

**HACIENDA CARMEL COMMUNITY ASSOCIATION  
MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS  
Thursday, May 26, 2022  
Casa Fiesta**

**PRESENT:**

Mr. Art Sutton, President & Director  
Ms. Fran Baca, Vice President & Director  
Ms. Jackie Graham, Treasurer & Director  
Mr. David Delwiche, Corporate Secretary & Director  
Ms. Mary Pat Adams, Director  
Ms. Donna Bessant, Director  
Ms. Elizabeth Husby, Director  
Mr. Bill Quinn, Director  
Mr. Sam Womer, Director  
Mr. Robert Hedberg, General Manager  
Ms. Jeanne Mileti, Recording Secretary

Twenty-five members attended the open meeting in Casa Fiesta.

1. **CALL TO ORDER:** The open meeting was called to order at 10:05 a.m. by Art Sutton, President.
2. **REVISION OF AGENDA:** None
3. **MEMBER COMMENTS ON AGENDA ITEMS:** None
4. **APPROVAL OF MINUTES:** The Board considered the minutes of the April 28, 2022, regular Board meeting. Ms. Baca suggested a change to page 8, under the Employee Benefit & Handbook report: Change the second sentence in paragraph 2 to read, “She disagrees with the way employees are required to address members and residents by their first names. . .” On page 9, under Unfinished Business, first paragraph, last line, the word “if” should be changed to “when.” Mr. Sutton had a correction to page 9, Library/Book Shoppe report: Instead of “Bulletin” it should read “Bulletin Board.” Mr. Quinn made a motion to approve the minutes of the Board meeting of April 28<sup>th</sup> with the corrections. Mr. Womer seconded the motion which carried unanimously.
5. **PRESIDENT’S REPORT:** The Board met in Executive Session at 8:30 a.m. Mr. Sutton reported that the Board approved the executive session minutes from April 28<sup>th</sup> and the May 11<sup>th</sup> emergency meeting, at which the package policy was approved. The Board discussed allowing employees to attend the funeral for Agustin Corres on Wednesday, June 1<sup>st</sup>. Employees who plan to attend will be here in the morning and take the balance of the day off. There will be no van run that day.

**PRESIDENT’S REPORT**, continued

The Board additionally discussed the restatement of the 401k plan and approved the changes; worker’s compensation insurance claim prevention; one resident issue; and a legal issue, which is a hold harmless agreement between a resident/homeowner and a Hacienda Carmel employee that is working for them privately. The Board will start enforcing these and information to residents will be forthcoming. The Board also appointed an ad hoc committee to meet with the auditors, consisting of the Treasurer, Jackie Graham; the President, Art Sutton; and the Vice President, Fran Baca. The auditors will be here in mid-June. The Board discussed a contract to retrofit the standpipes for the wells with fittings for fire hoses – this will be discussed further in Mr. Quinn’s report today.

Comments at last month’s Board meeting were made by Mary Lou Donegan, who wanted information regarding Solar Phase II funding. Her question was answered at the Board meeting by Fran Baca.

Correspondence consisted of a letter from Bill Bennett who offered to serve on the Architectural Review Committee. The next letter was from Jeanne Wooldridge who is concerned that we have not provided enough information that Betty Olson is operating the Hair Salon. The next letter is from Paul Carriere, who has also volunteered to serve on the Architectural Review Committee. There was a letter from Alexandra James complimenting Joan Cano from Security, who walks the property during his shift and folds the flag according to proper flag etiquette. The next letter is from Connie Winners volunteering to serve on the Architectural Review Committee, accompanied by a letter from Pat Parrish (who is her landlord) approving Ms. Winners’ committee service. There was a letter from Brendan Kelly offering to serve on the Architectural Review Committee. There was a letter from Alexandra James with specific questions about the pay increases given to employees. That information is available on the Association Bulletin Board.

Mr. Sutton reminded everyone that the Annual Membership Meeting will be held on Monday, June 6<sup>th</sup>, and the Organizational Meeting of the Board of Directors will be held the following Thursday, June 9<sup>th</sup>. Also, anyone who wishes to serve on a committee in the new Board year should send a letter or e-mail stating so.

