

So let me have the team introduce themselves starting with, Julie.

Hi. Hello, everybody.

My name's Julie Garland McClellan, and you most likely know me if you do know me because of my newsletter, the director's dilemma.

But I sit on some boards myself, so I have a portfolio of four boards, all of which have excellent company secretarial support. And I, also provide advice to boards on their own effectiveness and operations.

So, really excited about today's topic.

Over to you, Jen.

Kia ora. And hello to everybody.

I'm Jen Butler, and I manage Absolute Gems. And so we are primarily, governance and executive management support team.

And, my background stems from starting out at the very lowest of the ranks as a receptionist moving into a, a secretarial pool and then into PA systems coming up through, as a legal executive and personal assistant to general counsels in both the, insurance and banking industries.

So that's a little bit about me and and how I got into, my role, which I've been doing for almost thirty years now, which is seems a little bit crazy. But, yeah, governance is what I do and what I manage. Over to you, Danica.

Thanks, Jen, and, everyone. Hello to all.

My name's Danica McLean as you can see here, and I run a company called Board Administration Services, which very similar to Jen provides bespoke governance support for companies, boards, trusts, committees, and the form of minute taking, and meeting organization.

Similar to Jen, I've had a corporate career as a board secretary and company secretary, working in the health education and insurance and finance sectors.

Similar to Jean, I started off as an executive assistant which incorporated that board secretary role and grew into a governance manager role before taking on a company secretary position for an insurance company and, went on to other insurance companies, and a finance provider as their company secretary.

Fantastic. Thanks, team.

Yeah. I'm lucky to have this support here today.

Julie, you wanted me to, put up a quick poll before we started?

Yeah. I'm really interested to find out where you guys are coming from. It might help us to make what we say a little bit more relevant to you.

The I've got a little signs just come up on my computer, which is making me laugh, which says hosts and panelists cannot vote.

I wasn't going to. But if the rest of you could, please, I'd be delighted to know, are you a board secretary, a company secretary, a board minute taker, a CEO, or somebody else who has company secretary duties, the CEO's EA, or a director, or something completely different.

I'm sure some of us are completely different.

Let's see. How's the poll going?

We're at seventy five percent. Let's just give it another, five seconds or so.

Okay. Let me share those results.

There you go.

Hey. So we're all over the place. Lots of something else is. You You can type in the chat if you want us to know what that something else is.

But pretty much an even split between company and board secretary, quite a low number of minute takers, and a bigger number of, CEOs, secretaries, and directors. So welcome everybody.

We'll try to make this relevant to all of you. And, you can ask questions, so that we can, keep addressing your personal particular needs.

Next slide, please.

And I think perhaps the first thing here for us to talk about is what's the difference? What's that big difference between a company secretary, a board secretary, and what some boards used to call the minute secretary, and what some boards used to call the minutes secretary or the board minute taker.

I might flash over to my lovely co panelists here.

Danica and Jen, what what are your comments on this?

Danica, you go ahead for the company secretary as soon as you've held that role.

Yeah. I'd be happy to. So the main difference between my roles as a board secretary and the company secretary is that the company secretary generally is in companies that are a lot larger or enlisted and have a lot more regulatory oversight.

So in my role as company secretary, I was still responsible for looking after the board and taking all of the minutes of their meetings, organizing the papers, and all of the things that a board secretary does. But as well as that, I managed the share register, and all of the share trading on the gray market for the company. I was responsible for all of the filings at the company's office.

I managed the directors and officers insurance, and it was just a lot more onerous in terms of the, the number of meetings and committee meetings that the board actually undertook and the things that they were involved in in terms of, mergers and acquisitions and the regulatory oversight piece.

The majority of my work is, is board secretarial work. And here in New Zealand, there's, no regulatory oversight for a company secretary. So often, the board secretary performs both roles as a board secretary and company secretary. But as Danica said, a financial institution, insurance institution, accounting institution, with those that have higher oversight, legal practice perhaps, to, a governing body would often have a company secretary who is heavily involved in the business and the compliance of the business.

