

Vista Chemical Company

15990 N. Barker's Landing Rd.
Post Office Box 19029

Houston, Texas 77224
Phone (713) 531-3200

~~TO: JCL: MME: RF~~
XF: Customer Reg

September 23, 1985

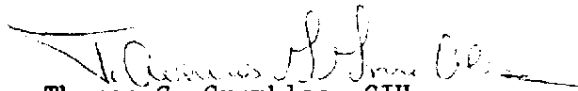
VISTA

Mr. Bill Yncian
California Dept. of Food and Agriculture
Pesticide Registration
1220 N Street
Sacramento, CA 95814

Dear Mr. Yncian:

At the request of Carl Snider, Research Products Company, I am sending you copies of skin and eye irritation studies done on LPA Solvent. Please be aware that any reference to Conoco or Continental Oil Company should be considered to mean Vista Chemical Company.

Sincerely,


Thomas G. Grumbles, CIH
Environmental Quality Manager

ajo/7

Enclosures

cc Carl Snider

VVV 000016573

TGG: JEL: ~~MMG~~: RF
XF: none (I took)

September 23, 1985

VISTA

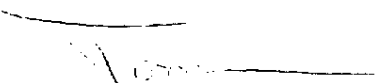
TO: Audit Committee

SUBJ: BLUE RIBBON COMMITTEE

For your background information, enclosed is the Blue Ribbon Committee report from last year.

It outlines an agreed upon interm operating procedure and recommended by-law change for the Audit Committee.

Sincerely,


Thomas G. Grumbles, CIH
Environmental Quality Manager

ajo/7

Enclosure

100
RECEIVED

December 28, 1984

AIHA Board of Directors
C/O Gene X. Kortsha, President
GMC Technical Center
3-229 Res. Adm. Bldg.
Warren, MI 48090

Route: _____

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X-F: _____

The AIHA Special Blue Ribbon Committee met on Oct. 3 & 4, 1984 in Salt Lake City. The atmosphere was congenial and there was frank discussion of the issues we were asked to consider.

As chairman/facilitator my perception of the positions on the issues was drafted and submitted to the committee members. This report is my resolution of all comments received. In my opinion, the comments were not difficult to resolve and did not warrant further conversation.

1. The Board members have the impression that the Audit Committee wants to affect the making of the decisions of the Board.
2. The Board members see the Audit Committee's function as "auditing" and/or "examining" the performance of the "management" as opposed to detailed monitoring of the manner and style of the decision making process(es).
3. The Audit Committee members see their position as having no intention of actively participating in the decision making process(es) but feel they need to monitor the process(es).
4. The Audit Committee members feel that ideally there should be minimal need for an Audit Committee but that the presence and function of the Committee is useful to the membership.
5. The Board members felt that the Audit Committee's charter to report all findings directly to the members creates a hardship if the Committee is privy to sensitive information. The Audit Committee members felt that they could (and have) exercised discretion in determining when something was a "finding" that should be reported.

In general, there was respect by the Board members and Audit Committee members for each one's responsibilities. Further, there seemed to be an honest desire among all parties to eliminate or at least minimize the founded adversarial relationship between the Board and Audit Committee. In fact, there was willingness on the part of the Audit Committee to acknowledge the positive as well as the negative when reporting to the members. There was a suggestion that from time to time the Board could possibly ask the Audit Committee to look into matters that the Board may not have the time or opportunity to investigate or evaluate.

The meeting ultimately resulted in two areas of general agreement: (1) A functional operating understanding that, pending approval by the Board and Audit Committee, will be an interim operating agreement, and (2) recommended changes in Bylaw Article XII which, after acceptance by the Audit Committee and the Board should be given to the anticipated Long Range Planning Bylaw Committee.