**6. OCCUPANCY APPLICATIONS:** The General Manager presented the following applicants for occupancy:

Jim & Grace Stout

Authorized Occupants, Purchasing #172

The General Manager has spoken with the applicants and verified their qualifications for occupancy. Ms. Adams made a motion to approve the applicants for occupancy. Ms. Bessant seconded the motion which carried unanimously.

7. **GENERAL MANAGER’S REPORT:**

- **Sales & Rentals:** Mr. Hedberg announced that units are selling almost as quickly as they hit the market and prices are increasing. We currently have two sales pending and there have been two sales this fiscal year, which began May 1<sup>st</sup>. The number of units rented remains at 40, out of a potential 75.
- **Miscellaneous Projects:** The General Manager reported that the property/liability insurance policy was received very close to the renewal date. The policy will once again be written by the Multifamily Risk Pool as there were no other insurers willing to offer. The expiring premium is \$259,698, and the renewal premium is \$371,241 – an increase of \$111,543. Three quarters of the increase is due to a jump in the total insured value. Whereas this value was being increased incrementally each year, the insurer required that it be at total replacement rates now, and it was increased by \$15 million. Total insured value now stands at \$62,441,252. Also included in this policy is the umbrella coverage. Mr. Hedberg noted he will be posting information regarding the insurance renewal on the Bulletin Board and copies will be available in the wall rack as well.

The Grounds crew is currently operating with only four people (two are gone and one had to take a few weeks off for medical purposes) and it is proving difficult to hire new workers. Projects, such as vegetation removal, have been put on hold. Mr. Hedberg asked that residents please be patient as the remaining crew is doing their best to keep things together.

The General Manager reported that he has received a quote from Sign Works for 18” x 24” signs in English/Spanish for the recycle areas. The quote is for \$837.38. The Board discussed whether the current recycling bins used by residents (in that we have not received any fines for misuse recently) requires signage at all. Ms. Adams made a motion that the signs be purchased for \$837.38. Ms. Bessant seconded the motion which carried with one director opposed.

Mr. Hedberg spoke about the loss of Grounds employee Agustin Corres. There has been a tremendous outpouring of condolences from the residents of Hacienda Carmel, not only to Agustin’s family, but to his fellow employees as well. We are collecting cards from residents and passing them along to his family. There have been two bundles delivered already. Services for Agustin will be held at 11 am on June 1<sup>st</sup>. Although Mr. Hedberg will not be in town then, he will write something on behalf of the staff and hopefully it can be read at the service. Mr. Hedberg noted there is a petition being circulated to make Agustin employee of the year for 2022. The money for this award, however, is not provided by the association but through a generous donation from member Bob Balles, who has asked that the recipient be chosen from among staff members by management each year. The Board of Directors, in Executive Session, approved a memorial bench in Agustin’s name.

Mr. Balles, who is now residing in Casa Carmel, has agreed to fund Bingo (with increased prizes) through the end of this year, as well as the Employee of the Year award for 2022.

**GENERAL MANAGER’S REPORT, continued**

Ballots for Hacienda Carmel’s annual election are due by 9 am on Friday, June 4<sup>th</sup>. You can get another ballot if yours is lost or was not signed, etc.

Mr. Hedberg noted he will be away from the office on Monday through Thursday of next week, and will be returning Friday, June 3<sup>rd</sup>.

**8. FINANCIAL REPORT: Jackie Graham, Treasurer**

**Financial Statements:** Ms. Graham reported that the Finance Committee met on May 19<sup>th</sup> and recommended acceptance of the draft April 30th financial statements. Ms. Bessant made a motion to accept the April 30, 2022, draft financial statements. Ms. Husby seconded the motion which carried unanimously.

- **Reserve Fund Expenditures:** Ms. Graham reviewed the Reserve Fund expenditures for the month of April 2022. They consisted of \$9,500.00 paid to Carpet Caravan for a down payment on the flooring for Casa Fiesta; \$3,436.00 paid to Della Mora Heating for replacement of a furnace; and \$1,948.72 paid to Uline for purchase of the new Board filing cabinet. Total expenditures for the month of April were \$14,884.72. Ms. Adams made a motion to approve the April 2022 Reserve Fund expenditures in the amount of \$14,884.72. Ms. Husby seconded the motion which carried unanimously.
- **Documents Review:** Both the Treasurer and Board President reviewed the documentation consisting of bank reconciliations, bank statements, accounts payable, aged receivables, and the general ledger for the months of March and April, 2022. Ms. Husby made a motion to ratify the documents review for March and April. Mr. Quinn seconded the motion which carried unanimously.
- **Package Insurance Policy:** Ms. Graham reported that the Board resolved to borrow \$300,000 from the Reserve Fund and to transfer \$70,000 from the Solar Savings Account to fund the property/liability insurance policy that renewed May 15<sup>th</sup>. Resolution 2022-01 is to borrow from Reserves, which was approved at a posted Emergency meeting of the Board on May 11, 2022. Both the Reserve Fund and the Solar Account will be paid back over a period of 10 months.

