

**AGENDA  
REGULAR MEETING  
OF  
THE IRRIGATION COMMITTEE**  
6425 Main Street,  
Georgetown, California 95634  
**Tuesday, July 16, 2024**  
**2:00 P.M.**

**Irrigation Committee**

Ray Griffiths, Chairman  
Bill Threlkel, Vice Chair  
Carla Sutton, Secretary

Alexandra Duarte  
Kristy McKay  
Fran Todd

**Board of Directors Liaison**

Donna Seaman  
Mike Thornbrough

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**MISSION STATEMENT**

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It is the purpose of the Georgetown Divide Public Utility District to:

- Provide reliable water supplies.
  - Ensure high-quality drinking water.
  - Promote stewardship to protect community resources, public health, and quality of life.
  - Provide excellent and responsive customer services through dedicated and valued staff.
  - Ensure fiscal responsibility and accountability are observed by balancing immediate and long-term needs.
- 

**NOTICE:** This meeting will take place in the Board Room of the Georgetown Divide Public Utility District, located at 6425 Main Street in Georgetown, and will be open to the public. As a courtesy and technology permitting members of the public may opt to participate in the meeting via video conference at:

<https://us02web.zoom.us/j/81129039058?pwd=c2t4d3NnUXZZb1dNVjczQzQzS21JUT09>

**Meeting ID: 811 2903 9058** and **Password: 800609** or via teleconference by calling **1-669-900-6833** and will be given the opportunity to provide public comment. please note that any person attending via teleconference will be sharing the phone number from which they call with the committee and the public.

The Irrigation Committee Chairperson is responsible for maintaining an orderly meeting.

**1. CALL TO ORDER — ROLL CALL — PLEDGE OF ALLEGIANCE**

**2. ADOPTION OF AGENDA**

- 3. PUBLIC FORUM** - Any member of the public may address the Irrigation Committee on any matter within the jurisdictional authority of the Irrigation Committee. Public members desiring to provide comments, must be recognized by the Committee Chairman, and speak from the podium. Comments must be directed only to the Irrigation Committee. The public should address the Irrigation Committee members during the public meetings as Chairman, Vice Chairman, Secretary, or Member, followed by the Committee member's individual last name.

The Irrigation Committee will hear communications on matters not on the agenda, but no action will be taken. No disruptive conduct shall be permitted at any Irrigation Committee meeting. Persistence in disruptive conduct shall be grounds for summary termination, by the Chairman, of that person's privilege of address.

**4. APPROVAL OF MINUTES –May 21, 2024**

**5. INFORMATIONAL REPORTS**

A. Water Resources Update

**6. ACTION ITEMS**

**A. Review of Current and Future Water Seasons**

- **Possible Action:** Identify season concerns and possible action referrals to the Board.

**B. Review of Irrigation Ordinance Informational Campaign**

- **Possible Action:** Review the educational customer outreach materials.

**C. Review of Irrigation Committee Meeting Schedule**

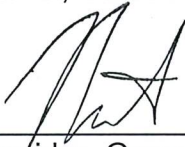
- **Possible Action:** Provide staff direction regarding possible amendments to the annual meeting schedule.

**7. IRRIGATION COMMITTEE MEMBER COMMENTS AND REPORTS**

**8. AGENDA ITEMS FOR THE NEXT IRRIGATION COMMITTEE MEETING**

**9. NEXT MEETING DATE AND ADJOURNMENT** – The Irrigation Committee set the 3rd Tuesday of each month for regular committee meetings during the Irrigation season, and as needed or directed by the Board. The next regular Irrigation Committee meeting will be on August 20, 2024.

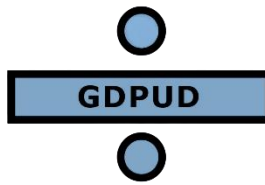
In accordance with Government Code Section 54954.2(a), this agenda was posted on the District's bulletin board at the Georgetown Divide Public Utility District office, at 6425 Main Street, Georgetown, California, on July 11, 2024.



\_\_\_\_\_  
Nicholas Schneider, General Manager

7-11-24  
Date

In compliance with the Americans With Disabilities Act, if you are a disabled person and need a disability-related modification or accommodation to participate in this meeting, contact the District Office by telephone at 530-333-4356 or by fax at 530-333-9442. Requests must be made as early as possible and at least one full business day before the start of the meeting.



