Body (December initial notification – 28-day notification for member review and comments to comply with Civil Code §4360 has been satisfied)

Director Milliman read the following resolution:

RESOLUTION 90-23-03

Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy and Charter of the Joint Hearing Body Committee

WHEREAS, the Board of Directors of United Laguna Woods Mutual (“United”) and Golden Rain Foundation (“GRF”) require a clear and consistent policy to address claims of harassment, abuse and intimidation by directors to staff of Village Management Services, Inc., fellow directors and residents, as well as claims involving harassment, abuse and intimidation by residents to staff of VMS, directors and other residents; and

WHEREAS, this Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy (“Policy”) is intended to provide guidance relative to such behavior and issue a mechanism for addressing same by the Anti-Harassment, Anti-Abuse and Anti- Intimidation Joint Hearing Body Committee; and

WHEREAS, this Policy is being adopted by the Board of Directors of GRF and United in the exercise of their respective duties to maintain, protect and enhance the value and desirability

of Laguna Woods Village and the interests of all of its members.

NOW THEREFORE BE IT RESOLVED, January 3, 2023, that the Board of Directors of this Corporation hereby adopts the Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy and Charter of the Joint Hearing Body Committee, as attached to the official minutes of this meeting; and

RESOLVE FURTHER, that Resolution 90-22-39, adopted September 6, 2022, is hereby suspended 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.

Director Milliman made a motion to approve Resolution 90-23-03. Director Skillman seconded.

Hearing no changes or objections, the motion was approved unanimously.

11d. Update Committee Appointments

Director Milliman read the following resolution:

RESOLUTION 90-23-04

GRF Committee Appointments

RESOLVED, January 3, 2023, that the following persons are hereby appointed and ratified to serve on the Committees of this Corporation:

Strategic Planning Committee

Debbie Dotson, Chair (GRF)

James Hopkins (GRF)

Gan Mukhopadhyay, Alternate (GRF)

Nathaniel Ira Lewis (Third)

Mary Simon (United)

~~Reza Bastani (United) – On Short Term Leave~~

~~Lenny Ross (United) – Temporary Fill In~~

~~Ryna Rothberg (Mutual 50)~~

Advisor: Dick Rader

Community Activities Committee

Yvonne Horton, Chair (GRF)

Elsie Addington (GRF)

Joan Milliman, Alternate (GRF)

~~Annie McGary (Third)~~

~~Cush Bhada (Third)~~

Jules Zalon, Alternate (Third)
Mark Laws (Third)
Diane Casey (United)
Pearl Lee (United)
~~Ryna Rothberg, (Mutual 50)~~
~~Frank Stern (Mutual 50)~~
~~Peter Sanborn, Alternate (Mutual 50)~~
Advisors: Roland Boudreau, Ajit Gidwani

Finance Committee

James, Hopkins, Chair (GRF)
Elsie Addington (GRF)
Debbie Dotson, Alternate (GRF)
Donna Rane-Szostak (Third)
Mark Laws (Third)
Azar Asgari (United)
Thomas Tuning (United)
~~Al Amado (Mutual 50)~~
~~Margaret Bennet (Mutual 50)~~
Sue Stephens, Alternate (Mutual 50) Advisor:
Rosemarie diLorenzo

Information Technology Advisory Committee (ITAC)

James Hopkins, Chair (GRF)
Bunny Carpenter (GRF)
Deborah Dotson (GRF)
Diane Casey (United)
Thomas Tuning (United)
Mark Laws (Third)
Advisor: Sue Margolis

Landscape Committee

Juanita Skillman, Chair (GRF)
Yvonne Horton, (GRF)
Diane Casey (United)
Lenny Ross (United)
Jules Zalon (Third)
Nathaniel Ira Lewis (Third)
~~Annie McCary, Alternate (Third)~~
Vacant (Mutual 50)
Advisor: ~~Lynn Jarrett~~, Catherine Brians

Maintenance & Construction Committee

Reza Karimi, Chair (GRF)

