

MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF GOLDEN RAIN FOUNDATION OF LAGUNA WOODS  
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

**April 7, 2009**

The Regular Meeting of the Golden Rain Foundation of Laguna Woods Board of Directors, a California non-profit mutual benefit corporation, was held on Tuesday April 3, 2009, at 9:30 A.M., at 24351 El Toro Road, Laguna Woods, California.

Directors Present: Erwin Stuller, Bob Miller, Don Tibbetts, Bea McArthur, Ken Hammer, Ray Gros, Bob Hatch, Jim Matson, Burns Nugent, Ruth May, Jim McNulty

Directors Absent: None

Others Present: Milt Johns and Kim Taylor  
Executive Session: Milt Johns, Kim Taylor, Cris Trapp

Designated Representative  
from Mutual Fifty: None

**CALL TO ORDER**

Erwin Stuller, President, served as Chair of the meeting and stated that it was a regular meeting held pursuant to notice duly given and that a quorum was present. The meeting was called to order at 9:30 A.M.

A moment of silence and reflection was held to honor our US Troops who are serving our Country, and for those who are in harm's way.

**PLEDGE OF ALLEGIANCE TO THE FLAG**

Director Jim Matson led the membership in the Pledge of Allegiance to the Flag.

**ACKNOWLEDGEMENT OF PRESS**

In the absence of Cheryl Walker from the Laguna Woods Globe, Ms. Janet Whitcomb, a freelance reporter was present, and the Channel 6 Camera Crew, by way of remote cameras, were also acknowledged as present.

**APPROVAL OF AGENDA**

Without objection, the agenda was approved with the following changes, removal of agenda item 8(a) *Entertain Motion to Approve Revised Committee Appointments*.

The Board welcomed new Director Jim McNulty. Without objection the Board assigned Director McNulty to the GRF Finance Committee, the GRF Broadband Committee and the GRF Gate Renovation Committee.

**APPROVAL OF MINUTES**

The Board reviewed and approved the Minutes of the Regular Session of March 3, 2009 and the Minutes of the Special Session of March 27, 2009.

## **CHAIR'S REPORT**

President Stuller introduced Ms. Cris Trapp.

Ms. Cris Trapp updated the Board and Members on Saddleback Church's use of the community's facilities stating that their application to become a Laguna Woods Village Church/Religious Organization has been approved as they have complied with all the rules and further, they have issued a retraction in the OC Register. Ms. Trapp also commented on the Jehovah's Witnesses application to hold a special event at Clubhouse Three. Ms. Trapp commented on the procedures for distribution of publications.

## **OLD BUSINESS**

Without objection the Board waved the reading of the proposed resolution revising the Recreation Division Policy with respect to "Section XXIII Garden Center. Director McArthur moved to approve the resolution. Director May seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

### **RESOLUTION 90-09-25**

**WHEREAS**, the Board of Directors of this Corporation adopted Resolution 90-07-82 on November 6, 2007, which approved Section III of the new Recreation Division Policy with respect to "Recreational Facilities;" and

**WHEREAS**, a recommendation has been made by the Community Activities Committee to make additional changes to further accommodate the needs of the residents;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board of Directors of this Corporation hereby approves the revised Recreation Division Policy with respect to "Section XXIII Garden Center," effective April 7, 2009, by making the following changes:

- Revise Section A(13)(b) to read as "Disciplinary action, including the revocation of a gardener's use permit, may be taken against any gardener who removes planted material or improvements from the plot of another gardener without prior written consent."
- Revising a portion of Section B(2) to read as: "new gardeners are limited to a maximum of 400 square feet."
- Adding a paragraph under Section C to read as: "GRF may revoke the garden permit of any gardener who is 60 days delinquent in payment of his/her plot rental."

**RESOLVED FURTHER**, that Resolution 90-07-82 adopted November 6, 2007 is hereby amended; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.

### **NEW BUSINESS**

The Secretary of the Corporation read a proposed resolution revising the GRF Open Board Meeting Policy. Director Miller moved to approve the resolution. Director Hammer seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

### **RESOLUTION 90-09-26**

**WHEREAS**, each Member of Laguna Woods Village has an ongoing interest and right under California law to participate in the governance of their community; and

**WHEREAS**, the Board of Directors of the Golden Rain Foundation has an equal interest and duty under law to ensure that the management of the community's affairs is carried out professionally and in adherence with the provisions of the Davis Stirling Act; and

**WHEREAS**, the Board of Directors has a desire to protect its Directors, Members, and staff of the managing agent from verbal personal attacks in a public forum; and