So they might work with the Commerce Commission or the Privacy Commissioner, etcetera, as well as their regulatory bodies. But as a board secretary, for the majority of my clients, I will do the company's office return or the incorporated societies or charities returns. I will make sure that they've got a work plan that, keeps them compliant as well as do the minute taking and sorting out the board packs and ensuring that the level of information coming to the board is at that high governance level and not sort of clogging up the board with operations or information and things like that. A

minute secretary or a minute taker typically doesn't have a lot to do with preparing the board pack, won't have read the board pack before it comes out often and generally just comes in, sits down, takes the minutes, creates the minutes with no context, with no general understanding of governance just literally is recording. It's it's just recording what happens in that aspect. You'd usually rely on a on a a company secretary or a board secretary to have that governance background and understand, the different lenses on which is important to take those minutes, but a minute secretary will literally just record what needs to happen and create a set of minutes for the chair.

And I think, historically, you'd see minute takers in roles, in places like council or, courts. You know, on the Steenograph, they've got their little minute taking, operation, but they don't really have a lot else to do because it's not necessarily governance. That's more a record of, what's being stated and what's going on at the meetings.

I think we've also just missed out. A company secretariat, one of the larger kind of listed companies, would do a lot of their reporting through to the, the stock exchange as well and do

the annual general meeting, which when they've got multiple shareholders becomes quite a complex operation, is sometimes tied into the general counsel role as well in some of those bigger companies here in New Zealand.

Yeah. It's very common for general counsel and company secretary to be combined.

My advice is always do not have any of your directors taking the minutes. They might know what's important, but they can't be good directors and participate if they're minute taking. Minute taking is actually quite, quite an engrossing task.

Now, as we've already heard, in Australia, public companies legally have to have a company secretary.

And if they don't, they're in breach and they can be fined and the directors can get into trouble. In New Zealand, you don't have to, but a lot of companies actually choose to.

And next slide, please, Sean.

There are a few countries that absolutely require you to have a company secretary, which is quite interesting. And next slide again, but they differ on what qualifications that company secretary must have. So for a lot of, a lot of places it's having a person who can be held to account for the company secretarial work rather than having a professional who is qualified with some certification to be able to do it. So if we look in Australia to be a company secretary, even if you were company secretary of, the Commonwealth Bank, which I think is our biggest, company at the moment, must be over eighteen, must ordinarily reside in Australia. They don't even have to be able to fog a mirror.

In New Zealand, you don't have to have one, but if you want to study to become a chartered company secretary, which I always like to have if I can get one, you must be resident in New Zealand. You must be an undergraduate, holder of an undergraduate degree and you must have significant and relevant experience.

But I think sometimes that definition of what's significant and what's relevant can be quite interesting, can I say? Over to my panelists. Who's had some fun with that one?

I certainly have, Julie.

When I first started Absolute Gems, I, you know, I looked at becoming qualified and having, you know, that's the governance experience. I thought, well, you know, I I've actually done the job, but it'll be really nice to have a bit of a qualification just to back up. And and, you know, when you're starting a new business, it's always good to sort of be able to show people that you're dedicated and qualified. And, when I approached the organization to become a chartered secretary, being a legal executive and, and having twenty years or so governance experience wasn't quite enough for them. So I decided that I'd rather go with the Institute of Directors and and and follow along and be a qualified director myself.

There's a lovely question. Oh, sorry, Danica.

I mean Yeah.

Can I just add to that? I think, the only place that you can become a chartered secretary here in New Zealand is the Chartered Governance Institute of New Zealand, and they are affiliated with a wider international body that does those, chartered qualifications.

And I think the chartered secretary to the previous slide is a necessity in some countries, and so it's aligned to to what's required in some of those other countries.

It is considered a postgraduate diploma.

If you do complete that that chartered secretary, option.

And people can use it to become a company secretary when they've had absolutely no experience in governance, but hold an undergraduate degree. So for example, I know a marketing manager that did the chartered secretary course and then went on to become, the company secretary at one of the banks here in New Zealand.

Yep.

And it is quite interesting how people's perceptions change as you go around the world and you talk to the different institutions.

I think for me, one of the things I always want is for my company secretary to be a member of a relevant professional institution so that they are getting that constant feed of professional information about what's changing and and, what regulations are coming in, what people think about holding meetings. So really very important.

But the bigger the company, the higher the level of qualifications that I I would want.

The greater the complexity, the higher the level of qualifications.

And sometimes you see companies doing very interesting things.

Fiona has asked a question in the q and a of what is a public officer.