Ms. Graham noted that due to the increase in the package policy, we already have a \$60,000 shortfall from what we budgeted. We will wait until the flood policy renews in November and reassess the situation at that time.

**9. COMMITTEE REPORTS: The following committees had reports:**

- **Architectural Review:** Jeanne Wooldridge reported: “The meeting opened with the announcement that Hacienda gardener Agustin Corres had been killed in an accident. More details will follow.

**COMMITTEE REPORTS, Architectural Review, continued**

“Mr. Hedberg reported that work continues on fire mitigation efforts, including adaptation of standpipes to hose stations. He also reported that flooring for Casa Fiesta has been ordered and that installation is being scheduled. Additionally, maintenance work in room #308 in the Hacienda motel has been completed.

“Requests for Changes and Actions: Unit #48 – [The committee] approved replacing the front entrance door. Unit #19 – [The committee] approved installation of shed in the patio. Unit #216 – [The committee] approved replacing all single-pane windows with double-pane; removing the pony wall and corner wall of kitchen; and removing the existing furnace and replace with Envi wall heaters. The Committee recommended that the Board approve a variance for (Unit #216) installation of a corner fireplace in the living room, with appropriate flooring and venting.” Ms. Husby approved installation of a gas fireplace for unit 216. Ms. Bessant seconded the motion which carried unanimously.

“In April ARC recommended that the Board approve Reate Design to complete the redecoration of Casa Central, but the Board took no formal action. Will the Board consider the issue and decide at this meeting?” Mr. Sutton noted it is on the agenda today under “Unfinished Business.”

“Pool area outdoor dining furniture: ARC voted that they did not want the Polywood set that was purchased on trial and recommended that Mr. Hedberg try to return it to the company, sell it, or place it elsewhere on the property. [Mr. Hedberg noted it can be returned for a full refund.] Since April, members of the committee have investigated other sources of furniture and would recommend choosing wood sets, plus a short list of additional criteria. Further, the Committee recommends to the Board that the Casa Central designer assist in selecting appropriate sets and manufacturers.

“The Committee reviewed the revised language [for the Tree Policy] and recommends that it be approved by the Board and incorporated into the HCCA Architectural Rules.” The Board has reviewed the revised language in the Tree Policy. Ms. Baca made a motion to approve the revised draft of the Tree policy, dated May 3, 2022 Ms. Bessant second the motion which carried unanimously.

“Ms. Bessant distributed a short draft of language about lighting to the Committee. Mr. Hedberg reminded the group that the newly revised CC&Rs already includes language about “nuisance” which covers lighting. The Committee believes that the CC&Rs will cover any issues.” Mr. Hedberg noted that a lot of the issues with lighting have to do with individuals’ outdoor lights. For instance, occasionally we have complaints about someone’s patio light shining into a neighbor’s window. This can be dealt with as a nuisance on a case-by-case basis. The Board discussed whether they wish to accept ARC’s report on this as resolved for now, and treat light issues as a nuisance, or have them continue to try to craft a policy about light pollution. There was no Board action taken at this time.

COMMITTEE REPORTS, Architectural Review, continued

“Ms. Bessant distributed a list of ideas and issues [regarding parking] that the Committee had developed in past meetings and encouraged members to attend the Workshop on May 24<sup>th</sup>. Discussion continued about parking in the West End and about charging stations for electric vehicles. Ms. Bessant will send the list to workshop organizers for further consideration.

“Ms. Bessant plans to submit a list of recommended residents from HCCA who would like to serve on the Committee in the new year. Current members are asked to notify her about their intentions and the new Board will announce [appointees]. The next meeting will be on Wednesday, June 8<sup>th</sup> with the current committee.”

