



SOUTH JERSEY PORT CORPORATION
OFFICIAL BOARD OF DIRECTORS MEETING MINUTES
TELECONFERENCE
CAMDEN, NEW JERSEY
MARCH 28, 2022
12:31 p.m.

Directors Present:	Richard Alaimo	Chairman 🗳️
	Joseph Maressa	Director 🗳️
	Robert DeAngelo	Director 🗳️
	Christopher Chianese	State Treasurer Designee 🗳️
	Carl Styles	Director 🗳️
	William Higgins	Director 🗳️
	Jonathan Gershen	Director 🗳️
	Sheila Roberts	Director 🗳️
	Eric Martins	Director 🗳️

Directors Absent:	Chad Bruner	Director
	Jonathan Gershen	Director

In Attendance:	Janice Venables	Governor's Authorities Unit 🗳️
	Andrew Saporito	Executive Director & CEO 🗳️
	Raymond Zane, Esq.	General Counsel– Zane & Assoc. 🗳️
	Bruno Cellucci	AssistantED/CFO/ActingBoardSec🗳️
	Brendan Dugan	AssistantED/Bus. Development🗳️
	Jonathan Atwood	Chief of Staff & External Affairs🗳️
	Kevin Duffy	Assistant ED/COO 🗳️
	Chris Perks	Director of Engineering 🗳️
	Chuck O'Leary	Security Manager/FSO 🗳️
	George Englehardt	Facilities Engineer 🗳️
	Dennis Culnan, Jr.	Phoenix Strategies 🗳️
	Dan Bontempo	Stantec 🗳️
	Joseph Carney	Brown & Connery, LLP 🗳️
	Brent Lee	Brent W. Lee & Co., LLC 🗳️
	George Strachan	GCIA🗳️
	Richard Hunt	Parker McCay PA 🗳️

The Acting Board Secretary opened the meeting at 12:30 p.m. with the following statement: Pursuant to the provisions of the Open Public Meetings Act, Chapter 231, Public laws of 1975, adequate notice of this meeting has been provided. On January 10, 2022, the Acting Secretary of the Corporation sent a legal notice with a schedule of Regular Meetings to be held by the South Jersey Port Corporation's Board of Directors, during the calendar year 2022, indicating the time and place to the County Clerks within the seven counties of the Port District and the Secretary of State. A legal notice was sent to the following newspapers: Courier-Post, South Jersey Times and the Burlington County Times.

In addition, the meeting schedule was posted at the Port Corporation's designated Bulletin Board at the main entrance to the Broadway Terminal, its official place for posting and maintaining a schedule of the monthly Board of Director's Meetings for 2022. The meeting schedule was also placed on the Port Corporation's website at www.southjerseyport.com.

Roll call was taken and recorded. **PLEDGE OF ALLEGIANCE RECITED.**

PRESENTATION OF REGULAR MEETING MINUTES – FEBRUARY 22, 2022

The minutes for the South Jersey Port Corporation Board of Directors regular session meeting held on February 22, 2022 were presented for approval.

A motion was made to approve the February 22, 2022 Board of Directors Regular Open Session Meeting Minutes as presented.

Moved by:	J. Maressa
Seconded by:	C. Styles

Voting for motion:	All
Voting against motion:	None

PRESENTATION OF CLOSED MEETING MINUTES – FEBRUARY 22, 2022

The minutes for the South Jersey Port Corporation Board of Directors closed session meeting held on February 22, 2022 were presented for approval.

A motion was made to approve the February 22, 2022 Board of Directors Closed Meeting Minutes, as presented, with the condition that any matters contained in the closed session minutes may be withheld and not disclosed to the public until the need for the closed session has passed.

Moved by:	J. Maressa
Seconded by:	C. Styles

Voting for motion:	All
Voting against motion:	None

PRESENTATION OF SPECIAL MEETING MINUTES – MARCH 8, 2022

The minutes for the South Jersey Port Corporation Board of Directors regular session meeting held on March 8, 2022 were presented for approval.

A motion was made to approve the March 8, 2022 Board of Directors Regular Open Session Meeting Minutes as presented.

Moved by: J. Maressa
Seconded by: C. Styles

Voting for motion: All
Voting against motion: None

OPERATING BILLS

The Operating Unpaid Bill list for the period 2/9/2022 – 3/10/2022 was presented for approval.

