

BOARD
MEMBERS
HANDBOOK



2023-2024
Adopted February 5, 2024

**REFERENCE GUIDE
INDEX**

INTRODUCTION.....2

MISSION STATEMENT2

THE BOARD OF DIRECTORS.....2

BOARD FOCUS AND RESPONSIBILITIES3

MEMBER DUTIES3

COMMUNICATION.....4
Committee Liaison Assignments.....4

MEETING SCHEDULES5
Open Board Meetings5
Working Board Meetings5
Executive Board Meetings (Civil Code 4935)5
Executive Committee5
Board Member Obligation to Absolute Confidentiality5
Annual Members' Meetings6
Meeting Agendas8

STRUCTURE & CONDUCT OF BOARD MEETINGS9
Minutes.....9
Open Board Meeting Agenda.....9
Homeowner/Resident Attendance and Participation9

EXPENDITURE CONTROL.....9

INVESTMENT POLICY10

BOARD MEMBER INTERFACE WITH STAFF PERSONNEL10

ORIENTATION & TRAINING.....10

GENERAL INFORMATION11
LVA Business Hours.....11
Notification of Committee Appointments11
Use of Board Room.....11
Resources11

INTRODUCTION

This policy document was adopted by the 2023-2024 Board of Directors of Leisure Village Association at the Board's Open Meeting to establish policy and provide guidance for Board members during the next 12 months or until the next annual meeting of the Association.

These policies may be amended at any time by a majority vote of the Board at an Open and/or Working Meetings during the next 12 months.

A copy of this document may be obtained by any homeowner through the Association Office or may be viewed via the internet on the Association's website at www.leisurevillage.org

MISSION STATEMENT

The mission of the Board is to provide owners and residents with a satisfying quality of life, to promote our community, and to provide the most financially sound management within our capabilities.

To achieve this, our policies will be carried out in an atmosphere that is team-oriented and open.

Leisure Village Association, Inc. Board of Directors

Richard Loomis, President

Ruth Stubba, Vice President

Marlynn Block, Secretary

James Murchie, Treasurer

Merle Ruiz, Director-At-Large

BOARD FOCUS AND RESPONSIBILITIES

1. To maintain and enhance the value of Village assets by meeting all financial obligations, exercising “due diligence” in financial reporting, fiduciary responsibility and accountability, while also preserving and increasing the value of residential properties.
2. To enhance the overall quality of life and the appearance of the Village while providing service to residents and Village properties.
3. To investigate new and existing, economically feasible technologies that may be adapted to Village property and promoted for use by homeowners using the recycled water project as a template for future planning.
4. To maintain and develop communications and relationships as well as encourage mutual respect among homeowners, staff, volunteers and committees, and to encourage resident volunteerism and participation in meetings and other activities.
5. To develop a positive relationship with the City of Camarillo, Ventura County and all appropriate levels of local authority to conform to local, state, and federal codes and laws.

MEMBER DUTIES

In the performance of their duties, members agree, to the best of their abilities, to observe the following general guidelines of performance:

To encourage staff to maintain and enhance those “quality of life” assets that greatly determine the material value of each residence.

To encourage and promote activities and programs that contribute to the overall enjoyment of daily life by all Village residents.

To give the paid staff encouragement in carrying out the everyday management of facilities and services to avoid any so-called “micro-managing” on one’s own.

To direct suggestions and questions to the General Manager at Board meetings or through personal communication, and, if possible, with the courtesy of informing fellow Board members of the issue(s) that may be involved without creating a board meeting (3 members) and a violation of the Open Meeting Act.

To act and work in a manner to encourage and reward those residents whose volunteer work on the Village’s many committees provide valuable and often irreplaceable community resources. In this regard, each member will carry out to the best of his/her ability their agreed upon Board duties and assignments as liaisons to established committees.

COMMUNICATION

It is the expressed policy of the Board to promote open communication among Board members and between Board members and all other entities, including residents within the Village, staff personnel, civic leaders, governing agencies, vendors, and all others who reside and/or work inside and/or outside the Village.

Under no circumstances, however, shall Board members commit the Village to any action or obligation to another party or initiate any requests for work to be performed by any employee of the Association at any time. Any and all requests for services or work regarding employees of the Association, other than simple exchanges of information, should be directed through the President to the General Manager.

In addition to verbal forms of communication - direct and electronic - all written exchanges between Board members and other parties are also acceptable practices and their use encouraged including the use of e-mail. Following the advice of our legal counsel, caution should be exercised in the use of e-mail to ensure that exchanges are not used to make decisions, unless needed, and as allowable under the law (emergencies, for example). The policy is to avoid exchanging information that would be legally damaging to the Association and would constitute an illegal meeting. A meeting is a congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any item of business that is within the authority of the Board. This includes e-mails and/or teleconferencing.

