FRICTION MATERIALS STANDARDS INSTITUTE, INC., E-210 ROUTE #4, PARAMUS, N.J. 07652

# MINUTES OF MEETING

of the

BOARD OF DIRECTORS

Monday, February 25, 1980 at 5:00 PM

at

Stouffer's Northland Inn, Southfield, Michigan

DIRECTORS PRESENT

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| F. E. Messier | Bendix Corporation<br>Automotive Aftermarket Operations |
| W. Simon | Brassbestos Manufacturing Corporation |
| J. W. Greenen | Nuturn Corporation |
| G. A. Carrigan | S.K. Wellman Corporation |

OTHERS PRESENT

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| E. W. Drislane | Friction Materials Standards Institute |
| R. P. Gorman (FMSI Counsel) | Robert P. Gorman, Esquire |

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Mr. Drislane, Secretary, called this special meeting of the Board of Directors, due to the resignations of both the President and Vice President. This meeting was called in accordance with ARTICLE IV, Section 5 and ARTICLE VI, Section 2 of the Constitution.

## BOARD OF DIRECTORS

With the resignations of Mr. Moalli and Mr. Cutler, the Board of Directors was reduced to four, because of the earlier resignation of Mr. Greenen. Mr. Stuart Comins, a Director of the Institute, was unable to attend this special meeting. The Secretary and Directors asked Mr. Greenen to reconsider his resignation and Mr. Greenen agreed.

In accordance with ARTICLE IV, Section 5, the remaining directors in attendance at this meeting, Mr. Simon, Mr. Messier and Mr. Carrigan chose Mr. Greenen to fill one vacancy on the Board of Directors. This action increased the Directors in attendance to four, which number constitutes a quorum for a meeting of the Board of Directors under ARTICLE IV, Section 9 of the Constitution.

The Directors discussed whether other vacancies on the Board should be filled at this meeting. They decided that they would postpone any further action as regards successor Directors until the June 1980 meetings.

Mr. Greenen, acting as Chairman, opened the meeting for other agenda items.

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## MINUTES OF PREVIOUS MEETING

The Minutes of the Meeting held December 4, 1979 had been distributed. No corrections were suggested.

Upon motion duly made, seconded and unanimously passed, it was

RESOLVED: That the Minutes of the ~~February~~ December 4, 1979 Meeting be accepted as written.

## ELECTION OF OFFICERS

Mr. Greenen, acting as Chairman, called for nominations for the office of President.

The name of Mr. Gordon A. Carrigan was presented for President. The nomination was seconded.

Upon motion duly made, seconded and unanimously passed, it was

RESOLVED: That the nominations for the office of President be closed.

Whereupon the Secretary was instructed to cast one ballot for the election of Mr. Gordon A. Carrigan as President. The Secretary advised that the ballot had been cast.

Mr. Carrigan called for nominations for the office of Vice President. Mr. Francis E. Messier was nominated and seconded for the office of Vice President.

Upon motion duly made, seconded and unanimously passed, it was

RESOLVED: That the nominations for the office of Vice President be closed.

Whereupon the Secretary was directed to cast one ballot for the election of Mr. Francis E. Messier as Vice President. The Secretary advised that the ballot had been cast.

With these ballots closed, the Officers of the Friction Materials Standards Institute, Inc. are:

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| Mr. Gordon Carrigan | President |
| Mr. Francis E. Messier | Vice President |
| Mr. William F. Messier | Treasurer |
| Mr. Edward W. Drislane | Secretary |

These Officers will serve through June 1980.

LEGAL COUNSEL FOR THE INSTITUTE

On January 28, 1980 the Secretary advised the Board of Directors concerning the lack of response on the part of Legal Counsel to various matters submitted for his review. The Secretary contacted Mr. Moalli, President of the Institute, concerning this difficulty and had suggested that action be taken to assure that the Institute receives reasonable turn-around on papers we send for approval, with the alternative suggestion that the Institute secure Legal Counsel who can give this response if Mr. Gorman cannot. Prior to this special meeting, the Secretary called Mr. Gorman with an invitation to attend this special meeting. (This call was made on Thursday, February 21, 1980). Legal Counsel indicated that he would attend this special meeting. The Secretary advised Mr. Messier and Mr. Simon that Counsel expected to attend the Board Meeting.

