



BOARD OF DIRECTORS MEMBERS MEETING - GOLDEN RAIN FOUNDATION

May 26, 2015

Call to Order

President Winkler called the regular monthly meeting of the Golden Rain Foundation (GRF) Board of Directors members to order at 10:00 a.m., on Tuesday, May 26, 2015, in the Administration Conference Room.

Roll Call

The Corporate Secretary reported that Board members Michaelides, Blake, Snowden, Stone, Reed, Wood, Hood, Rapp, McGuigan, Krieger, Winkler, Damoci, Lukoff, Bolton and Moore were present. Absent: Messrs. Michaelides, Moore, and Bolton. Mr. Bolton arrived at 10:02 a.m. Executive Director Ankeny and Controller Miller were also present.

Pledge of Allegiance

We are honored today to have Barbara Simundza, past President, current Board Member and Art Instructor of the Leisure World Art League, to lead us in the Pledge of Allegiance.

Announcements/Service Award Presentation

The Committee meeting schedule is published in the *Golden Rain News*. All committee meetings are open to Shareholder/Foundation members.

The Library Services Supervisor, Vanessa Morris, presented a service plaque and pin to:

Charalee Becker	Library Department	10 years of service
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On behalf of the GRF Board of Board members, the President thanked Ms. Becker for her dedicated service.

President's Comments

The President did not offer comments.

Shareholder/Member Comments

One shareholder/member spoke on the work of the GRF Board.

NOTE: Foundation members are permitted to make comments before the business of the Board begins. Requests must be registered in advance of the meeting and comments are limited to four minutes.

CONSENT CALENDAR – APPROVAL OF BOARD COMMITTEE MEETING MINUTES

In accordance with Civil Code 4090, the Foundation has made available a summary of the meetings where a quorum of the Board was present. Quorums of the Board were present at eight Committee meetings in April. The Committee minutes for these meetings were approved earlier this month by their respective Committees:

- Minutes of the Finance Committee Board Meeting of March 30, 2015
- Minutes of the Library Committee Board Meeting of April 1, 2015
- Minutes of the Finance Committee Board Meeting of March 17, 2015
- Minutes of the Security, Bus & Traffic Committee Board Meeting of April 8, 2015
- Minutes of the Recreation Committee Board Meeting of April 13, 2015
- Minutes of the Executive Committee Board Meeting of April 14, 2015

The method with which these minutes will be approved is the Consent Calendar, which means any item placed on the Consent Calendar can be approved in one motion.

The Consent Calendar was approved, with no corrections or withdrawals, by general consent of the Board, as distributed.

The Committee Chairs were asked to stop by the Board Office within the next five business days to sign their approved Board Committee minutes. Once they are all signed, they will be posted to the website.

APPROVAL OF BOARD MEETING MINUTES

The minutes of the April 28, 2015 Golden Rain Foundation Board meeting were approved, by general consent of the Board, as presented.

ACCEPTANCE OF FINANCIAL STATEMENTS FOR AUDIT

Ms. Stone MOVED, seconded by Mrs. Wood and approved by general consent of the Board -

TO accept the April 2015 Financial statements for audit.

BUSINESS

Communications Committee

Amend Policy 2810-36, Community Submissions

The Communications Committee, at its regular scheduled meeting on May 14, 2015, unanimously recommended that the GRF Board amend Policy 2810-36, Community Submissions, which clarifies the rights or and regulations applying to Shareholder/members wishing to submit Letters to the Editor, Member Columns and other opinion articles to the Leisure World newspaper.

Mrs. Reed MOVED, seconded by Mr. Blake -

TO amend Policy 2810-36, Community Submissions

One Board Director and the Executive Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Executive Committee

Adopt Policy 4158-20, Media Relations

The Executive Committee, at its regular scheduled meeting on May 12, 2015, recommended that the GRF Board adopt Policy 4158-20, Media Relations, which establishes the authorized respondents to all media inquiries.

Ms. Rapp MOVED, seconded by Ms. Snowden, and carried unanimously by the Board members present.

TO amend Policy 4158-20, Media Relations.

Adopt Policy 5024-30, Committee Structure

The Executive Committee, at its regular scheduled meeting on May 12, 2015, recommended that the GRF Board adopt Policy 5024-30, Committee Structure, which establishes the types of committees of the GRF Board and the process by which the committee types are formed and dissolved.

Mrs. Damoci MOVED, seconded by Ms. Rapp-

TO adopt Policy 5024-30, Committee Structure

Two Directors spoke on the motion.

