

## Minutes Board of Trustees

August 15, 2024 | 11:00 a.m. – 2:00 p.m. Pacific

Hyatt Regency Vancouver  
655 Burrard St.  
Vancouver, BC V6C 2R7, Canada

### Call to Order

Mr. Kenneth W. DeFontes, Jr., Chair, called to order the duly noticed open meeting of the Board of Trustees (the Board) of the North American Electric Reliability Corporation (NERC or the Corporation) on August 15, 2024, at approximately 11:00 a.m. Pacific, and a quorum was declared present.

Present at the meeting were:

### Board Members

Kenneth W. DeFontes, Jr., Chair  
Suzanne Keenan, Vice Chair and Chair Elect  
Jane Allen  
Robert G. Clarke  
George S. Hawkins  
Larry Irving  
Susan Kelly  
Robin E. Manning  
Jim Piro  
James B. Robb, President and Chief Executive Officer  
Kristine Schmidt  
Colleen Sidford

### NERC Staff

Tina Buzzard, Assistant Corporate Secretary  
Manny Cancel, Senior Vice President and Chief Executive Officer of the E-ISAC  
Erika Chanzas, Director, Business Planning  
Mathew Duncan, Vice President, E-ISAC Security Operations and Intelligence  
Howard Gugel, Vice President, Regulatory Oversight  
Kelly Hanson, Senior Vice President and Chief Operating Officer  
Fritz Hirst, Vice President, Government Affairs  
Soo Jin Kim, Vice President, Engineering and Standards  
Mark G. Lauby, Senior Vice President and Chief Engineer  
Lauren Perotti, Assistant General Counsel  
Sônia Rocha, Senior Vice President, General Counsel, and Corporate Secretary  
Liz Saunders, Vice President, People and Culture  
Camilo Serna, Senior Vice President, Strategy and External Engagement  
Andy Sharp, Vice President and Chief Financial Officer  
Bluma Sussman, Vice President, E-ISAC Stakeholder Engagement

## **NERC Antitrust Compliance Guidelines**

Ms. Buzzard directed the participants' attention to the NERC Antitrust Compliance Guidelines included in the advance agenda package and indicated that all questions regarding antitrust compliance or related matters should be directed to Ms. Rocha.

## **Introduction and Chair's Remarks**

Mr. DeFontes welcomed the attendees to the meeting, including Mr. Francis Bradley of Electricity Canada, Mr. Chris O'Riley of BC Hydro, Ms. Patricia Hoffman of the United States Department of Energy, and Mr. Derek Olmstead, CAMPUT Representative to NERC. He remarked on the successful meetings and discussions of the previous days.

## **Consent Agenda**

Upon motion duly made and seconded, the Board approved the consent agenda as follows:

### **Minutes**

The draft minutes for the May 9, 2024 meeting were approved as presented to the Board at this meeting.

### **Committee Membership**

#### **Personnel Certification Governance Committee**

**RESOLVED**, that the Board hereby appoints the following individuals to the Personnel Certification Governance Committee, each for a two-year term ending December 31, 2026:

- Cory Danson, Western Area Power Administration
- Mark Thomas, Entergy
- Steve Rainwater, Electric Reliability Council of Texas
- Marty Sas, SERC Reliability Corporation
- Mario Kiresich, Southern California Edison

#### **Reliability and Security Technical Committee Membership**

**RESOLVED**, that the Board hereby appoints Cezar Panait, Minnesota Public Utilities Commission, to complete a term for an At Large seat ending January 31, 2025.

### **Governance Documents Amendments**

#### ***Compliance and Certification Committee Procedures***

**RESOLVED**, that the Board hereby approves the revised Compliance and Certification Committee ("CCC") procedure document CCCPP-001-4, Monitoring Program for NERC's Adherence to NERC's Rules of Procedure, substantially in the form presented to the Board at this meeting.

**BE IT FURTHER RESOLVED**, that the Board hereby approves the retirement of CCC procedure documents CCCPP-003-3 – Monitoring Program for NERC's Reliability Standards Development Procedure and CCCPP-007-4, Monitoring Program for NERC's Adherence to NERC's Rules of Procedure for Registration and Certification, as presented to the Board at this meeting.