A motion was made to adopt Resolution 2022-03-0029 for the approval of the Operating Unpaid Bill list for the period 2/9/2022-3/10/2022.

Moved by: R. DeAngelo
Seconded by: J. Maressa

Voting for motion: All
Voting against motion: None

ADVANCE PAYMENT LIST

The Advance Payment Bill List for the period 2/9/2022–3/10/2022 was presented for approval.

A motion was made to adopt Resolution 2022-03-0030 for the approval of the Advance Payment Bills for the period 2/9/2022-3/10/2022.

Moved by: C. Styles
Seconded by: W. Higgins

Voting for motion: All
Voting against motion: None

CREDIT LIST

The Credit List for the period ending March 29, 2022 was presented for approval.

A motion was made to adopt Resolution 2022-03-0031 for the approval of the Credit List for the period ending March 29, 2022.

Moved by: J. Maressa
Seconded by: S. Roberts

Voting for motion: All
Voting against motion: None

CHANGE ORDERS

No Change Orders

CONSTRUCTION FUND REQUISITIONS

Staff presented (7) advance construction fund requests in the amount of \$298,824.12 and (6) unpaid construction fund requisitions in the amount of \$1,063,551.43

A motion was made to adopt Resolution 2022-03-0032 for the approval of Construction Fund Requisitions for the period ending March 29, 2022 as presented.

Moved by: S. Roberts
Seconded by: W. Higgins

Voting for motion: All
Voting against motion: None

TREASURER'S REPORT

For the month of February 2022, the SJPC generated net income before non-operating interest expense and depreciation and amortization in the amount of \$112,665.00, which is over budget by \$42,486.00 for the month. On a year-to-date basis, we are under budget by -\$156,175.00.

Please be aware that we still have have \$605,986.40 on the books in deferred revenue. This represents truck loading revenue that can only be recognized when the trucks are actually loaded and cargo moves off the terminal. This deferred revenue will benefit future periods.

The rate of inflation continues to affect all of us but we are managing our costs very closely. We are considering a fuel surcharge to our customers as a way to offset higher fueling costs. Our ship schedule remains strong.

COUNSEL'S REPORT

The Counsel's Report will be discussed in closed session.

EXECUTIVE DIRECTOR'S REPORT

Executive Director and CEO for the South Jersey Port Corporation reported total tonnage for February 2022 was 198,362 short tons, which represents a 56% decrease compared to February 2021. Camden steels cargoes increased by 9.9% compared to February 2021. Overall breakbulk cargo decreased 71.1% for February 2022. There was no cocoa bean activity in February 2022, compared to 6,299 s/tons in February 2021. There was no plywood cargo activity in February 2022. 2022 has no YTD plywood compared to 54,363 s/tons YTD 2021. Recycled metals decreased 23.1% compared to 2021 YTD. There was no cargo activity for cement in February 2022 or February 2021.

All SJPC terminals handled 17 ships in February 2022, compared to 15 ships in February 2021. The number of ship days for February 2022 was 82, compared to 119 days in February 2021.

The Executive Director also updated the Board on the below topics as well:

COVID 19 Update

Effective March 14th all COVID mandated restrictions have been rescinded. We will commence in person Board meetings on April 26, 2022

We have 0 new cases to report at this time bringing the total numbers of employees infected to 52. Approximately 87 employees have been vaccinated with at least one shot, which is 74 percent of our workforce. We continue to encourage employees to get vaccinated.

The State has lifted most COVID protocols, including the need to socially distance, wear masks, or conduct temperature checks.

Weekly COVID Testing for all unvaccinated employees utilizing the services of the state authorized continues and we are being reimbursed by the state and FEMA.

Paulsboro Update

EEW continues to make good progress on Phase one of its project.

We are also in the process of reviewing a report prepared by Jacobs on the 60-acre GCUA site to determine possible future uses.

We are also working with the GCIA and Jacobs to reconcile project funding and remaining work.

New SJPC Office Space/ Headquarters

We relocated to our new office space on March 16th and commenced full operations in our new offices on Monday, March 21st. Our new address is: 2 Aquarium Drive, Suite 100, Camden, NJ 08103

Southern New Jersey Development Council Presentation

On Thursday February 23rd, I made a presentation to the SNJDC Transportation and Aviation Committee on the port and our projects. The presentation was well received and has led to request from attendees requesting additional information.

