



Executive Committee

Agenda

Administration Conference Room

Friday, November 13, 2015

1:00 p.m.

1. Call to Order/Pledge of Allegiance
2. Roll Call/Notice of Quorum
3. Chair's Announcements
 - a. Introduction of Guests and Staff
 - b. Rules of Order
 - c. Chair's Report
4. Approval of Minutes
 - a. Minutes of October 9, 2015
5. Shareholder/Member Comments – Agenda Items Only
(Limited to 3 minutes per person)
6. Correspondence
 - a. From Mary Hargrave regarding Elections (p.1-2)
7. Old Business
 - a. Discussion only – Code of Ethics & Censoring Policy (pp.3-8)
 - b. Discussion only – Bylaws
 - c. Employee Longevity
8. New Business
 - a. Election Procedures – Courtney Knapp, Stock Transfer Agent (p.9-10)
 - b. Purchase of Generator (p.11)
 - c. Directors Luncheon
 - d. Renumbering of Policies – Discussion Only
 - e. Publications Manager Job Description
 - f. Rename Communications Committee

9. Policies

a. Adopt/Revise

i. Resolution 5032-30, Indemnification Resolution (p.12)

ii. Policy 5103-30, Committee Meetings – Board Members' Attendance
(p.13)

b. Rescind (No Action)

10. Sub Committee Reports

a. Emergency Planning

b. Policy & Procedure Sub-Committee

11. Staff Reports

a. Human Resources Director

b. Executive Director

12. Shareholder/Member Comments

(Limited to 3 minutes per person)

13. Committee Member Comments

14. Adjourn to Executive Committee Executive Session

a. Approval of Executive Session minutes

i. October 9, 2015

b. Personnel

c. Personnel Disciplinary Actions

15. Next Meeting – Friday, December 11, 2015 at 1:00 p.m. in the Administration
Conference Room.

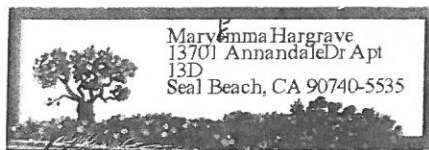
16. Adjournment

a. Friday, November 20, 2015 – Minutes distributed and posted on the website

b. Monday, December 7, 2015– Agenda items are due to the Recording
Secretary

c. Tuesday, December 8, 2015 – Agenda packets are to be distributed and
posted on the website

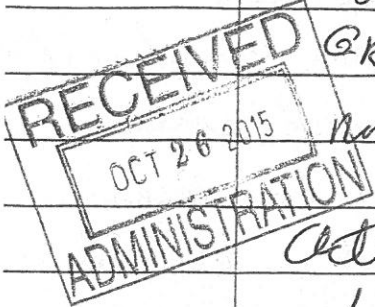
10/13/15



562-799-8857

Time running out for 10/14 10-N M#1 Rally
Clarify

correct procedure for candidate seeking
GRF Board interim empty M#1 position
now to June 16



Acting for the greater good is not apparent
if underlying procedural steps are
ignored if

1. are candidates required to be members/
directors of the board they are representing
a length of time working on board to
get understanding of job representing these
shareholders

b. reasonable length of time living
in LW to understand the formidable job
of representing 6000+ shareholders

c. voted in by percentage of Mutual #1
voters or position created by Betting
board as Advisory Director taking
advantage of GRF board opening from
Oct 2015 to June 2016. Better served if
candidate's exceptional work history
stay + work for Mutual One Board needs
to June 2016. Then apply thru regular vote
channels for ascension to GRF open position

not go in as seasoned GRF Board member against established M#1 board members more time and work related officers. "Jumping Jack" positions are questionable. Let such people prove their worthiness through proper procedures and working accomplishments over time & with performance.

2. Are creating board positions a common happening? Replacing board losers is different when loss occurs. These openings have assigned job expectations & performance reviews. Not so "in the cloud", "off the top of the head suggestions" are ONLY that and may not be jumping Jack allowed positions to a higher control without just performance ratings, time & action exhibits working one or two years as the case in M#1.

My personal observation is such that a precedence not be set for future "jumping Jack" to get their quick control of L.W. Shareholders future destination handling.

Thank you for your comments so 10/14/11 Rally handling to quell potential candidates appearance to "Vote for Me" can proceed before jumping into the ring.

