

TO: ~~MR. WALKER~~ RF
XF: Desk

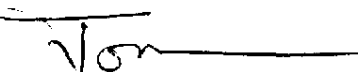
February 24, 1986

VISTA

TO: Audit Committee
FROM: Tom Grumbles
SUBJ: COMMITTEE MEETING - ATLANTA

1. The meeting is scheduled for March 13 and 14, at the Atlanta Airport Hilton. There are rooms reserved for all, but they are not guaranteed for late arrival. You may want to do this yourself. The Airport Hilton's number is 1-404-767-9000. Preliminary Agenda is attached. Please let me know when you are to arrive, as a group dinner may be possible.
2. Minutes from the Board meeting in Dallas are enclosed, as well as some specific agenda items (handouts), for your review. Please remember these are "unofficial" minutes and should be kept within the committee.
3. Please call if you have agenda items to add. I should have background information to you on the enclosed agenda items before the meeting.

Sincerely,



Thomas G. Grumbles, C.I.H.
Environmental Quality Manager

ajo/8

Enclosures

AIHA AUDIT COMMITTEE
May 13 7:00-9:00
May 14 8:30-3:00 (approx.)

Preliminary Agenda

- I. General Introductions
- II. Audit Committee (Oversight) History and Background
- III. AIHA Public Positions/Regulatory Commenting
- IV. Board Ethics Action
- V. By-Law Revision Review (See collected comments that are enclosed)

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Yale University Health Services

Department of Chemical Safety
17 Hillhouse Avenue
New Haven, Connecticut 06520

February 7, 1986

To: Audit Committee

From: Larry Gibbs *lbg*

Tom Grumbles and I attended the recent AIHA Board of Directors meeting held February 5th and 6th in Dallas. Some of the issues discussed and which may be of interest to the Committee are briefly described below. Items are identified by the corresponding Agenda number. You will receive a copy of the Board's minutes when completed.

Agenda Item

1. Opening Remarks- Howard Kusnetz indicated AIHA has been invited to participate in a panel discussion on a PBS television program regarding the Right-To-Know issue. The show will be televised on April 23, 1986.

5. IRS Report- This item refers to the discovery by the Akron staff that the proper IRS forms had not been filed in the past. The Managing Director has updated and filed the proper forms and is awaiting a response from the IRS. Maximum liability for this issue is \$25,000.

6. Nominating Committee Report- The following AIHA members are to be placed on the ballot as candidates for office. Candidates were nominated by the Nominating Committee except as noted.

Vice President Elect: William Krebs
Robert Sheriff
Chain Robbins (nominated by petition
in accordance with by-laws)

Secretary Elect: John Yoder
Tom Grumbles

Directors: John Martonik
Stanley Judd
D. Jeff Burton
Oneil Banks
Verne Trinoskey

No indication of the method of nomination is to appear on the ballot and in accordance with the by-laws, all nominees' names are to be listed in random order.

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7. Awards Committee Report- The following were selected by the Board from candidates offered by the Awards Committee to receive the designated awards:

<u>Award</u>	<u>Awardee</u>
E.J. Baier Award	R. R. Langner, CIH
Borden Award	W. A. Burgess, CIH
Cummings Award	M. Corn

Elected as Honorary Members by the Board are:

H. C. Hodge, CIH
W. T. McCormick, CIH
K. W. Nelson, CIH
H. F. Schulte, CIH
P. E. Toth, CIH

8. Policy on Awards Presentation- A number of technical committees have proposed to establish awards to honor persons distinguished in a specific technical specialty. The how, why, and where of this issue was discussed at length. No formal policy governing this issue exists.

11. AIHC Outside Courses- Discussed whether outside, non-technical courses should be offered to members at Conference in areas not directly related to I.H. such as "Facing the Media", Public Relations, etc.. Ad hoc committee to review and report.