**ACTION ONLY MINUTES  
REGULAR MEETING  
OF  
THE IRRIGATION COMMITTEE**  
6425 Main Street,  
Georgetown, California 95634  
**Tuesday, May 21, 2024  
2:00 P.M.**

**Irrigation Committee**

Ray Griffiths, Chairman  
Bill Threlkel, Vice Chair  
Carla Sutton, Secretary

Alexandra Duarte  
Kristy McKay  
Fran Todd

**Board of Directors Liaison**

Donna Seaman  
Mike Thornbrough

**Presenting Staff**

General Manager Nicholas Schneider      Operations Manager Adam Brown

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**MISSION STATEMENT**

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- Provide reliable water supplies.
  - Ensure high-quality drinking water.
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  - Provide excellent and responsive customer services through dedicated and valued staff.
  - Ensure fiscal responsibility and accountability are observed by balancing immediate and long-term needs.
- 

A full recording of this meeting is available on the District channel;

<https://youtube.com/live/SseKyMG2X60>

**1. CALL TO ORDER — ROLL CALL — PLEDGE OF ALLEGIANCE**

**Chairman Griffiths called the meeting to order at 2:03 p.m.**

**Roll Call:**

**Present:** McKay, Threlkel, Duarte, Todd and Griffiths

**Absent:** Sutton

**Chairman Griffiths led the Pledge of Allegiance.**

**2. ADOPTION OF AGENDA**

**Member Todd motioned to adopt the agenda. Member Threlkel seconded the motion.**

Chairman Griffiths called for the **vote**.

**Ayes:** Threlkel, McKay, Duarte, Todd and Griffiths

**Nays:** None

The motion passed **unanimously**.

### 3. PUBLIC FORUM

No comments were received.

### 4. APPROVAL OF MINUTES –March 19, 2024

#### **Public Comment:**

No public comments were received.

**Member McKay motioned to approve the minutes of the March 19, 2024, Regular Meeting of the Irrigation Committee. Member Todd seconded the motion.**

Chairman Griffiths called for the **vote**.

**Ayes:** Threlkel, McKay, Duarte, Todd and Griffiths

**Nays:** None

The motion passed **unanimously**.

### 5. INFORMATIONAL REPORTS

#### **A. Water Resources Update**

Operations Manager Adam Brown delivered the update. The Stumpy Meadows reservoir is currently at capacity and spill water is being utilized to operate irrigation season. The inflow into the reservoir is approximately 38 cubic feet per second (cfs).

#### **B. Irrigation Season Application Response Update**

General Manager Nicholas Schneider updated the committee. This season there are 365 active customers. The miners inches demand is 473.5. The prospective revenue for the season is \$423,279 utilizing approximately 3,600-acre feet of water and 72,919 miners inches. There was a loss of 14 customer accounts and 14.5 miners inches compared to the 2023 season. The total miners inches sold is down approximately 3,700.

#### **C. Continuous Use Clause**

General Manager Nicholas Schneider introduced the discussion item. The requirement is that all irrigation customers must keep their irrigation water running continuously. This is also addressed under the proposed amendments to the Irrigation Ordinance thus the recommendation to discuss the item with the Irrigation Ordinance, which was taken.

#### **D. Operating Cost Analysis for Irrigation Ditch Segments**

Operations Manager Adam Brown reviewed the analysis summarizing the data in the table. The dates should reflect the 2023 season. The 2024 data cited is incorrect and will be amended for the final record. The data collected in the GIS system last season was compiled and analyzed to produce the analysis.

Committee discussion involved analysis of the data with a focus on the ditch sections which are the most labor and cost-intensive to maintain. The constant need to clean and clear vegetation from the open ditches is costly and producing a negative income issue on the Kelsey ditch route which is 10-15 miles in length. Piping the ditches for cost mitigation was a discussion item, the initial expenses would be high though the return on investment (ROI) would be realized over time. Piping is being explored as an option throughout the District though cost is prohibitive outside of funding assistance through grants or similar options.

The reality that 50% of the revenue goes towards the maintenance required to run the system was explored. The question was posed, is the District losing money running the ditches? It was shared that more analysis is needed to provide an answer. This research is currently being conducted via the Cost-of-Service Analysis which will encompass measuring labor, time, and equipment costs associated with running and maintaining the system preliminary results are expected in September. The Committee requested the analysis for review when available.

**Public Comment:**

Steve Dowd  
Cherie Carlyon  
Ray Paul

## 6. ACTION ITEMS

### A. Review of Current and Future Water Seasons

The irrigation season had been running for 6 days and there were no staff-recommended actions. Liaison Thornbrough shared that he has not received any negative feedback or comments this season which is an indicator that the public outreach this season has been effective.