- **Fire-risk Assessment & Mitigation:** Mr. Quinn reported: “With regard to determining if HCCA’s groundwater could be utilized to fight wildland fires via groundwater wells, California Fire Protection has provided the Association’s GM with a bid to renovate eight of our nine existing standpipes that are all connected to the two wells, by fitting with 1 ½-inch firehoses for wetting the surrounding vegetation and related fire-suppression work. The groundwater standpipe system has enough existing PSI (40) to send streams of water through 1 ½” hoses for some distance. With four (4) of these standpipes on the north berm next to the Carmel River, and one in the southwest corner of the campus, the ability of the HCCA to fight wildland fires threatening our property will significantly improve, once adapters and hoses for each standpipe are in place. I’m happy to report that at this morning’s Executive Session of the Board, the bid of California Fire Protection to renovate the standpipes was accepted by the Board and our community will soon have much improved protection from wildland fires.

“While the Fire Risk Assessment & Mitigation Committee did not hold an official meeting during the last 30 days, some of its members, together with the President and GM, met with representatives of the Cypress District of CalFire to discuss available matching grants for wildland fire fuel reduction projects. The meeting was held on May 19, and some useful information was presented to the HCCA representatives about grants and other fire mitigation efforts.

“Now, I would like to call on Director Mary Pat Adams to provide an update on any new or further information regarding our newly acquired Firewise USA certification and its requirements. In addition, Director Adams also has some more specific information to share about the May 19 meeting with the Cypress District.”

Mary Pat Adams reported: Nothing has happened with Firewise lately. We did find out from Cypress Fire District (the district we are in) that we are on the very edge of that district. Quail Meadows and Quail Lodge is in a different district, the Monterey Regional Fire District. The three representatives from Cypress did explain to us that they all answer each other’s calls, so we can get response from Cypress, Monterey Regional, and even Carmel Highlands. John Trenner, from Cypress, felt we are doing things very well from a fire mitigation standpoint, and indicated he would be willing to write a letter on our behalf the next time our insurance renews, explaining that we are taking multiple steps to protect ourselves and our property.

**COMMITTEE REPORTS, Fire Risk Assessment & Mitigation** continued

On June 18<sup>th</sup>, the Fire Safe Council of Monterey will present a Firewise Educational Fair in Carmel Valley, at the community park in the Village.

Mr. Quinn added that Quail Lodge and surrounding Quail properties has received its own Firewise certification. That means we have two Firewise communities back-to-back which should further improve our chances of getting insurance. And Cypress also informed us that during the Carmel Fire, there was a significant fire break constructed in the hills just south of us. This should be of great help to Quail Meadows, as well as to Hacienda Carmel. Mr. Sutton noted that roads to that fire break will also be maintained so that they can get heavy equipment up there, if necessary.

Ms. Adams noted Richard Bates, with the Fire Safe Council for Monterey County, will give a short presentation at our Annual Membership Meeting on June 6<sup>th</sup> about Firewise and the efforts of the Fire Safety Council. Additionally, one of the things John Trenner mentioned is that he will be taking a look at the “Ranch Road” easement with the idea of making it a more accessible evacuation route.

Mr. Quinn continued: “In addition to the foregoing items, the Committee continues its work on the Short-Range tasks set forth in its December 21<sup>st</sup> Report. The work proceeds ahead on installation of new aluminum exterior building vents that have fire-mitigation “ember catching” screens on them. Discussion and research continues on a specific evacuation plan for the HCCA, and the fireproofing of the propane tank next to the berm. The idea of having an expert provide a briefing for the Board on the advantages and disadvantages of pre-wildfire application of retardant gels or foams for our buildings prior to the advent of a wildland fire is currently on hold, until the standpipe bid is decided. Finally, the Members may wish to know that a Firewise and fire-mitigation Fair will be held on June 18 at the Carmel Valley Community Park, and everyone is invited to attend.”

- **Policies & Procedures:** Elizabeth Husby, Chair, reported: The committee met on May 10<sup>th</sup> and will next meet on June 14<sup>th</sup>. There are no policies or procedures to bring before the Board this month. The committee has several more policies/procedures they are working on and, hopefully, the committee will be continued in the next Board year.
- **Employee Benefits & Handbook:** Fran Baca reported that the committee held their second meeting on May 12<sup>th</sup> and will next meet on June 10<sup>th</sup>. They have been going through the employee handbook and considering all of the recommendations that the employment specialists through HUB have made to us (updated laws, etc.). Obviously, some of the handbook is unique to Hacienda Carmel. Once the committee has completed this task, they will present a draft to the Board of Directors for further discussion.