12. Future AIHC Sites- 1990 AIHC Site: Orlando. Fl, May 13-18 selected as first choice with Atlanta, Ga, June 3-8 as backup. Orlando option to be finalized by April. Ad hoc committee to investigate need for establishing set of rotating permanent regional sites.

18. Litigation update-Executive Session Convened

19. Public relations recap- Discussion centered on mechanism for providing timely Association responses. Recurring topic throughout meeting.

20. Executive Session Convened-Staff Personnel Evaluation

21. AIHA/ACGIH Agreement re: Publication rights to AIHC papers- Recommendation that the AIHA and ACGIH jointly have first publication rights on all platform and poster papers presented at the AIHC, but that the authors be allowed to select whichever of the two journals they wish for consideration of their papers. Approved by the Board. Opening Session papers issue not resolved.

22. Professional Insurance- Much discussion by board on this issue, especially liability insurance. Board directed Akron Staff to poll membership via next Newsletter regarding number of professionals interested in such insurance. Legal Counsel advises Local Sections to obtain liability insurance

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independently.

23. Committee Reporting Structure Proposal- Alternative Committee Reporting Structure proposal offered by Board Member. Will be discussed further at May meeting.

24. Publications Approval Policy- Current policy to be revised by Akron Staff and submitted to board.

26. Public Response by Board Members- Recurring issue, Board directed Akron Office to contact Officers, then Directors when issue or questions arise such as from reporters seeking association comment. No official policy developed.

28. Membership Certificate- Board voted to allow new members the option (\$5.00 additional charge) of purchasing a "Membership Certificate" indicating election as an AIHA member.

29. Local Sections Operations Manual- recommended that manual be updated and revised.

30. Salary survey-recommended that a salary survey of the membership be conducted.

31. Speakers bureau- Akron staff has completed compilation of Areas of Specialized Knowledge (A.S.K.) questionnaire responses and will develop two member services which will be publicized as 1) a Speakers Bureau and 2) Informal Network.

35. Joint Programming Committee for AIHC- to provide continuity of AIHC programs from year to year, the board agreed to pursue the possibility of developing an AIHC Program Committee with joint membership by AIHA and ACGIH. Ad hoc committee to pursue possibility.

36. Asbestos Registry- Lab Accreditation Committee requests investigation of need for development of quality assurance program for asbestos only laboratories, on-site asbestos counting facilities, etc. Legal liability questioned. Will pursue at next meeting. To be investigated further.

38. Detector Tube Certification- Board endorsed the need for a certification program for detector tubes, will publicize Association endorsement of such need.

39. Other Business

*Past President benefits- ad hoc committee to investigate benefits allotted to other associations Past-Presidents and report on same.

*Technical Committee requested funds to support presenter at technical committee session. Requested presenter refused to present unless travel funds paid. Board did not act thereby refusing request. Appears there is no policy or guideline governing this matter.

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*Commercialism in AIHC Presentations- ad hoc committee appointed to review and report on this matter.

*Board member requested appointment of ad hoc committee to investigate need for technical committee in area of statistics/risk assessment in Association. Ad hoc committee appointed.

This represents most of the items discussed at the Board meeting. There appears to be a need for consistency and perhaps policy/program development in some specific areas. As pointed out previously by Tom Grumbles, one major area of concern is public positions, comments responses, etc. This topic is addressed in a number of agenda items. Other topics which you may want to consider for discussion at our March meeting include policies and procedures, or lack thereof, governing Association expenditures for committee speakers at AIHC, Committee awards given at the AIHC, and the Committee reporting structure proposals. These appeared to be items which were common to a number of the different agenda items or were brought up for discussion under various agenda items.

Looking forward to meeting you all in March.

