



**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, February 1, 2022, 9:30 a.m.  
24351 El Toro Road, Laguna Woods, California  
Virtual Meeting**

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

**Directors Absent:** None

**Staff Present:** Jeff Parker, Siobhan Foster, Steve Hormuth, Eileen Paulin, Brian Gruner, Connie Habal, Grant Schultz, Makayla Thomas, Michelle Estrada, Dan Yost

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

President Carpenter called the meeting to order at 9:30 a.m. and established that a quorum was present.

**2. Pledge of Allegiance**

Director Dotson 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 asked if the board had any changes to the agenda.

President Carpenter moved 12a to Closed Session, and changed the verbiage of 12b and 12c from "Discuss and Consider" to "Entertain a Motion to Approve".

There being no objections, the amended agenda was approved by unanimous consent.

**5. Approval of Minutes**

**a. November 18, 2021 - GRF Board Agenda Prep Meeting**

There being no objections, the minutes of November 18, 2021, were approved by unanimous consent.

**b. December 16, 2021 - GRF Board Agenda Prep Meeting**

There being no objections, the minutes of December 16, 2021, were approved by unanimous consent.

**c. January 4, 2022 - GRF Board Regular Open Session**

There being no objections, the minutes of January 4, 2022, were approved by unanimous consent.

**6. Report of the Chair**

President Carpenter requested CEO Parker provide an update to the CEO/COO report.

**7. CEO/COO Report**

Jeff Parker-CEO and Siobhan Foster-COO gave a report on the following items:

- CEO Parker reported that Covid-19 cases have lowered. Roughly 9,000 cases reported over the weekend. Hospitalizations and ICUs are trending down in the last week. Positive cases have risen from 960 to 983, with up to 4 fatalities within the community Laguna Woods.
- Provided an update on the Transportation Workshop regarding bus operations within the community.
- CEO Parker thanked the Board for their leadership as he retires this week.
- COO Foster provided an update regarding the Saddleback Emeritus Program, as they have postponed their in-person classes.
- COO Foster reminded the community to utilize the Resident Portal.
- COO Foster informed Directors that the City of Laguna Woods is reminding the community to schedule appointments for document shredding, located at City Hall.

**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 the Laguna Woods Village Foundation.

**9. Responses to Open Forum Speakers**

The following are responses to the open forum speakers:

- None

**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 December 2021, and

by this vote ratified that such review be confirmed in this month's Board Member Open Session Meeting minutes.

Director Dotson made a motion to accept the recommendation, Director Milliman seconded the motion.

There being no objections, President Carpenter declared the Consent Calendar approved unanimously.

#### **11. Unfinished Business**

President Carpenter reminded the Directors of the Committee Appointments that they will need to be discussed at the next meeting.

#### **12. New Business**

##### **THIS ITEM WAS MOVED TO CLOSED SESSION DURING APPROVAL OF THE AGENDA**

**12a.** Entertain a Motion to Approve Supplemental Funding to Purchase a Toro Procore 648 Aerator

**12b.** Entertain a Motion to Approve Information Technology Advisory Committee Enterprise Resource Planning System Recommendation

Director Dotson read a presentation for the Board to consider the Technology Modernization Plan for Laguna Woods Village, from the Information Technology Advisory Committee.

Director Milliman made a motion to accept the recommendation from the Information Technology Advisory Committee to the Corporate Members, Director Karimi seconded the motion.

Discussion ensued among the directors.

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

**12c.** Entertain a Motion to Approve GRF Finance Committee Charter

Director Milliman read the following resolution:

#### **RESOLUTION 90-22-06** **FINANCE COMMITTEE CHARTER**

**WHEREAS**, a Finance Committee has been established pursuant to Article 7, Section 7.1.1 of the bylaws of the Corporation;

**NOW THEREFORE BE IT RESOLVED**, February 1, 2022, the Board of Directors of this corporation hereby assigns the duties and responsibilities of this Committee, as follows:

1. Perform the duties imposed upon all standing committees as set forth in the resolution entitled, "General Duties of Standing Committees."
2. Serve as liaison between the GRF Board and the Financial Services Division.
3. Review monthly financial statements and other reports affecting the financial status of this corporation and review performance in relation to the annual operating budget.
4. Review the capital requirements, service levels and projected revenues related to the Financial Services Division operations and recommend appropriate action to the GRF Board of Directors.
5. Review the proposed GRF Business Plan, and recommend to the GRF Board action regarding same, including the amount of the assessment required to meet the following year's operating budget and reserves.
6. Regularly review, in cooperation with Financial Services, all insurance and risk management programs for the Laguna Woods Village Community for which GRF is responsible. This may include GRF, the GRF Trust and the mutual housing corporations. Recommend to the Boards of the several corporations the actions to be taken to maintain adequate protection and coverage.
7. Review the investment of funds of GRF and the GRF Trust to determine that standards set by civil code and the GRF Board are being complied with and recommend to the GRF Board changes in such investment standards and procedures as may be deemed advisable.
8. Direct the preparation of Requests for Proposal for the annual audits of the financial statements of the Laguna Woods Village Corporations and recommend firm(s) to be engaged.
9. Review reports and recommendations from the auditors and recommend to the Board any appropriate action in connection there with.
10. Examine the need for review(s) of the Managing Agent's organizational entities at least once each year. If a need for review(s) is perceived and determined to be feasible, recommend such to the Board. Direct the need for preparation and submission of RFPs and subsequent contracts for reviews. Serve as liaison between review consultants and the Board and make recommendations to the Board based on consultant's findings.
11. Review and evaluate any unplanned expenditure, proposal, or initiative to determine its financial impact on the operating budget or reserves, and make recommendations to the GRF Board.
12. Review financial policies and recommend appropriate action to the Board, as needed.