Last month Ms. Baca asked for member input regarding the requirement of employees to address members formally. She only received one response, from a member who felt it should be something that is negotiated between individual members and employees. She would still like to have more input on the matter.

COMMITTEE REPORTS, continued

- **Events and Entertainment:** Committee Chair, David Mullally, reported: The Patio Tour on Mother’s Day was a great success. We had 17 residents open their patios and gardens to visitors. We gave out 100 maps to people who wanted to do the tour, and I think people really enjoyed seeing these beautiful gardens, and the work and effort people put in to creating their own little Shangri La in their backyard. The Youth Piano Recital scheduled for May 15<sup>th</sup> had to be cancelled due to illness. Everybody is now healthy again, so we have re-scheduled that for June 12<sup>th</sup> at 2 pm to 3 pm in Casa Fiesta. It will be a well-known local piano teacher bringing 6 of her students, one of which performed with the MPC orchestra, and another who performs at the Bach Festival.

Coming Monday, Memorial Day (May 30<sup>th</sup>) we will have our traditional Memorial Day celebration on the Village Green with all of the games out, a Dixieland Band, hot dogs, potato salad, chips, drinks, cookies, and ice cream.

- **Garden Club:** Pat Ostrom reported: “Members are working in their boxes and gathering the orchard harvest. The Hacienda Carmel Garden Club will be sponsoring two events open to all: Amanda Preece, environmental advocate for the Audubon Society, will be presenting “Creating a Habitat in Your Own Backyard.” This will be on Thursday, June 9<sup>th</sup>, 2:30 – 3:30 p.m. in Casa Fiesta. The second event will be the HCGC Annual Plant Sale, Thursday, June 16<sup>th</sup>, 10:00 a.m. – 3:00 p.m., in front of Casa Central. Hope to see you at both events. Thank you.”
- **Library/Book Shoppe:** Anne Clark reported: Ms. Clark started by thanking volunteers Mart Molle, Elinor Robinson, Julie Anongos, Marie Eason, Mary Layton and Patty Doran. There is now a “bookie” assigned for every weekday in the Library. “What’s New to your Hacienda Library” is available in the Library book bin and in the lobby information center. This information helps you to plan your reading list and save a trip to the public library. Also, Susan Reddington has revived a system of inviting residents to our Book Shoppe, so residents will start receiving gift certificates for a complimentary hardback book from the Book Shoppe. Also, new residents will be receiving a “welcome packet” from the Library/Book Shoppe with information and a gift certificate.

We had two copies of “Passion for Place - Community reflections on the Carmel Valley Watershed” and one copy is missing from the Library. If you happen to see this book, please return it. When donations are made to the Library/Book Shoppe we always like to respond by sending a thank you to whoever is donating the books.

The Library/Book Shoppe “bookies” are scheduled to meet Friday, June 17<sup>th</sup> in the Durr Room from 10 am to 12 noon. This meeting is not limited to just the “bookies.” If you are a reader and curious about how your Library/Book Shoppe runs, please join us.