Interim Operating Agreement

1. Audit Committee communications directed to the AIHA President and/or the Board will be sent to all Board members.
2. Within 60 days the President on behalf of the Board will acknowledge receipt and report the status of its consideration and/or response to Audit Committee communications.
3. The Audit Committee will send copies of its Annual Report to the Membership ~~to~~ the Board in advance of presentation of same at the annual business meeting. The Board, in turn, will inform the Audit Committee of any statements about the Audit Committee to be made at the annual business meeting in advance of that meeting.
4. The following issues are considered confidential and sensitive by the Board and therefore warrant an executive session. The Audit Committee agrees not to attend those sessions.
 - A. Staff personnel matters.
 - B. Disciplinary matters (such as revocation of accreditations or revocation of memberships).
 - C. Financial negotiations in process.
 - D. Matters of litigation and legal sensitivity.
 - E. Other matters agreed to be confidential by the Board and Audit Committee.

5. Board agendas will show executive sessions and the general nature of items therein.
6. The Audit Committee will routinely receive Board agendas and briefing/background information in the same manner as sent to the Board.
7. The Audit Committee Chairperson will notify the Managing Director which Audit Committee member will attend the next Board meeting. The agenda/briefing will then be sent to that person, or in the absence of notification, will be brought to the Board meeting for the use of the Audit Committee representative.
8. The Audit Committee will submit items for inclusion in Board agendas when in its opinion such items should be brought up for discussion, clarification, information, action, et.al.
9. The Audit Committee will publish its operating procedures.

Recommended Revision of Bylaw Article XII

Audit Committee

Section 1. The Audit Committee shall be composed of no more than eight members in good standing none of whom have served as officers or directors of the Association in the two years prior to their nomination. The Audit Committee members shall be selected by the presidents of the Local Sections.

Section 2. The duties of the Audit Committee shall be to examine the management of the Association for the benefit of the members, with the exception of the following confidential issues dealt with in executive sessions of the Board.

1. Staff personnel matters.
2. Disciplinary matters (such as revocation of accreditations or revocation of memberships).
3. Financial negotiations in process.
4. Matters of litigation and legal sensitivity.
5. Other matters agreed to be confidential by the Board of Directors and the Audit Committee.

The role of the Audit Committee is to examine the management of the Association and not to participate in the decision making and governing functions of the Board of Directors.

Section 3. The findings of the Audit Committee, including recommendations for changes, shall be reported to the members at least annually.

Section 4. The Association shall furnish to the Audit Committee operating funds for travel and operating expenses necessary to carry out its purposes in an amount not to exceed one percent of the Association's annual operating budget. Additional funds may be authorized only by a majority vote of the membership by mail ballot. The Audit Committee shall report its expenses for the previous year and budget for the ensuing year at the annual business meeting.

A Legal Question

The deliberations of our committee raised legal liability questions, the answers to which will help clarify issues of confidentiality in the future:

What is the liability of the AIHA, of Board members and/or Audit Committee members and/or other non-Board persons with regard to disclosure, either purposeful or inadvertent, of confidential information acquired during attendance at executive/closed sessions of the Board?

Concurrently, is the Association's/Board's liability increased by allowing Audit Committee members to attend closed sessions where confidential information is discussed? Consider that the existing bylaw could be interpreted to allow such attendance, but that the Audit Committee members are not Board members.

Summary

We met with mutual respect for each other's problems and responsibilities, we were frank with each other in our points of view and discussions, and we made progress toward reconciling the apparent and/or perceived differences and conflicts between Article VIII of the Articles of Incorporation and Article XII of the Bylaws.

The underlying motivation was the preservation and betterment of our Association and its service to the profession.

AIHA Board of Directors
December 28, 1984
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The report concludes the committee's work. By way of this concluding salutation I extend my personal gratitude to Alice Farrar, Tom Grumbles, Jeff Lee and Tom Selders for their positive participation.

Respectfully submitted,

A handwritten signature in cursive script, reading "Howard B. Spielman". The signature is written in dark ink and is positioned above the printed name and title.

Howard B. Spielman
Chairman

cc: Acting Managing Director, AIHA
Committee members

VVV 000016579