### B. Review of Proposed Ordinance 2023-04 Rules and Regulations for Irrigation Service Amendments

General Manager Nicholas Schneider shared that this item is associated with a need to abandon the prescriptions of SB 998 the Water Shut-Off Protection Act governing residential water service in order to allow for in-season response to nonpayment issues. The amendments introduce service fees and charges for service calls. Terms of service including violations of the Ordinance use rules such as the continuous use clause, or customers tampering with the system are addressed.

The Committee discussion examined the need to address shutoffs for maintenance, even if it impacts service to other customers as currently, the language is firm potentially limiting those types of considerations. Solutions for piping and valve shutoffs on the customer end were shared to avoid these cascading maintenance interactions with the greater system and other properties as a whole.

**Member Duarte motioned to recommend the proposed amendments to Ordinance 2023-04 Establishing Rules and Regulations for Irrigation Service to the Board of Directors for adoption. Member Threlkel seconded the motion.**

Chairman Griffiths called for the **vote**.

**Ayes:** Threlkel, McKay, Duarte, and Griffiths

**Nays:** None

The motion passed **unanimously**.

## 7. IRRIGATION COMMITTEE MEMBER COMMENTS AND REPORTS

Member McKay inquired with Member Duarte for a follow-up update regarding the Davis water use research being conducted in the region. At the moment Member Duarte is waiting to hear back on the findings.

**8. AGENDA ITEMS FOR THE NEXT IRRIGATION COMMITTEE MEETING**

Liaison Seaman requested that an electronic notification campaign for irrigation customers be developed. The campaign could utilize provisions from the Ordinance, sent out at multiple points throughout the season. Examples of the information to disseminate included the specifics of not bathing or allowing animals in the canals which is especially pertinent as the temperature rises.

Member McKay requested information about the Cost-of-Service Analysis and its findings. It was shared that this will potentially be available in August or September and provided when the analysis is ready.

**9. NEXT MEETING DATE AND ADJOURNMENT** – The Irrigation Committee set the 3rd Tuesday of each month for regular committee meetings during the Irrigation season, and as needed or directed by the Board. The next regular Irrigation Committee meeting will be on June 18, 2024.

**Member Threlkel motioned to adjourn the meeting. Member McKay seconded the motion. The motion passed by acclamation. The meeting was adjourned at 3:27 p.m.**

\_\_\_\_\_  
Nicholas Schneider, General Manager

\_\_\_\_\_  
Date

# GEORGETOWN DIVIDE PUBLIC UTILITY DISTRICT

## Operations Report for June 2024

Presented to the GDPUD Irrigation Committee  
by Operations Manager: Adam Brown

Informational  
Item July 16, 2024

### Stumpy Meadows Historical Capacity Chart



Note: Full Pool – 21,206 acre feet | July 1, 2024 – 20,896 acre feet

## Treatment Operations

### Walton Lake Treatment Plant

31.2 mg | 1,040,000 average gpd

- ✓ No operational shutdowns
- ✓ Walton Lake Lighting Strike
- ✓ Walton Lake Internal Plumbing Repair

