

Open Board Meeting Rules

At their meeting on July 1, 2008, the Golden Rain Foundation (“GRF”) Board of Directors proposed to adopt Open Meeting Rules. The Board will take action on the proposed resolution at their regularly scheduled meeting on August 5, 2008.

The proposed policy:

- Would promote order at open meetings and ensure that the management of the community’s affairs is carried out professional and in adherence with the provisions of the Davis Stirling Act.

RESOLUTION 90-08

WHEREAS, each Member of Laguna Woods Village has an ongoing interest and right under California law to participate in the governance of their community; and

WHEREAS, the Board of Directors of the Golden Rain Foundation has an equal interest and duty under law to ensure that the management of the community’s affairs is carried out professionally and in adherence with the provisions of the Davis Stirling Act; and

WHEREAS, the Board of Directors has a desire to protect its Directors, Members, and staff of the managing agent from **verbal** personal attacks in a public forum; and

WHEREAS, neither the objective of maximum Member and Resident Member participation nor the objective of efficient governance and management is possible without the guarantee of regular and timely meetings conducted in an orderly fashion; and

WHEREAS, the Board of Directors wishes to promote such order and regulate meeting time in an even and consistent fashion;

NOW THEREFORE BE IT RESOLVED, August 5, 2008 that the Board hereby adopts the Golden Rain Foundation Open Board Meetings Rules; and

RESOLVED FURTHER, that enforcement of the GRF Open Board Meeting Rules is to take effect immediately upon the adoption of the following rules:

**Golden Rain Foundation
Open Board Meeting Rules**

In order to provide for an orderly and professional meeting, this Board of Directors has adopted the following meeting rules.

1. Right of Golden Rain Foundation Members to Attend and to Speak

Pursuant to California Civil Code Section 1363.05(h), any Member or Resident Member of the Golden Rain Foundation may attend a meeting of the Board of Directors and may speak to the Board, subject to any limitations contained herein, except when the Board adjourns to Executive Session.

Members of the Press: please advise the Chair of your attendance.

2. Time Limits

In addition to any time constraints that the Board may impose on itself, the Board reserves the right to limit the total amount of time allotted per agenda item and/or the individual time allotted per Member to speak on any agenda item. Total time allocated for the Member Comment period will include any time elapsed during a recess that is called to bring order to the meeting due to disorderly conduct of attendees.

3. Agenda Items to Which a Member or Resident Member May Speak

Members and Resident Members may speak during “Member and Resident Member Comments” or when a motion or resolution is before the Board.

A. Member and Resident Comments

1. Unless the Board of Directors decides otherwise, there is a maximum time limit of three (3) minutes per Member during “Member and Resident-Member Comments.”
2. Members shall begin speaking once their name and manor number has been called by the Chair.
3. A Member may address the Board only once during “Member and Resident Member Comments,” and once during motions before the Board.
4. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.

B. Motions and Resolutions before the Board

1. There is a maximum time limit of two (2) minutes per Member to speak to a motion or resolution when a motion is properly before the Board.

2. A Member may address the Board only once on a particular motion or resolution that is before the board.
3. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.

4. **Assignment of the Order of Speakers** Members who wish to speak on an item will write their name and manor number on a card. Once all of the cards are collected, the cards will be counted to determine the number of members who wish to speak and the Board will consider this count in determining the total amount of time to allocate to the agenda item and the amount of time allocated to each member to speak. The order of speakers will be drawn at random by the Chair. Each Member may approach the podium and speak when their name is called. Subject to approval by the Board, the Chair may limit the total amount of time allotted and/or the individual time allotted for Members' comments on any agenda item.

5. **Television Audience Comments** can be directed to the Board of Directors by faxing the Administration Office at (949) 470-0128 or by calling (949) 268-2277 or (949) 597-4360 during the live televised meeting. *Please note that your question may not be answered during the Board Meeting. If not, your question will be answered during the normal course of business.*

6. **Issues for Discussion in Executive Session** Any discussion of issues that involve personnel, litigation, contracts or Member discipline in open session shall be ruled out of order according to the provisions of the Davis-Stirling Act. If a Member believes an individual Director or staff member has acted illegally or in violation of the Governing Documents, the Member may notify the board of their allegations in writing and the Member's concerns will be heard during the next possible Executive Session.

7. **Rules of Decorum**

- A. Speakers must conduct themselves in a civil and respectful manner at all times.
- B. Members must be called by the Chair before speaking.
- C. All Members' comments shall be addressed to the Board through its Chair.
- D. Members must confine their remarks to the issues they are presenting to the Board during "Member and Resident

Comments” or to the merits of the motion or resolution under consideration by the Board at other times during the meeting.

- E. Members are reminded that the right to speak to the Board does not include a right to engage the Board in debate. Although in their comments Members may raise questions for the Board’s consideration, they may not interrogate nor cross-examine Board members nor staff.
- F. *Non-Board related announcements will not be allowed.*
- G. Members shall refrain from discussing personalities or making personal attacks.
- H. Speakers *and Directors* must refrain from the use of individual names of Directors or staff. It is appropriate to refer to staff by title and/or department.
- I. Speakers shall not use profanity or obscenity. Members shall not incite violence or behave in a way that is disruptive or disorderly.
- J. The audience shall not engage in disruptive behavior, such as yelling, booing, foot stomping, or remarks from the audience/floor .
- K. The audience shall refrain from *clapping and* private conversation during meetings.
- L. Members should come and go as necessary from the meeting space in the least disruptive manner possible.
- M. No placards, banners, or signs shall be permitted in the Board or meeting rooms.

8. Enforcement of Guidelines and Rules of Decorum

It is the intent of the Board to maintain order and enforce Rules of Decorum for its meetings. Disregard of these rules will result in:

- A. The Chair or designee shall declare the Member out of order.
- B. Should the Member fail to come to order, the Chair will request that the Member leave the meeting.

C.
The Chair will be the sole arbiter of when Member statements or actions are out of order.

RESOLVED FURTHER, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.