Specific agenda items concerning the Board of Directors and the Officers were handled first at this meeting. Legal Counsel was delayed in arriving due to transportation difficulties and the storm in Detroit. After completion of action on the Directors and Officers, the Directors discussed Legal Counsel.

In discussion as regards Legal Counsel, it was stated that Mr. Gorman's firm could handle our work and if they were willing to handle our work we should continue with them. There were advantages in that Mr. Gorman had five years of service to the Institute and he knew the problems of the Institute. Mr. Carrigan was asked to present the Institute position to Mr. Gorman upon his arrival. The essential question was whether Mr. Gorman could handle Institute matters satisfactorily with reasonable response time.

Upon Legal Counsel's arrival, Mr. Carrigan advised Mr. Gorman on some of the problems and the expectations of the Institute as regards response on submissions to Counsel. These "submissions" relate to the Board of Directors meeting minutes of December 4, 1979, a letter which the Institute had approved for submission to the EPA concerning exposure of brake repair mechanics, and a questionnaire which was being sent to the Institute Members. Based on consultation with Mr. Moalli, the Secretary distributed minutes of the Board of Directors meeting of December 4, 1979 without approval of Counsel. Also, the questionnaire that had been drafted and approved by Messrs. Moalli, Drislane and Armstrong was distributed to the Membership. Counsel indicated that with planned additional help that he would be able to handle Institute affairs more promptly than he had in the past. The Directors concurred that the Institute would continue to use the services of Mr. Gorman as Legal Counsel.

In discussion concerning Legal Counsel activities, it was advised that the receivable due from Hayes-Albion Corporation had been collected. Legal Counsel pursued this collection after being directed to do so by the Board of Directors at the June 1979 Meeting.

CHARTER FOR HEALTH AND ENVIRONMENTAL AFFAIRS COMMITTEE

Mr. J. W. Armstrong, Chairman of the Health and Environmental Affairs Committee, had worked on a proposed charter for this Committee with the Members of the Committee. The charter was to indicate the general and specific responsibilities of such a committee. The Board of Directors had earlier been sent this proposed charter and asked to comment by mail ballot. On the ballots returned, all Directors indicated that they were in favor of adopting the charter as written. However, Mr. Moalli, then President of the Institute, replied indicating that a charter such as this should be discussed at the next Board of Directors meeting before being adopted. Based on Mr. Moalli's ballot, the Secretary held a decision concerning the charter for this Board of Directors meeting. Legal Counsel reviewed the charter and suggested that there be a change made in the wording under the heading "General Responsibility". The change is indicated in the underlined content with bracketed words being deleted:

> Responsible for the monitoring of existing and proposed worldwide Federal, State and Provincial legislation, regulations and literature on safety, health and environmental matters affecting members of the Friction Materials Standards Institute and the <u>proposal of</u> (~~development of~~) Institute positions on these matters.

The Board of Directors concurred in this suggested wording, and approved acceptance of the charter as written with this wording change.

INSTITUTE LETTER TO EPA ON ASBESTOS EXPOSURE

OF BRAKE REPAIR WORKERS

At the December 4, 1979 meeting of the Board of Directors, a letter prepared by the Institute's Health and Environmental Affairs Committee and approved by its Chairman was introduced. It was recommended that this letter be sent to the EPA as a response to its advanced notice of proposed rulemaking concerning asbestos products. This submission discussed the routes, duration and frequency of exposure to asbestos of brake repair workers. In essence, it indicated that where larger populations are exposed they are exposed to minimum levels of asbestos, and where there are higher exposure levels there are many fewer workers exposed, and those workers are covered by the OSHA regulations. Legal Counsel had been asked at the December 4, 1979 meeting and in a follow-up letter from the Secretary, to review this letter for submission to the EPA. Legal Counsel indicated that this letter had been reviewed and he now approved it for submission to EPA.