Gan Mukhopadhyay, Co-Chair (GRF)
Egon Garthoffner, Alternate (GRF)
James Cook (Third)
Ralph Engdahl (Third)
Cush Bhada, Alternate (Third)
Reza Bastani (United) – On Short Term Leave
Alison Bok (United) – Temporary Fill In
Mary Simon (United)
Sue Stephens (Mutual 50)
Peter Sanborn, Alternate (Mutual 50)
Advisors: Bill Walsh, Carl Randazzo, Ajit Gidwani

Clubhouse Renovation Ad Hoc Committee

Egon Garthoffner, Chair (GRF)
Gan Mukhopadhyay, Co-Chair (GRF)
Deborah Dotson (GRF)
Reza Karimi (GRF)
Cush Bhada, (Third)
Ralph Engdahl (Third)
Reza Bastani (United)
Mary Simon (United)
Advisors: Ajit Gidwani, Carl Randazzo, Bill Walsh

Media and Communications

Joan Milliman, Chair (GRF)
Elsie Addington (GRF)
Deborah Dotson, Alternate (GRF)
Annie McGary (Third)
James Cook (Third)
Cris Prince, **Alternate** (Third)
Moon Yun, Alternate (Third)
Anthony Liberatore (United)
Maggie Blackwell (United)
Ryna Rothberg, (Mutual 50)
Margaret Bennet (Mutual 50)
Peter Sanborn, Alternate (Mutual 50)
Advisors: Carmen Pacella, Tom Nash, Lucy Parker, Theresa Frost, **Lynn Jarrett**, Catherine Brians

Website Ad Hoc Committee

Joan Milliman, Chair (GRF)
Debbie Dotson (GRF)
Anthony Liberatore (United)
Azar Asgari (United)
Annie McGary (Third)

Mark Laws ~~Alternate~~ (Third)
Advisors: Lucy Parker, Diane Phelps, ~~Lynn Jarrett~~

Broadband Ad Hoc Committee

Joan Milliman, Chair (GRF)
Jim Hopkins (GRF)
Debbie Dotson (GRF)
Cris Prince (Third)
Jim Cook (Third)
Diane Casey (United)
Maggie Blackwell (United)
Margaret Bennett (Mutual 50)
~~Sue Stephens, Alternate (Mutual 50)~~

Mobility & Vehicles Committee

Don Tibbetts, Chair (GRF)
Egon Garthoffner (GRF)
Elsie Addington, Alternate (GRF)
James Cook, Alternate (Third)
Cush Bhada (Third)
~~Moon Yun (Third)~~
Azar Asgari (United)
~~Alison Bok (United)~~
~~Frank Stern (Mutual 50)~~
~~Margaret Bennett (Mutual 50)~~
Sue Stephens, Alternate (Mutual 50)
Advisor: Vashi Williams

Security and Community Access

Don Tibbetts, Chair (GRF)
Juanita Skillman (GRF)
~~Annie McGary (Third)~~
~~Moon Yun (Third)~~
Cris Prince (Third)
Donna Rane-Szostak, Alternate (Third)
Cash Achrekar (United)
Maggie Blackwell (United)
Sue Stephens (Mutual 50)
~~Peter Sanborn, Alternate (Mutual 50)~~
~~Margaret Bennett, Alternate (Mutual 50)~~

OTHER COMMITTEES:

Disaster Preparedness Task Force

Eric Nunez, Chair
Juanita Skillman (GRF)
Gan Mukhapadhyay (GRF)
James Cook (Third)
Donna Rane-Szostak, Alternate (Third)
Anthony Liberatore (United)
~~Alison Bok (United)~~
~~John Carter (Mutual 50)~~
Rick Kopps, Resident (Mutual 50)
Sue Stephens, Alternate (Mutual 50)
Advisors: Tom Soule, Bruce Bonbright

Laguna Woods Village Traffic Hearings (Chair will alternate between Boards)

Elsie Addington (GRF)
Deborah Dotson, Alternate (GRF)
Mark Laws, Alternate (Third)
Cash Achrekar, Alternate (United)
Pearl Lee (United)
Jules Zalon (Third)
~~Board Members by Rotation (Mutual 50)~~
Margaret Bennet (Mutual 50)
Sue Stephens, Alternate (Mutual 50)