Basically, it's somebody who is, responsible or accountable for the actions of the organization and who normally has a significant role in decisions that impact the organization.

The company secretary in Australia is an officer of the company as are the directors. So you all have that same standard of care.

But I think the the interesting thing is to make sure that whoever you've got in the role has the support they need to find the information so that you don't breach any of your rules and regulations. So even in a small not for profit in fact, maybe especially in a small not for profit, I

like to have a properly qualified company secretary. Fortunately, there are a few of them out there who are such nice people that they will do it without any pay even though they're professionals.

Sean, next slide, please.

Sandra, the professional institutions in Australia, the governance institute of Australia is the go to place for company secretaries.

The institute of company directors is the place that looks after company directors and has a few courses and quite a lot of information that would be of interest.

I would recommend being a member of both. I'm a fellow of both, but I'm a a qualification junkie. So that's that's my hobby out in the open.

A board secretary is definitely a good and challenging step, whether it's your first role, your second role, or your last role.

The pros and cons, you've gotta love it. We'll get on into the, into the typical, characteristics.

And if that sounds like you, it's a question of, am I the sort of person that's gonna love doing this role? If you do, you're possibly an absolute gem, but you're definitely likely to be a better company secretary than someone who's got a list of legal and company secretarial qualifications and certificates on the wall behind them, but hates doing the job, which would be me. I am not the character for company secretarial.

Jennifer, you'll get a transcript and you will get a recording, so you don't need to, have it repeated. And I know I'm talking fast because there's just so much we want to share with you. In Australia, there are a lot of things that company secretaries have to do. If they're not done, you are in trouble.

If the company secretary doesn't do them, the company secretary is in trouble. But if there's no company secretary, it falls to the board. And this is one of the reasons why, even though, yes, you often don't have the luxury of, a paid company secretary or a person who only does your company secretarial. You very often see other company officers like your general counsel or your CEO having a joint CEO and company secretary role. They don't always put company secretary on their, business card, but they do the job. They are on the hook, which is the bit that for me as a director, is very nice. So typical things company secretaries do is not just all that legal filing, and for those of you who like steak knives, but wait, there's more.

They tend to work with the board. And because they're not trying to run well, if they haven't got a split role, they're not trying to run the company and make all of those commercial decisions. They're really focused on governance and compliance. So they're like, the backstop. If any of you have ever seen people playing baseball, there's somebody behind the batter who will catch the ball.

Company secretaries are great at that. They'll often give you legal advice even though they may not always be lawyers because they get into that information flow. And the other thing is they are usually absolute whizzes at getting through your board admin, making sure your agendas stack up, making sure that your papers go out on the right day or get loaded up to the portal, issuing notices of meetings, drafting and collating, and just making sure that the information that should flow flows and that it's effective.

Any comments on that from the two actual company secretaries? This is what I look for a company secretary to do.

Just be careful about saying that they can provide legal advice because it's, that's that's Legally, you can't provide legal advice unless you're a lawyer, but they very often tell you what you need. Up to date on changes in legislation and and regulatory landscape.

And I think they're often a trusted adviser to the board as well in terms of kind of governance advice that sometimes they're all to be the ones, keeping up skilled around governance processes and best practice, and they pass that on to the board.

A little bit controversial. I'd say that it is their role to also take minutes for the board meeting, though I do know some of the company secretaries that don't.

It's, you know, often if they're a, lawyer or they're an accountant as well and they've got other roles, other roles that they are performing.

Sometimes they'll have a board secretary and to support them or an EA or PA.

Yeah. I'll I'll chime in there and and say that your board secretary did all the ins and outs of all of those clauses, also to understand the legislation that your organization's governed by. So whether that's health and safety, whether that's the Companies Act or Charitable Charities Act or whichever in your country or the Corporations Act is, is is going to be the underpinning value of, you know, the organization which you have to have to be, compliant with, that role falls to the board secretary. So it's not legal advice necessarily that we're giving. It's more legislative advice and compliance advice. And as Dominique has said, it's the, it's the role of a a trusted adviser, someone that you can call on any moment within the board meeting, and they should be able to bring up just out of their head often, you know, the clauses in which your your governing documents relate to, which is really important when you're making some very heavy governance decisions.

It is. And it's a very complicated role. I I'm actually quite happy when my company secretary isn't taking the notes because then they're listening to what we're saying, and they're alert to any pitfalls that we might be about to inadvertently walk into.

