

**OREGON SHAKESPEARE FESTIVAL  
BOARD OF DIRECTORS MEETING  
March 11, 2011**

**PRESENT:**

**Board:** Karen Allan, Mary Arnstad, Ray Bacchetti, George Bell, Rick Bleiweiss, Susan Cain, Kevin Cartwright, Mary Driver, Yogen Dalal, Brad Edgerton, Bertie Bialek Elliott, Mort Friedkin, Laurie Gibbs, Harold Goldstein, Louise Gund, Pam Hammond, Paul Hill, Heather Johnson, Rudd Johnson, Peter Koehler, Jr., Gail Lopes, Kathryn Ma, Ed McCurtain, Penny Percy, Fred Rehmus, Jim Risser, Danny Santos, Maria Underwood, Roy Vinyard, Henry Wessinger, Brenda Williams.

**Trustees:** Chuck Butler, Bill Nichols, Dan Thorndike.

**Staff:** Christopher Acebo, Kimberley Barry, Alison Carey, Lue Douthit, Linda Fern, Joan Langley, Paul Nicholson, Jacob Padrón, Mallory Pierce, Bill Rauch, Jerry Roos, Bruce Wand.

**Guests:** Alan Brown, WolfBrown Consultants; Amanda Dehnert, Director; Barbara Oldfield, Soroptimists; Betty Van Trump, Tudor Guild Liaison.

**ABSENT:**

**Board:** Julie Dixon, Ken Hitz, Perry Simon.

**Trustees:** Robert Porter, Bill Meehan, Kelly Meldrum, Mick Seidl.

**Staff:** David Taylor, Claudia Alick.

- A. Welcome:** President Jim Risser called the meeting to order and a quorum was noted.
- B. President's Report:** Risser asked if there were any additions or corrections to the minutes of the last meeting.

**Motion by Susan Cain, second by Rick Bleiweiss to ratify the minutes of the January 21, 2011 meeting as distributed. Passed unanimously.**

Risser welcomed the new Board members, who will be elected to the Board during the annual meeting. We are also going to honor three of our retiring Board members. Risser asked the Board members to fill out the Conflict of Interest form and turn it in to Linda Marley Fern, Executive Assistant, by the end of the day. There is a Board Orientation tour tomorrow at 10:00am and other Board members are invited to attend as well. As Risser's final report as Board President he shared a few observations on what he has learned during his tenure. He has had a close association with Bill Rauch, Artistic Director and Paul Nicholson, Executive Director, and other staff members. Risser has served on every Committee as President and managed to attend 90% of those meetings. He has attended other events such as Show Introductions, Company Call, the Daedalus Project, and plans to attend the upcoming Company Call on March 29th. These meetings have given him a much better insight into how the Festival works and how truly impressive it is. He is very proud of the smart and imaginative way that staff uses the resources to produce great theater. OSF is smart when it comes to the use of money. We have developed and commissioned new plays such as *Equivocation*, which was produced with lasting impact. Those kinds of accomplishments can be credited to both Rauch and Nicholson for their leadership and administration. Credit also goes to the staff who are sitting around the Board table and those in every department, from top to bottom, that rise to meet the challenges. Risser said that seeing the staff at the various Committee meetings reveals why this place has been so successful. He has been delighted

with the trend of moving OSF shows to other theatres, as well as the enhancement and expansion of the Education programs, the Green Show, Black Swan Lab, history cycle, non-Western plays, Marketing and Communication, and ITS. He noted that all have been frustrated for some time with the lack of physical space. Wisely, we waited on implementing a capital campaign but we finally have reached a point where we can take on this challenge. One of Risser's frustrations was our inability to name the New Theatre; Nicholson assures him that he will continue to work on it. He expressed appreciation for the dedication and different skills of the Board and the Endowment Trustees, and noted that we must have a diverse Board as much as we want a diverse audience and company. As a Board, we have worked very well together, prudently managed our resources and shared an interest in the success of OSF. Risser stated he has no doubt that the new members share these values and will add to the positiveness of the Board. This is our 76th season and we are showing our audiences every day what a shared experience of culturally diverse theater can look like. Risser thanked the Board for allowing him to serve and said, "Here's to another great year".