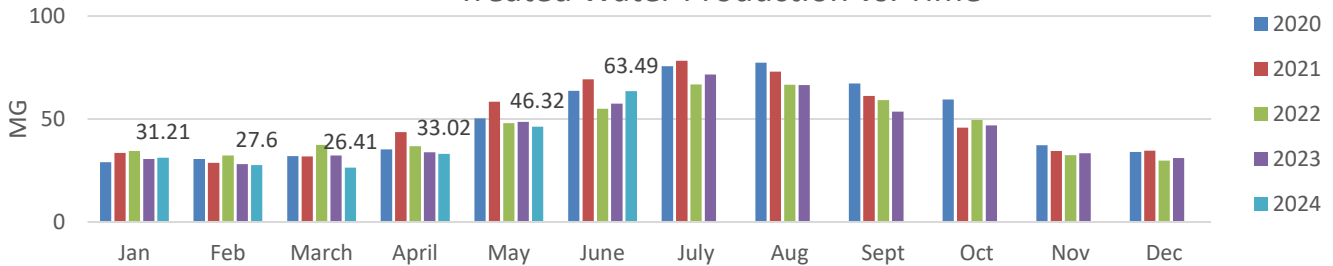
### Sweetwater Treatment Plant

32.2 mg | 1,073,333 average gpd

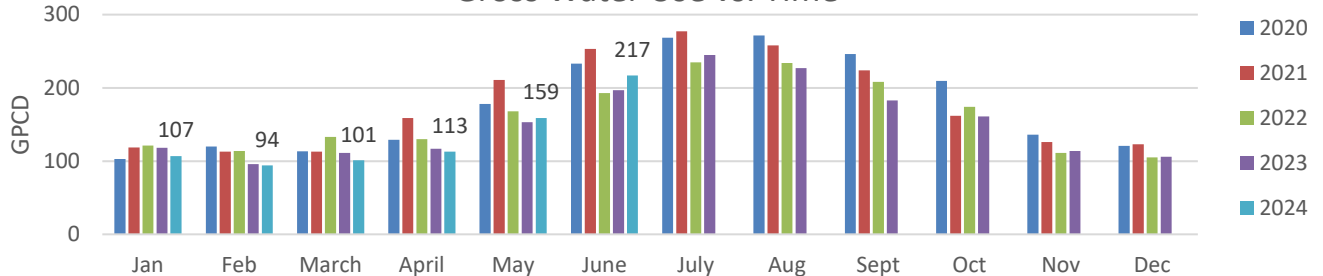
### Water Quality Monitoring:

- ✓ All finished water was in compliance with drinking water standards.
- ✓ Collected routine bacteria distribution and quarterly disinfection by products samples.
- ✓ Distribution monitoring samples were absent of bacteriological contamination indicating adequate disinfection.

### Treated Water Production vs. Time



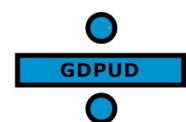
### Gross Water Use vs. Time



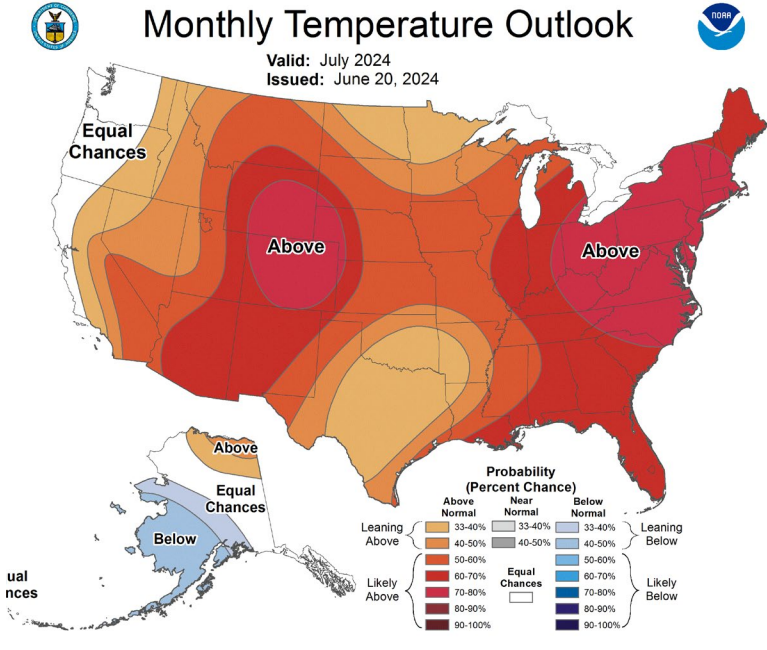
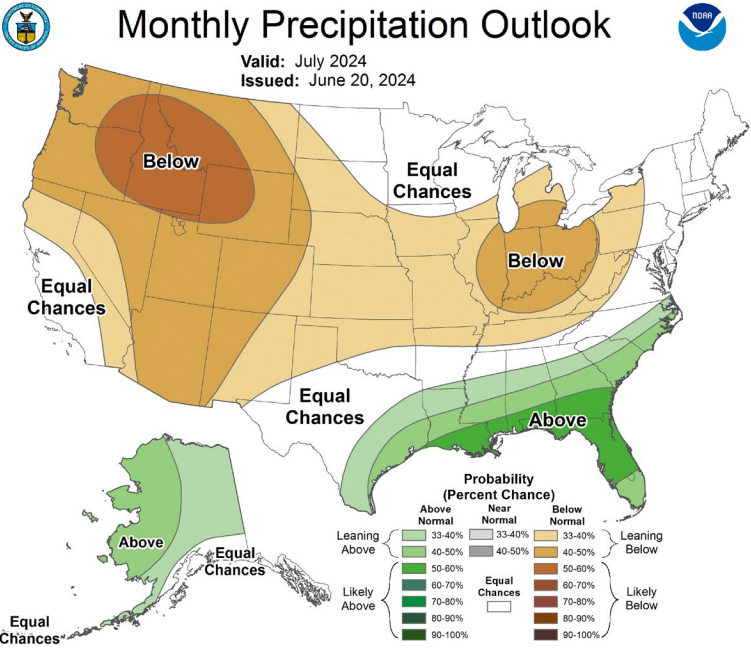
**Notes:**

