



**BOARD OF DIRECTORS MEETING MINUTES
GOLDEN RAIN FOUNDATION
December 21, 2021**

CALL TO ORDER

President Susan Hopewell called the regular monthly meeting of the Board of Directors (BOD) of the Golden Rain Foundation (GRF) to order at 10:00 a.m., on Tuesday, December 21, 2021, in Clubhouse Four and via live stream.

PLEDGE OF ALLEGIANCE

Anna Derby and Carl Kennedy led the Pledge of Allegiance.

ROLL CALL

Following the roll call, Recording Secretary, Tia Makakaufaki reported that Directors Perrotti, Gambol, Geffner, Gerber, Thompson, Hopewell, Doder, Levine, Melody, Friedman and Isom and were present.

Director Pratt, Snowden, Mandeville, Damoci and Massetti were present via Zoom.

Director of Human Resource, LeAnn Dillman and Mutual Administration Director, Jodi Hopkins were also present via Zoom.

Directors Ableser and Slutsky were absent.

Sixteen Directors participated, with a quorum of the voting majority.

The Director of Finance, Carolyn Miller, Facilities Director, Mark Weaver and Recording Secretary, Tia Makakaufaki were also present.

ANNOUNCEMENTS

The President reminded the audience that draft and approved GRF Board minutes are not available from the receptionist in the Administration building.

After a brief discussion regarding the emergency item to be added onto the agenda, Ms. Hopewell MOVED, seconded by Ms. Gambol and carried unanimously by the Director's present –

TO accept the emergency item regarding PayScale to be added
onto the agenda, as presented.

SERVICE ANNIVERSARIES AND EMPLOYEES OF THE MONTH

To minimize the number of required attendees at today's meeting, we are postponing the service awards and staff commendations.

SEAL BEACH COUNCIL MEMBER'S REPORT

Seal Beach Council member Sandra Massa Lavitt provided an update on the proceedings of the Seal Beach City council meeting.

HEALTH CARE CENTER ADVISORY BOARD UPDATE

The next update will be January 25, 2021, GRF Board of Directors meeting.

SHAREHOLDER/MEMBER COMMENTS

In accordance with Policy 5610, Participation by Foundation Members, members may enter a comment period prior to the beginning of business. **NOTE:** Foundation members are permitted to make comments before the business of the Board begins. Requests must be registered in advance of the meeting. The Open Meeting Act allows boards of directors to establish reasonable time limits for the open forum and for speakers to address the board.) Time limits, per speaker, are limited to:

- 4-minute limit per speaker, when there are no more than 15 speakers

One member offered a comment at the meeting.

CONSENT AGENDA

The consent agenda included minutes of the • Minutes of the GRF Administration Board Committee Meeting of November 4, 2021 • Minutes of the Recreation Board Committee Meeting of November 1, 2021 • The minutes from November 23, 2021, GRF Board Meeting • the GRF Board Report dated December 21, 2021 • The acceptance of the Financial Statement, November 2021 • Approve Capital Funds Investment Purchase.

AD HOC REPORTS

The reports from the Chairs of the Governing Documents Ad hoc Committee, Strategic Planning Ad hoc Committee, and the Website Redesign Ad hoc Committee and Management Services and Contract Ad hoc Committee were presented.

Final report was read by Chair, Mrs. Damoci, Ms. Hopewell MOVED, seconded by Mr. Melody and carried unanimously by the Director's present –

TO accept the Management Ad hoc Committee's final report and
formally recognize the dissolution of the Committee.

Three Directors spoke on this motion.

NEW BUSINESS

GENERAL

Emergency Item – PayScale Contract

To discuss the approval of the PayScale contract. The pricing quoted in the proposal for salary data research and reporting is due to expire 12/31/2021. The purpose of adding PayScale is the ability to conduct independent salary searches throughout the year and providing strategic power of compensation analysis. PayScale provides relevant pay data to allow GRF to gain a competitive advantage under these unique market conditions without the financial burden of other salary surveys that can range from \$13,000 to \$20,000.

The cost of a one-year subscription/contract with PayScale is \$5,875. For further discussion, a (3) three-year subscription is available at the cost of \$5,000 per year for a total commitment of \$15,000. Prior to this year-end significant discount, the previously quoted annual subscription was \$6,700.

As stated in the GRF Administration Committee Charter, Section 4.11. Preview the Salary Survey or benchmark report at least every three (3 years), the addition of PayScale satisfies this requirement and can be performed throughout the year at a significant cost savings.

