

LEISURE WORLD COMMUNITY CORPORATION
BOARD OF DIRECTORS MEETING
TUESDAY, JANUARY 31, 2023
(In person & via Zoom)

Members Present: Linda Wacha, (MM), Bill Schlossenberg, (MM); Christine Vanderhorst (MM); Carol Curry, (MM); Marion Herrington (M5); Linda Barnes-Pretlow (M6A); Vernon Skinner (M6B); Tim Carrico (M6C); Josephine Moser (M7); Patricia O'Malley, (M8); Louise Marini (M9); Paul Eisenhour (M10); Darlene Hamilton (M11); Marian Altman (M12); Greg Smith, (M13); Kathy Viney, (M14); Colette Trohan (M15); Joan Allston, (M16); Betsy Starks (M17A); John VanDyke (M17B); Walter Kirkland, (M18); Juanita Sealy-Williams (M19A); Jack Dunn (M19B); Carol Edwards (M20A); Roger Gerst (M20A); Greg Nash (M20B); Candy Schimming (M20B); David Polinsky (M21); Deb Munsey (M22); Sue Zycherman; (M23); Henry Jordan (M24); Robert Malson, (M25); Patricia Hempstead (M26); Allen Solomon (M27).

1. Call to Order

The meeting was called to order at 9:30 a.m. by Chair Patricia Hempstead.

2. Roll Call/Confirmation of Quorum

A quorum was present with 34 directors in attendance.

Vote to go into executive session in accordance with the requirements of 11B-111(4)(i) of the Maryland Homeowners Association Act for the purpose of discussion of matters pertaining to employees and personnel, and (iii) consultation with legal counsel.

MOTION ADOPTED.

Per the requirements of the Act, a roll call vote was taken and copy of the voting log is attached to these minutes.

3. Chair's Remarks

Ms. Hempstead welcomed the board to the first meeting of 2023 and introduced Susan Rapaport, Leisure World's attorney.

4. Minutes of Previous Meetings

There were no corrections to the November 29, 2022 or January 6, 2023 board minutes.

5. Community Report

Following is a synopsis of Mr. Kimble's report:

- Staff working priorities are an A/V upgrade with a new tech hire, and getting payment coupons out in February with the new bank name.
- The RFID installations are complete; makeup appointments may be scheduled.
- The construction/design documents are still in building permit review.
Groundbreaking is planned for March, with construction beginning in April.

6. Action Items

A. **Resolution #230101, 01/31/23**

Amend LWCC Bylaws, Article III, add new Section 3:

“Each director shall sign a code of ethics, conflict of interest, and confidentiality agreement. A director who does not sign the confidentiality agreement shall not attend closed session of the board.”

MOTION ADOPTED (Roll call vote tally attached to these minutes.)

B. **Resolution #230102, 01/31/23**

Resolved, To approve the confidentiality policy and agreement. (Copy attached to these minutes).

MOTION ADOPTED BY GENERAL CONSENT

C. Insurance Advisory Committee Charter

(Resumed from earlier postponement)

Ms. Hempstead announced that, after legal consultation, it was determined that a majority vote of the directors present and voting is required to amend pending resolutions. Therefore, the amendment proposed by Mr. Dunn in September 2022 had been adopted and consideration would resume on the Insurance Advisory Committee charter.

It was moved to reconsider the vote on the amendment.

RECONSIDER ADOPTED BY ROLL CALL VOTE (Tally attached to these minutes.)

MOTION POSTPONED TO FEBRUARY MEETING BY GENERAL CONSENT.

D. **Resolution #230103, 01/31/23**

Resolved, To amend LWCC Board Rules Section 1.3 by striking “seven (7)” and inserting eight (8) calendar”

MOTION ADOPTED BY GENERAL CONSENT

Amend LWCC Board Rules Section 1.4:

Strike “or Board of Directors occurring at least five business days after the correspondence has been received.”

MOTION POSTPONED TO FEBRUARY MEETING BY GENERAL CONSENT

Resolution #230104, 01/31/23

Amend LWCC Board Rules Section 1.7 by striking “calendar” and inserting “business.”

