



DEPARTMENT OF JUSTICE

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**OREGON
STATE
TREASURY**

OREGON STATE TREASURY

TOBIAS READ
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Deputy State Treasurer

January 13, 2020

George C. Zoley
Chairman of the Board and Chief Executive Officer
The GEO Group, Inc.
621 NW 53rd Street
Suite 700
Boca Raton, FL 33487

Re: **Stockholder Demand and Demand for Inspection of Books and Records**

Dear Mr. Zoley:

We are (i) the Oregon Attorney General, the chief legal officer of the State of Oregon, and (ii) the Oregon State Treasurer, a member or chair of multiple different Oregon state investment boards that oversee the investment of significant funds in public and private markets (together, "Oregon"). These boards are responsible for protecting and prudently overseeing more than \$100 billion in Oregon public assets, including retirement funds held in trust for hundreds of thousands of Oregon teachers, police, fire firefighters, nurses, social workers and other public employees. Oregon's public funds are invested in The GEO Group, Inc. ("GEO" or the "Company").¹

We write to request that you to take immediate action to address the problems identified in recent reports concerning conditions at immigrant detention centers operated by GEO and to emphasize your responsibilities to provide safe, humane, and legally compliant care. As fiduciaries of Oregon's public funds and concerned citizens, these reports are deeply disturbing and reflect that your Board's breaches of its fiduciary duties expose GEO to significant risk. This situation requires your immediate attention. Moreover, to assist with our discussions concerning Oregon's

¹ The State of Oregon, by and through The Oregon Investment Council on behalf of the Oregon Public Employees Retirement Fund, is the beneficial shareholder of 48,190.434 shares of GEO as of January 10, 2020. Additionally, as used herein, GEO includes all GEO Group employees and directors, as well as all affiliates, joint ventures, and subsidiaries.

demand for remedial action, pursuant to Florida Statute § 607.1602, we write to exercise Oregon's right as an owner of GEO's common stock to inspect and copy certain of GEO's corporate books and records.²

A. GEO Officers and Directors Failed to Ensure Safe, Compliant Detention Facilities

1. The Department of Homeland Security Office for Civil Rights and Civil Liberties Found that GEO Violated Health and Safety Standards

In 2018, the Department of Homeland Security ("DHS") Office for Civil Rights and Civil Liberties ("CRCL") investigated detention conditions at GEO's Adelanto detention center. This investigation followed a 2015 DHS tour of the facility that uncovered numerous problems. Detention center owners and operators like GEO are contractually obligated to adhere to ICE's 2011 Performance-Based National Detention Standards ("PBNDS"). These standards require, among other obligations, "high facility standards of cleanliness and sanitation" (Standard 1.2); that "detainees have access to appropriate and necessary medical, dental, and mental health care, including emergency services" (Standard 4.3); that "each detainee is able to maintain acceptable personal hygiene practices through the provision of adequate bathing facilities and the issuance and exchange of clean clothing, bedding, linens, towels and personal hygiene items" (Standard 4.5); and that "each detainee has access to recreational and exercise programs and activities, within the constraints of safety, security and good order" (Standard 5.4). DHS CRCL found numerous violations of the PBNDS, including but not limited to the following:

- No evidence that the facility had resolved 2015 findings that "clinical leadership was not competent," which contributed to "inadequate detainee medical care that resulted in medical injuries, including bone deformities and detainee deaths, and continues to pose a risk to the safety of other detainees";
- Inadequate staffing levels at the medical contractor, leading to "chronically delayed access to care";
- Failure to retain competent on-site psychiatric leadership;
- Routine and inappropriate long-term housing of detainees with serious mental disorders in administrative segregation. This issue was identified in 2015 but still had not been corrected in 2017; and
- Failure to hold staff accountable for substantiated abusive and disrespectful treatment of detainees.