Ms. Gambol MOVED, seconded by Mr. Friedman present –

TO approve the PayScale contract for a one-year subscription contract at a cost not to exceed \$5,875. Funds to come from Operating Budget and authorized the President to sign the contract.

Motion passed with six no votes (Directors Snowden, Geffner, Thompson, Dodero, Levine and Isom).

Eleven Directors and the Human Resource Director spoke on the motion.

Workers' Compensation Policy Renewal

Our insurance broker, DLD Insurance, has reviewed our coverage and obtained bids from four carriers including our current carrier, Cypress Insurance Company, Berkshire Hathaway(BHHC).

The bids ranged from \$201,199 to \$283,000 with the lowest bid coming from BHHC, our current carrier. The 2022 budget for this expense is \$212,714.

Ms. Gerber MOVED, seconded by Mr. Melody and carried unanimously by the Director's present –

TO approve renewal of our policy for Workers' Compensation Coverage, with Cypress Insurance Company, Berkshire Hathaway Homestate Companies (BHHC), for the 2022 policy year, in the amount of \$201,199 and authorize the GRF President to sign the required documents.

Two Directors spoke on this motion.

GRF ADMINISTRATION COMMITTEE

Operational Funding Request - Emergency Supply

At the November 4, 2021 meeting of the GRF Administration Committee, the Committee approved to recommend the GRF Board of Directors to authorize purchase of emergency supplies not to exceed \$10,000, pending the determination of the Finance Committee on the availability of the funds.

Ms. Hopewell MOVED, seconded by Mr. Mandeville and carried unanimously by the Director's present –

TO approve the purchase of emergency supplies, not to exceed
\$10,000, from Operational Funding.

One Directors spoke on the motion.

Lease Agreement - Use Of Trust Property Located In Building Five

At the November 4, 2021 GRF Administration Committee meeting, the Committee voted to recommend the Board approve the use of Trust Property commonly identified as 248 square feet of space adjacent to the Café in Building Five to Golden Age Foundation (GAF). Space will be used by OC Social Service personnel from Adult Protective Services, The Council on Aging, and Alzheimer's of OC to provide social service assistance and support to Golden Rain Foundation Members with assistance from Golden Age Foundation and Golden Rain Foundation Member Resources & Assistance Liaison.

Ms. Gerber MOVED, seconded by Mr. Dodero and carried unanimously by the Directors present –

TO approve the lease of Trust Property commonly identified as 248
square feet of space adjacent to the Café in Building Five to GAF for
the annual lease rate of \$1.00. Space will be used by OC Social
Service personnel from Adult Protective Services, The Council on
Aging and Alzheimer's of OC to provide social service assistance
and support to GRF Members with assistance from GAF and GRF

Member Resources & Assistance Liaison. I further move to authorize the President to sign.

Nine Directors, Facilities Director and Member Resource Liaison Assistant spoke on this motion.

Approval for Background Screening Service

At the December 2, 2021 meeting of the GRF Administration Committee, the Committee reviewed the background screening vendor. GRF has been using Employers Choice Screening as our primary resource for pre-employment, post-offer background screening services. This has been a cost-effective solution until recently. Effective December 5, 2021, there was a significant cost increase to each screening conducted.

The Committee unanimously approved to recommend to the Board, acceptance of the change of vendors based on the cost savings to the organization. Human Resources presented alternative providers and recommended this change in vendor. ADP (GRF's current payroll processing service provider) has been identified as the replacement.

Ms. Isom MOVED, seconded by Mr. Friedman and carried unanimously by the Directors present –

TO approve the cancellation of services conducted by Employers Choice providing 30 days written notice upon approval and authorize the signing of an agreement by Human Resources Director with ADP for its Screening Solutions for Golden Rain Foundation's background screening vendor to begin as soon as implementation can be initiated.

One Director spoke on the motion.

Amend Policy 30-5092-3 BOD Censure Procedure

At the December 2, 2021 meeting of the GRF Administration Committee, the Committee moved to recommend the GRF Board of Directors amend policy 30-5092-3, BOD Censure Procedure, including the two thirds (2/3) vote chart.

Legal Review:

“The 2/3 vote is included to ensure that any decision to censure is supported by a super majority of the Board. However, this vote threshold by no means is required under GRF’s governing documents and the law. The vote percentage can be changed to a majority of the directors or even a majority of a quorum of the directors, which is what is required for any Board action. I typically use 2/3 in anticipation that a vote to censure a director will result in conflict or challenge and, as a result, having 2/3 of the directors supporting such a position sends a stronger message and brings more credibility to the Board’s decision.”