Golden Rain Foundation

BOARD OF DIRECTORS CODE OF ETHICS AND CONDUCT

Proposed June, 2014

I. PURPOSE

The Golden Rain Foundation (“Foundation”), through its volunteer Board of Directors, (the “Board”), is responsible for management, maintenance and administration of a residential common interest development (the “Project”), under the Declaration of Trust (“Trust”), which grants the Foundation the authority to manage various affairs on behalf of the sixteen (16) Mutuels (hereinafter the “Mutuels”);

The Board must be self-governing, self-policing, and have consistent guidelines for its operations. The Board of Directors hereby establishes their Code of Ethics and Conduct (“Code”), to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations.

Compliance with the provisions of this Code will help the Board to fully enhance relationships and foster teamwork among Board members and also with staff; and to build respect, confidence, and credibility.

II. CODE OF ETHICS

Each Board member shall adhere to the following Code of Ethics:

A. Board members shall act with integrity and in an ethical and professional manner at all times.

B. Board members shall maintain high ethical conduct professionally and personally, so that their behavior will reflect positively upon the Board and the Foundation.

C. Board members shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Board members.

D. Board members shall use proper care and exercise independent professional judgment in the performance of their duties.

E. Board members shall maintain strict confidentiality about all matters that are: considered and/or discussed in closed session meetings; attorney-client privileged; or information and documents not otherwise authorized to be disclosed to non-directors by at least a majority of the Board, and which is not a matter of public record.

F. Board members will recuse themselves and will not participate in the consideration of any matter or attempt to affect the outcome of any issue before the Board when to do so will result in an actual conflict of interest or might result in even the appearance of a conflict of interest.

G. Board members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Board decisions.

H. Board members recognize that all Board decisions and actions are to be based on integrity, competence, due care, objectivity and independent judgment on the merits.

III. STANDARDS OF CONDUCT

Board members shall comply with the following standards of conduct:

A. Board members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or the Foundation.

B. Board members will be respectful of each other and will not utilize Board meetings to upstage or embarrass fellow directors, staff or members.

C. Board members will respectfully consider the opinions of others during deliberations.

D. Board members will strive for integration of viewpoints or consensus building in decision-making.

E. Board members will respect and support the judgment and ultimate direction of the Board in regards to its decisions, including dissenting directors.

F. Board members will refrain from using Board meetings to advance their personal agenda.

G. A Board member shall not participate in a breach of this Code of Ethics and Conduct by another member, contribute to the concealment of such breach, or knowingly or negligently allow such breach to occur.

IV. GIFTS

A. A Board member shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent

judgment of the member regarding his or her obligations to the Board. All gifts must be reported to the President, in writing, within three (3) days of receipt, and gifts received by the President shall be so reported to the Vice President.

B. Any gift received by a Board member that is prohibited by this policy shall immediately be returned to its source. If a gift is immediately returned to the sender or donated to a suitable charitable organization, it will not be necessary to report the gift.

V. GENERAL PROVISIONS

A. The provisions of this policy do not excuse any Board member from other restrictions of state or federal law regarding conflicts of interest or acceptable standards of conduct.

B. Any breach of this Code of Ethics and Conduct shall be reported to the Executive Committee. The Committee will investigate, as appropriate, and report its findings and recommendations in writing to the Board.

I hereby pledge to honor and follow, according to both the letter and the spirit, this Code of Ethics and Conduct.

Date:

TYPE OR PRINT NAME

SIGNATURE

Board Procedures

DIRECTOR CENSURING PROCEDURE

All members of GRF's Board of Directors are expected to conduct themselves in a professional and ethical manner and failing to do so may, *inter alia*, lead to a censure and any other available means of discipline. A "censure" is the process by which the Board, acting by a two-thirds majority vote, can reprimand or condemn the actions of a fellow member for any violation of law or policy (including violations of fiduciaries duties through acts or omissions) or any other conduct committed by a Board member which injures, tends to injure, or threatens GRF and/or undermines the integrity or effectiveness of the Board. Following outlines the steps and actions to censure a director.