NJ Alliance for Action Award

On February 25th, The South Jersey Port Corporation along with the GCIA, EEW and Orsted and the Consultants and Contractors who have worked on the project received an engineering award for the Port of Paulsboro Marine Terminal Project and the ongoing development to support Offshore wind by the NJ Alliance for Action at its annual award ceremony.

ACTION ITEMS:**RESOLUTION 2022-03-0033: AUTHORIZATION TO APPROVE 2020 FINANCIAL AUDIT REPORT****REQUEST**

Staff is requesting Board approval to approve the 2020 Financial Audit Report.

BACKGROUND

As required under Executive Order #122, our Board's Audit Committee has received and reviewed the draft 2020 Financial Audit Report.

The auditors have issued what is equivalent to an unmodified opinion for the 2020 Audit Report for fiscal year ending December 31, 2020.

A motion was made to approve Resolution 2022-03-0033 for acceptance of the 2020 Financial Audit and approval of the resolution certifying that each member of the SJPC Board of Directors has reviewed the audit report.

Moved by:
Seconded by:

C. Styles
C. Chianese

Voting for Motion:
Voting Against Motion:

All
None

RESOLUTION 2022-03-0034: AUTHORIZATION TO WRITE OFF ACCOUNTS RECEIVABLE**REQUEST**

Staff is requesting Board approval to write off the accounts receivable for Kurt Orban Partners.

BACKGROUND

SJPC accounts receivable are monitored on a regular basis. We have identified one customer, Kurt Orban Partners, that has filed for bankruptcy. The amount owed is \$11,431.71.

This customer left behind cargo when they went into receivership. Staff worked with maritime counsel to obtain title to the cargo. SJPC was able to identify a buyer and sell the cargo for \$2,259.00. The sale proceeds were applied against the balance owed.

The net amount remaining on the books is \$9,172.71. We propose to write the balance off the books. Please be aware that the SJPC is sufficiently reserved to absorb the entry and there will be no impact on current operating income.

A motion was made to approve Resolution 2022-03-0034 of the above-referenced receivable to be written off.

Moved by: R. DeAngelo
Seconded by: J. Maressa

Voting for Motion: All
Voting Against Motion: None
Not Voting:

RESOLUTION 2022-03-0035: APPROVAL TO AWARD A CONTRACT TO NEW JERSEY BUSINESS SYSTEMS FOR A NEW PORT SECURITY CAMERA SYSTEM AT THE BALZANO AND BROADWAY TERMINALS

REQUEST

Staff is requesting Board approval to award a contract to New Jersey Business Systems for system design, installation, and networking components for a new port security camera system at the Balzano and Broadway marine terminals.

BACKGROUND

SJPC had identified the need for an updated camera-based security system in order to enhance port security at the two Camden marine terminals.

SJPC applied for and was awarded a Port Security Grant from the U.S. Department of Homeland Security in September 2021, in the amount of \$349,650.00. As a condition of the grant award, SJPC is required to contribute a cost match in the amount of \$116,550.00 of non-Federal funds, or 25% of the total estimated project costs of \$466,200.00.

SJPC is purchasing the system through two separate cooperative purchasing agreements.

NJ State Cooperative Purchasing Wireless Contract T0109/83899 for the engineering, installation, and networking components, and Sourcewell contract 081419-SHI for the camera equipment.

The contract award covered by this resolution is for the system design, installation, and networking components. A second contract under a second Board Action resolution will provide the camera equipment.

The total project budget is summarized as follows:

	<u>NJ Bus Systems</u>	<u>SHI International</u>	<u>Total</u>
Engineering	\$ 18,000		\$ 18,000
Installation	\$ 133,250		\$ 133,250
Network Equipment	\$ 23,874		\$ 23,874
Camera Equipment		\$ 280,009	\$ 280,009
Total	\$ 175,124	\$ 280,009	\$ 455,133

A motion was made to approve Resolution 2022-03-0035 to award a contract to New Jersey Business Systems for system design, installation, and networking components for a new port security camera system at the Balzano and Broadway marine terminals in the amount of \$175,124.40.