- C. Check Presentation:** Barbara Oldfield, President of Soroptimist international of Ashland, reported on their success for 2010. They operated the pillow and blanket concession stand in the Allen Pavilion and have done so since 1949. Each year, they divide the proceeds among programs and scholarships to support women and girls, both locally and globally. These programs include the FAIR Experience Program, Strong Girls Strong Women education program, scholarships to women to finish their education, Dunn House, jobs programs and senior citizens for foot care. Through this partnership with OSF, the Soroptimists have been able to provide opportunities that support our community. Oldfield was delighted to present a check for \$27,257.74 to Nicholson. He thanked Oldfield for their strong support to both the Festival and our community.
- D. Tudor Guild Report:** Betty Van Trump, Board Liaison, presented a check for \$1,838 designated for scholarships for the Summer Seminar program. Van Trump stated the Tudor Guild plans to increase their pledge to the Festival to \$125,000, to be presented at the end of the year.
- E. Endowment Trustees Report:** Bill Nichols, President of the Endowment, reported the Endowment continues to recover; net assets are now at \$27.8 million, a gain of 9.8%. He reported we are slightly behind our 10.6% benchmark. This year the Endowment will pay out 5% to the Festival, which is 5% of the operating budget. Tomorrow, the Trustees will have their quarterly meeting and review the portfolio allocations. We do not anticipate making any changes to the portfolio. Nichols thanked Risser and Cain, Board Treasurer and Chair of the Finance Committee, for attending the Endowment meetings to lend support and looks forward to working with Cain and the new in-coming President, Rudd Johnson, this year.
- F. Issues from the Field:** Nicholson commented on a recent statement from the director of England's Art and Business organization that called for theatre and other arts organizations to give up their charitable status, expressing the view that "the corporate governance model is broken" and that cultural organizations might be more effective as co-operatives or social enterprises. Of course, England does not have the cultural philanthropy the United States does, so it will be interesting to see how this idea "flows across the pond". He also noted that the National Endowment for the Arts (NEA) has produced a research monograph looking at public participation in the arts, arts education in schools and the issue of impact versus supply. Over recent years there has been much more supply than demand, and it is believed this is because schools are no longer providing arts education and as a result students do not have cultural literacy. Looking at the differences in ethnicity and arts education, 60% of young white adults had taken an arts education class, compared to 25% of African-Americans and Hispanics. This is profound as we see the shift in arts education in the schools, and we need

to be aware of this. In June, the Theatre Communications Group (TCG) will be having its annual conference in Los Angeles. Board members are encouraged to attend; Brad Edgerton is attending, as are many staff members. Those interested are encouraged to contact Nicholson. Risser stated he has attended the conference in the past and it is a very worthwhile experience. Board member Mary Arnstad reported she went to Salem for grant reviews and the Festival's grant request was well-received – it had a strong and clear vision and showed good forward thinking. The grant is for continued promotion of destination theaters; this is good for the entire community and Arnstad praised the quality of the grantsmanship. Board member Yogen Dalal reported the production *Ruined* will be opening at Berkeley Repertory and is being directed by Liesl Tommy, who directed OSF's production.

**G. 2012 Season Announcement:** Rauch reported that the design teams for next season have been finalized. The shows that will be playing in the Angus Bowmer Theatre are: *Romeo and Juliet*, by William Shakespeare, directed by Laird Williamson; *Animal Crackers*, Book by George S. Kaufman & Morrie Ryskind, Music & Lyrics by Bert Kalmar & Harry Ruby, directed by Allison Narver; *The White Snake*, based on the classic Chinese fable, adapted and directed by Mary Zimmerman (World Premiere); *Medea/Macbeth/Cinderella*, by Euripides, William Shakespeare and Rodgers and Hammerstein, adapted by Bill Rauch and Tracy Young, directed by Bill Rauch; *All The Way*, by Robert Schenkkan, directed by Bill Rauch (World Premiere). The shows that will play in the New Theatre are: *Seagull*, by Anton Chekhov, adapted and directed by Libby Appel; *Troilus and Cressida*, by William Shakespeare, directed by Rob Melrose; *Party People*, by Universes (Steven Sapp, Mildred Ruiz-Sapp, Gamal Abdel Chasten and William Ruiz a.k.a. Ninja), directed by Liesl Tommy (World Premier). The shows that will play on the Elizabethan Stage are: *Henry V*, by William Shakespeare, directed by Joseph Haj; *As You Like It*, by William Shakespeare, directed by Jessica Thebus; *The Merry Wives of Windsor, Iowa*, by William Shakespeare, adapted by Alison Carey, directed by Christopher Liam Moore (World Premiere). Rauch reported the season will consist of five new plays including four world premieres, four Shakespeare plays plus two Shakespeare adaptations and two musicals. Two of the world premieres come from American Revolution commissions.