Purchasing Ad Hoc Committee

Bunny Carpenter, Chair (GRF)
Jim Hopkins (GRF)
Mark Laws (Third)
Donna Rane-Szostak (Third)
Ralph Engdahl, (Third)
Thomas Tuning (United)
Lenny Ross (United)
Advisor: Carl Randazzo

Select Audit Task Force

James Hopkins (GRF)
Diane Phelps (GRF)
Cynthia Rupert (United)
Peggy Moore (Third)

Insurance Ad Hoc Committee

~~Bunny Carpenter, Chair (GRF)~~
~~Anthony Liberatore (United)~~
~~Lenny Ross (United)~~
~~Cris Prince (Third)~~
~~Mark Laws (Third)~~

~~Jim Cook (Third)~~

~~Yvonne Horton (GRF)~~

~~Reza Karimi (GRF)~~

~~Juanita Skillman (GRF)~~

~~Advisors: Bob Laux~~

Compliance Ad Hoc Committee

Bunny Carpenter, Chair (GRF)

Maggie Blackwell (United)

Pearl Lee (United)

Mark Laws (Third)

~~Annie McGary (Third)~~

~~Cris Prince (Third)~~

Joan Milliman (GRF)

Juanita Skillman (GRF)

Reza Karimi (GRF)

Correspondent – Elsie Addington (GRF)

El Toro Water District – Juanita Skillman (GRF)

RESOLVED FURTHER, that Resolution 90-22-58 adopted December 6, 2022, 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.

Director Milliman made a motion to approve Resolution 90-23-04. Director Hopkins seconded.

Hearing no changes or objections, the motion was approved unanimously.

12. New Business

12a. Entertain a Motion to Approve Rock ‘N Rollers Club Exception Request to Clubhouse Holiday Hours

Director Milliman read the following resolution:

RESOLUTION 90-23-05

Rock ‘N Rollers Club Exception Request to Clubhouse Holiday Hours

WHEREAS, the Recreation and Special Events Department oversees all recreation facilities. On May 5, 2020, GRF approved and adopted Clubhouse Holiday Hours resolution 90-20-19 allowing all clubhouses to close at 2 p.m. on Veteran’s Day beginning January 2021; and

WHEREAS, the Rock 'N Rollers Club requested an exception to Clubhouse Holiday Hours and is requesting to meet in Clubhouse 5 on Saturday, November 11, 2023, from 3 to 10 p.m.; and

WHEREAS, on December 8, 2022, the Community Activities Committee approved the request for exception to extend the holiday hours on November 11, 2023; extra fees to be paid by the Rock 'N Rollers club; and

WHEREAS, full time and part time hourly staff who are scheduled to work on one of the designated VMS holidays receive holiday pay equal to 1.5 times base pay; and

WHEREAS, the Rock 'N Rollers Club reservation is for seven hours. Setup and breakdown of the main lounge takes a total of four hours. The cost to staff Rock 'N Rollers Club on November 11, 2023, is approximately \$477; total includes wage rate (plus holiday pay), burden rate and overhead rate. The labor (\$477) and room rental (\$170) total \$647;

NOW THEREFORE BE IT RESOLVED, January 3, 2023, that the Board of Directors of this Corporation hereby adopts the exception to extend the holiday hours on November 11, 2023, with extra fees to be paid by the Rock 'N Rollers club; and

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized to carry out this resolution as written.

Director Milliman made a motion to approve Resolution 90-23-05. Director Karimi seconded.

Hearing no changes or objections, the motion was approved unanimously.

ITEM 14E (2) WAS DISCUSSED WITH THIS ITEM

12b. Entertain a Motion to Cancel All the Remaining Electric Vehicle Charging Station Applications Under the SCE Charge Ready 2 Program

Director Karimi discussed the meeting on December 12, 2022.

Maintenance and Construction Assistant Director, Bart Mejia, provided an overview to the staff recommendation to cancel all remaining vehicle charging station applications.

Director Milliman made a motion to cancel all the remaining electric vehicle charging station applications to SCE. Director Karimi seconded.

- Multiple Members commented on this item.

Hearing no changes or objections, the motion was approved unanimously.

Director Gan Mukhopadhyay left the meeting at 10:40 a.m. and re-entered the meeting at 11:24 a.m.