But it's a very nuanced role.

I hesitate to use the word mature, but you need somebody who's got that emotional and intellectual power to be able to handle a lot of different relationships with a lot of different people, as well as maintaining confidentiality appropriately.

So the company secretary reports to the board, not to the CEO.

But most of the time, they report through the chair, but their duty is to the board, not to the chair.

They often report to the CEO for administrative reporting. And if they are a general counsel or the head of HR or the head of marketing and the company secretary, they have to be able to remember when am I the CEO's report for this business function, and when am I just reporting to the CEO for things like annual leave and motor vehicle allowances and stuff like that because I actually report to the board for my general duties.

They frequently support and administer all of the board's committees.

They do a lot of reporting on behalf of the board, particularly, to regulators and stock exchanges.

And if you are sending out information to, shareholders or to the ACNC, very often that all flows through the company secretary.

So it's a very complex role. You need an individual who can really cope with a lot of different, complexity. Next slide, please, Sean.

And you need them to understand in Australia, that because they are a company officer, they must exercise care and diligence. It's there in black and white in the corporations act. They must act in good faith and in the best interest of the organization.

They cannot use their powers for an improper purpose, and they cannot misuse their information or position. So it is a very onerous duty if you are a, legal company secretary. Oh, lovely question from Bev Gibson. Next slide, please.

Electronic minute takers.

We can't wait to get to that one.

I don't think the AI is there yet is the short answer.

New Zealand is different, but there are still some specific things that you might want your company to do.

Danica, do you want to leap in and address this one?

Yeah. So the New Zealand Companies Act is similar to the Australian Corporations Act in terms of director's duties.



Jen, you had this point here around the professional adviser under section one thirty eight one b. Did you wanna talk to that?

Yeah. So there was a you know, as we talked at the very beginning of this webinar, there's a difference between a company secretary board keeps dropping out. Three and minute taken. There's also a real difference about whether you're professional, but whether it's a, an employee of the organization. Most often the, the CEO's EA, or maybe even the CFO or the, you know, or the CFO's EA that would take, board minutes if it's internal.

Now if you are relying on a professional board secretary like Dalnika and I, then we actually fall under section one thirty eight of the of the Companies Act, and here in New Zealand anyway, which says that the board can rely on advice given by professional advisers.

So that covers, you there. But, however, your board secretary or your company secretary should be included in your director's on office's insurance, and they should be named just like any other director because they too can be held responsible for the professional advice that they're giving to the board.

I think it's just important to note that it is law that minutes are taken at all shareholder meetings here in New Zealand. So you can't you can't get away from that aspect and decide that you just don't need a company secretary or a board secretary, because you at least need someone to be there taking the minutes at a bare minimum.

Yep. Absolutely. And I think Julie's point was spot on when she said that, you know, she doesn't like to have directors taking minutes because it is so difficult. As a director, you are there to provide your valuable knowledge and advice and direction of the company.

And to be able to do both jobs, I mean, Danica and I, you know, we we're using a lot of a lot of skill and expertise in in taking minutes, at that board level, and I can't and I know we've probably both done for not for profits, the role of both. And it's really difficult to juggle. It really is. So you want the expertise of your director.

Yeah. And if it's an executive or director that's taking the minutes, it's inevitable that their own biases will creep into those minutes. So when you've got an independent minute taker, the minutes are very objective, and that can be very important at times.

Absolutely.

Yep.

We might just take this slide as red, move to the next one, Sean.

As I said, really difficult role. You must trust them. If they are not a trusted adviser, you've got the wrong person in the role.

And it doesn't matter what certificates they've got behind them.

We all have heard of people who were very well qualified but did the wrong thing.

I was horrified. I watched a documentary about Carlos Ghosn and how he escaped from Japan and went into exile. But everybody they talked to said I never liked him.

He was a brilliant executive. He made a lot of money but never trusted him.' Like why on earth did you make him your president?

Do not do that with anybody.

You really should be able to trust, particularly at officer level, the people around you. And the company secretary or the board secretary is an officer.

They are people upon whose professional advice you rely as a director.

So really important.