**WHEREAS**, neither the objective of maximum Member and Resident Member participation nor the objective of efficient governance and management is possible without the guarantee of regular and timely meetings conducted in an orderly fashion; and

**WHEREAS**, the Board of Directors wishes to promote such order and regulate meeting time in an even and consistent fashion; and

**WHEREAS**, the Board will conduct its meetings per Robert's Rules of Order and as modified in this resolution;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board hereby adopts the Golden Rain Foundation Open Board Meetings Rules; and

**RESOLVED FURTHER**, that enforcement of the GRF Open Board Meeting Rules is to take effect immediately upon the adoption of the following rules:

## **Golden Rain Foundation Open Board Meeting Rules**

In order to provide for an orderly and professional meeting, this Board of Directors has adopted the following meeting rules.

**1. Right of Golden Rain Foundation Members to Attend and to Speak**

Pursuant to California Civil Code Section 1363.05(h), any Member or Resident Member of the Golden Rain Foundation may attend a meeting of the Board of Directors and may speak to the Board, subject to any limitations contained herein, except when the Board adjourns to Executive Session.

Members of the Press: please advise the Chair of your presence.

**2. Time Limits**

In addition to any time constraints that the Board may impose on itself, the Board reserves the right to limit the total amount of time allotted per agenda item and/or the individual time allotted per Member to speak on any agenda item.

**3. Agenda Items to Which a Member or Resident Member May Speak**

Members and Resident Members (hereinafter collectively referred to as "Members") may speak during "Member and Resident Member Comments" or when a motion or resolution is before the Board.

**A. Member and Resident Comments**

1. Unless the Board of Directors decides otherwise, there is a maximum time limit of three (3) minutes per Member during "Member and Resident-Member Comments."
2. Unless the Board of Directors decides otherwise, there is a maximum time limit of one (1) minute per Member during "Committee Reports."
3. Members shall begin speaking once recognized by the Chair.
4. A Member may address the Board only once during "Member and Resident Member Comments," and once during motions before the Board.
5. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.
6. Members may address the Board of Directors regarding any item not on the agenda, but within the jurisdiction of the Board of Directors of the Golden Rain Foundation.
7. The Board reserves the right to limit the total amount of time allotted for the Member's Forum.

**B. Motions and Resolutions before the Board**

1. There is a maximum time limit of three (3) minutes per Member to speak to a motion or resolution when a motion is properly before the Board.
2. A Member may address the Board only once on a particular motion or resolution that is before the board.
3. Any time allocated to the Member to speak which is unused by the Member is forfeited by the Member. Unused time may not be used to allow a second opportunity to speak on an item, and may not be transferred to others.

**4. Television Audience Comments** can be directed to the Board of Directors by faxing the Administration Office at (949) 268-2480 or by calling (949) 268-2277 during the live televised meeting. *Please note that the question may not be answered during the Board Meeting. If not, the question will be answered during the normal course of business.*

**5. Issues for Discussion in Executive Session** Any discussion of issues that involve personnel, litigation, contracts or Member discipline in open session shall be ruled out of order according to the provisions of the Davis-Stirling Act. If a Member believes an individual Director or staff member has acted illegally or in violation of the Governing Documents, the Member may notify the board of their allegations in writing and the Member's concerns will be heard during the next possible Executive Session.

**6. Rules of Decorum** The following Rules of Decorum apply to Directors, Members, staff, and all other attendees in Open Board Meetings (hereinafter collectively referred to as "Speakers"),

- A. Speakers must conduct themselves in a civil and respectful manner at all times.
- B. Speakers must be called by the Chair before speaking.
- C. All speakers' comments shall be addressed to the Board through its Chair.
- D. Speakers must confine their remarks to the issues they are presenting to the Board during "Member and Resident Comments" or to the merits of the motion or resolution under consideration by the Board at other times during the meeting.
- E. Speakers are reminded that the right to speak to the Board does not include a right to engage the Board in debate. This does not preclude board members' right to debate among directors. Although in their comments, Speakers may raise questions for the Board's consideration, they may not interrogate nor cross-examine Board members nor staff.
- F. Announcements not related to the business of the Board will not be allowed.

- G. Speakers shall refrain from discussing personalities or making personal attacks.
- H. Speakers shall refrain from the use of individual names of Directors or staff. It is appropriate to refer to staff by title and/or department.
- I. Speakers shall not use profanity or obscenity. Attendees shall not incite violence or behave in a way that is disruptive or disorderly.
- J. The audience shall not engage in disruptive behavior, such as yelling, clapping, booing, foot stomping, or remarks from the audience/floor.
- K. The audience shall refrain from disruptive private conversation during meetings.
- L. Attendees should come and go as necessary from the meeting space in the least disruptive manner possible.
- M. No placards, banners, or signs shall be permitted in the Board or meeting rooms.