Sincerely,



Lawrence M. Gibbs, CIH
Director

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AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

A G E N D A

Board of Directors Meeting
1:00-5:30 February 5, 1986
8:00-4:00 February 6, 1986
Ascot Room
Plaza of the Americas Hotel
Dallas, TX

1. Opening Remarks ✓	Kusnetz	1300
2. Minutes ✓	Popendorf	1305
3. Report of Votes Taken ✓	Popendorf	1320
4. Four-Month Financial Statement ✓	Holtshouser	1330
5. IRS Report ✓	Motts	1340
6. Nominating Committee Report ✓	Kortsha	1350
7. Awards Committee Report ✓	Kortsha	1400
8. Policy on Awards Presentation ✓	Kortsha	1425
** <u>Break</u>		1455
9. Year's Best Product/Service Awards ✓	Farrar	1515
10. 1986 Local Conference Committee Report ✓	Reed	1530
11. AIHC Outside Course ✓	Henshaw	1550
12. Future AIHC Sites ✓ <i>tabled</i>	Motts	1610
13. Future AIHC Sites <i>tabled</i> ANSI Problem ✓	Kusnetz	1630
14. Ontario Request ✓	Kusnetz	1640
15. Joint Meeting with Health Physics Society ✓	Motts	1710
16. Akron Renovations ✓	Motts	1720
17. Akron Computer System Update ✓	Motts	1730
18. Litigation Update ✓	Kusnetz	1740
19. Public Relations Recap ✓	Motts	1750
** <u>Meeting recessed until 2/6/86</u>		
20. Executive Session ✓ <i>Motts Farrar</i>	Kusnetz/Farrar	0800
21. AIHC/ACGIH Agreement re AIHC Papers ✓	Halley	0845

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1. Professional Insurance: a) group liability b) group medical c) group life	Motts	0915
3. Committee Structure Proposal	Popendorf	0935
* <u>Break</u>		1005
4. Publications Approval Policy	Motts	1020
5. Publications: a) Analytical Chemistry Committee monograph b) Hazardous Waste Sites c) Respiratory Protection Technical Manual	Motts	1040
6. Public Response by Board Members	Motts	1110
7. Internationalization	Christofano	1140
* <u>Lunch</u>		1200
8. Membership Certificate	Farrar	1300
9. Local Sections' Operations Manual	Farrar	1315
0. Salary Survey	Christofano	1330
1. Speakers' Bureau	Christofano	1345
2. Future Board Meeting Sites	Farrar	1400
3. Fred S. Venable Forum	Fulwiler	1415
4. President-Elect as AIHC Program Chairperson	Farrar	1425
5. Joint Programming Committee for AIHC	Farrar	1435
6. Asbestos Registry	Farrar	1445
7. Respiratory Function Testing with Respect to NIOSH-Approved Courses	Farrar	1455
8. Gas and Vapor Detection Systems Committee: Recommendation re Independent Lab Certification of Detector Tubes	Freeland	1505
9. Other Business	All	1515
0. Adjourn		1600

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AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

RESTATEMENT OF BYLAWS

COMMENTS RECEIVED FROM MEMBERSHIP

1. I do not like the provision of removing a director without cause. The Secretary-Elect and Treasurer-Elect concept is excellent. The Committee should be commended for a job well done. (Charles E. Adkins)
2. Article VII, Section 7--Committee size; no limit. (Marc H. Axelrod)
3. Congratulations to Board on this task!! (James M. Bachman)
4. I have reservations about "sunset" laws for most of the committees. Would it not, rather be better to require review of each committee every four years, by the Board. The revised wording indicates that any committee automatically expires if not specifically re-approved by the Board. This method could have adverse political overtones. (George R. Barnard)
5. This is a "Trust Me" vote. I have no desire to reinvent the wheel. (James C. Barrett)
6. Article #'s don't coordinate with restatement. Article Titles--but it sure helped to have summarized changes. (E. R. Beebe)
7. Art V Section 4; Art VI Section 6: Both of these sections are worded so it requires a special meeting for the removal of an officer or director. Is it intended this action can be taken only at a special meeting? Why not a regular meeting? (Alfred C. Blackman)
8. Long due for revision. Excellent suggestions!! My congratulations to the people who spent much time and effort to bring this about. (Kenneth D. Blehm, CIH)
9. I cannot in good conscience approve the Restatement in its entirety. Each Member eligible to vote should have a voice in each change presented. The Restatement is too important to be treated otherwise. (H. Grady Callison, Jr. PH.D.)
10. I support and approve all By-Law changes. (Evan E. Campbell)
11. Thanks for considering those of us that were not fortunate enough to have obtained a degree, but have accumulated many years of experience. (Benjamin H. Chynoweth)
12. Against Article V Section 5 - removal without cause. Against Article XV Section 3 - requiring signatures of more than 12 members from each of 4 local sections. 48-member total should suffice, with no requirement to contact a specific number of local sections. Article XVII Section 4 needs amplification: who is to choose the "independent legal counsel"?; does the party requesting indemnification have any recourse administratively if he is denied indemnification? (Barbara Curtis)
13. Provisions of proposed By-Laws seem appropriate. I hope the errors in Article numbers in the Explanation of Changes does not defeat this effort. Proofing this document was obviously inadequate. (Roger L. Daniel, CIH)
14. Correction: Explanation of changes--Article XV. Mail Ballots in lieu of Article XVI, which is Contracts and Banking. Good Job! (Delbert L. Flowers, CIH)