Recognizing the intent of the Board to work cooperatively with staff toward common goals, Board members shall not use any open, public forum to criticize staff personnel, request changes in work performance, or in any other manner demean any employee of this community. All criticism and suggestions for improvement should be directed to the General Manager in private conversation.

No one may contact legal counsel other than the President and General Manager. Another Board member may have authority to contact legal counsel if approved by the President or two other Board members.

The *Village Voice* and the Association's website (www.leisurevillage.org) are the official avenues of communication for the Association and will be used by the Board and staff to meet the Association's obligation for legal matters, providing highlights of discussions, announcements of activities, committee reports and other related information the Board considers important.

The community's unofficial monthly publication, *Inside Leisure Village*, provides an excellent opportunity for Village residents, including Board members, to communicate information about Village activities and may be used for that purpose. In their role as homeowners, Board members may submit articles for consideration to the editor, with the understanding that such material may not be used for campaign purposes or to influence residents on issues associated with policy, processes, rules, regulations or other related legal and/or political matters.

Committee Liaison Assignments

To facilitate the exchange of information and to coordinate needs between members of the Board and various committees, each committee will be assigned a Board member as liaison. Any questions, recommended actions or other business-related requests by committee members shall be directed through their designated liaison. The liaison shall not direct, control or unduly influence the work of the committee but should attend to answer questions and provide assistance. If the designated Board member cannot attend a committee meeting reasonable effort should be exercised to provide another Board member as a substitute.

MEETING SCHEDULES

Open Board Meetings

The Board's goal is to attempt to conduct the business of the Association at a single, monthly Open Board Meeting. These meetings will be scheduled for the first Monday of every month (except holidays) in the Assembly Room at the Recreation Center and will begin at 10:00 a.m. With the exception of occasional breaks, meetings will continue until all business is completed. The agenda must be posted four (4) days in advance of the meeting.

Working Board Meetings

All Board meetings, other than Open Meetings and occasional Executive Sessions (see below), will be Working Board Meetings to be scheduled as needed. Working Meetings can be called by the President, or any two Directors, after not less than four days-notice and a posting of the agenda. As with Open Meetings the same format will apply including permission for residents to address the Board during the established comment period. The agenda must be posted four (4) days in advance of the meeting.

Executive Board Meetings (Civil Code 4935)

All agenda items, subject matter and attendant decisions at Executive Meetings of the Board will be restricted to those subjects allowed by law which include: litigation, matters relating to the formation of contracts with third parties, personnel matters, or to meet with a member, upon the member's request, regarding the member's payment of assessments, or member discipline as specified in Section 4935 of the Davis-Stirling Act.

A meeting shall also be held if requested by a member who may be subject to a fine, penalty, or other form of discipline and the member shall be entitled to attend the Executive Session. The request for an Executive Meeting may be initiated by the President or any other two members of the Board, and at any time by providing 48-hours' notice to all other members of the Board. Any items discussed during such meetings shall be generally noted in the minutes of the immediately following meeting that is open to the entire membership. The agenda must be posted two (2) days in advance of the meeting.

Executive Committee

The Executive Committee is comprised of all currently serving Board members who function as such on a rotating schedule with no more than two members serving at any one time. The purpose of this committee is to hold disciplinary hearings for violations of the governing documents and perform other functions as directed by the Board of Directors. The Charter for the Executive Committee is attached hereto as Appendix III.

Board Member Obligation to Absolute Confidentiality

Finalized minutes and records will be kept in an Executive Session Action Book and will not be available for distribution. Board members and invitees shall treat all matters discussed in Executive Session as confidential unless approved for release by the Board. Only the General Manager, Executive Assistant and current Board members shall have access to this book. In special cases, certain persons designated by a vote of the Board may be given access under supervision to a designated entry or entries in this book.

Annual Members Meetings

(Ref: LVA By-laws, Article III, Membership Meetings, and Article IV, Membership Voting; Calif. Civ. Code, 5000 through 5145, Corp Code 7510).

The annual meeting of the members shall be held within three months following the close of the fiscal year. The purpose of this meeting is to elect new directors for those positions that become vacant due to term expiration and to receive annual reports from all committees then in existence. Election & Voting Rules and deadlines for nominations must be published 120 days prior to the election. The Treasurer shall provide a summary report on the Association's financial position at the end of the previous fiscal year and any additional information that may be pertinent. Any additional business related to the general membership shall also be included. A typical format for this meeting follows. Any necessary variations may be made by the Board of Directors at their sole discretion. Pre-ballot information must be mailed to the membership 60 days prior to the election including nomination forms. The agenda is to be mailed with the official notice of the annual meeting at least 30 days prior to the meeting.

