



GRF Director's Handbook



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Why Serve on The GRF Board?

“MAKING A DIFFERENCE” BY JIM GREER

It has been said that “without a sense of caring, there can be no sense of community.” This means that your care for this community must overcome the negativity that may be thrust upon you. Instead, my challenge to each of you is to set aside your intentions to “prove them wrong” and as a member of the GRF Board follow five simple suggestions:

If you have a personal agenda, write it down. Give everyone a copy and see if it's worth following.

If you always have an axe to grind, despite all your complaining, you'll never be the sharpest tool in the shed.

If you have a pet peeve, decide either to give it a home, or let it go.

If you have a score to settle, stop keeping score, and settle.

And, if you have a hunger for power, go on a fast, swallow your pride, and hunger no more.

There are so many wonderful examples of people with a caring heart that made a difference in the world by serving. Martin Luther King, Jr., Nelson Mandela, Mahatma Gandhi and Mother Teresa. Each of these leaders made a global impact not by seeking fame, but by serving others on a personal level. Another of these great servants was theologian, organist, philosopher, and physician, Dr. Albert Schweitzer, who said -

“I don't know what your destiny will be, but one thing I do know: the only ones among you who will be really happy are those who have sought and found how to serve. “

Yes, it is possible to be really happy! Not because you are on the Board. But because you have decided to serve the people of this wonderful community. Thank you for volunteering to serve on the GRF Board!



What You Should Know Before Running for GRF Board

A. Responsibilities and Limitations of a GRF Board Director

1. You are a volunteer in an unpaid position.
2. You will represent all of Leisure World and not just the Shareholders of your Mutual.
3. Supervision over GRF Employees
 - a. A GRF Board Member has “no control (authority) over... GRF Employees.” All such authority rests exclusively with the Executive Director and his/her delegation of those duties through the organization’s management hierarchy.
 - b. The GRF Board and individual Board Members have no role in assigning tasks or directing the activities of individual GRF employees.
 - c. Aside from the GRF Board of Directors’ oversight regarding the Executive Director, neither the GRF Board and GRF Board Members can formally or informally assess employee work performance. Any such judgment by a Board Director that an employee action imperils the Foundation’s adherence to lawful practice or efficient operations must be shared, individually and in confidence, with the GRF Director of Human Resources.
 - d. Only GRF Committee Chairs, or anyone commissioned with authority by the GRF Board of Directors, can direct questions concerning a subject relevant to their responsibilities or tasks at hand to the proper department supervisor, who will then manage the department’s response. Committee Chairs desiring more extensive commitment of staff time must request that the Executive Director authorize such an engagement.
4. Board Members’ Interaction with GRF Employees
 - a. Direct communication between GRF Board Directors and employees endangers employee privacy and can lead to litigation. Board Directors should not solicit or share opinions from staff members outside a Board Member’s explicit responsibilities, except via information transmitted through formal reporting channels.
 - b. Any observation concerning a GRF employee that a GRF Board Member believes should be acted upon may only be shared, individually and in confidence, with the GRF Director of Human Resources or the Executive Director.
 - c. Negative comments at any meeting must not include the names of fellow Directors, staff members or audience members.



- d. A GRF Board Member cannot engage in interactions with any GRF Employee that could be construed as violating provisions concerning employee rights to a non-hostile, respectful workplace.
 - e. The GRF Board will support an investigation by appropriate staff of alleged violations of Rule 13-5093-1 and other formally adopted rules within GRF's governing documents that impact the right of every GRF employee to a non-hostile workplace. Further, the GRF Board will use procedures outlined in 13-5093-3 to enforce compliance with those policies of GRF Members, and Directors of the GRF Board and the various Mutual boards.
5. Board Members' Communication with Other Board Members
- a. California open-meetings provisions require limitations on communication among Members of the Board of Directors, particularly when a social event, conversation or any form of electronic or written communication distributes information to Directors representing a quorum of the Board.
 - b. Board Members collectively representing a quorum of the Board cannot "discuss or deliberate upon any item of business that is within the authority of the Board" outside of a properly noticed meeting. Thus, even informal discussions of Board issues at a social gathering attended by other Board Members should be avoided.
 - c. Information transmitted electronically by an individual Board Member to all other Board Members is permitted. However, further comments or conclusions by individual board members to a quorum of Board Members may constitute an unauthorized board meeting. In consequence, do not "reply all" to any document directed to a group of more than eight other board members.
 - d. If you are communicating about GRF issues, you are urged to use your GRF-supplied email address for all messages to other GRF Directors, staff, GRF Members and all other parties.
6. Board Members' Duty of Loyalty
- a. Your fiduciary duties as a GRF Board Member also includes the duty of loyalty, delineated in the GRF Board Code of Ethics, 13-5093-1.
 - b. After a decision is approved by a majority of the Board, no Board Member may openly express disagreement with the Board's decision and may not act against the implementation of the Board's action.
 - c. All information presented to Board Members during an executive session is confidential, and may not be revealed to any person, either during the Board Member's term or at any time after the Board Member's term ends.
 - d. All GRF Board Members must comport themselves during meetings and communication with fellow Board Members, staff and GRF Members in a courteous, respectful manner.



7. Executive Director's Defined Areas of Authority
 - a. The Executive Director's "duty and responsibility" is to "provide day-to-day leadership and management of all departments in the Foundation."
 - b. The Executive Director has the authority to establish, maintain and enforce administrative procedures and employee supervision to fulfill the Rules and instructions duly passed by the Board of Directors acting within its role.
 - c. The Board has granted the Executive Director with authority to enter into contracts and execute work orders for amounts of \$10,000 and under, with the provision that any such authorization cannot exceed the amount designated for such purposes in the annual operating budget.
 - d. The Executive Director has the authority to hire, dismiss, promote, demote or discipline any GRF employee within the stipulations of federal, state or local law, and with the consultation of the Foundation's human resources director and/or employment attorney.
 - e. Statements or actions that contravene the above responsibilities and limitations, or of any codified GRF rule, may subject a Board Director to sanctions under procedures outlined in Rule 13-5022-3, Community Rules Violation Panel; or Rule 13-5092-3, GRF Censure Procedure.

B. Golden Rain Foundation (GRF)

1. Is a non-profit master association that serves as a management company for the 16 Mutual Corporations.
2. Administers the shared Trust property and the facilities owned by these independent Mutual Corporations.
3. Has a Board of Directors (BOD) and a full-time Executive Director who oversee the departments serving the community: Administration, Communications, Community Facilities, Finance, Human Resources, Information Technology Services, Internal Operations, Mutual Administration, Recreation, and Community Services.

C. The GRF Board

1. The GRF Board operates through committees that report to the full BOD monthly, or as directed.
2. These are the standing committees:
 - a. The Administration Committee comprises the Board's officers and the Chairs of the Facilities, Member Services and Operations committees (See 10-1000-3)
 - b. Facilities Committee (See 20-1000-3)
 - c. Member Services Committee (See 30-1000-3)
 - d. Operations Committee (See 40-0000-3)
3. Ad Hoc Committees are formed for special projects (See 13-5024-1)

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**D. How To Become a GRF Director**

1. Are You Eligible?
 - a. You are a GRF Member in good standing in the Mutual you wish to represent on the GRF Board of Directors.
 - b. You have been a GRF Member for at least one year.
 - c. You have not been convicted of a crime that would prevent GRF from purchasing fidelity bond coverage or would terminate GRF's existing coverage.
2. You are elected by GRF Members from within your Mutual.

E. Application Process

1. All potential Board Members must complete the application packet.
2. Application package includes the following and is available at the Stock Transfer Office:
 - a. Code of Ethics and Conduct.
 - b. GRF Board of Directors Application for Candidacy.
 - c. Board Eligibility Disclaimer.
 - d. GRF Candidate Instructions/Timeline.
 - e. GRF Election Schedule.
 - f. GRF and Mutual Election Calendar.
 - g. Policy 13-5025-3 GRF Election Procedures.
 - h. GRF Director's Handbook.
 - i. Sample Ballots.
3. Submitted application package must include the following:
 - a. Complete application.
 - b. A statement of qualifications and experience, including your platform, totaling no more than 300 words.
 - c. Copy of GRF Member ID card.
 - d. A signed acknowledgement of the documents received by the applicant.
4. The complete package must be submitted to the Stock Transfer Office prior to close of the application period to ensure any questions of eligibility can be resolved.

F. Campaign Restrictions

1. Candidates are entitled to purchase labels for the addresses in their Mutual at a FLAT RATE OF \$10 PER REQUEST, PLUS \$0.25 PER SHEET. This is to be paid at the time the labels are ordered. Labels can be ordered by completing an "Access to Documents" form in the Accounting Department. This list will not contain all addresses as some Shareholders have opted out of receiving campaign correspondence.



2. You **MAY NOT** use a Mutual e-mail contact list to send campaign-related correspondence. If you violate this Campaign Rule, you will be liable for reimbursing GRF for the cost of the election and you may be removed as a candidate.

G. GRF Will Provide These Resources to Help You Succeed

1. Training will be provided throughout your term on the Board.
2. A mentor will be assigned by the GRF Board President to guide you through the first few months of service.
3. GRF will provide each director with an iPad or laptop. GRF business operations rely on email communication and the ability to attend meetings virtually.

H. Expectations of GRF Board Members

1. Time off and vacations are expected but extended absences from our community should not occur: e.g., three-month vacation.
2. Have a willingness to learn and ability to work as a team.
3. Your duty is to research/study and vote on all items that come to the Board for action or response.
4. Attend all GRF Board Meetings, and all Committee meetings and related meetings to which you are assigned.



Welcome to the Golden Rain Foundation

A. Confidentiality

1. Your Obligation of confidentiality continues after you are no longer a director.

B. Other Important Information

1. If you want to talk to the GRF President or Executive Director, please call the Executive Coordinator and make an appointment. Anything you discuss with the Executive Director will be shared with the President.
2. You are encouraged to attend community-sponsored events.
3. You may get paper and ink cartridges for your printer, if needed, while doing GRF work. See the Executive Coordinator.

C. In the First Week

1. Meet with Executive Coordinator (Assistant to the GRF President). This will take less than one (1) hour.
 - a. Pick up keys for your assigned mailbox in the GRF mailroom, which is located in the 1st Floor Administration building reception area. This is where your agendas and other mail to the Board of Directors (BOD) will be found. This box needs to be checked frequently during the week. You will be asked if you want your agendas sent to you by email only.
 - b. Order business cards.
 - c. Order Board Name Badge.
2. Make an appointment with an ITS Systems Analyst: (Appointment will take less than 1 hour).
 - a. Receive your GRF Board iPad or laptop,
 - b. Have links installed for GRF calendar and email (these should be checked daily)
 - c. Get information on installing these links on your home computer if you choose.
 - d. Receive your new board email address; and
 - e. Request a list of your Mutual shareholders, if desired.
3. Make an appointment with the LW Weekly staff to get your GRF Board photograph taken. It will be on the web site and when needed, used by the newspaper.
4. The following information will be provided within the first few weeks of the new Board term. These items may also be available on the Website, www.lwsb.com:
 - a. A list of all GRF Directors,
 - b. A list of committee chairs and members, and



- c. A perpetual calendar listing committee and Board meeting dates and times.

D. Public Board Meetings

1. GRF monthly Board meeting is the 4th Tuesday of each month
 - a. Time will at 10:00 a.m. although from time to time an evening meeting is scheduled.
 - b. Location: Clubhouse 4.
 - c. Periodically a Special Board meeting will be scheduled.
2. Agendas
 - a. Bring your iPad or laptop to each Board Meeting so you can access the agenda.
 - b. Your duty, legally, is to read and be familiar with all supporting documents before you vote.
 - c. Check your agenda to see if you will be reading a motion.
 - d. If you do not wish to read the motion, please call ahead to the GRF President, and request not to read it. This gives time for another Director to be appointed to read the motion.
 - e. Be alert to the discussion and proceedings.
3. Attendance
 - a. Please attend and be on time to each Board Meeting. When you arrive after the roll call, the meeting must stop. The Corporate Secretary must inform the President and record that you have arrived.
 - b. A quorum is the minimum number of Directors who must be present to allow the Board to make decisions. It is $\frac{1}{2}$ of the full Board plus one. Normally this is 10 ($18 \div 2 + 1$).
 - c. If the members comprising the quorum has changed, the President must be informed so it can be included in the record.
 - d. If you must leave the meeting early, please notify the President, Corporate Secretary, Executive Coordinator or Executive Director before the meeting.
 - e. If an emergency arises at the Board meeting requiring you to leave, please send a note to the Corporate Secretary.
 - f. If you will be absent, please call or send an email to the Board Officers or staff members above informing them.
4. Speaking at the Board Meetings
 - a. The yellow button turns on the microphone (labeled "mic").
 - b. Turn off your lights after speaking or after the voting result is announced.
 - c. Negative comments must not include the names of fellow Directors, staff members or audience members.
 - d. Your speaking time may be limited at the GRF Board meetings. This is at the discretion of GRF President. It will be announced.



5. Board Meeting Motions
 - a. You may comment on a motion at the GRF Board Meeting by turning on the yellow “mic” button. Wait to speak until the President calls your name.
 - b. Discussion must be solely concerned with whether the immediately pending motion should be approved.
 - c. Speak clearly and concisely.
 - d. If you would like to speak again, turn on your light and wait. Those who have not yet spoken, speak first. After everyone speaking for the first time has finished, the second round of speakers will begin. You are only to add new information that has not already been shared with the directors.
6. Voting
 - a. Green light is a “yes” vote.
 - b. Red light is a “no” vote.
 - c. White light is an Abstention.
 - d. Do not vote “yes” or “no” if you are unprepared.
 - e. If in doubt about what you are voting on, check your agenda or ask for clarification, if needed.
 - f. If something comes to a vote that affects your Mutual only, you may/will have to recuse yourself from the vote. (Recusal is for a conflict of interest). If you need to recuse yourself from a vote, please inform the Chair before the vote is taken.
 - g. If you plan to recuse yourself, you should not participate in the board’s deliberations for that topic.

E. Executive Session of the Full Board

1. These sessions are confidential and disclosure of any of this information is grounds for Director censure. (See 13-5092-1, Section 2.1.).
2. Every Director is expected to attend each Executive Session of the full BOD.
3. The supporting confidential documents are distributed to Directors before the session begins. Read the documents prior to the start of the meeting.
4. All paperwork is collected and destroyed after the meeting. Removal of any of these documents without permission may result in disciplinary action.
5. Confidentiality remains in effect even after you are no longer a director.



F. Committees

1. The GRF operates through committees.
2. There are four (4) standing committees. Each committee has a Chair who is responsible for conducting the meeting.
3. Each committee has a Charter and policies related to its activities that can be provided to you. It is also on the Website (www.lwsb.com).
4. The President will assign you to one or more of the standing committees. The list of all committees, the appointed Chairs and committee members are ratified by the full Board.
5. All recommendations made by the committee are forwarded to the full Board for consideration.
6. If you are going to miss the meeting of any committee to which you are assigned, please inform the Chair.
7. Each standing committee dissolves at the end of the Board term.
8. The Administration Committee holds an Executive Session after the scheduled meeting to review personnel issues. Non-committee members may not attend these Executive sessions unless invited by the Committee Chair.
9. Subcommittees.
 - a. The Chair of any standing committee may create subcommittees comprising selected members of the committee to address specific issues.
 - i. Members/Owner Specialists may be appointed by the committee chair (See 13-5024-1).
 - ii. No action may be taken, but consensus may be reached in these sessions.
10. Work Study
 - a. Less formal meetings comprising some part of committee members to discuss or research relevant topics that may be too time-consuming to cover in the scheduled meetings.
 - b. No action may be taken, but consensus may be reached in these sessions.
11. Health Care Center Advisory Board (HCC)
12. Comprised of the GRF President, Treasurer, and one appointed GRF Director, it oversees all matters related to GRF's lease of the Health Care Center Ad Hoc Committees
 - a. Created by the full Board to address specific issues (See 13-5024-1).
 - b. Exist until the task assigned is finished or the full Board decides the Ad hoc is no longer necessary.
 - c. Monthly reports are made directly to the Board.



13. Plan Investment Committee

- a. Comprised of the GRF President, Vice President, and Treasurer, it consults with the GRF Executive Director, Director of Finance, and Human Resources concerning investment options for the GRF's employee retirement plans.

G. Mutual Report

1. A GRF Director may be asked to present a short oral report during the monthly or annual board meetings of the Mutual they represent. After presenting the GRF report, GRF Directors may be excused from the meeting by the Mutual President or may leave the meeting at their own volition.

H. How Motions Work

1. Most motions begin in a committee.
2. If the motion requires the action of another committee or a department, that information is included in the motion.
3. After Committee approval, the motion goes to the full Board for approval, modification, or denial.
4. Every motion requires a second.

I. Elections

1. A Board meeting is called when ballots for GRF elections are to be counted.
2. A quorum must be present to count ballots. All directors are expected to attend.

J. Annual Meeting of Full GRF Board

1. Committee Chairs submit a written report prior to the annual meeting and may choose to present an oral summation at the meeting.
2. New Board Members are seated.

K. Organizational Meeting

1. New officers are elected.

L. Community Rules Violation Panel (CRV)

1. A panel of three GRF Directors that receives initial appeals to violations of GRF rules from Members.
2. The panel will hear contested parking citations and Code of Conduct violations.
3. Final appeals will be reviewed by the full GRF Board of Directors.



M. Town Hall Meetings

1. These are GRF meetings to discuss important issues related to our community. These meetings are often at night so working members of our community may attend. It is expected all GRF Directors will attend.

N. Board Trainings

1. It is strongly recommended you attend all training opportunities. Some training sessions are mandatory.
2. GRF Board training is sometimes combined with the Mutual Board training.
3. Off-site Board workshops may be held for training, goal setting, long-term planning, etc.

O. Director Appreciation Dinner

1. Thank you to the departing Directors for their service on the Board.
2. Welcome to the new Directors.
3. Attendance not required but strongly encouraged.

P. Resigning as a Director from the GRF Board

1. Formal Letter of Resignation must be in writing and include the following:
 - a. Date written
 - b. Date effective
 - c. Include your signature
2. This written resignation is non-revocable upon submission.

Q. Ending Your Directorship

1. Return mailbox key.
2. Return iPad/Laptop to IT.
 - a. Get a signed receipt.
 - b. Depending on the age of the equipment, you may have the option to purchase; check with the IT Director.
3. Confidentiality - your obligation of confidentiality continues after you are no longer a Director.

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