CONTACT WITH EPA AND CONTRACTORS ON THE ASBESTOS QUESTIONS

The Secretary advised that he had received several phone calls from GCA Corporation, a contractor for EPA on the asbestos products questions. Subsequent to his discussions with GCA Corporation he had been asked to confirm phone comments he had made earlier. The Secretary indicated that the quotations were inaccurate, incomplete and lifted out of context. Subsequent to this, he distributed information to several parties in the woven friction materials area and Mr. John Marsh of Raybestos called. He suggested that where requests for information of this type are made that the contractor ask for this information in writing. Also the party responding should respond in writing. Mr. Marsh indicated that there were several cases of remarks being put in the public record which were not confirmed by the interviewee and which were inaccurate. Even when there is a written letter stating that the remarks were not correct the earlier remarks remain in the record. The Secretary indicated that he felt it would be wise to once again remind the Membership concerning control of questions from EPA and its contractors. This meant to have one individual responsible so that contractors will not get several different answers as part of the record. It was also suggested that Mr. Marsh's comment on having requests for information in writing was worthy. The Secretary will inform the Membership concerning controlling questions from EPA and its contractors and having questions and responses in writing.

## ASBESTOS PRESENTATION AT FMSI ANNUAL MEETING

At the December 4, 1979 meeting of the Board of Directors it was suggested that a meeting be held for the Membership prior to the June meeting concerning the asbestos question. Such a meeting would be an up-date as regards what is going on with EPA's Office of Toxic Substances Control and other areas concerning asbestos. Such a session would relate to asbestos as used in friction materials.

It was stated that with the various changes going on as regards Directors and Officers that there was not sufficient time between now and the June meeting to organize such a session. The Secretary asked concerning having individuals knowledgeable on the asbestos subject make presentations at the June Meeting. In particular he mentioned the possibility of someone from Johns-Manville Corporation or the Asbestos Information Association giving such a presentation. The Directors suggested that any such presentation be organized and approved by Mr. Armstrong, Chairman of the Health and Environmental Affairs Committee. While the Institute would welcome such a presentation they would ask that the Secretary clear any such arrangements with Mr. Armstrong. The Board would like experts in this field to give such a presentation and if necessary could schedule a longer session on Thursday, June 26 for such a meeting. While in past years this meeting had broken up by about 10 AM, it would be possible to hold this meeting until 11:30 AM if it could be arranged in advance. The Secretary will contact Mr. Armstrong with the intent of arranging such a presentation at the June 1980 meetings in Hot Springs, Virginia.

## MEMBERSHIP ACTIVITY

The Secretary was questioned concerning his follow-up with non-member manufacturers of friction materials. In particular he was questioned about Virginia Friction Products in Tappahannock, Virginia. The Secretary advised that he had written Mr. Carreras in Tappahannock concerning Active Membership in the Institute but had received no reply. He also had written to

Mr. Joe Goodreau of Midco Corporation who purchases materials from Virginia Friction Products concerning violation of the Institute's copyrights and trademarks. In subsequent conversation with Mr. Goodreau at the APRA meeting in Ft. Lauderdale the Secretary indicated that Mr. Goodreau had asked Mr. Carreras to become an Active Member of the Institute.

As regards the H. Krasne Manufacturing Company, Inc., the Secretary advised that he had written to Mr. Krasne with copies to Mr. Axelrod and Mr. Osborn. Prior to this meeting of the Board of Directors, Mr. Osborn had called the Institute concerning procedures for application for Active Membership in the Institute. The Secretary had sent Mr. Osborn application forms and additional information concerning Membership and Mr. Osborn indicated that an application would be forthcoming.

## NOMINATING COMMITTEE

Because of the changes on the Board of Directors and the decision in the meeting to leave two vacancies open, procedures for making the nominations for the Board of Directors were discussed. It was stated that Mr. Jim Mellow of Nuturn Corporation is Chairman of the Nominating Committee and that Mr. Simon and Mr. Messier now serve on the Committee. As regards Mr. Messier's service, Mr. Moalli had asked Mr. Messier to replace Mr. Cutler who had earlier resigned from this Committee. Mr. Messier had been moved onto this Committee prior to Mr. Moalli's resignation.

The Secretary indicated that he would need information concerning nominees for the Board of Directors prior to his announcement of the meeting. It had been agreed at the June 1979 meeting that when the Institute was sending information concerning the meeting it would also send information concerning the nominations for the Board of Directors. It was stated that this could not be done on a timely basis and that the Secretary should inform the Membership that the recommendations of the Nominating Committee will be coming about May 1, 1980. The Secretary was asked to contact Raybestos-Manhattan as concerns their plans for replacing Mr. Moalli who had also served as its Delegate.

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There being no futher business brought to the attention of the Board of Directors, upon motion duly made, seconded and unanimously passed, it was

RESOLVED: To adjourn.

Adjourned: 8 P.M.

E. W. Drislane
Secretary