Mrs. Damoci MOVED, seconded by Mr. Blake-

TO commit 5024-30, Committee Structure, back to the Executive Committee for review/revision.

The secondary motion was carried unanimously by the Board members present.

Amend Policy 5026-30, Election of Officers

The Executive Committee, at its special meeting on May 26, 2015, recommended that the GRF Board amend Policy 5026-30, Election of Officers. The amendment updates the policy to bring it in line with Policy 5020-30, Organization of the Board.

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

TO adopt Policy 5026-30, Election of Officers

Amend Policy 5110-30, Executive Committee

The Executive Committee, at its special meeting on May 26, 2015, recommended that the GRF Board amend Policy 5110-30, Executive Committee. The amendment updates the policy to bring it in line with Policy 5020-30, Organization of the Board.

Mrs. Damoci MOVED, seconded by Mr. Hood and carried unanimously by the Board members present -

TO adopt Policy 5110-30, Executive Committee

Adopt Policy 5611-30, Calling a Special Board Meeting

The Executive Committee, at its regular scheduled meeting on May 12, 2015, recommended that the GRF Board adopt Policy 5611-30, Calling a Special Meeting. The policy cites the Golden Rain bylaws and ([Corp. Code §7211\(a\)1.](#)) Davis-Stirling Act pertaining to the circumstances of calling a Special GRF Board Meeting.

Mr. Craig MOVED, seconded by Mrs. Damoci-

TO adopt Policy 5611-30, Calling a Special Board Meeting

Two Directors spoke on the motion.

The motion was carried unanimously by the Board members present.

Rescind Regulations 4270, Community Rules and Regulations, 4321, Sick Leave, 4350, Military Leave, 4502.1, Payroll Computation, 4730, Corrective Interviews

It is the recommendation of the Executive Director and Human Resources Director that the following policies be rescinded:

Regulation 4270, Community Rules and Regulations- this regulation is a one line Executive Director regulation that is covered in Policies 4272 and 4290.

4321, Sick Leave – this regulation is covered in Policy 4320, Sick Leave.

4350, Military Leave – this Executive Director regulation, regarding a mandated leave, is covered under policy 4340.

4502.1, Payroll Computation – this Executive Director regulation is obsolete. Monthly salaries are not used in the payroll or accounting systems.

4730, Corrective Interviews – this Executive Director regulation, written in 1968, is no longer applicable. Performance issues are now documented via performance evaluation, a memo to file or an official performance improvement plan.

Ms. Stone MOVED, seconded by Mrs. Wood, and carried unanimously by the Board members present -

TO rescind regulations 4270, Community Rules and Regulations, 4321, Sick Leave, 4350, Military Leave, 4502.1, Payroll Computation, 4730, Corrective Interviews

Finance Committee

Amend Policy 5520-31; Reserves

Based on its recommendations of May 19, 2015, the Finance Committee duly moved and approved to recommend the GRF Board accept Policy 5520-31, as re-written.

Ms. Stone MOVED, seconded by Mrs. Damoci-

TO approve the amendments to Policy 5520-31, Reserves.

Eleven Directors spoke on the motion.

Mr. Craig MOVED, Mr. Blake seconded and carried unanimously by the Board members present –

TO call the question

The main motion was carried with three no votes (Lukoff, McGuigan and Wood).

Amend Policy 5518-30, Contract Procedures

At the regular scheduled meeting on May 19, 2015, the Finance Committee reviewed and amended Policy 5518-30, Contract Procedures, last amended in 1985. The amendments, which outlines the procedures to be followed when numbering and archiving all contracts, will bring the procedures up-to-date with current practices.

Ms. Snowden MOVED, seconded by Ms. Stone-

TO amend Policy 5518-30, Contract Procedures

One Director spoke on the motion.

The motion was carried unanimously by the Board members present.

ITS Committee

Approve SANS Audit

The services of three independent technology companies were interviewed by a team of GRF management and Directors: FPA Technology, WAMS, and Trushield. These source companies came by reference of the Foundation's financial auditor, legal counsel, and technology consultant. Each company was evaluated for their ability to perform a System Administration Networking and Security (SANS) risk assessment. In addition to submitting the lowest bid, Trushield was identified as the most qualified to perform the SANS risk assessment. At the April 21st meeting of the Finance Committee, it was of the consensus of the committee that non-budgeted funds in the amount of \$25,000 are currently available, upon committee review and Board approval.