**H. Artistic Presentation:** Rauch introduced Lue Douthit, Director of Literary Development and Dramaturgy and Amanda Dehnert, Director of *Julius Caesar*. Douthit stated the purpose of a dramaturg is to look closely at the script as it changes: does it make sense and what are the consequences? Douthit will bounce ideas off Dehnert and asks if those are okay with her. *Julius Caesar* is about people passionately struggling with their lives. What do their ideas mean? This production is being produced in the round. The text is great and stands on its own two feet. Dehnert said that she downloaded the text online and read it, then edited it to suit her needs and ideas. She created the cast list then sent the rough draft back to Douthit, who then read the new text and reviewed the consequences. They talked about the doubling in the cast, why it works; how to switch pronouns as Julius Caesar is played by Vilma Silva. There was a lot of back-and-forth with e-mails. Dehnert did not give the script to the actors until it was finalized. Throughout rehearsals they discussed whether certain lines should be added back to make better sense to the story and the character. They also discussed how long the play should be and if an intermission should occur.

**I. Audience Survey Results:** Alan Brown, of WolfBrown Consultants, a leading researcher and management consultant in the nonprofit arts industry, reported on the results of the Festival's audience survey that was conducted in 2010. Brown stated OSF has an enormous amount of data, in part because we doubled our sample size. We did both a mail survey and

an in-venue survey. In all there were 7,900 completed surveys, which expresses a great amount of loyalty. He noted that the Festival's regional draw has not changed in 20 years; 40% of our ticket buyers come from California, especially the greater San Francisco Bay area. Another 40% comes from Rogue Valley and Portland areas and the balance of Oregon, with remaining percentages coming from Washington, particularly the Seattle-Tacoma area. Incomes have grown significantly over the past 20 years. The overall picture is one of an increasingly wealthy and better-educated audience. Some of the demographics are as follows: 83% of our audience is over 45 years of age; 56% have a graduate degree; 56% have an annual household income of over \$100,000; 51% are two-earner households; 94% are White/Anglo; 39% work full time; 37% are retired; 18% have children in the house under the age of 18. Relative to the US population, OSF is under-penetrated in the young adult segment. We are over-serving 15 - 17; then 18-21 is the least served; from 25 - 40 we are underserved again because they are raising families. Other data shows the number of trips to the Festival for patrons per year has not changed. The percentage of patrons who stay overnight has increased. The average number of performances attended this year has decreased from 3.6 to 3.3. The frequency of attendance is directly correlated with the membership level. For most theaters, late ticket buying is a growing problem. Decision factors vary greatly by age and lifestyle. The specific selection of plays and the availability of tickets have a stronger influence on the decision to purchase tickets versus reviews or articles and availability of preferred accommodations. The survey shows that the overall rating of the Festival experience rose significantly in the last three years. Expectations are more likely to be exceeded amongst younger buyers. Satisfaction with "overall artistic quality" was high; 92% of those surveyed rated the "overall artistic quality" as excellent. The satisfaction with choice of plays has also improved markedly over 2007, with 55% of those surveyed saying the choices were excellent versus 49% in 2007. Satisfaction with the "quality of service for online orders" improved from 53% as excellent in 2007 to 72% as excellent in 2010. Attitudes about the "overall artistic direction" have also improved. Among local ticket buyers, OSF is viewed as a cultural asset by 82% and a good neighbor by 73%. Word-of-mouth is of growing importance to younger buyers who rely less and less on printed materials. Older patrons rely heavily on the OSF brochures, whereas 18 - 54-year-olds rely heavily on word-of-mouth and the Internet. Patrons prepare by visiting the OSF website, reading the plays, reading reviews and seeing the previews.