**BE IT FURTHER RESOLVED**, that the Board hereby approves the revised CCC procedure document CCCPP-013-4, CCC Procedure for the Selection of Members to the NERC Compliance and Certification Committee, substantially in the form presented to the Board at this meeting.

#### ***Proposed NERC Bylaws Amendments***

**WHEREAS**, the Member Representatives Committee (“MRC”) approved the amended NERC Bylaws at its August 15, 2024 meeting;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby approves the NERC Bylaws, substantially in the form presented to the Board at this meeting.

**BE IT FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with applicable regulatory authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

#### ***Proposed SERC Bylaws Amendments***

**RESOLVED**, that the Board hereby approves the amended Bylaws of SERC Reliability Corporation, substantially in the form presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

#### ***Revisions to Appendix 4E of the NERC Rules of Procedure***

**RESOLVED**, that the Board hereby approves the revisions to Appendix 4E of the NERC Rules of Procedure, consisting of revised CCC Hearing Procedures CCCPP-004-3–NERC Compliance and Certification Committee Hearing Procedures, CCCPP-005-2–NERC Compliance and Certification Committee Hearing Procedures for Use in Appeals of Certification Matters, and CCCPP-006-3–NERC Compliance and Certification Committee Mediation Procedures, substantially in the form presented to the Board at this meeting.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

### **Regular Agenda**

#### **Remarks by Francis Bradley, President and CEO, Electricity Canada**

Mr. Robb introduced Mr. Bradley of Electricity Canada. Mr. Francis remarked on the importance of NERC’s reliability mission. He highlighted the value of NERC’s reliability assessments in understanding the risks of extreme weather and the impacts of the evolving grid. Mr. Bradley also remarked on the importance of continued cross border collaboration.

#### **Remarks by Chris O’Riley, President and CEO, BC Hydro**

Mr. Robb introduced Mr. O’Riley of BC Hydro. Mr. O’Riley welcomed the participants to Vancouver. He remarked on the BC Hydro system, highlighting planned investments to meet future demands and how BC Hydro has managed drought conditions in recent years. Mr. O’Riley also remarked on BC Hydro’s commitment to its Reliability Standards compliance framework.

### **Remarks by Patricia Hoffman, Principal Deputy Assistant Secretary, Office of Electricity, DOE**

Mr. DeFontes introduced Ms. Hoffman of the Department of Energy. Ms. Hoffman remarked on recent DOE activities, including investments in resiliency, transmission facilitation, state resiliency, and siting and permitting efforts to drive improvements in reliability.

### **Remarks by Derek Olmstead, President and CEO Alberta MSA, CAMPUT Representative**

Mr. DeFontes introduced Mr. Olmstead, CAMPUT Representative to NERC. Mr. Olmstead remarked on NERC's ongoing efforts to engage with Canadian regulators, highlighting NERC's participation at the next CAMPUT in-person meeting to discuss Reliability Standards adoption in the Canadian provinces.

### **President's Report**

Mr. Robb provided the president's report. He opened his remarks by reflecting on the interconnected nature of the North American Bulk-Power System and the importance of cross-border collaboration in ensuring a reliable and secure grid.

Mr. Robb remarked on the Committee meetings the previous day, noting the action at the Regulatory Oversight Committee to recommend the Board initiate Rules of Procedure Section 321 to address FERC Order No. 901 directives for a generator grid disturbance ride through standard for inverter-based resources. Mr. Robb underscored the importance of addressing the reliability risks that prompted FERC to issue those directives. He also remarked on the support for NERC's 2025 business plan and budget to fund its reliability mission, and he noted successes under NERC's people and culture initiatives.

Mr. Robb reported on several NERC activities, including two executive searches that are underway to replace Mr. Cancel and Mr. Hoptroff, who are retiring from NERC in early 2025, and an effort to modernize the public facing nerc.com website to provide an enhanced experience for users. He thanked the leadership of the Member Representatives Committee and the standing committees for their participation on NERC's website modernization effort. Mr. Robb concluded the president's report by recognizing Michael Desselle on his forthcoming retirement from the North American Energy Standards Board (NAESB), thanking him for his 22 years of service as NAESB's liaison to NERC and wishing him well in his next chapter.