DHS CRCL's findings were based on its own review, as well as evaluation by multiple subject-matter experts, all of whom identified significant concerns. For example, a medical expert found that medical care was "inadequate" and did not meet the PBNDS. A mental health care

² Enclosed with this letter are: (1) the sworn power of attorney of Brian DeHaan, which grants Cohen Milstein Sellers & Toll PLLC the authority to initiate, pursue, and act on Oregon's behalf in its demand for books and records, and (2) the affidavit of Brian DeHaan, attesting to Oregon's ownership of GEO common stock as of the date of the Affidavit. *See* Exhibits 1-2.

expert found that people with serious mental disorders were in the segregation unit in alarmingly high numbers and “[d]ue to the lack of diagnostic understanding and detainee history, some patients were receiving substandard and inappropriate care.” A corrections expert found that the large number of mental and medical care-related grievances was “not typical in a correctional setting, and is a key indicator that the healthcare needs of the detainee population is not being met.”

These clear and years-long violations of the PBNDS and basic standards of decency raise serious concerns about GEO’s operations and demonstrate the Board’s failure to adequately oversee the Company’s operations in the face of serious warnings identified in part, in the 2015 investigation, and constitute breaches of fiduciary duty.³

2. In 2019, the Department of Homeland Security Office of Inspector General Board Found that GEO Violated Health and Safety Standards

On June 3, 2019, the Acting Inspector General for the Department of Homeland Security issued a report titled “Concerns about ICE Detainee Treatment and Care at Detention Center Facilities” (“OIG Report”). The OIG Report highlighted concerns at four detention facilities, including three facilities owned and operated by GEO: Adelanto Immigration and Customs Enforcement (“ICE”) Processing Center in California, LaSalle ICE Processing Center in Louisiana, and Aurora ICE Processing Center in Colorado. These facilities were selected because they were the subject of concerns raised by immigrant rights groups and complaints to the OIG hotline. The OIG Report identified numerous violations of the PBNDS, including at the Adelanto facility, where “immediate, unaddressed risks or egregious violations of the PBNDS” that “warranted individual reporting to ICE for corrective action.” OIG Report at 2-3. The DHS OIG found numerous violations of these standards at the three GEO facilities, including but not limited to the following:

- “significant health and safety risks, including nooses in detainee cells, improper and overly restrictive segregation, and inadequate detainee medical care.”
- “issues with expired food, which puts detainees at risk for food-borne illnesses.”
- Dilapidated and moldy bathrooms.
- Denial of any contact visits, despite having facilities to accommodate in-person visitation.
- Improper segregation practices. The individuals housed by GEO in immigration detention centers are civil detainees; they are not in criminal custody and should not be treated punitively. Nonetheless, GEO’s facilities improperly use restraints like handcuffs when

³ The DHS OIG is hardly the only voice of concern about GEO; members of the United States Congress, human rights groups, public health organizations, and GEO detainees themselves have all expressed profound misgivings about GEO’s inhumane practices. Notably, the DHS OIG reported that detainees’ grievances were consistent with its own observations.

detainees are outside of their cells in disciplinary segregation and refuse detainees in segregation any recreation or showers.⁴

- At one facility, detainees have no true outdoor time, in violation of ICE standards requiring that all detainees be allowed outdoor recreation time. At the Aurora facility, the closest thing to outdoor recreation is gazing at the sky through a metal grid at the top of the living area.

Again, these clear and continuing violations of the PBNDS and basic standards of decency raise serious concerns about GEO's operations and demonstrate the Board's ongoing failure to address known health and safety issues and failure to adequately oversee the Company's management and operations. This lack of oversight despite significant public health and safety violations constitutes a breach of fiduciary duty, particularly because problems outlined in a 2017 report about Adelanto persist.

3. Numerous Deaths Demonstrate Widespread Health and Safety Issues at GEO Immigrant Detention Centers

Numerous deaths of individuals housed at GEO facilities, including facilities that were the focus of the OIG Report, reveal that the Board has failed to correct the problems highlighted by the OIG Report and are the culmination of years of noncompliance with the Company's legal and contractual obligations to provide a safe environment with appropriate medical and mental health care.

A report issued by Human Rights Watch on May 8, 2017 told the story of Raul Ernesto Morales-Ramos who died in April 2015 at the age of 44 after repeatedly asking for help over a nine-month period for gastrointestinal symptoms but was not referred to a doctor. When he was eventually seen, the treating doctor observed that he had "the largest [abdominal mass] she had ever seen in her practice" which was "notably visible through the abdominal wall." After an effort to remove the mass, Mr. Morales-Ramos was transferred to the hospital and died three days later.