#### **K. Strategic Issues:**

- 1. Striving for Artistic Excellence:** Rauch reported that we have opened four productions and have much to celebrate. For the first time in OSF history, we had costumes in tech rehearsals for all four shows. This made a huge difference and was a big shift for the costume department. All four shows finished the tech rehearsals in the allotted time. In September, Rauch will share his review of the shows but noted that he is very proud of his production *Measure for Measure* and the passion it exudes. We are currently deep in rehearsal for *Julius Caesar*. *August: Osage County* is being rehearsed in the paint shop on the set. Rauch stated he has an evaluation for each show with the cast and crew once it is open; he also meets with production staff and feels like everyone is "in-sync" right now. Rauch enjoys the level of safety and trust, to hear the comments from staff and learn how his show affects the lives of employees. Blackstone Audio has completed the recording of last season's production of *Hamlet*. Talking about reaching the audience in the digital age is very exciting. Board member Rick Bleiweiss is very active with Blackstone Audio and helped to make this connection happen. Rauch stated he is greatly concerned about space challenges at the Festival. He wanted to express his support for the changes proposed at the last two Board meetings regarding a new production, building, a rehearsal

center and a patron and education center. He outlined the artistic reasons why he believes these projects must be completed, commenting that his artistic taste is deliberately eclectic and his vision is expansive. He likes to create sparks, to create the conversation about our differences and a consolidated rehearsal center will help drive that spirit. The proposed patron and education center with its classrooms and black box theatre for new works is part of what we all love about theater. However, the plays are just another means to an end; how we allow for and demand connections between one another. This series of building projects will allow that to happen. This is what theater is about - a place where we can have visible diversity and see invisible connections. Rauch's vision is to have active theatre of participation, risk, fearlessness, and connection. If we do it right, we will leave our world a better place. This is what Rauch wants to do at OSF.

- 2. Deeply Engaging with Our Audience, Students and Teachers:** Mallory Pierce, Director of Marketing and Communication, reported that we have Spanish language advertisements on the sides of buses in Portland for the production *Measure for Measure*. Our audience development work is coming together – we are increasingly connecting with our community. Pierce stated this is how they support the work on stage. The Festival has created and purchased new pennants to hang throughout the city, which represent 40 years of Festival history. Pierce showed a video segment from the OSF website, where actor John Tufts shared his video blog about his trip through England as research for *Henry 4, Part 2*. She encouraged Board members to visit the website frequently to get the latest updates.

**Education Report:** Joan Langley, Director of Education, stated that students were arriving now and she is pleased to note that Board members have been attending the education events listed on the Board order form. The Education Department has so far offered 46 more events than last year at this time. Last weekend was the beginning of the Spring Lectures and Park Talks. Later this month staff will teach a weekend class on *Measure for Measure* and then later in the season will teach a class on *August: Osage County*. Langley encouraged all Board members to review the School Visit Program (SVP) report that had been distributed. The SVP finished at the end of February. We continue to receive great teacher comments from the schools; it is very encouraging to hear how important our programs are to schools as they continue to tighten their belts. The majority of the Education Committee's work focused on changing the fee structure for the Summer Seminar Program; we hope to implement a change for the 2012 season. The Education Department has a display in the Welcome Center to honor the 40 years of the SVP and 30 years of Summer Seminar. Board members were encouraged to visit the display, which tells a good story about this program. Bleiweiss encouraged everyone to go to education events and to serve at least once on the Education Committee during their Board tenure. Arnstad, Committee Chair, stated in closing that Education is alive and well and we are very pleased to have storefront presence on Main Street. The Board thanked the Education staff for their work and dedication.

- 3. Making the Festival a Great Place to Work:** Rudd Johnson, Chair of the Human Resources Committee, reported the Committee focused on three areas: health care costs, workers' compensation and salary compensation. The Committee has the desire to monitor the costs but also to care for the welfare of our company members. The numbers of claims in the first quarter of the year are 142 less than last year at this time. The dollar amount is also down significantly but Johnson reminded the Board that numbers can change very quickly as the year unfolds. The Committee has also looked at workers'

compensation claims, which are down about 10%. Johnson noted that injuries tend to follow the number of performances held in each venue. The good news is that most of the injuries are strains, which are relatively minor and relatively low-cost. The Committee talked with Janice Tacconi, Safety Manager, who is doing a great job and is very proactive with the acting company to try to reduce the number of strains. It is interesting to note that last year 40% of the strains were from first year actors; Tacconi's top priority is to work with this group of actors in learning how to stretch, prepare for the role and stay healthy in the repertory setting. Johnson spoke about the upcoming compensation study. We have hired the consulting firm, CompAnalysis, from the Bay Area. The first part of the study is to ensure up-to-date job descriptions – this work is now underway. Nicholson announced that Nancy Wells has been hired as the new Director of Development. She comes to us with 25 years of experience in development work. Wells is very energetic, outspoken and holds strong opinions; we look forward to her leadership among our colleagues and within the Development Department. Wells will arrive April 4th and we are very excited to have her. Nicholson thanked Pierce for her work as Interim-Director of Development and for the support that she gave the staff during this time of transition.