Mr. Craig MOVES, seconded by Mrs. Damoci -

TO award the SANS Audit contract to Trushield for an amount not to exceed \$15,000, using available non-budgeted funds, charging the fees to a CC34 GL as provided by the GRF Controller for Audit, and authorize the President to sign the contract.

Five Directors and the ITS Manager spoke on the motion.

The motion was carried unanimously by the Board members present.

Mr. Lukoff left the meeting at 10:45 a.m.

Approve installation of second server

IT Services Committee recognized an opportunity to obtain a combined proposal from Trushield for the installation of a second server system and the SANS audit, allowing for both services to be performed during the same onsite visit, providing further GRF savings on vendor travel costs.

Trushield's statement of work for the second server installation includes: the design and implementation of a disaster recovery infrastructure of our server systems, synchronization and virtualization, server architecture, backups, and the interconnection between primary and secondary server sites. Trushield will also facilitate the procurement of any required hardware and software that serve as a component of the solution. IT Services has investigated the acquisition of hardware directly with its Dell representative but found Trushield's pass-through costs to be better pricing. Trushields proposal, including hardware, software and installation is \$56,580.00.

Mr. Craig MOVED, seconded by Ms. Stone -

TO approve a discounted, combined contract from Trushield for second server installation, for an amount not to exceed \$60,000.00, and authorize the President to sign any contracts.

One Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Library Committee

Adopt Policy 2501-35, Library Patron Use

Policy 2501-35, Patron Use, sets forth information on hours of operation, limitations on borrowing material, schedule of fines, fees and business services, artwork displays in the library building and literature.

Mrs. Reed MOVED, seconded by Mr. Hood-

TO adopt policy 2501-35, Library Patron Use

One Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Rescind Policies 2503, Literature-Library, 2505, Library Hours of Operation, 2510, Library Limitations on Borrowing Material, 2515 Library Schedule of Fines, Fees and Business Services, 2525, Artwork Displays in Library Buildings

With the adoption of Policy 2501-35, Patron Use, the following policies are no longer necessary: 2503, Literature; 2505, Hours of Operation; 2510, Limitations on Borrowing Material; 2515, Schedule of Fines, Fees, and Business Services; and 2525 Artwork Displays in the Library Building.

Mrs. Reed MOVED, seconded by Ms. Snowden, and carried unanimously by the Board members present.

TO rescind policies 2503, Literature-Library; 2505, Library Hours of Operation; 2510, Library Limitations on Borrowing Material; 2515, Library Schedule of Fines, Fees and Business Services; 2525, Artwork Displays in Library Buildings.

Physical Property Committee

Approve Community-wide Movement Study

At its March 13, 2015 meeting, the Physical Property Committee determined the need to conduct a Community-wide Movement Study; however, funds for this project were not budgeted. The Physical Property Committee reviewed quotes from four different companies specializing in this field.

At its April 21, 2015 meeting, the Finance Committee approved the non-budgeted funds, not to exceed \$11,000.00, to perform a Community-wide Movement.

Mrs. Damoci MOVED, seconded by Ms. Rapp

TO approve the Community-wide Movement Study

Five Directors, the Executive Director and the Facilities Director spoke on the motion.

The motion was carried unanimously by the Board members present.

Approve contract for Wall Section B

At the regular scheduled meeting of the Finance Committee (FC) on January 20, 2015, the FC reviewed a request by the Physical Properties Committee (See Exhibit A) for the replacement of Perimeter Wall Section B (See Exhibit B) contingent upon available funds determined by the FC. At that meeting, it was a unanimous consensus of the FC to proceed with this project, not to exceed \$350,000, with funds from Reserves (See Exhibit C)

At the regular scheduled meeting of the Physical Properties Committee (PPC) on March 13, 2015, the Project Coordinator reported eight Requests for Proposals were sent out for this project and only one was received; also at this meeting, the PPC asked staff to conduct a property survey to determine location of Wall Section B and what property it was built on. The report was received on May 6, 2015 and determined that Wall Section B was completely on Trust property.

Mr. Hood MOVED, seconded by Mrs. Damoci-

TO approve up to \$350,000.00 for the completion of Perimeter Wall Section B and authorize the President to sign a contract to replace Wall Section B with John Dantuma Masonry for \$270,862.00, including the installation of Spike Strips and any other contingencies to complete the project.

Three directors and the Facilities Manager spoke on the motion.

The motion was carried unanimously by the Board members present.