**7. Enforcement of Guidelines and Rules of Decorum**

It is the intent of these Rules to facilitate order and decorum in Board Meetings. Disregard of these Rules may result in:

- A. The Chair or designee declaring the Speaker out of order;
- B. If the Speaker is declared out of order, and should the Speaker fail to come to order, the Chair will request that the Speaker Cease and desist and leave the podium or if necessary, leave the meeting;
- C. If the Speaker fails or refuses to comply with the Chair's request, the Chair may take such appropriate action as may be necessary to restore order to the meeting.

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.

**CONSENT CALENDAR**

No items came under the Consent Calendar.

**COMMITTEE REPORTS**

Director Bob Miller gave the Treasurer's and Finance Committee reports.

Janet Price entered the meeting at 9:50 AM.

Director Ruth May reported from the Government and Public Relations Committee.

The Secretary of the Corporation read a proposed resolution approving to join a membership in The Alliance for Successful Communities (TASC). Director McArthur moved to approve the resolution. Director May seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-09-27**

**WHEREAS**, The Alliance for Successful Communities (TASC) is a non-profit California Corporation with members comprised of key stakeholders within communities including community associations throughout the United States; and

**WHEREAS**, at an annual cost of \$500 TASC serves its membership by researching and locating grant opportunities and in preparing grant applications; and

**WHEREAS**, a membership in TASC would allow GRF to request a search for grants to fill a specific need and then enlist the service of a Grant Coordinator;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board of Directors of this Corporation hereby approves a membership in The Alliance for Successful Communities (TASC) for a fee of \$500 for the purpose of research and notification of matching grant opportunities for the Community; and;

**RESOLVED FURTHER**, that the membership fee shall be funded from the existing budget for Professional Fees; and

**RESOLVED FURTHER**, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

Janet Price left the meeting at 10:00 AM.

The Secretary of the Corporation read a proposed resolution approving to host a real estate seminar. Director McArthur moved to approve the resolution. Director Miller seconded the motion.

**RESOLUTION 09-09**

**WHEREAS**, GRF wants to actively market the Laguna Woods Village Community ("Village") as a means to sell properties, and GRF wants to engage local realtors in promoting the Village by providing marketing tools and materials; and

**WHEREAS**, GRF wants to educate realtors on the specific processes and procedures required to conduct a successful transaction in the Village;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board of Directors of this Corporation hereby approves ~~to host~~ *hosting* a brief real estate seminar prepared and given by in-house staff to be held at the Village; and

**RESOLVED FURTHER**, that the cost of educational materials and refreshments shall be offset by a fee charged to attendees; and

**RESOLVED FURTHER**, that upon successful completion of the real estate seminar, attendees will receive a "Village Specialist" designation, and their name, brokerage, telephone number, website link, and e-mail address will be placed on the Village website as a reference tool for prospective buyers; and

**RESOLVED FURTHER**, that said websites will crosslink back to the Village website; and,

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of the Corporation to carry out the purpose of this resolution.

Director Nugent made a motion to amend the resolution to add participation from the Housing Mutuals. Director Miller seconded the motion. Without objection the amendment carried.

Member Lloyd Foster (2162-C) suggested that the resolution be postponed to the May GRF meeting to give the Housing Mutuals time to review the resolution.

Without objection the amendment was withdrawn.

Without objection the Board moved the resolution to the next regular GRF Board Meeting of May 5, 2009 to give the Housing Mutuals time to review the proposed resolution.

Director Ken Hammer reported from the Bus Services Committee.

Director Hatch reported from the Community Activities Committee.

The Secretary of the Corporation read a proposed resolution approving the request from the Orange County Registrar of Voters that GRF waives the outside rental fee for use of Clubhouse Six. Director McArthur moved to approve the resolution. Director May seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-09-28**

**RESOLVED**, April 7, 2009, that the Board of Directors of this Corporation



hereby approves the request from the Orange County Registrar of Voters that GRF waives the outside rental fee for use of Clubhouse Six on May 8-13, 2009 to train poll workers for the Statewide Special Election on May 19, 2009; and

**RESOLVED FURTHER**, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

The Secretary of the Corporation read a proposed resolution approving the request from the Video Learning Center that GRF grants an exception to its disposal of obsolete equipment policy. Director McArthur moved to approve the resolution. Director Hammer seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-09-29**

**WHEREAS**, representatives from the Video Learning Center requested that GRF grants an exception to its disposal of obsolete equipment policy and provide the Center with an obsolete Mac computer when one becomes available;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board of Directors of this Corporation hereby grants an exception to its disposal of obsolete equipment policy and shall provide the Video Learning Center with an obsolete Mac computer when one becomes available; and