Director Egon Garthoffner left the meeting at 10:58 a.m.

12c. Entertain a Motion to Approve the GRF Credit Card and Transaction Fee (ActiveNet) (January initial notification – 28-day notification for member review and comments to comply with Civil Code §4360)

Director Milliman read the following resolution:

RESOLUTION 90-23-XX

GRF Credit Card and Transaction Fee (ActiveNet)

WHEREAS, On April 6, 2010, the Board adopted resolution 90-10-25 approving a Recreation Department Software upgrade for event and GRF Facilities reservation from Safari to ActiveNet containing fee-based services; and

WHEREAS, the Golden Rain Foundation currently absorbs all transaction and credit card fees for in-person purchases and fees associated with ActiveNet; and

WHEREAS, On December 27, 2022, the Finance committee approved the CAC recommendation of GRF credit card and transactions fees within ActiveNet be paid by the member for transactions online and in person; and

NOW THEREFORE BE IT RESOLVED, February 7, 2023, the Board of Directors of this Corporation hereby adopts the proposed recommendation regarding the ActiveNet credit card and transaction fees incurred by GRF to be paid by the user.

RESOLVED FURTHER, that the officers and agents of this corporation are hereby authorized to carry out this resolution as written.

Director Milliman made a motion to approve the Resolution for discussion purposes and to postpone the final vote for 28-days per Civil Code §4360. Director Skillman seconded the motion.

Discussion ensued among the board.

There being no objections, the motion was approved unanimously. (December Initial Notification - postpone 28-days for Member review and comment to comply with Civil Code §4360).

13. The Board took a 5-minute break

14. Committee Reports

- a. Report of the Finance Committee/Financial Reports – Director Hopkins. The committee met on December 21, 2022; next meeting February 15, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.

- (1) GRF Treasurer’s Report – Director Hopkins
- (2) GRF Finance Committee Report

- b. Strategic Planning Committee—Director Dotson. The committee met on October 3, 2022; next meeting TBA.
- c. Report of the Community Activities Committee – Director Horton. The committee met on December 8, 2022; next meeting January 12, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
- d. Report of the Landscape Committee – Director Skillman. The committee met on December 14, 2022; next meeting February 8, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
- e. Report of the Maintenance & Construction Committee – Director Karimi. The committee met on December 14, 2022; next meeting February 8, 2023, at 9:30 a.m. in the Board Room and as a virtual meeting.
 - (1) Report of the Clubhouse Renovation Ad Hoc Committee – Director Garthoffner. The Committee met on June 24, 2022; next meeting TBA.
THIS ITEM WAS COMBINED WITH ITEM 12B
 - (2) Report of the EV Charger Special Open Meeting - Director Karimi. The Committee met on December 12, 2022.
- f. Report of the Media and Communications Committee—Director Milliman. The committee met on November 21, 2022; next meeting January 16, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
 - (1) Website Ad-Hoc Committee – Director Milliman. The committee met on December 1, 2022; Next meeting TBA
 - (2) Broadband Ad Hoc – Director Milliman. The committee met on November 29, 2022; next meeting TBA.
- g. Report of the Mobility & Vehicles Committee – Director Tibbetts. The Committee met on December 7, 2022; next meeting February 1, 2023, at 1:30 p.m. in the Board Room.
- h. Report of the Security & Community Access Committee – Director Tibbetts. The Committee met on October 31, 2022; next meeting February 27, 2023, at 1:30 p.m. in the Board Room and as a virtual meeting.
 - (1) Report of the Laguna Woods Village Traffic Hearings – Director Addington. The Traffic Hearings were held on November 16, 2022; next hearings on January 18, 2023, at 9:00 a.m. as a virtual meeting.
 - (2) Compliance Ad Hoc Committee – President Carpenter. The committee met on November 30, 2022; next meeting TBA.
- i. Report of the Disaster Preparedness Task Force – Director Skillman. The Task Force met on November 29, 2022; next meeting January 31, 2023, at 9:30 a.m. in the Board Room and as a virtual meeting.
- j. Information Technology Advisory Committee – Director Hopkins. The Committee met on December 9, 2022; next meeting December 9, 2022 as a virtual meeting.
- k. Purchasing Ad-Hoc Committee – Director Carpenter. The Committee last met on April 7, 2022; next meeting TBA.