In addition, there shall be a Working Board meeting in the afternoon, following the annual meeting, to elect officers for the new term and to conduct any other ordinary Association business that may be appropriate at that time. All directors must be present at that meeting, physically or electronically.

**SAMPLE AGENDA
LEISURE VILLAGE ASSOCIATION, INC.
FORTY-SIXTH ANNUAL MEETING
AGENDA
DATE: 10:00 A.M.**

1. Meeting Called to Order (Board President)
2. Pledge of Allegiance (General Manager)
3. Announcement of Quorum (Chief Election Inspector)
4. Adjourn or Continue (Board President)
5. Appointments (Board President)
 - a. Current Law Firm, Parliamentarian and Official Secretary, to tape proceedings
 - b. Ushers
 - 1) Chief of Security
 - 2) Additional Staff Member
6. Introduction of People on Platform (Board President)
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Director
 - f. General Manager

- g. Executive Assistant
 - h. Law Firm
7. Acceptance of Minutes
- a. Motion to Accept Minutes of Last Year's Annual Meeting
 - b. Discussion of Proposed Corrections, if required
8. Proof of Notice of Meeting by Secretary of the Association - (Board Secretary)
9. Nominations from the Floor (Attorney)
10. Motion to Close Nominations (Attorney)
11. Introduction of Board Candidates (Chair of Nominating Committee)
- a. Candidate
 - b. Candidate
 - c. Candidate
12. Explanation of Voting Procedure (Attorney)
- a. Homeowner Questions on Voting Procedure
13. Election (Attorney)
- a. Homeowners Complete Marking of Ballots
 - b. Ushers Collect and Deposit Outstanding Ballots
14. Announcement of Election Inspectors (Board Liaison to Election Committee)
- a. Chief Election Official
 - b. Election Tabulator Official
 - c. Assistant Tabulator
15. Committee Annual Reports
- a. Architectural
 - b. Buildings & Grounds
 - c. Education & Recreation
 - d. Finance
 - e. Insurance
 - f. Residential Landscape
 - g. Welcome
 - h. Ad Hoc Committees that may have been in effect during the prior year
17. Treasurer's Report

18. Homeowner Comments (Three Minutes Each). A Homeowner Comment Card is required prior to speaking, and comments will be limited to three (3) minutes per speaker. All comments are to be directed to the Chair of the meeting.
19. Committees appointed by the Board of Directors on (DATE) serve until re-appointed at the August Open Board Meeting of the following year.
 - a. All committee appointments for (FY DATE) must be submitted to the Administration for approval by (DATE).
20. Old Business (Board President)
21. New Business (Board President)
22. Board Member Comments (Board President)

ADJOURNMENT FOR LUNCH

23. Certification of Election Count and Results of Election (Chief Election Inspector)
24. Closing Announcements (General Manager)
 - a. New Board will meet in Working Board session to elect Officers immediately after this meeting.
 - b. New Board holds its first Open Board Meeting on the first Monday of the following month at 10:00 a.m. in the Assembly Room.
 - c. Next Annual Meeting on (DATE), at 10:00 a.m. in the Assembly Room.
 - d. Adjournment.

Meeting Agendas

The agenda for Open Board meetings will follow the following format:

Call to Order
 Emergency Instructions
 Pledge of Allegiance
 Roll Call
 Approval of Previous Meeting Minutes
 Summary of Executive Session
 Chair's Comments
 Board Members' Comments
 General Manager's Report
 Advisory Committee Reports
 Homeowner/Resident Comments
 Homeowner/Resident Correspondence
 Consent Calendar Business
 Unfinished Business
 New Business
 Executive Session Matters
 Adjournment

STRUCTURE & CONDUCT OF BOARD MEETINGS

Minutes

Minutes of all Open and Working Board meetings shall be taken by the Executive Assistant, reviewed by Board members, and approved for the record at the next meeting. Once approved, these documents will then be placed and maintained for homeowner review in reference books located at the Association Office and the Recreation Center Office. These referenced minutes will be posted for review within 30 days of each meeting.

Open Board Meeting Agenda

Action items for inclusion on the agenda at any meeting of the Board of Directors will be based on input that is limited to suggestions by Board members and/or the General Manager, and all requests for such items to be placed on the agenda by other parties must come through the Board or General Manager. The agenda must be posted four (4) days in advance of the meeting.

