

Subject: Attendance at Meetings

Purpose: To Establish a Policy for Attendance at Meetings by Board and Committee Members

The Golden Rain Foundation of Walnut Creek (GRF) Bylaws set forth requirements for meetings of the Board, including, but not limited to, attendance standards, determination of the existence of a quorum, place and time of meetings and notice thereof. This Policy is intended to clarify in conformity with the Bylaws and the California Corporations Code, that attendance for all purposes set forth in the Bylaws may be accomplished through remote participation by Board members. This Policy is further intended to apply to members of Board and Advisory Committees, unless/except as otherwise noted.

1. For all purposes of this Policy, remote participation in a meeting may be by any means, provided that the following conditions are met:
  - a. The person attending remotely must call or log into the applicable meeting; and
  - b. be able to hear and be heard by all other meeting participants and any/all residents in attendance at the meeting; and
  - c. have been provided with copies of all documents in use at the meeting prior to the meeting; and
  - d. all graphic presentations must either be provided to the participant, or the participant must be capable of perceiving such graphic presentations through the means of connection in use.
2. The intent is that all meeting participants should attend meetings in person if possible. However, in justifiable circumstances, the Board President or the committee chair may agree to waive this limitation.

Therefore, the following conditions apply:

Remote participation by any individual shall be limited to not more than 25% of the regularly scheduled meetings during the course of the Board-year

- A. Remote participation is permissible for the following reasons including but not limited to: personal illness, disability, order of quarantine or isolation; out-of-town travel; family member illness or emergency; weather conditions; military service; employment obligations; scheduling conflict; or state or local government mandate that makes in-person attendance a violation of an order to reduce social contact or to stay at home for reasons of public health. Remote participation is not to be used solely for a Board or Committee members' convenience or to

avoid attending a particular meeting in person. Remote participation shall not be permissible when a participant is present in the local area and otherwise capable of attending in person such that their absence is purely discretionary.

3. Any individual participating remotely must be connected such that s/he can hear and be heard for the entire meeting. In the event a participant attending remotely is unavailable or disconnected for any reason, that period of time when two-way communications with the remote participant is unavailable shall be considered as though such participant was not present at the meeting for all purposes, including existence of a quorum and all voting and discussion of matters under consideration. Any such deemed absence which occurs for technical reasons or through no fault of the remote participant shall be considered an excused absence by the participant. Any absence due to the remote participant's voluntary disconnection or exit from the meeting shall be considered to be an unexcused absence.
4. No one may preside over an in-person meeting through remote participation.
5. Anyone presiding over a meeting where someone is participating remotely must provide regular opportunities for the remote participant(s) to interject and be heard and must be capable of muting a remote participant's audio connection in the event it becomes necessary.
6. Any meeting presenter, other than Board and committee members, wishing to participate remotely must give not less than 2 weeks prior notice of their request to do so to the person presiding over such meeting and the Board's Assistant Secretary, who shall contact the Rossmoor Television manager for Board meetings or manager/director of IT for Committee meetings to provide notice of such remote participation and confirm the technical capabilities for remote participation at the time and venue selected.
7. Any Board or Committee member needing to participate remotely must give reasonable notice of their request to the person presiding over such meeting and the Board's Assistant Secretary, who shall contact the manager/director of IT to provide notice of such remote participation and confirm the technical capabilities for remote participation at the time and venue selected.
8. The participant presiding over a meeting shall have the discretion to direct that an action item may be deferred should any materials, presentations or discussions not be seen or heard by remote participants. Such considerations shall include but not be limited to technical barriers, the use of video/visual presentations at the meeting, or other factors which make remote participation impossible, impracticable, or incomplete in the judgment of the individual presiding over the meeting.
9. Notwithstanding the foregoing, requests to participate remotely shall be presumptively in favor of permitting remote participation rather than absence, and consent to participate remotely shall not be unreasonably withheld.

10. The minutes of any meeting shall note the presence of each remote participant as being remote and shall note any period of time during which such remote participant was unavailable during the meeting.
11. Notwithstanding the foregoing, in the event there exists any public declaration of disaster, shelter in-place requirement, quarantine, declaration of martial law, public emergency or other event which physically or legally precludes the conduct of regular business meetings in person for more than one month, regular meetings may be conducted remotely and/or electronically subject to existing policies and the provisions of Article IV, Sections 4, 5 and 6 of the GRF Bylaws applicable to Board meetings, pursuant to the following requirements and limitations:
  - A. The provisions of this section apply only to exigent circumstances and must be applied in the most limited manner possible so as not to deviate from normal requirements in any manner not otherwise necessitated by circumstances.
  - B. In the event that notice is incapable of being issued through the Rossmoor News, meetings may be noticed to residents by any/all reasonable means available, including but not limited to, posting of flyers in conspicuous locations such as the gate, clubhouses, entrances to facilities; portable and permanent signposts; broadcast media; websites and email notices; and any other manner reasonably determined to be available to residents, for two weeks prior to such meeting.
  - C. Meetings must be conducted by the most conducive means possible, to avoid omission of any party and encourage open communication between the parties, including resident feedback to the extent physically and technically possible. This may include video conferencing, audio conferencing, or any other means meeting the requirements set forth in this Section.
  - D. For the conduct of meetings in the ordinary course of business, there shall be no change to the determination of a quorum.
  - E. For emergency meetings to consider matters not in the normal course of business following a disaster, ongoing epidemic or other event resulting in mass casualties or widespread communication losses, a quorum shall consist of a majority of those Board or committee members who remain physically able, and technically capable of participating either in person or remotely, based on common knowledge among available Board or committee members.
  - F. The first order of business for meetings conducted pursuant to this Section shall be for a vote on whether to invoke the provisions of this Section as contingency rules, to continue until notice is provided to the contrary. Failure to approve shall result in immediate termination of the meeting.
  - G. To the extent possible, all participants must be able to hear, and respond to each other and residents must be similarly capable of perception. Video transmission may also be provided but is not required to proceed.

- H. Any exhibits must be made available to the participants in advance of any portion of the meeting at which such materials may be relevant, unless they are capable of being displayed by video available to each party.
- I. For emergency meetings only, two-way text/email communication among all parties may be acceptable provided that voice communication cannot be established, and all texts/emails can be permanently recorded and perceived by all parties, and a quorum vote to proceed in such manner. In such instances, normal business matters not of an urgent nature may not be addressed.
- J. Provision should be made to permit residents to gather in a central location to view/hear and participate in all meetings not otherwise eligible to be conducted in executive session. If not possible, alternate arrangements should be provided for individual residents to connect and monitor all communications among members of the Board or committee during meetings, and to participate to the extent possible and/or a transcript of such meetings should be provided to residents at the earliest possible opportunity.
- K. Any or all actions taken subject to reliance on the foregoing requirements/limitations may be ratified or reconsidered at the then next applicable regular meeting, with transcripts of the original meeting released to GRF Members as exhibits.
- L. The provisions of this section are only applicable to exigent circumstances and may not be employed when meetings are capable of being conducted otherwise. As soon as any applicable exigency is lifted such that normal meetings may resume, the provisions of this section may no longer be relied on.

Authority: Policy

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