Mr. Robb then introduced Mr. Jim Albright, President and CEO of Texas RE and co-chair of the ERO Executive Group. Mr. Albright remarked on the need for ongoing collaboration and partnership to address the critical challenges ahead. He reported on the collaborative work among NERC and the Regional Entities to develop the Interregional Transfer Capability Study. Mr. Albright also remarked on ERO Enterprise alignment efforts, including a forthcoming initiative to identify common business practices and promote efficiency in compliance monitoring and enforcement activities. He concluded his remarks by expressing his appreciation for the support of the 2025 business plans and budgets, highlighting the Regional Entities' commitment to transparency in this process.

### **Report on the August 13 and 15, 2024 Closed Meetings**

Mr. DeFontes reported that on August 13, 2024 and August 15, 2024 (as is its custom), the Board met in closed session with NERC management to review NERC management activities. On August 13, the Board discussed matters including security issues, pending U.S. Senate legislation, standards development projects addressing the FERC Order No. 901 directives for inverter-based resources, feedback on the draft NERC long term strategy, strategic engagement opportunities, and the resolutions for this meeting. On August 15, the Board met to discuss the recommendation approved by the Reliability Oversight Committee at its August 14 meeting for standards actions to address the FERC Order No. 901 directives. The Board met in executive sessions with the General Counsel and the CEO, and with the General Counsel separately, to discuss confidential matters. The Board also adjourned into executive session without management to review management activities.

## Board Committee Reports

### Corporate Governance and Human Resources

Mr. Hawkins, Committee Chair, reported on recent Committee meetings. At the August 13, 2024 closed meeting, the Committee reviewed initiatives to improve standing committee oversight and received an update on NERC's people and culture initiatives with a focus on NERC's succession planning framework. He also reported the Committee met in executive session with the CEO and the Vice President, People and Culture to discuss the trustee compensation study and personnel matters.

At the August 14, 2024 open meeting, the Committee performed the annual review of its mandate. No revisions were recommended to either the Committee mandate or the mandates of the other Board committees. NERC staff was asked to work with the leadership of the standing committees to launch a new self-assessment process and report back in February 2025. The Committee also received a people and culture update, focusing on NERC's work to establish a succession planning framework and its engagement and retention efforts.

### Finance and Audit

Ms. Sidford, Committee Chair, reported on recent closed meetings of the Committee. At the July 9, 2024 closed meeting, the Committee approved the selection of RSM to continue as NERC's independent audit firm, reviewed stakeholder comments on the proposed 2025 business plan and budget, and reviewed the Regional Entity 2025 business plans and budgets. At the August 7, 2024 closed meeting, the Committee received an update on the Workday software project system implementation. The Committee also received an update on internal audit activities and approved the internal audit and advisory services annual budget and resource plan for 2025. The Committee then adjourned into executive session with internal audit and in executive session with members-only to discuss confidential matters.

Ms. Sidford reported that the Committee met in open session on August 14, 2024 to review financial matters and perform the annual review of its mandate. The Committee reviewed and recommended for Board acceptance the second quarter 2024 unaudited summary of results. Upon motion duly made and seconded, the Board approved the following resolution:

**RESOLVED**, that the Board, upon recommendation of the Finance and Audit Committee, hereby accepts the Second Quarter 2024 NERC, Combined ERO Enterprise, and Regional Entity Unaudited Statement of Activities, as presented to the Board at this meeting.

Ms. Sidford reported that the Committee also reviewed and recommended for Board approval the NERC, Regional Entity, and Western Interconnection Regional Advisory Body Proposed 2025 Business Plans and Budgets and Associated Assessments. After discussion, and upon motion duly made and seconded, the Board approved the following resolution:

**RESOLVED**, that the Board hereby approves the following, substantially in the form presented to the Board at this meeting:

1. The proposed 2025 NERC Business Plan and Budget;
2. The proposed 2025 Business Plans and Budgets of the Regional Entities and the Western Interconnection Regional Advisory Body; and
3. The proposed 2025 assessments to recover the costs of the approved 2025 budgets, subject to adjustments to reflect final Net Energy for Load numbers, together with such other adjustments as may be necessary.