MOTION ADOPTED BY GENERAL CONSENT

Resolution #230105, 01/31/23

Amend LWCC Board Rules Section 2.1 by inserting “Meetings shall not be recorded by the board, staff, or participants. No prior meeting recordings shall be kept.”

MOTION ADOPTED (Roll call vote tally attached to these minutes.)

Resolution #230106, 01/31/23

Amend LWCC Board Rules Section 2.6, by inserting “either by asking for those in favor or those opposed. If fewer than six members are in favor of a motion, the motion will fail” and by striking “without a roll call vote.”

MOTION ADOPTED BY GENERAL CONSENT (1 NEGATIVE)

Resolution #230107, 01/31/23

Amend LWCC Board Rules Section 3.2, by striking “A LWCC Board member or alternate cannot vote at a board meeting if the member has not submitted signed Code of Ethics and Conflict of Interest statements.”

MOTION ADOPTED BY GENERAL CONSENT

Resolution #230108, 01/31/23

Amend LWCC Board Rules by adding new Section 3.6: “The board chair and general manager are the authorized contact points for LWCC consultants (such as attorneys). Either may delegate such permission as deemed necessary.

MOTION ADOPTED BY GENERAL CONSENT (2 NEGATIVE)

E. Resolution #230109, 01/31/23

Resolved, To approve the following appointments to committees:

Lifestyle Advisory Committee – Ann Schindler

Audit Advisory Committee – Karen Nathan

MOTION ADOPTED BY GENERAL CONSENT

7. Open Forum

Owners were given the opportunity to address the board on matters of interest.

The meeting adjourned at 12:37pm.

Colette Collier Trohan
Executive Secretary/Treasurer

Text of motion:

To go into a closed session in accordance with the requirements of §11B-111(4)(i, iii) of the Maryland Homeowners Association Act for the following purpose: (highlighted)

- (i) Discussion of matters pertaining to employees and personnel;
- (ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association’s business;
- (iii) Consultation with legal counsel;
- (iv) Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation;
- (v) Investigative proceedings concerning possible or actual criminal misconduct;
- (vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association;
- (vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure; or
- (viii) On an individually recorded affirmative vote of two-thirds of the board or committee members present, some other exceptional reason so compelling as to override the general public policy in favor of open meetings;

Yes	No	Mutual	Units	Director	Alternate	2 nd Alternate
X		MM	224.5	Linda Wacha	Stacey Albert	
X		MM	224.5	Bill Schlossenberg	Marita Buscher	
X		MM	224.5	Christine Vanderhorst	Jim Peretta	
X		MM	224.5	Carol Curry	Marilyn Rives	
X		M5	42	Marion Herrington	Ken Haser	
X		M6A	7	Linda Barnes-Pretlow	Barbara Dees	Janice Wallace
X		M6B	15	Vernon Skinner	Ron Herrig	Karen Earl
X		M6C	216	Tim Carrico	Eleanor High	Charles Garfinkel
X		M7	36	Josephine Moser	Kathleen Whitted	
X		M8	28	Patricia O’Malley	Martin Franks	
X		M9	100	Louise Marini	Ruth Nybro	Bryan West
X		M10	158	Paul Eisenhaur	Cathy Kyle	Christina Peterson
X		M11	109	Darlene Hamilton	Robert Haack	Thomas Peto
X		M12	125	Marian Altman	Elena Peterson	John Carr
X		M13	104	Greg Smith	Antonio Marotta	
X		M14	193	Roger Blacklow	Kathy Viney	Gary Leber
X		M15	156	Colette Trohan	Warren Lupson	Sylvia Herring
X		M16	95	Joan Allston	Betsy Davis	
X		M17A	300	Betsy Starks	Susan Cascone	Harry Brooke
X		M17B	300	John VanDyke	Arleen Shadoan	Joann Trainer
X		M18	77	Walter Kirkland	Dianne Bradley	Carol Patterson
X		M19A	180	Juanita Sealy-Williams	Christine Tetrault	Jasmin Sung
X		M19B	210	Jack Dunn	John Gervais	Michael Benefiel
X		M20A	250	Carol Edwards	Timothy Mills	Reza A. Eghbal
X		M20A	250	Roger Gerst		
X		M20B	230	Greg Nash	Cheryl Prejean Greaux	Robert Kaplan
X		M20B	230	Candy Schimming	Jeri Rhodes	Ed Walper
X		M21	332	David Polinsky	Harvey Berk	Fredda Shere-Valenti
X		M22	94	Deb Munsey	Sue Gray	
X		M23	200	Sue Zycherman	Stephen Teller	Andrea Kirsch
X		M24	190	Henry Jordan	Ann Ferren	Sid Sussan
X		M25	85	Bob Malson	Allan Spector	Ida Lou Polcari
X		M26	260	Patricia Hempstead	Ron Masi	Ronald Lyons
X		M27	190	Allen Solomon	Karen Krausen	David Frager