1. **Motion to Censure:*** All Board proceedings related to a censure motion shall be conducted in a closed, executive session meeting. The following procedures shall apply before a director is censured:
 - 1.1. The member initiating censorship of a fellow director shall provide at least five (5) days advance written notice of their desire to make a censure motion to all Board members and shall otherwise comply with the agenda process for board meetings. The notice shall include the reason or reason(s) for the proposed censure;
 - 1.2. Any member(s) subject to a proposed censure motion may provide a written response to all Board members no later than two (2) days prior to the meeting at which the motion will be entertained. The impacted member shall be permitted an opportunity at the meeting to respond to the reason or reason(s) for the proposed censure. If the Chair elects not to place the motion on the agenda of the next scheduled meeting of the Board, a member may request that the motion be added through an appropriate motion to amend the agenda at the time of the meeting, by two-thirds (2/3) vote;
 - 1.3. Any member(s) subject to censure shall be provided with at least (10) days prior notice of the date, time and location of the meeting at which censorship will be considered, and no more than fifteen (15) days written notice of the Board's decision.
 - 1.4. A censure motion must obtain a second before there can be any discussion by the Board;
 - 1.5. A censure motion that receives a second may be debated by the Board;
 - 1.6. Following debate, the Board may take one of the following actions: a) approve the motion by a two-thirds (2/3) majority vote of a quorum of the directors; b) reject the motion; or c) table the motion by a simple majority for any reason, including, but not limited to, the desire of the majority to gather additional information and/or permit the affected member(s) to respond further.

2. At any time, the Board may refer possible misconduct by a Board member to the Executive Committee for further handling.

Enforcement Procedure

The following outline is not intended to limit the Board in its available remedies to address directors requiring censure; rather, the following are the suggested steps the Board can and should take in the event a member of the Board acts unilaterally, discloses confidential information, fails to attend an unreasonable number of consecutive meetings, without excuse, or fails to conduct himself or herself in a professional manner, including disruptive conduct, following personal agendas (including, but not limited to, personal financial agendas) or otherwise failing to comply with GRF's policies, procedures, governing documents or the law. In the event of an egregious act or omission by a Board member, or an act or omission that creates a threat to the health, safety or wellbeing of any individual, GRF or the community, the Board can and should take any and all necessary actions, in addition to (or other than) censorship, notwithstanding the following procedures.

1. 1st Offense:
 - 1.1. Issue the offending director an official written warning regarding the conduct or omission:
 - 1.1.1. Education – Educate the Board member, in writing, as to the fiduciary duty he/she owes GRF, and the specific duties required by such a duty.
 - 1.1.2. Code of Conduct Policy – the Board should remind the offending Director of any relevant provisions set forth in GRF's policies.
 - 1.2. Exception: for egregious conduct or omissions, the non-offending Board members may vote to remove the director from his/her office or take any other action deemed necessary and prudent as outlined herein.
 - 1.3. ***Board Action Item**: Motion to Censure as outlined above.
 - 1.3.1. **Alternative**: refer to Executive Committee.
2. 2nd Offense:
 - 2.1. Issue the offending director a written letter of censure regarding the conduct or omission.
 - 2.2. Board to consider removing director from office (e.g., strip the director from office of President, Vice President, Treasurer, Secretary, etc.) and/or removal from committee(s).
 - 2.3. Board to consider delivering a written request to the director requesting his or her resignation, instructing the director to submit written notice of resignation to any member of the Board, including the effective date of said resignation.
 - 2.4. ***Board Action Item**: Motion to Censure as outlined above.
 - 2.4.1. **Alternative**: refer to Executive Committee.
3. 3rd and Subsequent or Continuing Offense:

- 3.1. Board to consider calling a special meeting of the members for the purpose of recalling/removing the rogue director:
 - 3.1.1. Notice of meeting to be given in the same manner as an annual meeting. (Bylaws, Article III, Section 3, Section 6.)
- 3.2. ***Board Action Item:** Motion to Censure as outlined above.
 - 3.2.1. **Alternative:** refer to Executive Committee.
4. Offenses relating to the disclosure of confidential or sensitive information¹:
 - 4.1. In addition to the foregoing procedures, the Board should also take steps to prevent the rogue director from accessing information:
 - 4.1.1. Involve GRF's attorney to evaluate liability risk regarding unauthorized disclosure, invasion of privacy claims or conflict of interest.
 - 4.1.2. Upon a vote of a majority of the non-interested Board members, and after consulting with legal counsel, a director who has unilaterally disclosed sensitive or confidential information may be screened and prevented from accessing such information.
 - 4.2. Note: directors cannot be excluded from duly noticed executive session Board meetings. However, the Board can consider forming an executive committee for handling sensitive and confidential information without the rogue director.

