



EXECUTIVE COMMITTEE MINUTES
Friday, February 12, 2016

The meeting of the Executive Committee was held on Friday, February 12, 2016. The meeting was called to order at 1:00 p.m. by Chair Damoci in the Administration Conference Room, followed by the Pledge of Allegiance led by Mrs. Reed.

ROLL CALL

| | | |
|-----------|----------------------------------------------------|----------------------------------------------|
| Present: | Mrs. C. Damoci, Chair | Mrs. J. Reed, Corporate Secretary |
| | Mr. B. Lukoff | Ms. L. Stone, Treasurer |
| | Ms. K. Rapp | Ms. R. Winkler, Ex-Officio (left at 3:05 p.) |
| Absent: | Mr. P. Hood | |
| Staff and | Mr. R. Ankeny, Executive Director | |
| Guests: | Ms. C. Flynn, Human Resources Director | |
| | Ms. B. Shuler, Accounting Supervisor | |
| | Ms. C. Knapp, Stock Transfer Supervisor | |
| | Mrs. D. Bennett, Recording Secretary | |
| | Mr. R. Stone, GRF Representative, Mutual One | |
| | Ms. P. Snowden, GRF Representative, Mutual Two | |
| | Mrs. M. Doderio, GRF Representative, Mutual Nine | |
| | Ms. M. Greer, GRF Representative, Mutual Eleven | |
| | Mr. P. Moore, GRF Representative, Mutual Seventeen | |

CHAIR'S ANNOUNCEMENTS

The Chair welcomed and introduced Foundations members, guests and staff.

By unanimous consent, the Chair declared the reading of the quorum notification be dispensed with.

In accordance with California Civil Code Section 4090, please be advised that a quorum of the Golden Rain Foundation Board of Directors (GRF BOD) is present at today's posted meeting. The business of the Executive Committee will be conducted in accordance with the agenda. As a quorum of the Board is present, this meeting will be conducted as a committee meeting *and* a Board meeting. The agenda actions of the committee will be limited only to the members of the committee and will only constitute such actions in accordance with stated committee policy and/or provide recommendations to the GRF BOD at its regular Board meeting on the 4th Tuesday of the month. GRF Board members

who are not committee members will be allowed to comment when recognized by the Chair and only during the proscribed Foundation member/shareholder comment period, not to exceed four minutes, as set forth in Policy 5610, Participation by Foundation Members/Shareholders. The minutes of today's Board meeting will be presented to the Board for approval following the approval of the committee meeting minutes at the meeting in March.

CHAIR'S ANNOUNCEMENTS

The Chair introduced the Executive Director, the Human Resources Director, Accounting Supervisor, the Stock Transfer Supervisor and the Recording Secretary.

The Chair reviewed the meeting rules and asked that courtesy and respectfulness be acknowledged at all times. The Chair respectfully requested the committee members wait to be called on.

The Chair announced that the Roundtable discussion meetings will be presided over by the Mutuels beginning next month.

APPROVAL OF COMMITTEE MINUTES

The Committee meeting minutes of December 11, 2015, February 1, 2016 and February 4, 2016 were approved, as written.

SHAREHOLDER/MEMBER COMMENTS (AGENDA ITEMS ONLY)

One shareholder/members spoke on agenda topics.

CORRESPONDENCE (not applicable)

UNFINISHED BUSINESS

Bylaws

The Chair advised that another meeting pertaining to the bylaws will take place.

Amend Election Materials

Although Policy 2811-36, Golden Rain News Coverage of Candidates Running for Public Office pertains to elections, it falls under the purview of Publication Committee and will be referred to the Publication Committee.

Policy 5025-30, Election Procedures

Mrs. Reed MOVED, seconded by Ms. Rapp and was carried unanimously by the Committee members present-

TO recommend the GRF Board amend Policy 5025-30, Election Procedures, as amended.

Policy 5026-30, Election of Officers

Ms. Rapp, MOVED, seconded by Ms. Stone and carried by unanimously by the Committee members present-

TO recommend the GRF Board amend Policy 5026-30, Election of Officers, as amended.

The Stock Transfer Supervisor reviewed corporate counsel's amendments to the non-policy election materials.

Ms. Stone MOVED, Mrs. Winkler seconded –

TO recommend the GRF Board accept the Application for Candidacy as a GRF Director, Candidate Eligibility Disclaimer, Candidate Instructions, How to be a Candidate To Run for the Golden Rain Foundation Board of Directors for Even-Numbered Mutuals Only, as amended.

Six Committee members and the Executive Director spoke on the motion.

The motion was carried unanimously by the Committee members present.

Employee Handbook, Proposed Revision

The Committee Members, the Executive Director and the Human Resources Director discussed proposed revisions to the Employment of Foundation Directors, Spouses/Others to avoid Potential Conflict of Interest section of the Employee Handbook. It was the consensus of the Committee to discuss the topic at a later date.

NEW BUSINESS

Possible Dedicated EOC Space

The Executive Director recommended moving the Safety/Emergency Coordinator from the Amphitheater office to the Physical Properties office, making available space to facilitate the creation of an Emergency Operations Center (EOC) directly adjacent to the radio room. Upon discussion, the Committee reached consensus to take no action, at this time.

Employee Benefits Renewal

The Human Resources Director spoke on the Employee Benefits Renewal package.