**RESOLVED FURTHER**, that such exception would increase the number of Mac computers maintained by GRF by one; and

**RESOLVED FURTHER**, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

The Secretary of the Corporation read the following proposed resolution revising the Recreation Division Policy with respect to "Section XXII Fitness":

**RESOLUTION 90-09-**

**WHEREAS**, the Board of Directors of this Corporation adopted Resolution 90-07-82 on November 6, 2007, which approved Section III of the new Recreation Division Policy with respect to "Recreational Facilities;" and

**WHEREAS**, a recommendation has been made by the Community Activities Committee to make additional changes to further accommodate the needs of the residents;

**NOW THEREFORE BE IT RESOLVED**, June 2, 2009, that the Board of Directors of this Corporation hereby approves the revised Recreation Division Policy with respect to "Section XXII Fitness," effective June 2, 2009, by making the following changes:

- Adding the following language under "Gymnasium" Section D(1) to read as: "For more information on guest policies refer to Recreation Division Policy Section I Paragraph II-E".
- Adding a Section D(11) to read as: "During scheduled club time the club may institute club rules as long as those rules are not in conflict with GRF Policy."

**RESOLVED FURTHER**, that Resolution 90-07-82 adopted November 6, 2007 is hereby amended; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.

Director McArthur moved to approve the resolution. Director Miller seconded the motion.

Director Miller moved to postpone the resolution to the Old Business portion of the May Meeting to satisfy the required statutory thirty-day notice requirement. Director McArthur seconded the motion and the motion carried unanimously.

The Secretary of the Corporation read the following proposed resolution revising the Recreation Division Policy with respect to "Recreational Facilities"

**RESOLUTION 90-09-**

**WHEREAS**, the Board of Directors of this Corporation adopted Resolution 90-07-82 on November 6, 2007, which approved Section III of the new Recreation Division Policy with respect to "Recreational Facilities;" and

**WHEREAS**, a recommendation has been made by the Community Activities Committee to make additional changes to further accommodate the needs of the residents;

**NOW THEREFORE BE IT RESOLVED**, June 2, 2009, that the Board of Directors of this Corporation hereby approves the new Recreation Division

Policy with respect to "Section XXXIII Card/Game Rooms," effective June 2, 2009, as follows:

**XXXIII. Card/Game Rooms**

- A. Card/Game Rooms are available on a drop in no-fee basis only. Hours of operation are in accordance with the posted clubhouse schedule and are subject to change.
- B. Card/Game Rooms are available on a first come first served basis and may not be reserved in whole or in part. Multiple card and/or board games may be played in the room at the same time.
- C. There are no kitchen facilities of any kind.
- D. There are no storage facilities of any kind.
- E. Card/Game Room users must bring what supplies they need for each use and remove it when they leave. Nothing may be stored overnight.
- F. Users may not move furniture and/or equipment into the room from other rooms in the Clubhouse.
- G. Users are responsible for leaving the room neat and clean.

**RESOLVED FURTHER**, that Resolution 90-07-82 adopted November 6, 2007 is hereby amended; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.

Director McArthur moved to approve the resolution. Director Miller seconded the motion.

Director Hatch moved to postpone the resolution to the Old Business portion of the May Meeting to satisfy the required statutory thirty-day notice requirement. Director May seconded the motion and the motion carried unanimously.

Director Jim Matson reported from the Landscape Committee.

Director Bea McArthur reported that the Gate Renovation Ad Hoc Committee did not meet this month.

Director Jim Matson reported from the Golf Starter Building Ad Hoc Committee.

Director Matson made a motion to approve the Golf Starter Building conceptual plans and direct the Maintenance and Construction Committee to hire a Project Manager and Architect and further, continue the existence of the Golf Starter Building Ad Hoc Committee through the architectural design and development phase. Director Hammer seconded the motion.

Director Matson moved to amend the motion to have staff hire an Architect and Project Manager. The amendment failed due to a lack of a second.

Director Hatch moved to amend the motion to authorize staff to hire an Architect. Director Hammer seconded the motion. Without objection the amendment carried.

Members Karel Brouwer (3189-C), Maxine McIntosh (68-C) commented on the Golf Starter Building.

By a vote of 10-0-0, the motion carried.

Director Don Tibbetts reported from the Maintenance and Construction Committee.