4. **Being Thoughtful Stewards of Our Resources:** Susan Cain, Chair of the Finance Committee, reported on the 2010 audit process and findings. In the fall, the Finance Committee reviewed the auditor's qualifications. In December 2010, the Committee conducted a pre-audit Executive Session with the auditor. On February 1, 2011, the auditor attended the Finance Committee meeting to present the completed audit: the combined financial statements of the Festival and Endowment fund, auditor's communication letter, management letter and staffs' response memo. At the end of the meeting, an Executive Session was held without staff present to speak privately with the auditor. The completed audit will be posted on the OSF website. Cain reported the Finance Committee reviewed a number of proposals for the audit of the Festival's retirement programs and presented its recommendation.

**Motion by Ed McCurtain, second by Rick Bleiweiss to approve Michael Piels and Associates as auditor for the Festival's retirement plans, with a fee for the three years in the range of \$51,000 - \$53,700. Passed unanimously.**

Cain reported the auditors gave a clean opinion with minimal audit adjustments; they found no significant issues or problems. The management letter recommended a complete physical inventory of fixed assets and updates of the schedule of fixed assets accordingly. The final financial results for 2010 were a net addition to reserves of \$794,000 and a net increase in Endowment assets of \$4 million.

Jerry Roos, Director of Finance and Administration, reviewed the activity statement as of January 2011. Total earned income was budgeted at \$21,586,000; latest estimate is \$22,134,000, giving a variance from budget of \$548,000 or 2.5%. Total operating expenses were budgeted at \$29,100,000; latest estimate is \$29,219,000 with a variance of \$119,000 over budget (0.4%.) Roos stated it is too early in the season to give an accurate latest estimate for contributed income. Roos concluded the activity statement report by stating the net to reserves for 2011 is estimated at \$429,000. The balance sheet as of January 31, 2011 shows total assets stand at \$36,076,000, an increase of \$3,000,119. It is also too early in the season to give the latest estimate on the year-end total liabilities and net assets.

**Development Report:** Peter Koehler, Jr., Chair of the Development Committee, reported

that he was invited to represent the Festival at halftime during a recent Blazers basketball game where the Paul G. Allen Foundation wanted to honor the nonprofits it supports. Pierce reported we are very early in the membership renewal cycle, however, Chautauqua Guild is over goal by \$28,000; the Artistic Director's Circle is also over goal by more than \$100,000. The Bowmer Society campaign is underway and we are ahead of last year at this time. There are more donors but the average pledges are smaller this year; we are at 64% of goal. Institutional Giving staff is monitoring the Harry and David news to determine if we will receive the pledge of \$50,000. Their products will no longer be a part of our concession stands because of the size of our orders.