**FURTHER RESOLVED**, that NERC management is hereby authorized to make the appropriate filings with ERO governmental authorities and take such further actions and make such further filings as are necessary and appropriate to effectuate the intent of the foregoing resolution.

### **Regulatory Oversight**

Mr. DeFontes remarked on action taken by the Committee at its August 14 meeting to recommend that the Board use its longstanding authority under Section 321 of the NERC Rules of Procedure. He explained the Committee made this recommendation to ensure that NERC will have standards responsive to the FERC Order No. 901 directives by the November 4, 2024 filing deadline. He reported that while much of the hard work of NERC's stakeholders is paying off, with progress made on important IBR Reliability Standards through the usual standard development process, NERC does not have a clear path forward on the IBR grid disturbance ride through standard. As such, the Board must consider its options to ensure it can meet its regulatory responsibilities. Mr. DeFontes noted that the Board does not consider these options lightly. He thanked NERC's stakeholders for their work, noted the Section 321 process contemplates meaningful stakeholder engagement, and encouraged their continued participation.

Mr. Manning, Committee Chair, reported on recent Committee meetings. At the August 7, 2024 executive session, the Committee received updates on high priority standards projects, staff analysis of cross-border control issues, and the forthcoming analysis of the standards registered ballot body. The Committee also reviewed recommendations from the May 2024 National Cyber Exercise Program Offshore Wind Regulatory Cyber Tabletop Exercise, in which NERC participated along with representatives from several U.S. government agencies.

At the August 14, 2024 open meeting, the Committee performed the annual review of its mandate and received an update on regional Canadian activities. The Committee also received an update on the status of projects to address the FERC Order No. 901 directives regarding IBR issues that are due on November 4, 2024. Mr. Manning reported that the Committee engaged in a discussion of the paths forward and heard from several industry representatives. Following its discussion, the Committee took action to recommend that the Board use its longstanding authority under Section 321 of the NERC Rules of Procedure to ensure that NERC will have an IBR generator disturbance ride through standard responsive to the FERC Order No. 901 directives by the November 4, 2024 deadline. After discussion, and upon motion duly made and seconded, the Board approved the following resolutions:

**WHEREAS**, on October 19, 2023, the Federal Energy Regulatory Commission (FERC) issued a final rule, Order No. 901, directing the development of new or revised Reliability Standards to address reliability issues associated with the growth of inverter-based resources (IBRs) on the Bulk-Power System (BPS), and directing that NERC submit such standards to FERC on a three-year staggered timeframe;

**WHEREAS**, FERC directed that new or revised Reliability Standards addressing IBR performance requirements and IBR disturbance monitoring data sharing and post-event performance validation be submitted by November 4, 2024;

**WHEREAS**, the Project 2021-04 Modifications to PRC-002-2 drafting team and Project 2023-02 Analysis and Mitigation of BES IBR Performance Issues drafting team have developed draft Reliability Standards addressing Order No. 901 directives for disturbance monitoring requirements for IBRs and performance issues for IBRs, respectively, and both of these projects appear to be on track for a timely completion based on the results of recent ballots;

**WHEREAS**, the Project 2020-02 Modifications to PRC-024 (Generator Ride-through) drafting team has posted three successive drafts of new Reliability Standard PRC-029-1 intended to address Order No. 901 directives related to grid disturbance ride-through requirements for IBRs, and all three drafts have failed to meet with ballot body approval;

**WHEREAS**, the Board expresses its sincere appreciation to these drafting teams, who have worked very hard under tight deadlines to develop draft standards addressing these important IBR reliability issues, and to NERC's stakeholders for their feedback and contributions to each of the successive drafts;

**WHEREAS**, the failure of multiple successive drafts of the proposed Reliability Standard PRC-029-1 and the continued low accompanying approval rates render it unlikely that NERC's usual standard development process will produce a Reliability Standard responsive to FERC's Order No. 901 directives for grid disturbance ride-through requirements for IBRs by FERC's November 4, 2024 deadline;