Moved by:
Seconded by:

R. DeAngelo
J. Maressa

Voting for Motion:
Voting Against Motion:
Not Voting:

All
None

RESOLUTION 2022-03-0036: APPROVAL TO AWARD A CONTRACT TO SHI INTERNATIONAL CORPORATION FOR A NEW PORT SECURITY CAMERA SYSTEM AT THE BALZANO AND BROADWAY TERMINALS

REQUEST

Staff is requesting Board approval to award a contract to SHI International Corporation for supply of the camera equipment for a new port security camera system at the Balzano and Broadway marine terminals.

BACKGROUND

SJPC had identified the need for an updated camera-based security system in order to enhance port security at the two Camden marine terminals.

SJPC applied for and was awarded a Port Security Grant from the U.S. Department of Homeland Security in September 2021, in the amount of \$349,650.00. As a condition of the grant award, SJPC is required to contribute a cost match in the amount of \$116,550.00 of non-Federal funds, or 25% of the total estimated project costs of \$466,200.00.

SJPC is purchasing the system through two separate cooperative purchasing agreements.

NJ State Cooperative Purchasing Wireless Contract T0109/83899 for the engineering, installation, and networking components, and Sourcewell contract 081419-SHI for the camera equipment.

The contract award covered by this resolution is for the bill of materials for the camera equipment for the system. A second contract under a second Board Action resolution will provide the engineering, networking equipment, and installation.

The total project budget is summarized as follows:

	<u>NJ Bus Systems</u>	<u>SHI International</u>	<u>Total</u>
Engineering	\$ 18,000		\$ 18,000
Installation	\$ 133,250		\$ 133,250
Network Equipment	\$ 23,874		\$ 23,874
Camera Equipment		\$ 280,009	\$ 280,009
Total	\$ 175,124	\$ 280,009	\$ 455,133

A motion was made to approve Resolution 2022-03-0036 to award a contract to SHI International Corporation for supply of camera equipment for a new port security camera system at the Balzano and Broadway marine terminals in the amount of \$280,008.65.

Moved by:
Seconded by:

R. DeAngelo
J. Maressa

Voting for Motion:
Voting Against Motion:
Not Voting:

All
None

RESOLUTION 2022-03-0037: APPROVAL TO AWARD CONTRACT FOR ROUTINE MAINTENANCE WORK ON THE PORT'S DRAINAGE SYSTEM

REQUEST

Pursuant to the Board's Authorization: RESOLUTION 2022-01-0011 - APPROVAL TO ISSUE AN RFP FOR ROUTINE MAINTENANCE WORK ON THE PORT'S DRAINAGE SYSTEM, an RFP was issued soliciting construction bids to provide maintenance cleaning services for the drainage systems at the Camden Marine Terminals. Staff is now requesting Board approval to award a contract for drain cleaning services at the Balzano and Broadway Marine Terminals for period of one year with an optional one-year extension.

BACKGROUND

An RFP for drainage system cleaning services was advertised on February 9, 2022, and the following three (3) bids were received on March 1, 2022:

Bidder Name and Address	Daily Base Labor & Equipment Rate
WRS Environmental Services Moorestown, NJ	\$2,315 + \$125/ton disposal
Mount Construction, Inc. Berlin, NJ	\$4,100 + \$1,400 daily water truck
Mobile Dredging and Video Pipe, Inc. Newfield, NJ	\$6,500 + \$250/ ton disposal

This contract will require the drainage system cleaning services on a call-in basis with a spending limit not to exceed \$75,000 per year and an option to renew for one additional year for an additional \$75,000. An additional \$15,000 contingency per year is requested for disposal of any recovered materials that may test hazardous requiring controlled transportation and disposal at approved landfill facilities for such materials

A motion was made to approve Resolution 2022-03-0037 to award the drainage system cleaning services contract to WRS Environmental Services for the one year not to exceed amount of \$75,000 and up to an additional \$15,000 for disposal of materials tested and found to be hazardous, with an option to renew for a second year at the not to exceed amount of \$75,000 and an additional \$15,000 for materials found to be hazardous.