10. **UNFINISHED BUSINESS:**

- **Update on Electric Leaf Blowers:** The General Manager reported that the Stihl electric leaf blowers are \$450, however, to extend the useful life of the battery they have backpack accessories. A fully equipped backpack blower set up is just over \$2,000. The staff has concluded that the E Go blowers are not powerful enough and the batteries don't last that long. Currently we have 5 gas powered blowers. Each blower lasts 7 to 8 years and they are of varying ages. Following discussion the Board did not take any further action.
- **Status of Utility Carts:** No change.
- **Pool Deck Furniture:** The Architectural Review Committee has requested that, if the lobby refurbishment is to be designed by Reate Design, that he be consulted about the pool furniture as well.
- **Lobby Refurbishment:** Architectural Review also recommended that the original agreement to design the Dining Room, Lobby, and Reception Area with Reate Design, be continued. Mr. Hedberg spoke with Rudy Reate and he has agreed to honor the agreement. Ms. Adams expressed concern about the amount not to exceed \$10,000 and it was explained that this was a motion made by the Board that originally contracted with the designer. It was not part of the agreement with the designer but was a limit set by the Board for the Association at that time. Ms. Bessant made a motion to continue the 2019 agreement with Reate Design for refurbishment of the lobby, reception area. Ms. Husby seconded the motion which carried with two directors opposed.
- **Casa Amigos Sample Room:** No change.
- **Parking Workshop:** The Parking Workshop was held on May 24<sup>th</sup> and the new Board will be assigning a Parking Committee to follow through.
- **Planting Moratorium:** Ms. Adams noted she spoke with David Mora who had no objection to the plants she picked to fill in the area in front of unit 260 (3 - #5 Ceanothus thyrsiflorus 'Skylark' and, 2- #5 Choisya ternata (Mexican Orange)). Ms. Adams made a motion to waive the moratorium on planting in front of unit 260 & 261. Ms. Graham seconded the motion. Several Board members suggested the moratorium could be lifted overall. The motion carried unanimously.
- **Alternative Board Meeting Times:** To be taken up by the new Board.
- **Board Goals:** Tabled.
- **401k Plan Restatement:** Approved in Executive Session.

11. **NEW BUSINESS:**

- **Admin. Services Agreement for HRA:** Ms. Baca made a motion to allow Jeanne Mileti to sign the Administrative Services Agreement for the Health Reimbursement Account, to be set up as part of the new benefits structure. Ms. Adams seconded the motion which carried unanimously.
- **Reserve Study Items 2022-2023:** The General Manager provided a list of scheduled replacements for the fiscal year 2022-2023. All components are part of the Reserve Study. (The replacement schedule is attached to these minutes as Appendix I.) The list is comprised of annual expenditures e.g., fence replacements, furnace replacements, etc. The other expenditures are those components that have reached their useful life and are scheduled to be replaced this fiscal year. Estimates to provide annual and scheduled expenditures total \$348,810. Scheduled contributions to the Reserve Fund this year will be \$549,120.

There was a question regarding the Balcony and Deck components, and Mr. Hedberg explained that both an (invasive) inspection and a seal are required by the California Civil Code. The only two balconies at Hacienda Carmel are the one off of the business office and the one at the Guest House. He added that the passenger van remains on the list. We were waiting for Ford to release the electric version of a passenger van, but they have only released a utility van. Mr. Hedberg noted we may have to consider an alternative and he will be investigating other vehicles out there. The Board discussed moving the addressable fire/smoke alarm system up one year and working on replacing it this year. Mr. Hedberg noted that a new system may very well be wireless. Ms. Bessant made a motion to move the alarm system into the current fiscal year and request that the General Manager start the bidding specifications for the project. Ms. Baca seconded the motion which carried unanimously.

- **Consent Agenda:** Mr. Sutton reported that this is a suggestion he made to possibly help speed up the Board meetings somewhat. Consent items are those items with little or no controversy, such as the Occupancy Applications, etc. Ms. Husby made a motion to implement a Consent Agenda. Ms. Baca seconded the motion which carried unanimously.

12. **COMMENT PERIOD FOR MEMBERS:**

- Julie Anongos, unit 271, thanked the Board for their service this year. She feels the Policies and Procedures committee has laid down a foundation for future Boards and thanked the outgoing Board members for their hard work.
- Jeanne Wooldridge, unit 175, started the petition to have Agustin Corres recognized as employee of the year. She had 44 signatures and 28 positive e-mails.

**COMMENT PERIOD FOR MEMBERS**, continued

- Joan Murray, unit 127, noted the aging population of Hacienda Carmel will rely on the shuttle van as a welcome amenity. She urged the Board not to change the size or capacity of the van.

13. **ADJOURNMENT**: With a motion by Ms. Baca, seconded by Mr. Womer, the meeting was adjourned at 12:25 p.m. Following the Annual Membership Meeting on June 6<sup>th</sup>, the new Board will meet at 10:00 a.m. in Casa Fiesta for the Organizational Meeting. The next regular meeting of the Board will be held on Thursday, June 23<sup>rd</sup>, at 10:00 a.m. in Casa Fiesta. The Board will meet at 8:30 a.m. in the Durr Room prior to the open meeting.