



SPECIAL OPEN MEETING

**MINUTES OF THE SPECIAL OPEN SESSION OF THE BOARD OF DIRECTORS OF THE GOLDEN RAIN FOUNDATION OF LAGUNA WOODS
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**Friday, January 19, 2024 – 1:30 P.M.
24351 El Toro Road, Laguna Woods, California
Board Room/Virtual Meeting**

Directors Present: James Hopkins, Gan Mukhopadhyay (entered meeting at 1:39 p.m. and left at 1:41 p.m.), Yvonne Horton, Juanita Skillman, Martin Roza, Joan Milliman, William Cowen, Ryna Rothberg

Directors Absent: Cush Bhada, Egon Garthoffner, Bunny Carpenter,

Candidates Present: Elsie Addington, Edward Elwell

Staff Present: Siobhan Foster-CEO, Paul Nguyen, Emilian Sirbu

Others Present: Diane Phelps – VMS, Robert Reyes – VMS, Georgiana Willis – United, Mickie Choi Hoe - United

1. Call Meeting to Order / Establish Quorum

President Hopkins called the meeting to order at 1:31 p.m. and established that a quorum was present.

2. State Purpose of Meeting – President Hopkins

President Hopkins stated that the purpose of the meeting was to appoint one GRF VMS representative to the VMS Board.

3. Approval of the Agenda

President Hopkins asked if there were any objections to the Agenda.

Hearing none, the Agenda was approved by unanimous consent.

4. Introduction of VMS/GRF Candidates

- Elsie Addington
- Edward Elwell

5. Candidate Opening Statements

The Candidates were given two minutes to give an opening statement.

6. Candidate Interviews

The Candidates were given 1-2 minutes to answer questions from the Board.

7. Candidate Closing Statements

The Candidates were given 2 minutes to give a closing statement.

8. Entertain a Motion to commence Balloting

Director Cowen made a motion to commence balloting. Director Skillman seconded.

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

9. Entertain a Motion to Cease Balloting

Director Skillman made a motion to cease balloting. Director Milliman seconded.

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

10. Tabulation of Ballots and Announce Results – Assistant Corporate Secretary

Assistant Corporate Secretary, Paul Nguyen, tabulated the ballots and announced the results.

- Elsie Addington – 4 Votes
- Edward Elwell – 4 Votes

The results for the first vote was tied at 4 to 4.

The Board took a short recess as Mr. Nguyen went to print additional ballots.

Director Milliman made a motion to do a revote and for the Board to ask the candidates one more question. Director Rothberg seconded.

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

Assistant Corporate Secretary, Paul Nguyen, tabulated the ballots for the revote and announced the results.

- Elsie Addington – 3 Votes
- Edward Elwell – 4 Votes

Ed Elwell was elected to a 1-year term ending in December 2024

11. Member Comments - None

12. Director Comments

- Director Skillman expressed her dissatisfaction
- Multiple Directors congratulated Director Elwell

13. Adjournment

The meeting was adjourned at 2:42 p.m.

DocuSigned by:
Joan Milliman

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Joan Milliman, Secretary of the Board
Golden Rain Foundation