Mrs. Perrotti MOVED, seconded by Ms. Gambol and carried unanimously by the Directors present –

TO amend 30-5092-3, BOD Censure Procedure, amending
language throughout the document also including the two thirds (2/3)
vote chart, as presented.

Three Directors spoke on this motion.

PHYSICAL PROPERTY COMMITTEE

Reserve Funding Request - HVAC In Clubhouse Six Upstairs

It has been requested to replace the upstairs HVAC systems at Clubhouse Six per the recommended specifications by SPEC Engineering. A Request for Proposal was sent out to four contractors two contractors provided quotes for this project and two contractors said the job was too big for their crew’s. The proposals are as follows:

Country Heating and Air Inc	\$229,321
Pro West Mechanical Inc	\$236,627
Alpine	No Bid
Greenwood	No Bid

At the November 4, 2021 Physical Property Committee, the Committee reviewed the bids and recommends the GRF Board of Directors to award the contract to Country Heating and Air Inc., at the cost of \$229,321, adding a 10% contingency of \$22,932, for permits and any extras for a total cost not to exceed \$252,253, after review by the Finance Committee.

Mr. Melody MOVED, seconded by Ms. Levine –

TO award a contract to County Heating and Air Inc, to replace the HVAC systems at Clubhouse Six upstairs per the recommended specifications by SPEC Engineering for a cost of \$229,321 and adding a 10% contingency \$22,932 for permits and any unseen extras, total cost not to exceed \$252,253. Funding from Reserves and authorize the President sign the contract.

Motion passed with six no votes (Directors Perrotti, Gambol, Pratt, Snowden, Gerber and Hopewell).

Eleven Directors and Facilities Director spoke on this motion.

Capital Funding Request – Aquatic Center

At the December 1, 2021 meeting of the Physical Property Committee, the Committee moved to recommend the GRF Board approve additional Capital Funding in the amount of \$1,325,000 to complete the Aquatic Center Locker and Equipment Rooms project and authorize the President to sign the needed contracts and send to Finance for review of available funding.

Mrs. Damoci MOVED, seconded by Mr. Dodero and carried unanimously by the Directors present –

TO approve additional Capital Funding in the amount of \$1,325,000 to complete the Aquatic Center Locker and Equipment Rooms project and authorize the President to sign the needed contracts.

Five Directors spoke on this motion.

RECREATION COMMITTEE

Final Vote - Amend Policy 70-1429.02-1 Golf Course Rules

At the October 26, 2021, meeting of the GRF Board of Directors, the Board voted to tentatively amend 70-1429.02-1 Golf Course Rules, pending a 28-day notice period to Foundation members. The document draft was published in the October 28 edition of the LW Weekly. Members were welcomed to submit their comments or questions to the Board Office on this matter. This process is recommended in accordance with Civil Code §4360.

No correspondence was received during the 28-day notification to the membership period.

Mrs. Perrotti MOVED, seconded by Mr. Friedman and carried unanimously by the Directors present. -

TO amend policy 70-1429.02-1 Golf Course Rules, updating document language, adding no dogs allowed on the golf course and Authorized Residents not playing shall not cross the golf course, as presented.

Two Directors spoke on this motion.

SECURITY, BUS AND TRAFFIC COMMITTEE

Capital Funding Request - Speed Cushions

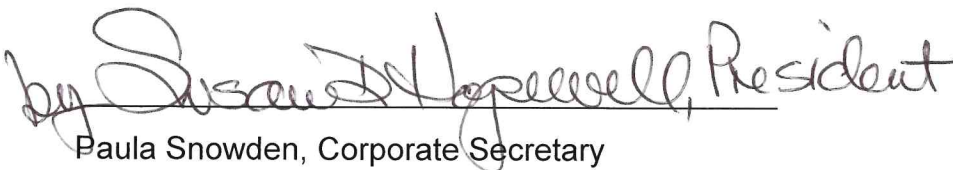
After a brief discussion, the committee concurred to send this item back to Security, Bus and Traffic Committee and Physical Property Committee.

BOARD MEMBER COMMENTS

Three Director offered a comment.

ADJOURNMENT

The meeting was adjourned was at 12:03 P.M.

by  President

Paula Snowden, Corporate Secretary
Golden Rain Foundation
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