**L. Space Planning and Capital Campaign:** Nicholson introduced Becky Ross of Fitzgerald and Graves Consultants. We have maintained a great working relationship with Ross for the past 10 years. She is a wise and experienced counsel for the Festival. The aim of this discussion is to share a brief reminder of the work with the space study and to talk about the next steps. Nicholson reviewed briefly the slides showing current working locations and the schematic plans for the new configurations: a new production building, the conversion of the current production building into a rehearsal center and the construction of a new Patron and Education Center in place of the Black Swan. At the completion of this series of projects we will be able to offer so much more to our patrons, artists and staff; we are excited about the possibilities. Since the last Board meeting, we have formed a Space Financing Committee to determine how we could support this vision while augmenting the Artistic Opportunities Fund and the Endowment Fund. The report from the committee had previously been distributed to the Board. Nicholson stated he was somewhat dismayed when the cost projections for the new production building came substantially higher than initial projections but relieved that the estimates for the other elements were in line with expectations. He will continue to work with the architect, Gene Abell, to reduce the cost for the production building. Nicholson stated reserves and debt financing could be used to build the new production building. He referred to the two Committee recommendations stated in the Space and Endowment Financing Report and asked for support of the motions. Ross stated that the Board should put everything in their wish list because we do not know what the patrons who will be interviewed are going to say until we conduct the study. She commented that after hearing Rauch's vision, it would be very difficult not to want to go out and fulfill his dream. She outlined the next steps, the first of which is the formation of a new Campaign Study Committee. It will select the people to be interviewed; approve the prospectus; review the transmittal letter from Rauch and make sure his message is clear and that it is hard to say "no" to his request for an interview. Once the materials have been mailed out, Ross and her team will take over and begin making contact for interviews, which usually is between 35 - 50 people. We purposely do not call this study a "feasibility study" but a "planning study", because we really think this is a study on where we are now and where we want to be. These interviews are more like conversations in which Ross is really trying to get a sense of the interviewees' relationship with the Festival. It is also about whether the institution, leadership, the Development Department and the Board can really handle a capital campaign. Without the Board's support, this will not be successful. The interviews are confidential – her task is not to quantify their answers but to draw conclusions from the interviews. She will recommend staffing and job descriptions and a road map on how to get from here to there. The Committee will meet at the end of the interview process and review the draft report. Once we have incorporated the feedback from the Committee, we meet again to review and approve the final report for presentation to the Board. The hope is to have the final report presented at the September Board meeting so the Board can decide if it wants to move forward with a campaign.

**Motion by Ed McCurtain, second by Fred Rehmus to authorize staff to negotiate the purchase of land on which to construct a new production building and to proceed with**

**preliminary architectural drawings to be financed out of Festival reserves. Passed unanimously.**

**Motion by Ed McCurtain, second by Fred Rehmus to authorize OSF staff to enter into an agreement with Fitzgerald and Graves Consultants at a cost not to exceed \$70,000 to undertake the proposed campaign study that will test the feasibility of a goal of \$27 million - \$32 million. Passed unanimously.**

**M. Governance Committee Report:** Karen Allan, Chair of the Board Governance Committee, reported results of the interviews from the retiring and renewing Board members. They generally agreed on the high quality of the artistic productions and appreciated learning more about the artistic process. They felt their expectations for serving on the Board were met. Staff connection was good but members stated they would like more opportunities for informal interactions with staff. They have an appreciation of the complexities and the stress on staff. There were comments on diversity that we need to go further; it is good but not enough. The staffing of the Education Department is good but programs and activities would benefit with more staffing; we also need to use electronic means to reach more people. Allan noted that this issue is worth further examination. The survey shows that Board members would like more discussion and fewer reports during the Board meetings. It is very important for the Board to get into strategic thinking for the capital campaign. Space planning needs to be within that strategic thinking. The Festival could make better use of the Board's skills and experience. They would like clear guidelines on the Artistic Opportunities Fund policy. Allan reported there is concern about the increase in the number of productions creating additional stress for staff, and the rising cost of the tickets. The Board should discuss this further, particularly regarding the stress on staff. Risser stated this report should be shared with Committee Chairs and will be discussed further in upcoming Board Governance Committee meetings. Allan stated six individuals participated in this interview and she thanked the participating Board members and those that helped to complete the interview process. Allan concluded her report by stating the Board self-evaluation will be occurring soon.

**N. Recognition of Retiring Board Members:** Nicholson presented framed artwork that was created from fabrics used in last season's productions. Gifts went to Ray Bacchetti, George Bell and Brenda Williams. Nancy Zaremski created these beautiful works of art. Nicholson thanked Williams for her four years of service and her work on the Development and Education Committees. Bacchetti was honored for his eight years of service on the Board. He developed great processes as the Chair of the Board Governance Committee and provided excellent guidance while serving on the Education Committee. Lastly, Bell was presented with his gift and warm words for his dedication to the Festival over the past eight years on the Board and for his contributions and insight into diversity issues. Bell served on Human Resources, Finance and Board Governance Committees.

**O. Executive Session:** Staff was not present during this portion of the meeting and the minutes are contained in a separate document because of confidentiality.

**Meeting Adjourned at 4:00pm.**

**Respectfully submitted,**

**Karen Allan  
Secretary**