I think it is more important to get somebody with the right character than it is to get somebody who's trained. In fact, I did one board performance review for a company and they had this amazing structure where they had a professionally qualified contracted in company secretary reporting to an unqualified but long serving employee with an operations background who was officially the company secretary, and she was officially the assistant. And I looked at this and scratched my head a little bit, and so I had a word with the chair. And I said, yep.

What's going on here? And he stole the last review we did, the reviewer said, oh, your company secretary is not up to standard. You've grown. You're too big now.

You need a better person.

Get rid of him and hire someone with these qualifications.

And we thought, no. That's not the way we treat our valued staff. This person's absolutely the right sort of person.

We'll give him education and support, and he was doing his, he was actually doing a course, a master's in governance, which picks up the company secretarial qualification on the way through.

But they were actually educating him and supporting him with a properly qualified person with a view to when he got qualified, that person would move on because they said it's terrible message to send to our staff that no matter how good and how dedicated you are, we'll kick you out and replace you with a stranger simply because you haven't got a piece of paper. And I thought, wow. I'd like to work for you. Oh, I do.

But only as a contractor. So it is, I think, really those quality relationships with your company secretary, and you can get education if you need it.

So did you guys.

I see.

Or contract. What do you prefer?

Sorry. Jill, I was gonna add, like, you also need someone with confidence and a little bit of resilience in the role too. They need to be able to put their hand up and say to, you know, directors around the board table and not be intimidated if there's something where they're misstepping or need a little bit of advising.

Yeah. Hundred percent.

Absolutely. And the directors need to listen.

That's about respect around the board table. And, you know, we often talk we often have a weird in house joke. You know, it's no longer the nineteen fifties.

Not there to bring in the tea and coffee.

The board secretary or the company secretary no longer two AM with the cups of tea and biscuits and, you know, and doesn't sit at a separate table away from the big boys making all the big bad decisions.

So you know, the company secretary is a really valuable role. It is a role that has an in-depth knowledge of your company, of your organization's of the governance structure and the compliance. And it will probably be as well slightly biased because we recognize the value of independence, in the in the boardroom, making sure that, you know, that your minutes have lots of different lenses put over top of them, particularly that they are for the, for the board, not for the operations or management team.

Yeah. I think I'd chime in here in house company versus contract. There are benefits to both. I mean, in house, you get that innate knowledge of the ins and outs of the business, and you understand the politics. And, some of the things that as an outsider you sometimes miss out on and you don't necessarily have that context around the boardroom.

Arguably, it's not necessarily relevant if you're being completely objective in your minute taking when you come in to attend.

The contract option is always going to be more cost effective because you're not paying for someone full time. You're just paying for that kind of meeting support and the governance advice, which tends to be a lot less than a full time role. And you're getting access to a lot of expertise that you don't necessarily have in someone that's just worked in, you know, one or two companies because people like Gina and I have a large breadth of boards that we've served. And so we get the experience and we get to witness the good and the bad, and we learn from all of them.

Yep.

Over to the audience.

There's some great questions in the chat.

Rotating minute taking and the the CEO chairing the meeting, what would we recommend to improve the structure and roles?

Wow. An Australian private SME, four executive directors, and one Ned. One, I would not rotate the minute taking. I would find somebody.

There are outsourced minute takers that you can get even if you don't want to bring in a company secretary, bring in somebody to take your minutes or use the CEO's secretary to take your minutes, and then the chair or the directors can edit those. But if you've only got five people around that table, having one of them distracted by taking minutes instead of contributing, you've lost twenty percent of your firepower.

And if it's a different twenty percent at every meeting, that that could cost you dearly.

So I would be very careful with that. Am I right, Jen and Danica? Yeah.

Good.

Would I recommend the AICD director course? I'll declare a conflict of interest, but having written large amounts of it and having delivered it over the last twenty five years.

Yes. Yeah.

But if you want to be a company secretary, do the company secretary's courses. If you want to be a director, do the director's courses.

There is some overlap. There is some common knowledge, but always remember that specific qualifications for specific roles are really good. You can see me deferring to Jen and Danica, because they've got knowledge that I don't have. If we were talking about directors, they would hopefully defer to me a little.

So as CEO and nominated company for nominated company secretary, what are my views on the use of AI to capture minutes?

I do not like it.

I think at the moment, the technology is not quite there.

I also worry, which AI are you using? Is it your own internal AI that's ring fenced that lives on your server that only has been educated on your board stuff plus background legislation and regulation?