**RESOLVED FURTHER**, that the committee shall perform such other tasks as are assigned by the GRF President or the Board; and

**RESOLVED FURTHER**, that Resolution 90-20-49, adopted September 1, 2020, is hereby superseded and canceled.

Director Milliman made a motion to accept the revised Finance Committee Charter. Director Dotson seconded the motion.

Hearing no objections, the motion was approved unanimously.

**12d. Entertain a Motion to Approve Workers Comp Collateral Requirement**

Director Milliman read the following resolution:

**RESOLUTION 90-22-07**  
**WORKERS COMP COLLATERAL REQUIREMENT**

**WHEREAS**, the Golden Rain Foundation maintains a letter of credit with Bank of America in an amount sufficient to meet collateral requirements for the workers compensation insurance policy; and

**WHEREAS**, Safety National, the workers compensation insurance provider, requires an increase in the letter of credit by \$250,000 to meet collateral requirements for renewal of the workers compensation policy.

**NOW THEREFORE BE IT RESOLVED**, that on February 1, 2022 the Board authorizes an increase in the letter of credit with Bank of America from \$1,800,000 to \$2,050,000.

**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 Workers Comp Collateral Requirement. Director Dotson seconded the motion.

Hearing no objections, the motion passed unanimously.

**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 15, 2021; next meeting February 16, 2022 at 1:30 p.m. 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 January 10, 2022; next meeting March 7, 2022, at 9:30 a.m. as a virtual meeting.

- c. Report of the Community Activities Committee – Director Horton. The committee met on January 13, 2022; next meeting March 10, 2022, at 1:30 p.m. as a virtual meeting.
  - (1) Equestrian Center Ad Hoc Committee – President Carpenter. The committee met on January 26, 2022; next meeting March 30, 2022, at 1:00 p.m. as a virtual meeting.
  - (2) Revenue Resource Ad Hoc Committee – Director Horton. The committee met on January 12, 2022; next meeting February 7, 2022, at 2 p.m. as a virtual meeting.
- d. Report of the Landscape Committee – Director Skillman. The committee met on December 8, 2021; next meeting March 9, 2022, at 1:30 p.m. as a virtual meeting.
- e. Report of the Maintenance & Construction Committee – Director Garthoffner. The committee met on December 8, 2021, in closed session; next meeting February 9, 2022, at 9:30 a.m. as a virtual meeting.
  - (1) Report of the Clubhouse Renovation Ad Hoc Committee – Director Garthoffner. The Committee met on January 28, 2022; next meeting TBA.
- f. Report of the Media and Communications Committee—Director Milliman. The committee met on January 17, 2022; next meeting Tuesday, February 22, 2022, at 9:30 a.m. as a virtual meeting.
- g. Report of the Mobility & Vehicles Committee – Director Tibbetts. The Committee did not meet on December 1, 2021 as the meeting was canceled; next meeting February 2, 2022, at 1:30 p.m. as a virtual meeting.
- h. Report of the Security & Community Access Committee – Director Tibbetts. The Committee met on October 25, 2021; next meeting February 28, 2022, at 1:30 p.m. as a virtual meeting.
  - (1) Report of the Laguna Woods Village Traffic Hearings – Director Dotson. The Traffic Hearings were held on January 19, 2022; next hearings on February 16, 2022, at 9:00 a.m. as a virtual meeting.
- i. Report of the Disaster Preparedness Task Force – Director Skillman. The Task Force met on January 25, 2022; next meeting March 29, 2022, at 9:30 a.m. as a virtual meeting.
- j. Information Technology Advisory Committee – Director Hopkins commented that the Committee has been meeting in closed session. The Committee met on December 10, 2021, at 1:30 p.m.; next closed session meeting February 4, 2022.

**15. Future Agenda Items** - *All matters listed below are items for future Board Meetings. No action will be taken by the Board on these agenda items at this meeting.*

**16. Director's Comments**

- Director Hopkins commented on driving safety within the community.
- Director Skillman commented on the Library's entrance patio still serving the community.
- Director Karimi wished Directors a happy Lunar New Year.

**17. Recess** - *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) January 4, 2022 – Regular Closed Session*

*Discuss and Consider Personnel Matters*


*Discuss and Consider Contractual Matters*

*Discuss Legal/Legislation Matters*

*Discuss Member Disciplinary Matters*

**19. Adjournment**

The meeting was adjourned at 1:41 p.m.

  
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Joan Milliman, Secretary of the Board  
Golden Rain Foundation