15. Future Agenda Items - All matters listed under Future Agenda Items are Resolutions on 28-day public review or items for a future Board Meetings. No action will be taken by the Board on these agenda items at this meeting. The Board will take action on these items at a future Board Meeting.

- GRF Credit Card and Transaction Fee (ActiveNet)

16. Director's Comments

- Director Skillman commented that this was a good meeting
- Multiple Directors wished everyone a Happy New Year
- Director Hopkins commented on much he enjoys working with this Board
- Director Karimi commented on how 2023 will be a challenging year
- President Carpenter stated that this is a great board that works professionally with one another
- Director Mukhopadhyay wants to make a decision on Building E

17. Recess 12:01 p.m. - At this time, the Meeting recessed for lunch and reconvened to Executive Session to discuss the following matters per California Civil Code §4935: Member Disciplinary Matters; Personnel Matters; Contractual Matters; and Litigation Matters.

Closed Session Agenda

VMS Board Update

Approve the Agenda

Approve the Minutes of:

(a) December 6, 2022 – Regular Closed Session

Discuss and Consider Personnel Matters

Discuss and Consider Contractual Matters

Discuss Legal/Legislation Matters

Discuss Member Disciplinary Matters

18. Adjournment

The meeting was adjourned at 4:14 p.m.

DocuSigned by:

Joan Milliman

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Joan Milliman, Secretary of the Board
Golden Rain Foundation

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**Golden Rain Foundation and United Laguna Woods Mutual
Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy
Resolution 90-22-39; Adopted September 6, 2022 and
Resolution 01-22-73; Adopted November 8, 2022**

I. Purpose

Harassment, abuse and intimidation is strictly prohibited in the community. The boards of directors of Golden Rain Foundation (“GRF”), United Laguna Woods Mutual (“United”) and Village Management Services (“VMS) require a clear and consistent policy to address claims of harassment, abuse and intimidation. This Anti-Harassment, Anti-Abuse and Anti-Intimidation Policy (“Policy”) provides guidance relative to such behavior and guidelines for addressing same by the Anti-Harassment, Anti-Abuse and Anti-Intimidation Joint Hearing Body Committee.

This policy applies to:

- a. Members;
- b. Residents;
- c. GRF, United and VMS board directors and advisors; and
- d. Member or resident guests.

The claims of harassment, abuse and/or intimidation may be against:

- a. Members;
- b. Residents;
- c. GRF, United and VMS board of directors and advisors;
- d. Member or resident guests; and
- e. VMS employees.

VMS investigates incidents of harassment, abuse and/or intimidation from an employer’s standpoint pursuant to the VMS Anti-Harassment Policy, and by necessary implication, there will be overlap when an employee is harassed by any of the foregoing and vice-versa.

This Policy has been adopted by the boards of directors of GRF and United in the exercise of their respective duties to maintain, protect and enhance the value and desirability of Laguna Woods Village and the interests of all of its members.

II. Definitions

- a. Abuse - See details under Conditions for Abuse.

- b. Anti-Harassment, Anti-Abuse and Anti-Intimidation Joint Hearing Body Committee (“Committee”) - A hearing body formed via charter by the boards of directors of GRF and United to address claims of harassment, abuse and intimidation by members; residents; GRF, United and VMS boards of directors and advisors; and member or resident guests. Claims may involve members; residents; GRF, United and VMS boards of directors and advisors; member or resident guests; and VMS employees.
- c. Community - Laguna Woods Village, including, but not limited to, the community center, gate houses, clubhouses and amenities.
- d. Claimant - Member, resident, board member, advisor, member or resident guest who submits a claim of alleged harassment, abuse and/or intimidation (“claim”) involving member, resident, board member, advisor, member or resident guest, and/or employee.
- e. Director - A board member from GRF, United or VMS boards of directors.
- f. Governing documents - All of the following, collectively: articles of incorporation, bylaws, rules and regulations, and resolutions or policies duly adopted by boards of directors of United (including occupancy agreement) and GRF; all as may be lawfully amended or modified from time to time.
- g. Harassment - See details under Conditions for Harassment.
- h. Intimidation - See details under Conditions for Intimidation.
- i. Member - Any person who is an owner of a unit in United’s development who has been approved for membership in United in accordance with the governing documents.
- j. Resident - An approved occupant of a residence in Laguna Woods Village.
- k. Respondent - Member, resident, board member, advisor, member or resident guest, or employee who is the subject of harassment, abuse and/or intimidation claim.
- l. Staff - Employees of VMS authorized to act on behalf of GRF and United.