**WHEREAS**, Section 321 of the Rules of Procedure is a long-standing provision of the NERC Rules of Procedure that provides special rules in cases such as these: where a ballot body has failed to approve a proposed Reliability Standard that contains a provision to adequately address a specific matter identified in a directive issued by an Applicable Governmental Authority such as FERC;

**WHEREAS**, the Reliability Oversight Committee of the Board considered the above facts and circumstances at its August 14, 2024 meeting, determining that the issues raised with regard to proposed Reliability Standard PRC-029-1 seem amenable to a successful and consensus-driven resolution through the technical conference and ballot format described in Sections 321.2-321.4 of the NERC Rules of Procedure;

**WHEREAS**, the Reliability Oversight Committee, after discussion and upon motion duly made and seconded, therefore recommended the Board initiate proceedings under Sections 321.2-321.4 of the NERC Rules of Procedure to develop Reliability Standards addressing FERC directives for regarding grid disturbance ride-through requirements for IBRs in a timely manner;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby finds that the ballot body for draft Reliability Standard PRC-029-1, developed under Project 2020-02 Modifications to PRC-024 (Generator Ride-through), has not approved a proposed Reliability Standard that contains provisions to adequately address specific matters identified in directives issued by FERC in Order No. 901;

**BE IT FURTHER RESOLVED**, that the Board finds it necessary and appropriate to employ the special processes described in Sections 321.2 – 321.4 of the NERC Rules of Procedure to develop one or more proposed draft standards that are responsive to the IBR grid disturbance ride-through issues identified in the directives issued by FERC in Order No. 901;

**BE IT FURTHER RESOLVED**, that the Board, in accordance with NERC Rules of Procedure Section 321.2, hereby directs the Standards Committee to work with NERC staff to carry out the following instructions:

- Convene a public technical conference to discuss the issues surrounding the FERC directives, including whether or not the proposed Reliability Standard PRC-029-1 (and, to the extent necessary, any conforming changes in proposed Reliability Standard PRC-024-4) being developed through Project 2020-02 Modifications to PRC-024 (Generator Ride-through) is just, reasonable, not unduly discriminatory or preferential, in the public interest, helpful to reliability, practical, technically sound, technically feasible, and cost-justified;
- Prepare a memorandum discussing the issues, an analysis of the alternatives considered, and other appropriate matters;
- Use the input from the technical conference to revise the proposed Reliability Standard(s), as appropriate; and
- Re-ballot the proposed Reliability Standard(s) one additional time, with such adjustments are necessary to meet the 45-day deadline provided in NERC Rules of Procedure Rule 321.2.1.

**BE IT FURTHER RESOLVED**, that the Board hereby directs NERC management to present the draft Reliability Standard(s) addressing the Order No. 901 IBR grid disturbance ride-through directives developed under these procedures that achieve at least an affirmative two-thirds majority vote of the weighted Segment votes cast, with a quorum established, to the Board for its consideration at the October 9, 2024 open meeting.

**BE IT FURTHER RESOLVED**, that if a draft Reliability Standard(s) developed under these procedures achieves at least a sixty percent affirmative majority vote of the weighted Segment votes cast with a quorum achieved, but less than an affirmative two-thirds majority vote, the Board hereby directs NERC management to post notice of the Board's intent to consider the draft Reliability Standard(s) at an open meeting to be held on October 28, 2024 and to solicit public comment on the draft standard in accordance with Section 321.4.1 of the NERC Rules of Procedure.

Mr. DeFontes acknowledged the stakeholder comments, made at the Committee meeting, to review the standard development process for lessons learned that may help avoid the need for the Board to consider similar action in the future.

### **Enterprise-wide Risk**

Mr. Piro, Committee Chair, reported on the Committee's closed meeting on August 13, 2024. At its meeting, the Committee performed the annual review of its mandate. The Committee received updates on several matters, including reviews of two top risks (CMEP effectiveness and standards agility), the corporate compliance work plan, the enterprise risk management risk assessment overview and timeline, and internal audit matters. The Committee also received updates on Compliance and Certification Committee activities and Regional Entity activities. The Committee concluded in executive session to discuss confidential matters.

### **Technology and Security**

Ms. Allen, Committee Chair, reported on the August 14, 2024 open meeting of the Committee. At this meeting, the Committee performed the annual review of its mandate and received updates on E-ISAC operations and efforts to expand NERC's enterprise analytics capabilities.