In the same Aurora facility that was the subject of the OIG Report, Kamyar Samimi died after GEO failed to intervene as he deteriorated from opioid withdrawal, the effects of which included attempting suicide, screaming for nurses, spitting up blood, and falling out of his wheelchair. He died in the facility where he was detained. On November 4, 2019, his family sued GEO.

In 2017, three detainees died within three months at GEO's Adelanto facility. Osmar Epifanio Gonzalez-Gadba was found hanging in his cell; Sergio Alonso Lopez died of internal bleeding; and Vincente Caceres-Maradriaga collapsed and died en route to the hospital.

⁴ Additionally, GEO's improper segregation practices, highlighted in the OIG Report, endanger detainees. Mohamed Dirshe was moved to segregation at the Aurora facility; while he was being moved through the facility, a group of detainees beat him to the point of lost consciousness.

The number and frequency of deaths in GEO facilities reveal the inadequacy of the medical and mental health care provided at these facilities, and the lack of Board oversight to ensure the Company provides a safe and healthy environment for individuals in its care.

4. GEO's Labor Practices May Constitute Human Trafficking

Further, Oregon is alarmed about credible allegations in a class-action lawsuit against GEO regarding its work programs. GEO allegedly “withhold[s] necessary care from its detainees to ensure a ready supply of available labor needed to operate” its facilities, forcing detainees to work “in order to buy the basic necessities – including food, water, and hygiene products – that GEO refuses to provide for them.” The plaintiffs allege that GEO extracts “uncompensated janitorial and maintenance work under threat of solitary confinement and criminal prosecution.” The court upheld allegations that GEO’s conduct violates the California Minimum Wage Law, California Unfair Competition Law, California and federal Trafficking Victims Protection Acts, constituted unjust enrichment and retaliation, and certified the class. *See Novoa, et al. v. The GEO Group, Inc.*, 17-2514 JGB, Dkt. 65 (Aug. 22, 2018); Dkt. 229 (C.D. Ca. Dec. 6, 2019).

GEO’s abuse of detainees and failure to provide basic necessities is a violation of its legal and contractual obligations. That it does so to create a captive, cheap labor force which it controls through threats, intimidation, and the use of solitary confinement is abhorrent. The Board’s failure to end and correct this practice is a serious breach of its fiduciary duties.

B. The Board’s Failure to Fulfill its Oversight Obligations

As you are aware, by reason of their positions at GEO and because of their ability to control the business and corporate affairs of GEO, the directors of the Company named below (collectively, the “Responsible Parties”) owe GEO and its shareholders the fiduciary obligations of loyalty, good faith, and due care. Oregon believes that the following Responsible Parties violated these core fiduciary duty principles, exposing GEO to loss of business, reputational harm, and damages: Director George C. Zoley, Director Richard H. Glanton, Director Anne Newman Foreman, Director Julie M. Wood, Director Christopher C. Wheeler, Director Guido Van Hauwermeiren, Director Scott M. Kernan, Director Jose Gordo, and Director Norman A. Carlson.

There can be no doubt that each member of the Board is aware of these issues. They are widely reported in the news media, the focus of multiple investigations by government agencies, and are the subject of litigation against the Company and have been for some time. Although the Board ultimately acceded to a shareholder demand to publish an annual human rights report, the first report issued only provided a very-high level summary. The report failed to adequately address measures taken to demonstrate compliance and did not reflect the more granular details of abuses and matters of noncompliance that have undoubtedly been made available to the board.

Further, certain Board members serve on committees charged with oversight and review of the issues identified in this letter. The Operations and Oversight Committee comprised of

Kernan (Chair), Foreman, Glanton, and Wood oversees “operating risks,” including meeting in response to operations incidents and potentially traveling to audit sites. The Legal Steering Committee comprised of Wheeler (Chair), Foreman, Glanton, and Wood “reviews with management strategic issues with respect to material litigation and other discrete legal issues.” Thus, in addition to their participation on the Board, these directors have specific responsibilities to ensure that GEO complies with applicable compliance standards.