A five minute recess was called by the President; the meeting resumed at 11:14 a.m.

Recreation Committee

Accept the Facilities and Amenities Ad hoc Committee (FAR) and Committee Members

At the April 13, 2015 Recreation Committee meeting, the Committee recommended that the President of the Golden Rain Foundation establish an Ad hoc Committee to review Clubhouse usage. The Facilities and Amenities Review (FAR) Ad hoc Committee will review the use of amenities and space of the Trust buildings and property, will write a procedure for assigning space and make a recommendation to the Recreation Committee, to be forwarded to the GRF Board. Those Directors/members who have agreed to serve are Carole Damoci, Linda Stone, Barry Lukoff, Kathy Rapp, Phil Hood, Joy Reed and Paula Snowden.

Ms. Rapp MOVED, seconded by Ms. Snowden-

TO Board accept the formation of the Facilities and Amenities Review (FAR) Ad hoc Committee, to review the use of amenities and space of the Trust buildings and property, will write a procedure for assigning space and make a recommendation to the Recreation Committee, to be forwarded to the GRF Board, and accept the so named Committee members Carole Damoci, Linda Stone, Barry Lukoff, Kathy Rapp, Phil Hood, Joy Reed and Paula Snowden.

Ten Board members spoke on the motion.

The motion was carried unanimously by the Board members present.

Amend Policy 1710-50, Adult Education

Policy 1710-50, Adult Education, has been reviewed by the Policy Rewrite Sub-committee and has been rewritten to reflect current practices.

Mrs. Damoci MOVED, seconded by Ms. Snowden and was carried unanimously by the Board members present -

TO amend Policy 1710-50 - Adult Education.

Security, Bus and Traffic Committee

Approve New Bus Route

At the May 13, 2015 meeting of the Security, Bus and Traffic Committee, the Committee duly moved and approved to recommend to the Golden Rain Foundation Board of Directors approval of a once weekly, three month trial bus route to the Market Place / Trader Joe's and Denny's shopping / entertainment centers at a cost of \$6,044.00 and forwarded a request to the Golden Rain Foundation Finance Committee for approval of the portion of the projected costs that exceed the budgeted funds of \$2,844.00.

At the regular scheduled meeting of the Finance Committee on May 19, 2015, the Finance Committee duly moved to approve the additional non-budgeted funds, in an amount not to exceed \$3,500.00, to be charged against operating funds.

Mr. Hood MOVED, seconded by Mr. McGuigan-

TO approve a three (3) month, one day per week, trial bus service to the Market Place/ Trader Joe's and Denny's shopping and entertainment areas at a cost not to exceed \$6,344.00 to be charged against operating funds.

Nine Board Members, the Executive Director, the Controller and the Fleet Manager spoke on the motion.

Mr. Bolton left at 11:52 A.M.

The motion was carried unanimously by the Board members present.

The President wished to acknowledge Mr. Hood and councilwoman Sandra Massa-Lavitt's hard work on the trial bus route.

Mr. Weaver and Mr. Winford left the meeting 11:57 a.m.

Amend Policy 5535-37, Pedestrian Gate Security

The Security, Bus, and Traffic Committee, at its regular scheduled meeting on May 13, 2015, recommended that the GRF Board amend Policy 5535-37, Pedestrian Gate Security. The amendments add the operational times of the vehicle gates and provides the Executive Director with the authority to temporarily change the opening and closing times of the community's gates.

TO amend Policy 5535-37, Pedestrian Gate Security, adding the operational times and to authorize the Executive Director to temporarily change the opening and closing time of the community's gates.

Mr. McGuigan MOVED, seconded by Mr. Hood and was carried unanimously by the Board members present.

CONTROLLER'S REPORT

The Controller's report is included at the end of the minutes as an attachment.

EXECUTIVE DIRECTOR'S REPORT

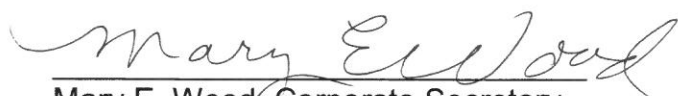
The Executive Director's report is included at the end of the minutes as an attachment.

BOARD MEMBER COMMENTS

Five Board members spoke on the professionalism of the current GRF Board.

ADJOURNMENT

The meeting was adjourned at 12:02 p .m.

A handwritten signature in cursive script, reading "Mary E. Wood".

Mary E. Wood, Corporate Secretary
GRF Board of Directors
dfb