GPCD – Gallons per Capita per Day

MG – millions gallons



NOAA is still projecting a La Nina winter after this “neutral” ENSO summer. The most recent weekly and monthly observations from the key ENSO-monitoring region (dubbed “Niño 3.4”) show surface temperatures are close to average, and now cooler, deeper waters have begun surfacing. Now that both the atmosphere and the ocean have shifted away from El Niño, the event is truly over. Beneath the surface of the eastern pacific, a pool of cool water has been lurking for several months in standby mode, ready to re-supply the surface and intensify the cool anomaly required to create and maintain La Niña. It's favored by a 65% chance to shift in late July-September.



**5 Year Rainfall History Per District Records**

Rainfall	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total
2024	11.79	10.93	7.12	3.93	2.38	0							36.15
2023	14.66	8.05	15	0.33	1.23	0.07	0	0.17	0.68	2.76	2.70	3.65	49.30
2022	0.69	0.17	1.6	7.54	0.41	0.99	0	0	1.2	0.07	4.45	24.12	41.24
2021	9.10	4.72	4.30	0.14	0.01	0.00	0.02	0.00	0.93	14.29	2.84	16.59	52.94
2020	5.26	0.00	10.15	5.49	2.84	0.06	0.00	0.00	0.00	0.00	4.64	3.51	31.95
2019	10.00	18.09	6.89	2.02	6.50	0.00	0.00	0.00	1.30	0.40	1.88	11.13	58.21



**NO Swimming Allowed in the Ditches and Canals**

**Summer has arrived bringing with it higher temperatures. As a reminder swimming or bathing in District canals and ditches either by human or animal is prohibited.**

Per District Ordinance 2024-01

**The Stumpy Meadows Reservoir is available for recreation .**



# District Operators Maintain Irrigation System Control



*District Operators maintain exclusive control of service point operation. Please contact the District if service adjustments are needed and staff will assist you.*

*Per Ordinance 2024-01 SEC 2 (a)*

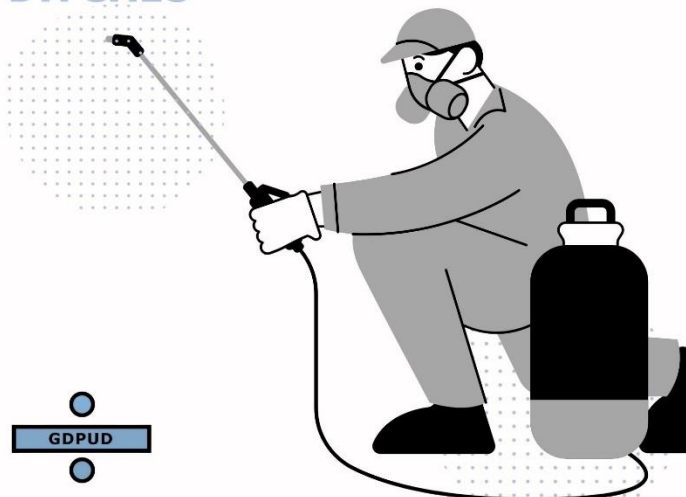


CONTACT US ▶

[www.gd-pud.org](http://www.gd-pud.org)

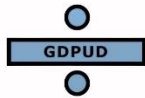
530-333-4356

## NO CHEMICAL APPLICATION IS ALLOWED NEAR THE DITCHES



Neither chemical nor herbicides use is allowed in the ditch easements (12.5 feet from center on either side). District approval is required prior to any chemical or herbicide application.

Per Ordinance 2024-01 SEC 2 (j)