Mr. Lukoff MOVED, seconded by Ms. Stone -

TO recommend to the GRF Board for approve the current Medical Plan be renewed with Kaiser, the Dental HMO, PPO, VSP Vision, Life, Long Term Disability, AD & D and the Employee Assistance Plans be renewed with Guardian; the employee paid Voluntary Life Plan be renewed with Guardian and the employee paid Pet Insurance Plan be renewed with VPI Pet.

Additionally, the Kaiser HMO High Plan be revised to increase copays, the Foundation set aside \$500, per employee, to reimburse any employee for the first \$500 copay they incur for themselves or a covered dependent to offset the increased out of pocket costs.

The Committee Members, the Executive Director and the Human Resources Director spoke on the motion.

The motion was carried unanimously by the Committee members present.

Job Descriptions/Title Changes

Mrs. Winkler MOVED, seconded by Ms. Stone and carried unanimously by the Committee Members present -

TO amend the position description/title of Controller to Director of Finance.

Mr. Lukoff MOVED, seconded by Ms. Rapp and carried unanimously by the Committee Members present -

TO adopt the position description/title of Assistant Service Maintenance Supervisor.

Ms. Rapp MOVED, seconded by Mrs. Winkler and carried unanimously by the Committee Members present-

TO approve to forward to the Finance Committee the Assistant Service Maintenance Supervisor position to determine if non-budgeted funds, from the appropriate cost center, are available for the position.

4000 Series Policies

The Executive Director advised that he will respond to shareholder/member inquires pertaining to the 4000 Series policies that the policies will be reviewed to confirm their inclusion in the Employee Handbook; if duplicated in the Handbook, they will be rescinded. The remaining 4000 Series policies will be posted.

POLICIES

Adopt Policy 4191-36, Commissions

The Chair proposed updating the policy by replacing the title Media Manager with Publications Manager.

Ms. Stone MOVED, seconded by Ms. Rapp and carried unanimously by the Committee members present-

TO recommend to the GRF BOD to adopt Policy 4191-36, Commissions.

Adopt Policy 5606-30, Agendas and Minutes

The Chair proposed the adoption of a policy establishing uniform appearance of all Board, Committee and Sub-committee agendas and minutes by use of a common World document template by all Recording Secretaries. The Committee reached consensus to address the topic at a later date.

Amend Position Description 3193-33, Mutual Recording Secretary

Ms. Rapp MOVED, seconded by Ms. Stone and carried unanimously by the Committee members present-

TO accept amendment of Position Description 3193-33, Mutual Recording Secretary.

Amend Employee Handbook, Section 8 (D), Driving on Foundation Premises

The Human Resources Director recommends an amendment to the GRF Employee Handbook Section 8 (D), driving on Foundation Premises, to reflect a change in the term "parking tag" to the new "parking/entry permit". The Committee reached consensus to review the topic at the next Committee meeting.

STAFF REPORTS

Human Resources Director

The Human Resources Director presented her report, as attached.

Executive Director

The Executive Director requested and received consensus from the Executive Committee to seek consensus of the GRF Board of Directors to open a dialog with the City of Seal Beach for the consideration of a quit claim deed between GRF and the City, of Trust property, from the exterior of proposed wall sections L & M and Westminster.

Finance Supervisor

The Finance Supervisor presenter her report, as attached.

SHAREHOLDER/MEMBER COMMENTS

No shareholder/members spoke on various topics under the Committee's purview.

EXECUTIVE SESSION

Mr. Lukoff MOVED, seconded by Ms. Rapp and carried unanimously -

TO enter into an executive session meeting.

ADJOURNMENT

Mrs. Reed MOVED, seconded by Ms. Rapp and carried unanimously-

TO return to the open Committee meeting.

The meeting was adjourned at 3:56 p.m.



Carole Damoci
Chair, Executive Committee
02.22.16/dfb

**RECAP OF MOTIONS AND ACTIONS TAKEN AT THE EXECUTIVE COMMITTEE
MEETING ON FEBRUARY 12, 2016**

MOTIONS

- **TO** recommend to the GRF BOD amendment of Policy 5025-30, Election Procedures;
- **TO** recommend to the GRF BOD amendment of Policy 5026-30, Election of Officers;
- **TO** recommend to the GRF BOD amendment of election documents: Application for Candidacy as a GRF Director, Candidate Eligibility Disclaimer, Candidate Instructions, How to be a Candidate to Run for the Golden Rain Foundation Board of Directors for Even-Numbered Mutuals Only.
- **TO** recommend to the GRF BOD approval that the current medical plan be renewed with Kaiser, the dental HMO, PPO, VSP Vision, Life, Long Term Disability, AD & D and the Employee Assistance Plans be renewed with Guardian and the employee paid Pet Insurance Plan be renewed with VPI Pet.

Additionally, the Kaiser HMO High Plan be revised to increase copays; the Foundation to set aside \$500, per employee, to reimburse any employee for the first \$500 copay they incur for themselves or a covered dependent to offset the increased out of pocket costs.

- **TO** amend the position description/title of Controller to Director of Finance.
- **TO** adopt the position description/title of Assistant Service Maintenance Supervisor
- **TO** recommend to the GRF BOD adoption of Policy 4191-36, Commissions of Finance.
- **TO** go into Executive Session at 3:40 p.m.;
- **TO** return to regular session at 3:56 p.m.

ACTIONS

- By unanimous consent, the Chair declared the reading of the quorum notification be dispensed with;

- The Committee meeting minutes of December 11, 2015, February 1, 2016 and February 4, 2016 were approved, as written;
- **TO** forward the Assistant Service Maintenance Supervisor position to the Finance Committee to determine if non-budgeted funds, from the appropriate cost center, are available for the position.