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RESTATEMENT OF BYLAWS

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15. Good Job! (John J. Furman, CIH)
16. I strongly disagree with Article VI Section 6. - Removal; there is no reason I can think of to warrant such a bylaw change. Justification for removal should always be substantiated before action. (Richard J. Geisen)
17. Art. II Sec. 2c is a farce. Members, myself included have been allowed to continue to hold Associate Membership and no effort has been made by the AIHA to enforce the 5 year limit. (Kelly B. Gibney)
18. Congratulations to all concerned for a job well done! I'm confident that the FOR's will carry the day. (Franklin D. Griffith, PH.D.)
19. An excellent Document--a job well done! (Edward B. Landry)
20. First impression of term "Oversight" is that someone forgot something. Hope the Committee continues to "Audit" and catch "oversights". Happy New Year. (William B. Lubinsky)
21. Good Job! (Richard F. MacIntyre)
22. Attempts to summarize & explain changes fell short of expectations. The articles listed in the explanation did not match the article numbers in the Restatement of ByLaws. (Mary McConnell-Meachen)
23. I believe these bylaws are far more ponderous than necessary. (Alfred C. Schmidt)
24. I am opposed to an Oversight Committee. I believe that such a committee must inevitably conflict with the duties and responsibilities of The Board and the Executive Committee. (Howard N. Schulz, CIH)
25. Where do IH Technicians belong? (Frank M. Parker)
26. Institute for Continuing Education should be a standing committee. \$20,000 is brought in each year through ICE Courses and it provides a method of information dissemination to Members. I have no problem justifying its existence to a Sunset Committee, but feel a standing committee status would make far better continuity with all involved. (George R. Osborne, CIH)
27. Article VII Section 11. Expenditures. Consider some clarification as to what constitute approval of the Board. Does the adoption of a budget imply approval? Does each expenditure have to be approved separately? What is the authority of the Exec. Director? etc. These bylaws are very well written. (Marcel W. Nathans)
28. Under the "Restatement of ByLaws Explanation of Changes" I trust Article XVI "Mail Ballot" is article XV and article XVIII is article XVII in the "Restatement of ByLaw". This may be question by some and be a reason to avoid these changes. Otto Paganini)
29. Congratulations, we needed that! (David G. Taylor, PH.D.)
30. Job well done. (Harlan Von Seggern)

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RESTATEMENT OF BYLAWS

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31. My only comment is of a grammatical nature but I believe that documents issued by a pretigious organization such as the AIHA, particularly documents of a legal nature, should set high standards for grammar. In section 1 of Articles X, XI and XII the word "comprised" should not be followed by "of". "Comprise" means consist of" so the further use of "of" is redundant. For the sake of consistency you may prefer to use the phrase "consist of" as you already have in section 1 of Articles V, VIII and IX. