



BOARD OF DIRECTORS MEETING MINUTES GOLDEN RAIN FOUNDATION

CALL TO ORDER

President Marsha Gerber called the regular monthly meeting of the Golden Rain Foundation (GRF) Board of Directors to order at 10:03 a.m. on Tuesday, January 23, 2024, in Clubhouse Four and via live stream.

PLEDGE OF ALLEGIANCE

GRF Board of Director Lee Melody led the pledge.

EXECUTIVE SESSION DISCLOSURE

An Executive Session Meeting was held on November 30, 2023, and Special Executive Session on January 16, 2024, during which the Board of Directors discussed some or all of the items related to the following: (1) litigation or potential litigation; (2) matters relating to the formation of contracts with third parties; (3) member discipline; (4) member delinquency, including payment plan requests; (5) personnel matters; and/or (6) approval of Executive Session minutes.

ROLL CALL

Following the roll call, Corporate Secretary Carol Levine reported that Directors Weber, Jacquelin, Nugent, Habel, Gerber, W. Thompson, Hopewell, Vienna, C. Thompson, Henry, Levine, Jablonski, Melody, Hamblin, Isom, and Massetti were present.

Director Damoci was present via Zoom.

Director Gambol was not present.

Seventeen Directors participated, representing a quorum of the voting majority.

Executive Director Jessica Sedgwick, Executive Director of Mutual Administration Dave Potter, Senior Director of Facilities Mark Weaver, and Executive Coordinator Tia Makakaufaki were also present.



SHAREHOLDER/MEMBER COMMENTS

Per Policy 5610, Participation by Foundation Members, members may comment before the beginning of business. Requests must be registered in advance of the meeting. The Open Meeting Act allows the Board 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:

- There is a 3-minute limit per speaker when there are less than 25 speakers.

Six comments were made at the meeting.

CONSENT AGENDA

The GRF Board of Directors Minutes of the GRF Board of Directors Minutes were approved as presented:

- a. GRF Board of Directors Minutes, November 28, 2023
- b. Accept the Interim Financial Statements for October and November 2023 for Audit
- c. Accept the Reserve Funds Investment Purchase for November
- d. Approve Transfers of Funds for GRF per Civil Code 5502

RESERVE FUNDING

HVAC Unit #5 in Clubhouse One

Motion: To award a contract to Greenwood Heating and Air for the replacement of the HVAC unit #5 in Clubhouse One at a cost not exceeding \$9,995, Reserve Funding, and authorize the President to sign the contract.

First: Nick Massetti
Second: Lee Melody

No one spoke on this motion.

The motion passed.



GOVERNING DOCUMENTS

Amend 70-1462-1, Table Tennis Rules

Motion: To amend policy 70-1462-1, Table Tennis Rules, as presented, and renumber the document to 37-1462-1.

First: Teri Nugent

Second: Susan Hopewell

No one spoke on this motion.

The motion passed with one no vote (Director Vienna).

Amend 70-1487-2, Recreational Vehicle Lot – Schedule of Monetary Fines

Motion: To amend 70-1487-2, Recreational Vehicle Lot – Schedule of Monetary Fines, as presented, and renumber document 37-1487-2.

First: Janet Isom

Second: Carole Levine

One Director spoke on this motion.

The motion passed.

Amend 13-1635-4, Call for GRF Director Candidates

Motion: To amend 50-1635-4, How to Be a Candidate for the GRF Foundation Board of Directors for Even-Numbered Mutuals Only, changing its title to Call for GRF Board Candidates: Even-Numbered Mutuals Only and designating the rule as 15-1635-3.

First: William Thompson

Second: Teri Nugent

Four Directors spoke on this motion.

The motion passed.



Amend 50-1636-3, How to Run for Golden Rain Foundation Board -Even-Numbered Mutuals Only

Motion: To amend 50-1636-4, How to Be a Candidate for the GRF Foundation Board of Directors for Even-Numbered Mutuals Only, changing its title to GRF Board Candidate Instructions: Even-Numbered Mutuals Only, and designating the rule as 15-1636-3.

First: Dan Weber

Second: Camille Thompson

No one spoke on this motion.

The motion passed.

Adopt 10-5028-3, GRF Candidate Guide

Motion: To adopt 10-5028-3, GRF Board Candidate Guide.

First: Lee Melody

Second: Teri Nugent

Three Directors spoke on this motion.

The motion passed.

TENTATIVE VOTE: Amend 13-5025-3, GRF Election Procedures

Motion: To amend 13-5025-3, Golden Rain Foundation Election Procedures, changing its title to Golden Rain Foundation Election Rules, designating the rule as 13-5025-1, pending a 28-day notification to the members and a final decision by the GRF Board of Directors on February 27, 2024.

First: Camille Thompson

Second: Edward Jablonski

No one spoke on this motion.

The motion passed.



TENTATIVE VOTE: Adopt 10-1937-3, Community Rules Violation Panel and Appeal Procedure

Motion: To adopt 10-1937-3, Resolution for Community Rules Violations. Pending a 28-day notification to the members and a final decision by the GRF Board of Directors on February 27, 2024.

First: Diane Henry

Second: Camille Thompson

The Executive Director and nine Directors spoke on this motion.

The motion passed with four no votes (Directors Jacquelin, Habel, Vienna, and Jablonski) and one abstention (Director Hamblin).

Amend 13-5093-3, Code of Conduct Enforcement Procedure

Motion: To amend 13-5093-3, Code of Conduct Enforcement Procedure, changing language throughout.

First: Carol Levine

Second: Diane Henry

Two Directors spoke on this motion.

After discussion, the Committee has concurred to return this policy to the Administration Committee for further review.

TENTATIVE VOTE: Amend 13-5093-1 Authorized Resident (AR) Rules of Conduct

Motion: To amend 13-5093-1, Authorized Resident Rules of Conduct. Pending a 28-day notification to the members and a final decision by the GRF Board of Directors on February 27, 2024.

First: Susan Hopewell

Second: Janet Isom



The Executive Director and five Directors spoke on this motion.

After discussion, the Committee has concurred to return this policy to the Administration Committee for further review.

TENTATIVE VOTE: Amend 30-5093-2, Authorized Resident (AR) Rules of Conduct, Non-Compliance with Rules of Conduct – Fines and Penalties

Motion: To amend 13-5093-2, Authorized Resident Rules of Conduct; Non-Compliance with Rules of Conduct – Fines and Penalties; and change its title to Code of Conduct – Fines and Penalties. Pending a 28-day notification to the members and a final decision by the GRF Board of Directors on February 27, 2024.

First: William Thompson
Second: Carole Levine

One Director spoke on this motion.

The motion passed with eight no votes (Directors Weber, Jacquelin, Vienna, Levine, Jablonski, Damoci, Hamblin, and Isom).

AD HOC REPORT

Receive Report and Disband Committee

Motion: I move to accept the final report of the Ad Hoc Four-Committee Structure Committee and disband the Ad Hoc Committee.

First: Maureen Habel
Second: Susan Hopewell

No one spoke on this motion.

The motion passed with one no vote (Director Vienna).



Motion: I move to distribute the committee's report and its review of individual committee charters to the respective committee chairs for their committees' review and return to the GRF Board for final decisions regarding the Four Committee Structure.

First: Maureen Habel

Second: Susan Hopewell

Eight Directors spoke on this motion.

The motion failed with ten no votes (Directors Jacquelin, Hopewell, Henry, Levine, Jablonski, Damoci, Melody, Hamblin, Isom, and Massetti).

Motion: To approve the proposed changes to the charter.

First: Carole Damoci

Second: Nick Massetti

No one spoke on this motion.

The motion passed with one no vote (Director W. Thompson).

ADJOURNMENT

The meeting was adjourned at 12:20 p.m.

Carol Levine, Corporate Secretary
Golden Rain Foundation
TM:01-23-24