III. **Conditions for Harassment**

Below are various definitions and descriptions of harassment under both federal and California law:

- a. Federal law: Under federal law, “harassment” is defined to mean “a serious act or a course of conduct directed at a specific person that causes substantial emotional distress in such person and serves no legitimate purpose” (18 U.S.C.A. §1514[d][1][B]).
- b. California law: California Law: California defines “harassment” as unlawful violence, a credible threat of violence or a knowing and willful course of conduct directed at a specific person that seriously alarms, annoys or harasses that person, and that serves no legitimate purpose (Code of Civil Procedure §527.6[b][3]).
- c. Department of Housing and Urban Development (HUD) “Final Rule”: Recent federal regulations/guidelines enacted by the Department of Housing and Urban Development (HUD) impose certain obligations on GRF and United with regard to the investigation and treatment of reported

harassment. The new guidelines, adopted in August 2016, were enacted in an effort to further define and address housing discrimination in the form of harassment. In that regard, HUD's new guidelines now deem any form of harassment in housing or within housing developments a form of illegal discrimination. Based on HUD's guidelines, homeowners' associations, including GRF and United, are considered housing providers, and as such are required to evaluate alleged harassment to investigate whether a resident is being subjected to harassment to the extent that it may amount to illegal housing discrimination. Pursuant to the guidelines, GRF and United are required to investigate all reported claims of potential harassment of residents and, as appropriate, take all action permitted under the governing documents to address such harassing behavior (24 CFR 100.600).

IV. Conditions for Abuse

Below are various definitions and descriptions of abuse under both federal and California law:

- a. Federal law: Under federal law, "abuse" is defined to mean "the knowing infliction of physical or psychological harm or the knowing deprivation of goods or services that are necessary to meet essential needs or to avoid physical or psychological harm" (42 USC §1397[j]).
- b. California law: Under California law, "abuse" includes, but is not limited to, intentionally or recklessly causing or attempting to cause bodily injury, sexual assault and placing a person in reasonable apprehension of imminent serious bodily injury to that person or to another. Abuse is not limited to the actual infliction of physical injury or assault (Family Code §6203). For purposes of this Policy, "abuse" also includes conduct that creates a hostile work environment as defined under California law.

V. Conditions for Intimidation

Below are various definitions and descriptions of intimidation under both federal and California law:

- a. Federal law: Under Federal law, "intimidation" is defined to mean "a serious act or course of conduct directed at a specific person that (i) causes fear or apprehension in such person; and (ii) serves no legitimate purpose" (18 USC §1514[d][1]).
- b. California law: Under California law, the definition of "intimidation" was noted "to make timid or fearful; to inspire or affect with fear; to make fearful; to frighten ... to deter, as by threats. ..." (In re Bell, 19 Cal. 2d 488, 122 P.2d 22 [1942][dissent]).

VI. Examples of Harassment, Abuse and/or Intimidation

Examples of harassment, abuse and/or intimidation in community, subject to review and interpretation by committee, may include:

- a. Physical intimidation;
- b. Threatening bodily harm or to harm one's property;
- c. Discriminatory shouting and yelling;
- d. Stalking, such as following someone around to intimidate or "make a point";

- e. Disrupting organized activities in progress, including board and committee meetings;
- f. Entering the second floor of the community center without escort or pass with intent to disrupt operations;
- g. Interfering, instructing or otherwise disrupting the work of vendors or staff;
- h. Unreasonable, hostile and/or telephone calls and/or emails without a legitimate purpose to a resident, vendor or staff;
- i. Disparaging someone;
- j. Humiliating someone; and/or
- k. Other behavior that the ordinary person would find unreasonable and/or threatening.