The Secretary of the Corporation read a proposed resolution authorizing a supplemental appropriation to replace the northwest corner of the lawn bowling green. Director McArthur moved to approve the resolution. Director Tibbetts seconded the motion.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-09-30**

**WHEREAS**, a section of the sidewalk located at the northwest corner of the lawn bowling green needs replacing; and

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, that the Board of Directors hereby authorizes a supplemental appropriation in the amount of \$38,100 funded from the Trust Improvement Fund to replace the northwest corner of the lawn bowling green; and

**RESOLVED FURTHER**, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

The Secretary of the Corporation read a proposed resolution authorizing a supplemental appropriation to purchase one small pickup. Director McArthur moved to approve the resolution. Director Tibbetts seconded the motion.

Director McArthur moved to amend the resolution to add under Now Therefore Be It Resolved portion of the resolution, "it is understood that the subject stolen vehicle has been

recovered and the recovered vehicle may be put back into service and the purchase of the replacement vehicle may not be necessary subject to its serviceability.” Director Tibbetts seconded the amendment and the amendment carried unanimously.

By a vote of 10-0-0, the motion carried and the Board of Directors adopted the following resolution:

**RESOLUTION 90-09-31**

**WHEREAS**, a small GRF pickup truck with a camper shell, assigned to the Carpentry Department was recently stolen; and

**WHEREAS**, the pickup was used to transport a service technician, tools, equipment, and supplies for routine and emergency carpentry operations and the loss of the vehicle has negatively impacted the Department’s ability to perform budgeted services and field supervision;

**NOW THEREFORE BE IT RESOLVED**, April 7, 2009, *it is understood that the subject stolen vehicle has been recovered and the recovered vehicle may be put back into service and the purchase of the replacement vehicle may not be necessary subject to its serviceability*, that the Board of Directors hereby authorizes a supplemental appropriation in the amount of \$21,000 funded from the Equipment Fund to purchase one small pickup to replace the recently stolen pickup; and

**RESOLVED FURTHER**, that the officers and agents of this corporation are hereby authorized on behalf of the corporation to carry out the purpose of this resolution.

Director Bea McArthur reported from the Broadband Committee.

Director Ray Gros reported from the Security and Community Access Committee.

The Secretary of the Corporation read the following proposed resolution revising the Recreational Vehicle Parking Areas #A and #B Rules and Regulations:

**RESOLUTION 90-07-**

**WHEREAS**, The Security Division has the primary responsibility for administration, governance and coordinating maintenance issues of the Recreational Vehicle Parking Lots A and B; and

**WHEREAS**, a recommendation has been made by the Security and Community Access Committee to update the Recreational Vehicle Parking Standard

Operating Procedure to make the policy more applicable to the current operation of the facility and the needs of the residents;

**NOW THEREFORE BE IT RESOLVED**, June 2, 2009, that the Board of Directors of this Corporation hereby approves the revised Recreational Vehicle Parking Areas #A and #B Rules and Regulations, as attached to the official minutes of this Corporation; and

**RESOLVED FURTHER**, that Resolution 90-07-03 adopted January 2, 2007 is hereby superseded and cancelled; and

**RESOLVED FURTHER**, that the officers and agents of this Corporation are hereby authorized on behalf of this Corporation to carry out the purpose of this Resolution.

Director McArthur moved to approve the resolution. Director Gros seconded the motion.

Director Gros moved to postpone the resolution to the Old Business portion of the May Meeting to satisfy the required statutory thirty-day notice requirement. Director McArthur seconded the motion and the motion carried unanimously.

#### **MEMBER COMMENTS ON COMMITTEE REPORTS**

- Maxine McIntosh (68-C) commented on agenda item 8(b) Open Board Meeting Policy and the Presidents Report.
- Marty Rhodes (5369-2A) commented on agenda item 8(b) Open Board Meeting Policy and the CAC report.
- Anthony Sorich (3402-B) commented on the Golf Starter Building project and landscape staff with regard to water.

#### **MEMBER COMMENTS**

- Karel Brouwer (3189-C) commented on Freedom of Speech and Member Comments
- Tony Dauer (96-C) commented on gate pass regulations

#### **RESPONSES TO MEMBER COMMENTS**

- No responses were made

#### **DIRECTOR'S COMMENTS:**

- Director Matson commented on Staff with regard to the Golf Starter Building project
- Director McArthur welcomed Director McNulty
- Director McNulty commented on current gate pass procedures

#### **MEETING RECESS**

The meeting recessed at 11:35 A.M. and went into Executive Session at 11:40 A.M.

The Board recessed at 11:45 A.M. for lunch and reconvened again at 12:30 P.M.

**ADJOURNMENT**

There being no further business to come before the Board of Directors, the meeting adjourned at 2:25 P.M.

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Elizabeth C. McArthur, Secretary