*All MM alternates may serve in place

Voting Report for Amendment to LWCC Bylaws Article III, (add new Section 3)

Individual/Mutual Vote			TOTAL	Weighted Vote			TOTAL
In Favor (1)	27	100.00%	93.10%	In Favor (1)	5,118.0	100.00%	90.42%
Opposed (1)	0	0.00%	0.00%	Opposed (1)	0.0	0.00%	0.00%
Abstain or (2)	2		6.90%	Abstain or (2)	542.0		9.58%
Absent (3)	0		0.00%	Absent (3)	0.0		0.00%
			BASED				BASED
			on all				on all
TOTAL:	<u>29</u>		MUTUALS	TOTAL:	<u>5,660.0</u>		MUTUALS

RECORDED VOTE							
B			MUTUAL VOTES				ERROR Warning
	UNITS	MUTUAL	YES	NO	Abstain	Absent	
1	224.5	MM	1				
	224.5	MM	1				
	224.5	MM	1				
	224.5	MM	1				
2	42	M-5	1				
3	7	M-6A	1				
4	15	M-6B	1				
5	216	M-6C	1				
6	36	M-7	1				
7	28	M-8	1				
8	100	M-9	1				
9	158	M-10	1				
10	109	M-11	1				
11	125	M-12	1				
12	104	M-13	1				
13	193	M-14	1				
14	156	M-15	1				
15	95	M-16	1				
16	300	M-17A	1				
17	300	M-17B	1				
18	77	M-18	1				
19	180	M-19A	1				
20	210	M-19B			1		
21	250	M-20A	1				
	250	M-20A	1				
22	230	M-20B	1				
	230	M-20B	1				
23	332	M-21			1		
24	94	M-22	1				
25	200	M-23	1				
26	190	M-24	1				
27	85	M-25	1				
28	260	M-26	1				
29	190	M-27	1				
	34		32	0	2	0	

CALCULATED VOTE											
		MUTUAL CALCULATED VOTES						WEIGHTED VOTE TALLIES			
		YES	NO	Abstain	Absent			VOTE	VOTE	Abstain	Absent
MUTUAL	UNITS	Note (1)	Note (1)	Note (2)	Note (3)			YES	NO	Note (2)	Note (3)
1	MM	224.5	1			MM	224.5				
	MM	224.5					224.5				
	MM	224.5					224.5				
	MM	224.5					224.5				
2	M-5	42.0	1			M-5	42.0				
3	M-6A	7.0	1			M-6A	7.0				
4	M-6B	15.0	1			M-6B	15.0				
5	M-6C	216.0	1			M-6C	216.0				
6	M-7	36.0	1			M-7	36.0				
7	M-8	28.0	1			M-8	28.0				
8	M-9	100.0	1			M-9	100.0				
9	M-10	158.0	1			M-10	158.0				
10	M-11	109.0	1			M-11	109.0				
11	M-12	125.0	1			M-12	125.0				
12	M-13	104.0	1			M-13	104.0				
13	M-14	193.0	1			M-14	193.0				
14	M-15	156.0	1			M-15	156.0				
15	M-16	95.0	1			M-16	95.0				
16	M-17A	300.0	1			M-17A	300.0				
17	M-17B	300.0	1			M-17B	300.0				
18	M-18	77.0	1			M-18	77.0				
19	M-19A	180.0	1			M-19A	180.0				
20	M-19B	210.0			1	M-19B				210.0	
21	M-20A	250.0	1			M-20A	250.0				
	M-20A	250.0					250.0				
22	M-20B	230.0	1			M-20B	230.0				
	M-20B	230.0					230.0				
23	M-21	332.0			1	M-21				332.0	
24	M-22	94.0	1			M-22	94.0				
25	M-23	200.0	1			M-23	200.0				
26	M-24	190.0	1			M-24	190.0				
27	M-25	85.0	1			M-25	85.0				
28	M-26	260.0	1			M-26	260.0				
29	M-27	190	1			M-27	190.0				
29	TOTALS:	5,660	27	0	2	0	5,118.0	0.0	542.0	0.0	