VII. Reporting Harassment, Abuse and/or Intimidation Claims

To report a claim, members; residents; GRF, United and VMS board directors and advisors; member and resident guests; and/or VMS employees may contact:

- a. Security Department
 - i. By telephone: 949-580-1400
- b. Compliance Division
 - i. By telephone: 949-268-2255; or
 - ii. Via email: compliance@vmsinc.org

Staff may inform the claimant to call the Security Department for documentation of the reported harassment, abuse and/or intimidation. Staff may also inform the claimant to call the Orange County Sheriff's Department ("OCSD") if harassment, abuse and/or intimidation occur.

VIII. Assessment of Harassment, Abuse, and/or Intimidation Claims

Upon receipt of claim by Security Department or Compliance Division, the following steps will occur:

- a. Security Director informs CEO/General Manager ("CEO") and Human Resources ("HR") Director of claim.
- b. CEO confers with Security Director and HR Director to determine if claim may involve harassment, abuse and/or intimidation and requires further action;
 - i. If claim does not meet definition of harassment, abuse and/or intimidation, no further action is taken.
 - ii. If claim meets definition of harassment, abuse and/or intimidation, claim will be investigated by third party or internally by Security Director or designee.
- c. CEO may implement interim administrative actions to prevent employee harassment, abuse and/or intimidation during investigation depending on facts/governing documents. Actions must not interfere with resident's rights.

IX. Investigation of Harassment, Abuse and/or Intimidation Claims

- a. If claim involves member, resident, board member, advisor, member or resident guest, investigator at direction of Security Director gathers sufficient evidence to determine whether prohibited conduct occurred (harassment, abuse and/or intimidation);

- b. If claim involves employee, investigator at direction of HR Director gathers sufficient evidence to determine whether prohibited conduct occurred (harassment, abuse and/or intimidation). VMS investigates claims from an employer's standpoint pursuant to federal and state laws regarding employees and the VMS Anti-Harassment Policy and confirmed cases of harassment, abuse and intimidation by necessary implication, there will be overlap when an employee is harassed by a member, board member and/or advisor. VMS will investigate harassment to determine what action must be taken to protect employee while investigation results will be shared with the committee to determine what action to take against the member, board member or advisor. VMS and the committee must be able to share information and the sharing of such information is therefore expressly authorized for this purpose.
- c. Legal counsel reviews investigative report to confirm findings meet legal definition(s) of harassment, abuse and/or intimidation. If claim does not meet the definition(s), no further action is taken.

X. If Harassment, Abuse and/or Harassment Claim Substantiated by Investigation – Member, Resident, Board Member, Advisor, Member or Resident Guest

- a. Pursuant to Civil Code §5855 and applicable governing documents, Compliance Division issues notice of hearing with committee to respondent, including summary of evidence;
 - i. When respondent is board member or advisor, any committee members from defendant's board do not participate in hearing. Four committee members from other boards hear and render decision on case.
- b. During disciplinary hearing, respondent has right to meet before committee in executive session.
- c. If committee finds respondent in violation of policy, committee may impose fine, suspend member privileges and/or consider legal action.
- d. Any respondent found to have violated policy may be removed as officer of their board, if serving as such, or from any committee they serve by their respective board (e.g., GRF, United and VMS).

XI. Appeal of Committee Decision - Member, Resident, Board Member, Advisor, Member or Resident Guest

- a. Committee disciplinary decisions against respondent are subject to appeal to their respective corporation's board. If VMS board member is respondent, appeal would be to mutual board in which respondent resides.
 - i. When defendant is board member or advisor, any committee members from board who did not participate in committee hearing would participate in appeal hearing with full board.

XII. If Harassment, Abuse and/or Harassment Claim Substantiated by Investigation – Employee

- a. Pursuant to VMS Anti-Harassment Policy, when employee has engaged in prohibited conduct (harassment, abuse and/or intimidation), investigation results presented to CEO, and HR Director and legal counsel.

- b. CEO, HR Director and legal counsel review investigative findings and determine discipline to impose including suspension, demotion final warning and/or termination.