Moved by: C. Styles
Seconded by: W. Higgins
Voting for Motion: All
Voting Against Motion: None
Not Voting:

RESOLUTION 2022-03-0038: APPROVAL TO ISSUE AN RFP FOR PLANNING SERVICES TO EVALUATE THE POTENTIAL GROWTH MARKETS AND PORT READINESS FOR 2030 AT BALZANO AND BROADWAY MARINE TERMINALS, CAMDEN NJ – PORT VISION 2030

REQUEST

Staff is requesting Board approval to issue an RFP to the Port Planning, and Marine Engineering prequalified list of firms to perform planning and conceptual design services to address port readiness to meet the region's future maritime cargo handling needs in 2030 at the Balzano and Broadway Marine Terminals.

BACKGROUND

The Balzano and Broadway Marine Terminals have predominantly operated as a break bulk break and bulk cargo handling port with some light and heavy manufacturing facilities over the last few decades. For any modern port to succeed and continue to meet the needs of the region it serves and its customers, it must adapt to the changes in the shipping industry, seeking growth opportunities in existing markets and new evolving markets. Port

operational strategies and multiagency cooperation are important, especially since the Camden terminals are strategically located between NYC and Baltimore.

Creating a strategic path forward to ensure the proper investments are made through a robust capital plan at the two Camden terminals will enable them to function efficiently based on projected growth and opportunities in 2030. Both terminals are operating at maximum capacity and have had to turn away significant cargo opportunities due to continued strong market demand caused by a resurgence in manufacturing and more favorable breakbulk vs container shipping rates. Given these facts, the study will also evaluate adjacent and nearby expansion space as well any additional available waterfront locations for redevelopment as a future marine terminal.

The anticipated cost is \$500,000.

A motion was made to approve Resolution 2022-03-0038 to solicit an RFP to the Port Planning and Marine Engineering list of prequalified design firms to perform port planning and conceptual design services for the market evaluations and port infrastructure readiness to meet the maritime cargo handling needs of the region in 2030.

Moved by:	J. Maressa
Seconded by:	C. Styles
Voting for Motion:	All
Voting Against Motion:	None
Not Voting:	

RESOLUTION 2022-03-0039: AUTHORIZATION TO AWARD RFP FOR HUMAN RESOURCES, PAYROLL, AND TIMEKEEPING SOFTWARE

REQUEST

Staff is requesting Board approval to award the HRIS RFP to Primepoint LLC.

BACKGROUND

Staff is presenting the results of the Request for Proposals for Human Resources, Payroll, and Timekeeping Software. SJPC currently uses two different software programs to conduct human resources, payroll, and timekeeping. These software programs are not integrated, which often leads to duplicate, time-consuming work and data entry. Supervisors rely on weekly and monthly reports on matters such as paid leave balances, equipment training hours, and probation, to name a few, and these reports require tedious manual updating.

With staff spread out over two terminals and four union contracts, plus non-represented staff, and with some overtime-earning staff on 24-hour rotations, timekeeping is very complicated and time-consuming.

Staff is seeking an integrated software suite that will seamlessly provide information to both management and employees, such as:

- a. Payroll
- b. Time and attendance
- c. Benefits Administration
- d. Recruiting / Applicant Tracking
- e. Onboarding
- f. Position Management
- g. Employee Engagement

Proposals were due on Wednesday, February 23, 2022 by 11:00 a.m. The following proposals were received:

Bidder Name and Address	Amount
ADP 740 Hamilton Street Allentown, PA 18101	Annual Rate: \$38,579.64 Implementation Cost: \$1,250.00 Incomplete Bid – Bid did not contain Bid Security, Acknowledgement of Addenda, or answers to the questionnaire. In addition, the Required Documents were modified by the vendor and included an Award of Contract Disclaimer that released them of the terms and conditions of the bid document.

Primepoint LLC 2 Springside Road Westampton, NJ 08060	Annual Rate: \$43,127.50 Implementation Cost: \$13,500.00 3-Year Lump Sum Total: \$142,882.50
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A motion was made to approve Resolution 2022-03-0039 to award the Human Resources, Payroll, and Timekeeping Software RFP to Primepoint LLC of Westhampton, NJ.

Moved by: C. Chianese
Seconded by: S. Roberts

Voting for Motion: All
Voting Against Motion: None

RESOLUTION 2022-03-0040: APPROVAL FOR SJPC CEO TO SIGN HOLCIM REMEDIAL ACTION PERMIT APPLICATION AND SETTLEMENT AGREEMENT TO RESOLVE PENDING LITIGATION

Request

SJPC staff is requesting Board approval to sign the Remedial Action Permit application required for Holcim's compliance with the New Jersey Department of Environmental Protection's Industrial Site Recovery Act (ISRA) requirements at the Broadway Terminal as well as to sign settlement documents resolving pending litigation regarding the same.