The Responsible Parties have breached their fiduciary duties by failing to ensure that GEO provides safe, humane detention centers that satisfy its contractual obligations with the federal government and its broader legal obligations. The concerns outlined herein compel Oregon to pursue this demand and books and records request.

C. Risks and Potential Damages to GEO

Due to the failure of the Responsible Parties to properly oversee the Company’s compliance with contractual and regulatory guidelines, and failure to respond to warnings concerning GEO’s operations, the Company is now facing: (1) the risk of losing contracts with ICE; (2) exposure to litigation and investigations; (3) loss of necessary financing from major banks; and (4) fueling public opposition to its business model.

1. Risk to ICE Contracts

GEO’s public financial disclosure statements confirm that the Company’s contracts with ICE are essential to its financial success. Contracts with ICE accounted for 26.0% and 23.9% of GEO’s total consolidated revenue for years ending December 31, 2018 and 2017, respectively. As noted in GEO’s 10-K for fiscal year 2018, “loss of, or a significant decrease in revenues from” a key customer like ICE is a risk that “could seriously harm our financial condition and results of operations.” GEO’s contracts with ICE are thus critical to its financial success. The OIG Report means ICE is clearly on notice of the problems at GEO and creates a risk that the government will choose to not renew GEO’s valuable contracts.

2. Exposure to Litigation and Investigations & Enhanced Scrutiny

The Responsible Parties’ breaches of duty have subjected the Company to litigation, investigations, and scrutiny from Congress from which the Company must now defend itself. As discussed above, the Company is involved in numerous lawsuits stemming from deaths in its facilities and related to wage issues. Additionally, the OIG Report drew Congress’s attention and on November 15, 2018, a group of eleven senators (including Oregon Senators Ron Wyden and Jeffrey Merkley) sent a letter to GEO requesting information. The Board’s failures have resulted in the Company spending time and resources responding to litigation, investigations, and outside scrutiny.

3. Loss of Access to Major Banks

In the past year, three of GEO's lead lenders have announced that they will stop lending or providing financing to private prison companies, including GEO. In January 2019, Wells Fargo announced it was reducing its relationship with private prisons, including GEO, as part of its "environmental and social risk management," noting that its "credit exposure to private prison companies has significantly decreased and is expected to continue to decline." Then in March 2019, JPMorgan Chase & Co. ("JPMorgan") announced that it would "no longer bank the private prison industry," based on its evaluation of the costs and benefits of serving different industries. Previously, JP Morgan underwrote bonds or syndicated loans for GEO. Finally, in July 2019, SunTrust Banks Inc. stated that it would not provide future financing to private prison and immigrant detention companies, a decision which was "made after extensive consideration of the views of our stakeholders." The loss of these banking facilities may limit GEO's access to capital in the future and increase the costs of financing its operations.

4. Fueled Opposition to GEO's Business Model

The violations of GEO's legal and contractual obligations, including the breaches of fiduciary duty outlined herein, pose a substantial risk to the Company's financial future. The Company has identified "[p]ublic resistance to the use of public-private partnerships" for detention facilities and negative publicity about "perceived conditions" at the facilities as material risks to GEO. The Board's failure to ensure that GEO provides adequate medical care, adequate wages, and humane living conditions feeds public resistance to private detention and contributes to negative perception of and publicity about conditions at the facilities, and fuels public opposition to GEO's business model.

D. Oregon's Demand for Remedial Action

Based on the facts described above in Sections A-C, Oregon hereby requests that the Board take immediate action against the Responsible Parties to remedy the breaches of fiduciary duty and to adopt corrective measures to prevent further harm to the Company and its stockholders, including but not limited to the following:

1. **Ensure Compliance with Contractual and Legal Obligations:** The Board shall take immediate action to ensure the Company's complete compliance with all contractual and applicable legal obligations at its detention centers, including compliance with the ICE PNBDS where contractually obligated and compliance with all wage and hour laws for its detainees. That compliance must be verified by an outside compliance firm and reported to the shareholders, along with a report of (i) all instances of non-compliance at each facility and (ii) all steps the Company has taken to remedy non-compliance.
2. **Ensure Compliance with DHS CRCL Recommendations:** The Board shall verify that the Company has complied with all recommendations in DHS CRCL's 2017 evaluation of

the Adelanto Center, and take immediate action to ensure the Company's compliance with any unaddressed recommendations.