LEISURE WORLD COMMUNITY CORPORATION, INC.

BOARD OF DIRECTORS CONFIDENTIALITY POLICY AND AGREEMENT

This Confidentiality Policy (Policy) applies to all Directors and Alternates of Leisure World Community Corporation, Inc. (LWCC). Hereafter in this document, the term “Directors” shall apply to both Directors and Alternates equally. In order to attend meetings of the Board of Directors held in executive or closed session (Executive Session), Directors must acknowledge and sign this Policy upon election and annually thereafter.

I. DUTIES

Directors are subject to the fiduciary duties of care and loyalty. Duty of care requires Directors to be informed and deliberative in their decision making based upon all material information that is reasonably available. Duty of loyalty entails acting, including deciding not to act, on a disinterested and independent basis, in good faith with an honest belief that the action is in the best interest of LWCC and its members, rather than for the benefit of any individual or for personal gain. Included in the duty of loyalty is to maintain confidential information that Directors learn, possess and/or obtain in their capacity as Directors.

II. CONFIDENTIALITY OF BOARD DISCUSSIONS AND LWCC DOCUMENTS

Discussions on topics and related documents that are sensitive or confidential in nature are considered in Executive Session. Such information with all related documents encompasses the following: (i) discussions related to personnel and employee matters; (ii) protection of the privacy or reputation of individuals in matters not related to LWCC’s business; (iii) consultation with legal counsel on legal matters; (iv) consultation with staff personnel, consultants, attorneys, board members or other parties in connection with pending or potential litigation or other legal matters; (v) investigative proceedings concerning possible or actual criminal misconduct; (vi) consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of LWCC; and (vii) compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure. To encourage and foster open and candid discussion among Directors during Executive Session and to maintain the integrity of the Executive Session, every Director must keep confidential the content of all confidential discussions, any and all information relating to confidential discussions at all Executive Sessions, including any and all e-mail correspondences, documents, and reports, and any personal information about an owner, resident or staff member, unless compelled by legal process to disclose such information, or as otherwise agreed, in advance and in writing by the Board. Subject to the above exceptions, the disclosure or distribution of any confidential information, in any form, concerning the specific discussion, comments or

documents reviewed during Executive Session, which were part of the confidential discussions or deliberations of the Board, is strictly prohibited.

Directors acknowledge that any violation of their obligation to maintain information and related documents confidential could cause harm to the interest of LWCC, waive attorney-client privileges and otherwise interfere with Board deliberations and its ability to conduct business in the best interest of LWCC.

III. FAILURE TO SIGN AND VIOLATIONS

Any violation of this Policy could cause harm to LWCC and frustrate Board deliberations during Executive Session. Any Director who fails or refuses to sign this Policy or is otherwise determined by a majority of the remaining Directors, voting as provided in Article VI, Section 7 of the Bylaws, at a meeting called for such purpose to have violated the terms of this Policy shall not: (i) be permitted to participate or attend any Board meetings held in Executive Session; (ii) receive or participate in communications with LWCC's legal counsel (iii) receive attorney work product materials and attorney-client privileged communications; or (iv) receive, participate or vote on confidential communications among and between Directors that contain, relate or involve material or information that is or is intended to be confidential among Directors. Any such violation shall constitute good cause to seek the removal of the Director by the Mutual in accordance with Article III, Section 4 of the Bylaws.