Background

The site in question comprises approximately 23 acres at the Broadway Terminal. When the site was originally acquired by SJPC in 1968 there existed historic soils and petroleum coke contamination that was capped prior to the original 1999 lease to St. Lawrence Cement. The lease has been assigned several times, with the current tenant being Lehigh Hanson. Holcim was the most recent tenant prior to Lehigh, having assigned the lease to Lehigh in 2015.

NJDEP's ISRA (N.J.S.A. 13:1K-6 et seq.) requires owners and/or operators of facilities with specific industrial classifications (NAICS codes) to take certain steps prior to property transfers when the business ceases operations or is sold. The lease assignment from Holcim to Lehigh triggered these requirements.

Holcim is therefore required to comply with the ISRA requirements regarding the present site conditions including the remedial cap, and in so doing retained a Licensed Site Remediation Professional (LSRP) to perform the required investigations. Their LSRP then issued a summary report indicating that there has been no disturbance of the cap, and this report will accompany the Remedial Action Permit application with the expectation of the DEP issuing the Remedial Action Permit and Holcim's LSRP thereafter issuing a Response Action Outcome (RAO) confirming that the site is in compliance. In

connection with these efforts, Holcim commenced litigation in the Superior Court in Camden County seeking to expedite the execution of the Remedial Action Permit application as well as seeking alleged damages. Outside counsel represented the SJPC in connection with these issues and through negotiations with counsel for Holcim, has reached an agreement, pending Board approval, whereby the SJPC will execute the Remedial Action Permit application and Holcim will dismiss the pending litigation. The Remedial Action Permit application form is required to be signed by the site's owner (SJPC).

SJPC will then determine whether it or the current lessee will assume responsibility for the ongoing bi-annual reporting requirements, estimated to cost approximately \$8,000 to \$9,000 every two years. A Financial Assurance for the anticipated costs of future bi-annual activities is also required, but if SJPC assumes the reporting responsibility, it will apply for an exemption as a government entity.

A motion was made to approve Resolution 2022-03-0040 to approve for the Executive Director to sign the Remedial Action Permit application required for Holcim's compliance with NJ DEP's ISRA requirements at the Broadway Terminal and to execute settlement documents approved by counsel which will result in the dismissal of pending litigation.

Moved by:	R. DeAngelo
Seconded by:	S. Roberts
Voting for Motion:	All
Voting Against Motion:	None

INFORMATION ITEMS:

MARKETING COMMITTEE REPORT & PHOENIX/ARTLIP COMMUNICATIONS REPORT

The report was received and filed.

PORT SECURITY UPDATE

The report was received and filed.

PAULSBORO MARINE TERMINAL PROJECT UPDATE

The report was received and filed.

PUBLIC COMMENTS

The Chairman asked if there were any public comments.

Hearing none, the Chairman asked for a motion to adjourn the regular session meeting and enter into closed session.

A motion was made to adjourn the Regular Open Meeting.

Moved by: R. DeAngelo
Seconded by: C. Styles

Voting for motion: All
Voting against motion: None

At 1:17 p.m. the regular open session was adjourned.

Following closed session, the Regular Session was reopened at 1:57 p.m.

A motion was made to appoint Victoria D'Amico, Senior Executive Assistant, as Board Secretary to the SJPC Board of Directors and receive a compensated rate of \$500.00 per Board of Directors Meeting.

Moved by: S. Roberts
Seconded by: R. DeAngelo

Voting for Motion: All
Voting Against Motion: None

A motion was made to authorize the Executive Director to conduct a public search for the position of Director of Legal and Regulatory Affairs.

Moved by: S. Roberts
Seconded by: R. DeAngelo

Voting for Motion: All
Voting Against Motion: None

A motion was made to adjourn the Regular Open Meeting at 1:59 p.m.

Moved by: J. Maressa
Seconded by: S. Roberts

Voting for motion: All
Voting against motion: None

I certify that this is a true copy of the Minutes of the South Jersey Port Corporation's Regular Open Session of the Board of Director's Meeting held Monday, March 28, 2022.


Bruno Cellucci
Acting Board Secretary