3. **Create Suicide Prevention Plan:** The Board shall ensure that each facility has a suicide prevention plan. The Company shall conduct an annual audit evaluating compliance with the suicide prevention plans, the results of which shall be provided to the Board.
4. **End Inhumane Solitary Confinement Practices:** The Board shall retain a third-party consulting expert to conduct an immediate review of solitary confinement practices at GEO facilities, including duration of confinement, use of confinement for mentally ill individuals, and punitive confinement. The Board must end the Company's use of solitary confinement practices that are inhumane or in violation of applicable contractual or legal requirements.
5. **Improve Transparency:** The Board shall create and publish on its website a charter for the Operations and Oversight Committee setting forth the duties of that committee. The Company's Annual Report to Shareholders shall include a report from the Operations and Oversight Committee describing the specific matters it reviewed and considered pursuant to its Charter during the prior fiscal year.
6. **Review of Deaths:** The Operations and Oversight Committee shall conduct a quarterly review of any deaths that occurred in GEO facilities, including reviewing available company, governmental, or public analysis of the circumstances of the death and any remedial measures taken by the Company in response to the death. The Operations and Oversight Committee shall present an annual report to the full Board regarding all deaths in the prior year and any remedial measures taken by the Company in response to the deaths.
7. **Increased Interaction with the Business and the People Served:** GEO's charge is to care for the people in its custody. To ensure that the Operations and Oversight Committee members have greater insight into their experiences at GEO facilities, the Operations and Oversight Committee or one of its designated members shall conduct at least one unannounced visit to a GEO facility each year that includes observation of living quarters, medical facilities, solitary confinement and other disciplinary or segregation spaces, cooking and dining facilities, and the outdoor recreation space.
8. **Budget Examination:** Each year, the Operations and Oversight Committee shall evaluate GEO's annual spending on physical healthcare, mental healthcare, wages, and staff training

on physical and mental healthcare and advise the full Board on whether to recommend any adjustments to those budgets.

9. **Enhanced Board Expertise:** The next open seat on the Board of Directors shall be filled by a director with training and experience providing medical, psychological and related services to large populations in a hospital or institutional setting.

E. Oregon's Demand for Books and Records

To further facilitate what we expect will be meaningful discussions concerning Oregon's demand that the Company take corrective action, Oregon is asserting its right to obtain books and records from GEO pursuant to Florida Statute § 607.1602. As set forth below, Oregon has satisfied all requirements under Florida Statute § 607.1602 to obtain the requested books and records.

1. Oregon Has Proper Purposes to Investigate the Breaches of Fiduciary Duty by GEO's Board and Senior Executives

Oregon makes this demand for books and records for the following proper purposes:

1. To investigate corporate waste, mismanagement, wrongdoing, and breaches of fiduciary duties of loyalty, good faith, and due care on the part of GEO's officers and directors in connection with the above-referenced matters;
2. To investigate the policies and processes employed by the Board in overseeing the Company's finances in connection with the above-referenced matters;
3. To investigate the policies and processes employed by the Board in overseeing the Company's risk management practices and protocols in connection with the above-referenced matters;
4. To investigate the policies and processes employed by the Board in overseeing the Company's compliance with federal and state law in connection with the above-referenced matters;
5. To investigate the Board's ability to fairly consider a shareholder demand that it pursue a legal action against the Responsible Parties that will seek redress for their alleged breaches of fiduciary duty;
6. To determine whether it is necessary to institute derivative litigation to remedy such breaches of fiduciary duty;
7. To discuss with the Board and/or management proposed reforms of GEO's internal controls to prevent any future wrongdoing or mismanagement related to the issues described above; and

8. To determine whether the current directors are fit to continue to serve on the Board.

Moreover, this demand for books and records is undertaken in good faith and pertains directly to Oregon's interest in exercising its right as a GEO shareholder to conduct a detailed assessment of the breaches of fiduciary duty by the Responsible Parties. These purposes, therefore, are "proper" within the meaning of Florida Statute § 607.1602(3). *See Delaney v. SantaFe Healthcare, Inc.*, 741 So. 2d 595, 598, 599 (Fla. Dist. Ct. App. 1999); *Oil Conservationists, Inc. v. Gilbert*, 471 So. 2d 650, 653 (Fla. Dist. Ct. App. 1985).