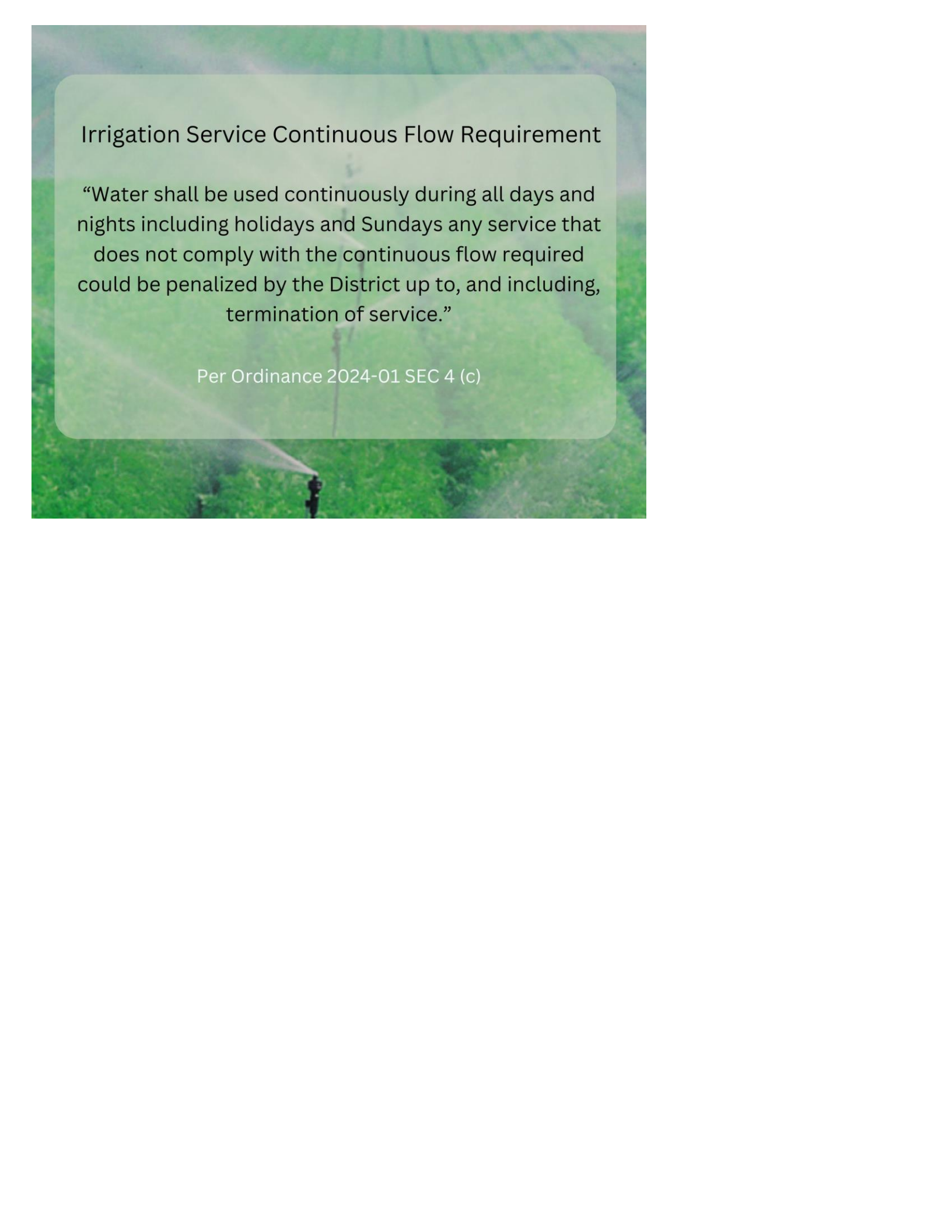


## Animals introduce contaminates into the water supply.



**As a reminder livestock and domestic animals are not permitted to contaminate the water supply in the District ditches and canals. Property owners will be liable for any damage. Ordinance 2024-01 SEC 2 (l)**





## Irrigation Service Continuous Flow Requirement

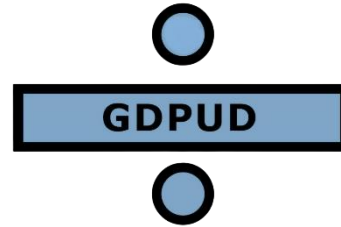
“Water shall be used continuously during all days and nights including holidays and Sundays any service that does not comply with the continuous flow required could be penalized by the District up to, and including, termination of service.”

Per Ordinance 2024-01 SEC 4 (c)

**REPORT TO THE IRRIGATION COMMITTEE**

**Board Meeting of July 16, 2024**

**Agenda Item No. 6. C.**



**AGENDA SECTION: ACTION ITEMS**

**SUBJECT: Consider the Irrigation Committee Annual Schedule**

**PREPARED BY:** Elizabeth Olson, Executive Assistant

**Approved By:** Nicholas Schneider, General Manager

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**BACKGROUND**

The current Irrigation Committee schedule prescribes monthly meetings on the 3<sup>rd</sup> Tuesday.

**DISCUSSION**

Policy 4105.02 Irrigation Roles and Responsibilities established the committee. Items 6 and 7 of the policy state:

- 6. Role of the Committee.** The primary role of the Committee is to provide recommendations to the Board of Directors (“Board”) from their direction, or in response to Board-approved proposals on matters related to the District’s Irrigation water services. Additional mission to be provided by the committee.
  