### **Nominating**

Mr. Irving, Committee Chair, reported on recent closed meetings of the Committee. At its closed meeting on June 20, 2024, the Committee reviewed the selection of CarterBaldwin to conduct a search for a new Trustee and discussed the needs and expectations for the search. At its August 13, 2024 meeting, the Committee reviewed its mandate and the annual self-evaluation results. The Committee also reviewed the initial pool of Trustee candidates with the search firm.

## **Semi-Annual Standing Committee Reports to the Board**

### **Personnel Certification Governance Committee**

Mr. Cory Danson, Committee Chair, reported on recent and forthcoming activities of the Committee, referencing the materials included in the advance agenda package. The Board discussed Committee efforts.

### **Compliance and Certification Committee**

Mr. Scott Tomashefsky, Committee Chair, reported on recent and forthcoming activities of the Committee, referencing the materials included in the advance agenda package. He highlighted the 2023 Stakeholder Perceptions Report, noting the positive trends in evaluations and recommendations, and welcomed the Board's participation in future meetings.



### **Reliability and Security Technical Committee**

Mr. Rich Hydzik, Committee Chair, reported on recent and forthcoming activities of the Committee, referencing the materials included in the advance agenda package. He highlighted efforts to address the 2024 strategic risk priorities and welcomed the Board's feedback or guidance on current initiatives and priorities. The Board discussed the number of important issues being addressed by the Committee and the need for continued coordination between the Committee and the Standards Committee to reduce the time from when an issue is identified to when it is addressed through a standard.

### **Standards Committee**

Mr. Todd Bennett, Committee Chair, reported on recent and forthcoming activities of the Committee, highlighting efforts to expedite high priority standards projects. The Board discussed the volume of standards projects and whether adjustments are needed to focus resources on the most pressing issues.

### **Reliability Issues Steering Committee**

Ms. Teresa Mogenson, Committee Chair, reported on recent and forthcoming activities of the Committee, referencing the materials included in the advance agenda package. She highlighted how the Committee's work informs the work of other committees. The Board discussed the report and asked the standing committee leadership to consider if current NERC staff support is sufficient to help them achieve their respective missions.

### **Other Matters and Reports**

#### **Input Letter and Member Representatives Committee Meeting**

Mr. DeFontes remarked on the quality of presentations at the MRC meeting and thanked stakeholders and NERC staff for their contributions.

#### **Semi-annual Review of the Achievements of the NERC Work Plan Priorities**

Ms. Chanzas provided the mid-year update on the status of the NERC Work Plan Priorities, addressing the 2023-2025 strategic areas of focus: energy, security, agility, and sustainability. She highlighted that most work plan priorities for 2024 remain on track, and that staff is working to address items that are at risk of not being completed.

#### **Engagement with MRC Sectors**

Mr. Serna reviewed feedback received from interviews conducted with MRC members on ways to enhance the engagement between the MRC and NERC and the Board, addressing input received before and during the May 2024 Board meetings. He remarked on the overall strength of NERC's framework, highlighting opportunities to improve engagement through earlier and more proactive outreach on key issues, enhanced outreach with policy makers and consumers on reliability matters, and efforts to engage the broader NERC membership.

#### **North American Energy Standards Board Report**

Mr. Michael Desselle, Chair, NAESB Board of Directors, provided an update on NAESB activities on matters of mutual interest. He highlighted progress on communications standards addressing gas pipeline notifications and aligning Glossary terms across the NERC and NAESB standards, with work continuing on other projects. Mr. Desselle remarked on the collaboration between NAESB and NERC during his tenure. Mr. DeFontes thanked Mr. Desselle for his service.

#### **North American Transmission Forum Report**

Mr. DeFontes referenced the report included in the advance agenda package.

#### **North American Generator Forum Report**

No report was provided for this meeting.

**Other Matters and Adjournment**

There being no further business, and upon motion duly made and seconded, the meeting was adjourned.

Submitted by,

A handwritten signature in black ink, appearing to be 'SR', with a long horizontal line extending to the right.

Sônia Rocha  
Corporate Secretary