2. Oregon's Books and Records Requests

Oregon demands that the following books and records be made available for inspection by its legal counsel, Cohen Milstein Sellers & Toll PLLC. As required by Florida Statute § 607.1602(c), the following requests are directly connected with and are necessary and essential to effectuate Oregon's proper purposes, including discussions with GEO concerning Oregon's demand for corrective action. As such, we expect the production of the requested documents will assist in refining Oregon's current demand for corrective action, which is based on publicly available information, as well as identifying any additional areas that warrant remedial action.

Accordingly, Oregon demands the following books and records for the period from September 27, 2016 to the present:

1. All Board minutes or books, presentations, reports, handouts, emails, and other materials provided or sent to the members of the Board, or any subcommittees thereof, which refer or relate to the Company's contractual and financial relationships with ICE;
2. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to the Performance-Based National Detention Standards or other external or internal detention-facility performance standards;
3. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to conditions in GEO detention facilities including cleanliness, sanitation, food safety, food quality, access to recreation, medical care, dental care, mental health care, or emergency health care in GEO detention facilities;
4. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to deaths in GEO detention facilities;

5. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to segregation of detainees in GEO detention facilities;
6. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to payment of wages to detainees in GEO detention facilities or to any "voluntary work program";
7. All minutes or Board books, presentations, reports, handouts, emails, and other materials provided or sent to the members of GEO's Board, or any subcommittees thereof, which refer or relate to media coverage of GEO and the Company's responses or media strategy, if any, in connection with the above-referenced issues;
8. All Company manuals or policies distributed to employees, officers, and/or directors to ensure compliance with federal and state law, the Performance-Based National Detention Standards, or other external or internal detention-facility performance standards;
9. All documents reflecting the Board's efforts to remediate problems identified in Sections A-C;
10. All documents produced to, or communications with, any government agency or regulator in connection with any investigation or audit of GEO detention facilities relating to any government investigation (including the specifically referenced DHS CRCLA and DHS OIG audits);
11. All documents related to audits or reviews of compliance and conditions at GEO detention facilities, including a list of all deficiencies cited at each facility and the entity conducting the audit;
12. All documents provided to any other stockholder who made a demand pursuant to Florida Statute § 607.1602 related to any of the allegations described herein;
13. All documents which have any bearing on the independence and disinterestedness of any current member of the Board, including but not limited to all documents reflecting any personal, business or familial relationships among any directors; and,
14. All Board questionnaires for current Board members and/or former Board members from the last five years.

Oregon demands that: (a) originals or attested copies of the foregoing documents and records be made available for inspection and copying by Cohen Milstein Sellers & Toll PLLC and its attorneys and agents, during usual business hours until the inspection is completed; or (b) the Company deliver copies of such records, within five (5) business days after receipt of this letter, to the attention of Julie Reiser at Cohen Milstein Sellers & Toll PLLC, 1100 New York Avenue

George C. Zoley
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NW, Suite 500, Washington, D.C. 20005; Tel. 202-408-4600; or via secure email to jreiser@cohenmilstein.com. We will agree to enter into a reasonable confidentiality agreement.

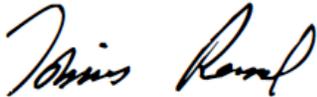
Please advise as soon as possible and no later than five business days after the date this demand is received by the Company when and how the items demanded will be made available to Cohen Milstein Sellers & Toll PLLC.

* * *

This Stockholder Demand also serves to put all affected entities and individuals identified herein on notice of their document preservation and collection responsibilities.

Thank you for your consideration of these matters. We look forward to hearing from you shortly to discuss Oregon's demands.

Sincerely,



Tobias Read
Oregon State Treasurer



Ellen F. Rosenblum
Oregon Attorney General

cc Julie Goldsmith Reiser
Richard Speirs
Molly Bowen