- 7. Meetings.** The committee shall meet at least quarterly, and more often if needed or requested by the Board or the Committee. Meetings shall be held at the District’s offices unless otherwise stipulated by an emergency or Executive Order.

The current adopted 2024 meeting schedule prescribes 11 annual meetings. Discussion is recommended as to the annual adopted schedule and meeting frequency to establish a calendar that will serve both the Committee’s purpose and the members’ needs. Given the nature of the Committee, it is understood that members are utilizing irrigation services for their businesses and personal operations. When irrigation season is in full swing is there a need for monthly meetings, or does that pull those who have pending matters in the field away during critical points impacting their operations?

**FISCAL IMPACT**

There is no fiscal impact associated with this discussion.

**CEQA ASSESSMENT**

This is not a CEQA project.

**RECOMMENDED ACTION**

Staff recommends the Irrigation Committee of the Georgetown Divide Public Utility District (GDPUD) discuss the meeting schedule and develop recommendations for adoption.

**ALTERNATIVES**

The Committee may find the need to address the current meeting schedule lacking and reject the discussion.

**ATTACHMENTS**

1. Policy 4105.02 Irrigation Committee Roles and Responsibilities

Georgetown Divide Public Utility District | 2022  
Policy Manual

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**POLICY TITLE:       Irrigation Committee Role and Responsibilities**

**POLICY NUMBER:    4105.02**

1. **Purpose.** The Irrigation Committee was established in January 2020 to provide recommendations to the Board of Directors on matters related to the District’s Irrigation services and allow Irrigation customers an opportunity to provide feedback to this committee. The Committee is advisory nature and the Committee, and its members have no authority to set policy, expend funds, or make obligations on behalf of the Board and/or the District.
2. **Brown Act:** The Irrigation Committee is a committee formed formally under the Board of Directors Policy 5000.3 and must comply with the Brown Act. The Brown Act. The Legislature adopted the Brown Act, commonly referred to as California’s “Open Meetings Laws” in 1964. The Brown Act is contained in Government Code section 54950 et seq. The Brown Act is broadly construed, and compliance is constitutionally mandated. Committee members must be knowledgeable of the Brown Act and there will be annual/bi-annual training.
3. **Membership; Quorum.** The Committee shall be comprised of no more than seven (7) public members. A quorum shall consist of four (4) public members currently appointed to the Committee.
4. **Board Liaison(s).** One Director up to a maximum total of two (2) Directors, shall be appointed to the Committee as Board Liaison members.
  - a) The duties of the Board Liaison include presenting relevant data to the Board and arranging for any presentation of important progress on projects to the Board by the Committee chairperson.
  - b) The Board Liaison’s role will be advisory to the Committee-
  - c) The Board Liaison will not have a vote on the Committee.
  - d) Only Two (2) Board of Directors can be present at any of the Committee meetings
  - e) If a regular Liaison cannot attend a meeting, that member will contact the Board President and the Board President will arrange for another member to attend the meeting. If there are three members present the Board Liaison is authorized to request the non-liaison Board member to leave.
5. **Selection of Committee Members.**
  - (a) A Notice of Vacancy on the Irrigation Committee shall be posted on the District’s website and social media sites, and must be published in a newspaper of general circulation in the District with instructions for applying, including a deadline for submittal.
  - (b) All applicants who reside within the District boundaries and are current irrigation water customers will be eligible for consideration by the Board.
  - (c) Applications must be submitted by the stated deadline and must include a Statement of

Interest, the number of years as an irrigation water customer, and the area in the District the applicant resides. Applications can be mailed or hand-delivered to the General Manager at the District Office, located at 6425 Main Street, Georgetown, CA 95634, or transmitted by email to [gm@gd-pud.org](mailto:gm@gd-pud.org) or the Board President.

- (d) The General Manager will distribute all applications to the Board of Directors.
- (e) All applicants shall be available for personal comments at the Board of Directors during the selection board meeting.
- (f) The Board of Directors will ask questions of the applicants during the Board meeting and will publicly vote on each applicant to be appointed. In the case where there are more applicants than Committee seats, the Board of Directors will submit their ranking of the applicants to the President after the questioning period and the applicant(s) with the highest number of first place, then second place if needed, etc.. will be selected and announced as the appointee(s).
- (g) Those Irrigation Committee members who resign or who do not renew their two-year commitment shall provide a letter of resignation to the Irrigation Committee Chair, the President of the Board of Directors, and the General Manager.
- (h) The Board of Directors will confirm appointments or resignations by Resolution of the Board.