Homeowner/Resident Attendance and Participation

Homeowners/Residents may attend all Board Meetings except for the Executive Sessions as stated above.

Homeowner/Resident participation in the meetings is restricted as follows:

At non-Executive Board Meetings: Homeowners/Residents will have access to copies of the agenda. Those wishing to speak are required to fill out speakers' cards, providing their name, Village, resident owner or tenant, and general subject matter. The rules for the privilege of speaking are printed on the reverse of the card. Homeowners/Residents may voice comments only at the time designated on the agenda addressing their comments to the President. Homeowners/Residents' comments must observe the three-minute time limit and may participate in discussions at other times during the meeting only at the invitation of the President. Non-owner residents have no *legal* right to speak at Board meetings but have been given this privilege by the current Board.

EXPENDITURE CONTROL

1. It is the expressed policy of the Board of Directors that annual expenditures shall be limited to the total amounts budgeted for expenses and capital items as detailed in the final budget figures adopted for each fiscal year.
2. Expenditures from each account shall be carefully examined to ensure they do not exceed the amounts budgeted for those accounts by the end of the year.
3. It is recognized that the budget is not a precise indicator plan and that during implementation there may be over-runs and under-runs in accounts during the year.

INVESTMENT POLICY

The Board has established the following policy in connection with investment of Leisure Village

funds:

1. Receipts in excess of FDIC insurance limits in ordinarily used accounts shall, in general, be deposited daily to one or more additional, federally-insured accounts in the Association's name.
2. Funds shall, in general, be kept in federally-insured accounts. Where necessary for operational liquidity, necessary larger funds shall be protected by other means available such as surety bonds.
3. All investments shall be made to maximize the interest rate of the funds within the requirement for total safety as the PRIMARY consideration. Consideration shall also be given to the expected direction of interest rates and anticipated requirements for major repairs, replacements or improvements and tax expenses. These considerations shall determine the institutions, types, and terms of investments.
4. All investments that are cashed in early shall have prior approval of the Board and the signatures of two Board members unless the act is initiated by the investing institution.
5. The Treasurer shall review Leisure Village Association investments periodically, no less than monthly, and whenever requested by a Board member.

BOARD MEMBER INTERFACE WITH STAFF PERSONNEL

As a Board member you are one of five residents who are ultimately responsible for actions of the staff. However, you are not to attempt to direct the daily activities of the staff personnel.

If you see something that requires the action of staff personnel, please direct this information to the Board President and then contact the General Manager who directs and is responsible for the day-to-day management of the Association and staff.

ORIENTATION & TRAINING

Following the Annual Meeting the Board of Directors meets with legal counsel for orientation and training. In this session some of the topics covered are:

1. The Governance Structure
 - a. LVA's Governing Documents
 - b. Federal & State Laws
2. Legal Structure
 - a. Fiduciary Duties
 - b. Duty of Reasonable Care
 - c. Duty of Loyalty
 - d. Business Judgment Rule
 - e. Immunity & Insurance
3. Operations, Management & Risk

- a. Open Meeting Act
- b. Notices and Agendas
- c. Elections & Voting
- d. Member Rights
- e. Board Operations, including physical property, reserves
- f. Risk Management, including high risk areas

GENERAL INFORMATION

LVA Business Hours

The Administration and Recreation Offices hours of operation are as follows:

Monday-Friday 8:15 am – 11:45 am and 1:00 pm – 4:45 pm

Closed Saturday & Sunday and the following holidays:

| | | |
|----------------------|------------------|-------------------------------------|
| New Year's Day | Memorial Day | Family Day (day after Thanksgiving) |
| Presidents' Birthday | Independence Day | Christmas Day |
| Labor Day | Thanksgiving Day | |

The Security & Safety Department is available 24 hours per day, 7 days per week. Please refer to your Leisure Village Telephone Listing on page 12 of this handbook for private numbers by which you may reach the Security Department.

Notification of Committee Appointments

Notification of acceptance or rejection of Committee appointments shall be the responsibility of the committee chairperson.

Said notification shall be made five (5) business days from the Board's confirmation of the committee chairperson's recommendations and shall be made in person, by telephone, or by letter communications, with one exception: if rejection is initiated by the Board, then notification shall come directly from the Board.

Use of Board Room

Any Board member may use the Board Room on non-meeting days for research, etc. If you require use of the Board Room for such reasons mentioned above, an appointment must be made two (2) days in advance through the Association Office in order to have ample time to inform others that the room is reserved.

Resources

There are numerous books and files containing Leisure Village policies and procedures, etc. These resources are available for review by any Board member by appointment.