IV. AGREEMENT

I have read, acknowledge and agree to abide by the terms of this Policy.

Name

Date

Voting Report for Motion to Amend LWCC Board Rules Section 2.1 – Recording of Meetings

Individual/Mutual Vote			TOTAL	Weighted Vote			TOTAL
In Favor (1)	26	89.66%	89.66%	In Favor (1)	5,256.0	92.86%	92.86%
Opposed (1)	3	10.34%	10.34%	Opposed (1)	404.0	7.14%	7.14%
Abstain or (2)	0		0.00%	Abstain or (2)	0.0		0.00%
Absent (3)	0		0.00%	Absent (3)	0.0		0.00%
			BASED				BASED
			on all				on all
TOTAL:	<u>29</u>		MUTUALS	TOTAL:	<u>5,660.0</u>		MUTUALS

RECORDED VOTE							
			MUTUAL VOTES				
	UNITS	MUTUAL	YES	NO	Abstain	Absent	ERROR Warning
1	224.5	MM	1				
	224.5	MM	1				
	224.5	MM	1				
	224.5	MM	1				
2	42	M-5	1				
3	7	M-6A	1				
4	15	M-6B	1				
5	216	M-6C	1				
6	36	M-7	1				
7	28	M-8	1				
8	100	M-9	1				
9	158	M-10	1				
10	109	M-11		1			
11	125	M-12	1				
12	104	M-13	1				
13	193	M-14	1				
14	156	M-15	1				
15	95	M-16	1				
16	300	M-17A	1				
17	300	M-17B	1				
18	77	M-18	1				
19	180	M-19A	1				
20	210	M-19B		1			
21	250	M-20A	1				
	250	M-20A	1				
22	230	M-20B	1				
	230	M-20B	1				
23	332	M-21	1				
24	94	M-22	1				
25	200	M-23	1				
26	190	M-24	1				
27	85	M-25		1			
28	260	M-26	1				
29	190	M-27	1				
34			31	3	0	0	

CALCULATED VOTE											
		MUTUAL CALCULATED VOTES				WEIGHTED VOTE TALLIES					
	MUTUAL	UNITS	YES Note (1)	NO Note (1)	Abstain Note (2)	Absent Note (3)		VOTE YES	VOTE NO	Abstain Note (2)	Absent Note (3)
1	MM	224.5	1				MM	224.5			
	MM	224.5						224.5			
	MM	224.5						224.5			
	MM	224.5						224.5			
2	M-5	42.0	1				M-5	42.0			
3	M-6A	7.0	1				M-6A	7.0			
4	M-6B	15.0	1				M-6B	15.0			
5	M-6C	216.0	1				M-6C	216.0			
6	M-7	36.0	1				M-7	36.0			
7	M-8	28.0	1				M-8	28.0			
8	M-9	100.0	1				M-9	100.0			
9	M-10	158.0	1				M-10	158.0			
10	M-11	109.0		1			M-11		109.0		
11	M-12	125.0	1				M-12	125.0			
12	M-13	104.0	1				M-13	104.0			
13	M-14	193.0	1				M-14	193.0			
14	M-15	156.0	1				M-15	156.0			
15	M-16	95.0	1				M-16	95.0			
16	M-17A	300.0	1				M-17A	300.0			
17	M-17B	300.0	1				M-17B	300.0			
18	M-18	77.0	1				M-18	77.0			
19	M-19A	180.0	1				M-19A	180.0			
20	M-19B	210.0		1			M-19B		210.0		
21	M-20A	250.0	1				M-20A	250.0			
	M-20A	250.0						250.0			
22	M-20B	230.0	1				M-20B	230.0			
	M-20B	230.0						230.0			
23	M-21	332.0	1				M-21	332.0			
24	M-22	94.0	1				M-22	94.0			
25	M-23	200.0	1				M-23	200.0			
26	M-24	190.0	1				M-24	190.0			
27	M-25	85.0		1			M-25		85.0		
28	M-26	260.0	1				M-26	260.0			
29	M-27	190	1				M-27	190.0			
29	TOTALS:	5,660	26	3	0	0		5,256.0	404.0	0.0	0.0