**6. Role of the Committee.** The primary role of the Committee is to provide recommendations to the Board of Directors (“Board”) from their direction, or in response to Board approved proposals on matters related to the District’s Irrigation water services. Additional mission to be provided by the committee.

- (a) Present all Committee findings and proposals to the Board for approval.
- (b) Accept all projects requested by the Board.

**7. Meetings.** The committee shall meet at least quarterly, and more often if needed or requested by the Board or the Committee. Meetings shall be held at the District’s offices unless otherwise stipulated by an emergency or Executive Order

- (a) At any meeting of the Irrigation Committee, the majority of the members currently appointed show constitute a quorum for purposes of conducting business or meetings. Unless otherwise posted, a majority vote of those present and voting shall be sufficient to adopt any motion. A quorum cannot be under three (3) public appointed members.
- (b) All meetings of the Committee shall be open and public, and all persons shall be permitted to attend any meeting of the committee as provided by Government Code Section 54950 et seq
- (c) All meetings of the Committee shall be held in the GDPUD offices at 6425 Main Street, Georgetown, CA 95634, unless there is a special need to hold a meeting at a different location.
- (d) The proceedings of all meetings of the Committee shall be conducted in accordance with GDPUD Board Policy Numbers 5000, 5030 and 5040.
- (e) The Committee shall follow the order of business for the conduct of its meetings by the agenda. The order can be changed during the Adoption of the Agenda by majority vote.
- (f) Any meeting may be adjourned to a time and place stated in the Order of Adjournment. Less than a quorum may also adjourn from time to time. If all members are absent, the Secretary may declare the meeting adjourned to a stated time and place and shall cause each notice to be given in the same manner as for special meetings.
- (g) Special meetings may be called at any time at the direction of the Chairperson or by a majority of the Committee. However, scheduling must be coordinated with the General Manager and Board President to ensure there are no conflicts with other scheduled

Committee, Board, County, Regional, or Legislative meetings. A minimum of Forty-Eight hours advance written notice of special meetings shall be provided by the Chairperson to the Board President and General Manager stating the time and business to be transacted. The public shall be notified through the district regular communications and procedures, in accordance with Government Code Section 54950 et seq – At least Twenty-four (24) hours prior to the meeting.

(h) The Committee Secretary shall maintain meeting minutes, including a complete record of all transactions, findings, and determinations, and present a full statement to the General Manager for the Board prior to the next Board meeting. A signed copy of meeting minutes shall be filed with the Staff Liaison.

**8. Terms.** The terms of office shall be two (2) years. Committee members may be reappointed to subsequent terms by providing their letter of intent to the Board and the General Manager, and then the Board voting on the Committee members to be reappointed during a Board meeting.

**9. Removal.** All committee members serve at the will of the Board, and any member may be removed by an affirmative vote of three (3) members of the Board.

**10. Officers.** The committee shall designate from among its members a Chair, Vice-Chair, and Secretary. The Chair shall preside over the meetings, and in the Chair's absence, the Vice-Chair shall preside. If both the Chair and the Vice-Chair are absent, the remaining members, if a quorum exists, shall select from among themselves a person to preside over the meeting. The Board Clerk, or Staff designee, shall prepare agendas and minutes of every meeting and shall be responsible for transmitting the agenda and the final copy of all minutes to the General Manager or designee. Items needing Board action shall be transmitted as soon as possible to the General Manager or designee for inclusion on the next available Board agenda.

**11. Agenda.**

- (a) The General Manager, in cooperation with the Board President and the Chair of the Irrigation Committee, shall prepare an agenda for each regular and special meetings of the Irrigation Committee Meeting in accordance with the Ralph M. Brown Act (California Government Code Section 54950).
- (b) During the last item of the Irrigation Committee agenda before adjournment, a Committee member may bring up items they would like the Committee to review and for what purpose. Requests affirmed by a majority vote of the Committee shall be reported to the Board of Directors by the Committee Chair at the next meeting of the Board of Directors.
- (c) Requests for additional information by Committee members should be directed to the Irrigation Committee Chair. The Chair will provide the Board Liaison with these requests. The requests will then be given and discussed with the General Manager with a copy to the Board President. Only the General Manager can direct staff for reports. Only the Board can direct the General Manager.

**12. Board Reports.** The Committee shall report on its activities to the Board at the following meeting after the Committee meets. The Board Report shall be either oral or written and shall include a description of the activities of the Committee for the proceeding, and any on-going or outstanding activities or tasks. The Board Report will be given at the next Regular Board Meeting by the Irrigation Committee Chair or Vice-Chair. Committee member minutes can be used to satisfy this requirement if the Chair or Vice-Chair is not present at the Board of Directors meeting.