Or are you using chat GPT that might be storing it anywhere?

I know they say that what you ask it and the answers it gives you won't be used by other people, but I'm not a hundred percent sure about that because it is learning all the time. It is a learning model.

And I just find, at the moment, people understand much better than AI. When I say the government is doing this, they never get it wrong and think the governance is doing this.

But AI doesn't understand what it's doing. It's just using the most likely words in the most likely sequences. It's not really hearing and understanding what we say. And if you're using an a nonspecifically trained board AI, it will not understand the context. It assumes whatever you talked about most is the most important thing, whereas sometimes a tiny little thing on the agenda like, okay. So in our in camera, we'll have a talk about the CEO's role.

That might be the most important comment at your meeting, but the AI might leave it out because it was so short.

So really be careful with AI. If you have I don't like recording meetings.

Those of you who, like to have a good laugh, Google leaked board video, and just have a look at how many are out there and how bad and embarrassing some of them are.

And you will never want to record again. Jen.

I'm dropping.

You dropped out. Confidential meet strategic things and inquiries.

My apologies. You're in. The it appears to be a little bit unstable where I am, unfortunately.

Unfortunately. Sorry, if you can hear me.

It is I don't like it. I really don't like AI. I've tried, I think, two separate different, types of AI to record minutes. And as Julie says, the most talked about thing is what it thinks is the most important thing. Really good for, to try it and see what how it works. But, again, everything that you record is discoverable.

Really not cool. So if you are using AI or you are recording your meetings after the minutes are approved, I highly recommend you destroy those because, particularly if you're using it all of the time, directors become quite complacent, and they may talk about things that perhaps they shouldn't talk about around the table. And, Julie, as a director, I'm sure you've seen plenty of that.

And they become complacent and forget that there's a recording going on. So I always recommend that if you are recording, it gets destroyed as soon as the chair has approved the minutes.

And, and that, you know, if you are using AI, same thing. Be really careful. Danica's actually I will defer to her in terms of AI. She's really onto it with that. So do you wanna have a chat about AI in the governance space?

Yeah. I mean, I think we're running out of time. We there's a lot to discuss there, and I think there are different ways of approaching it. I think some of those AI minute taking softwares like Otter AI or Fireflies dot AI can be helpful, for kind of ELT meetings or project steering committee meetings because they can summarize action points and overall discussion themes, but they are not there yet in terms of picking up the nuances of board meetings like Julie touched on.

Yeah. Doesn't cope well with, people talking over the top of each other. And it takes a very kind of standardized, what I'd say, like American approach to what it thinks those summaries need to be. It's not necessarily fit for purpose for the country market that you're in or the industry.

Though, you know, it is, it is a moving phase and things are progressing very quickly and these products are trainable.

You know, if you've got something like Microsoft Copilot that's within your, your ecosystem that's gonna be secure, you can play around with the different kind of mechanisms within that. Things like Teams can do summaries of transcripts from meetings, but it's very unlikely that you'd have all directors within that same ecosystem. So you're not gonna have the security that you'd have if it was just all employees in that meeting.

Yep. And there's a case going through the courts at the moment in America where two directors were using two different softwares to record notes of the meeting.

They they are different from each other, and they are different from the official minutes.

I've read a few of the transcripts because I'm really interested, but the judgment isn't out yet. But it it's looking really bad. They've created a challenge to the authenticity and reliability of their minutes.

Now we've been talking about recording. You are gonna get the recording of this afterwards, and I think one of the things you should put in your feedback is let's come back and talk about AI, because it's such a hot topic, and I wish we could stay because we could talk about AI from now until five o'clock in the afternoon, but Sean is not gonna let us. So over to you, Sean.

You please reach out to us. We will get back to you with answers to the questions, and we hope we will see you again at another webinar soon.

Well, you've said it all, Julie.

As you did say, you'll you'll get that email from me tomorrow now.

It'll include a copy of the transcript and the video and all those good things. So just now as you leave the webinar, don't forget to complete our really quick one minute survey to go on the draw

for our hamper. I'll announce the winner for that tomorrow as well. So thank you everybody for your attendance today. I hope you enjoyed the session. Thank you, Julie, Jen, and Danica for your conversation today. It was, super interesting.

Thank you, everybody. Again, have a great day.