¹ Individual Board members can disclose information that is public knowledge, information from open meetings of the Board, and information otherwise authorized to be disclosed by a the Board (i.e., at least by a majority of a quorum). Individual Board members **MUST NOT** disclose information from executive session meetings, attorney-client privileged communications (unless otherwise authorized by the Board) and sensitive information not authorized by the Board, such as, but not limited to, the names of individual members delinquent in the payment of carrying charges or personnel matters.

GRF BOARD OF DIRECTOR-MUTUAL ONE CANDIDATE INSTRUCTIONS

Thank you for your interest in serving on the GRF Board of Directors representing Mutual One. The attached Application for Candidacy ("Application") is for ALL candidates, whether you are self-nominated or have been referred (nominated) by your Mutual Board of Directors or your Mutual's Nominating Committee.

1. Candidates who are Self-Nominated: Applications are available in the GRF Board Office beginning Wednesday, September 16, 2015.

Candidates who are nominated by a Board of Directors or Board Nominating Committee: Your Mutual Secretary will notify the GRF Board Office of your nomination before 4:30 p.m. on Friday, September 25, 2015. For organization purposes, we ask that nominated applicants also complete an application. A staff member will call you regarding the application.

2. Resume/Biography: Each candidate shall submit a typed statement ("statement") with a maximum of 300 words. Statements must have your name, Mutual and Apt. # at the top of the page and contain qualifications, background and platform. Please attach the statement to the back of the application.
3. Return the Application and the Statement to the GRF Board Office before 4:30 p.m. on Friday, September 25, 2015, in person or by mail to Golden Rain Foundation Board Office, P. O. Box 2069, Seal Beach, CA 90740.
4. Mailing Labels: Please see GRF Policy 5025, Election Procedures, Section 3(h)(7) (page four of policy) for instructions on obtaining mailing labels for the addresses in a candidate's respective Mutual.
5. Important Dates:

Friday, Sept. 25	Deadline for applications to be returned
Thursday, Oct. 1	Ballots mailed by independent election services co.
Tuesday, Nov. 3	Deadline to receive secret mail-in ballots
Wednesday, Nov. 4	Ballot counting at 10 a.m. in Clubhouse Four

If you have any questions about being a candidate for the GRF Board, call 562-431-6586, Ext. 303 for the Board Office or 310 for Administration

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The Golden Rain Foundation has established reasonable rules for the conduct of its election. The following rules have been established for statements:

- Statements shall contain a candidate's background qualifications, and platform;
- Statements shall be a maximum of 300 words;
- Only a member in good standing is eligible to be a candidate. A member in good standing is defined as a member who is not in arrears of their carrying charge;
- Article VI, Election of Directors, Section 1, Qualifications, of the By-Laws of the Golden Rain Foundation, state:

Only an active member of the Corporation is qualified to be a director. An active member of this corporation who is (a) an officer or director of a Mutual Corporation at Seal Beach Leisure World; (b) a member of any City Council; (c) a member of the Board of Supervisors of the County of Orange, California; (d) a member of the Planning Commission for the City of Seal Beach, California, or the County of Orange, California; (e) an elected official of any city, county, governmental body or political subdivision thereof; (f) an individual, a member of any entity or partnership, or an officer or director of any other corporation engaged in supplying material, services or labor to the Golden Rain Foundation, shall not be qualified to serve as a director of this corporation.

- Article II, Membership, Section 3, Membership – Eligibility and Acceptance, of the By-Laws of the Golden Rain Foundation, state:

All stockholders or members in good standing of any non-profit cooperative housing corporation sponsored by this Corporation and providing housing in Seal Beach Leisure World, a cooperative housing development, and all members of Seal Beach Mutual No. Seventeen, a non-profit mutual benefit corporation, located in Seal Beach, California, shall be entitled to active membership in this Corporation, which membership shall be appurtenant to the respective shares of stock of said non-profit cooperative housing corporations and appurtenant to the memberships in Seal Beach Mutual No. Seventeen. It is the intention of this corporation to offer such services, as it may provide, only to occupant stockholders of said non-profit cooperative housing corporations and members of Seal Beach Mutual No. Seventeen. Application for membership shall be made concurrently with the execution of a subscription agreement for stock or membership in such a cooperative housing corporation or subscription agreement for membership in Seal Beach Mutual No. Seventeen, and shall be accompanied by such portion of the initiation fee as the Board of Directors shall from time to time determine. When a subscription is accepted by such a cooperative housing corporation or Seal Beach Mutual No. Seventeen, and stock or a membership certificate is issued to a subscriber, notice shall be sent to said subscriber of his or her eligibility for membership in this corporation and a request for payment of the full initiation fee shall accompany said notice. Payment of said initiation fee shall constitute an acceptance of membership and agreement to abide by these By-Laws and rules and regulations of the Corporation. Failure to make payment of the initiation fee at the time fixed by the Board of Directors shall render the candidate's eligibility of membership null and void at the discretion of the Board of Directors. The authorized number of membership shall be to the cooperative housing corporation stockholder occupants and to members of Seal Beach Mutual No. Seventeen, the total of said units being 6,608.

MEMO

TO: EXECUTIVE COMMITTEE
FROM: EMERGENCY PREPAREDNESS SUB-COMMITTEE
SUBJECT: PURCHASE OF GENERATOR
DATE: NOVEMBER 2, 2015
CC: FILE

At its September 25, 2015 meeting, the Emergency Preparedness Sub-Committee reviewed specification and cost estimates from three (3) suppliers for a Generac XG8000E CARB-compliant (8000 watt) generator. The Sub-Committee unanimously concurred to forward a request to the Executive Committee to proceed with the purchase of this important item. Funds in the amount of \$2,500.00 are in the 2015 Reserves. The quotes and specification are attached.



Generac XG8000E CARB-compliant generator.

- | | |
|-------------------------|--------------------------|
| 1. Northern Tool Supply | \$1,479.00 Free shipping |
| 2. Amazon | \$1,479.00 Free shipping |
| 3. The Home Depot | \$1,479.00 Free shipping |

Action Requested:

Motion to recommend to the Board the purchase from Reserve Funds a Generac XG8000E CARB-compliant generator, in the amount of \$1,479.00

GOLDEN RAIN OPERATIONS**Indemnification Resolution**

RESOLUTION:

RESOLVED, that this corporation, in consideration of each of the directors of the corporation acting in the capacity of director, hereby agrees to and does indemnify each director of the corporation for any and all claims including, but not limited to, costs and attorney's fees imposed upon said director by reason of any act, action, or other manner of taking action as a director of this corporation on behalf of the corporation, done and made in good faith including, but not limited to, all costs and attorney's fees incident to the defense of said position whether rightly or wrongly performed, as long as the same was done in good faith on behalf of the corporation. The corporation agrees to indemnify each of the directors for said expenses or liabilities by reason of serving in the position of director of the corporation.

RESOLVED FURTHER, that this indemnification applies to any claim arising out of a director's alleged misfeasance or nonfeasance in the performance of his duties past, present or future, or out of any alleged wrongful act against the corporation or by the corporation, each and every such indemnity agreement specified by the adoption of this resolution is subject to any limitations thereof imposed by the Corporation Code of the State of California or any other law applicable to the corporation limiting such indemnity on behalf of the corporation to a director of the corporation.

Resolution

Adopted: 17 Feb 76

**GOLDEN RAIN FOUNDATION
Seal Beach, California**

(Feb 76)

Page 1 of 1

GOLDEN RAIN OPERATIONS**COMMITTEE FUNCTIONS****Committee Meetings – Board Members' Attendance**

Any Board member may attend any standing committee meeting as an observer in accordance with the provisions of Davis-Stirling Open Meeting Act, Civil Code §1363.05(k)(1).

This provision allows GRF Director non-members of standing committees as well as the Executive Committee to attend the meetings of standing committees strictly as 'observers' of said standing committee meeting. Non-member 'observers' are not to participate in any discussion or deliberation of topics or items being heard during said standing committee meeting.

An exception to the strict 'observer' condition, described in the above paragraph, may occasion when a Committee Chairperson invites a non-member GRF Director to a committee meeting for the purpose of assisting the committee in study and research of any project under the jurisdiction of the committee.

Care must be taken by the Chairperson to assure no more than nine (9) GRF Directors take an active (non-observer) part in committee meetings.

Policy

Adopted: 17 Nov 87
Amended: 21 May 96
Amended: 18 Sept 12

GOLDEN RAIN FOUNDATION
Seal Beach, California

(Sept 2012)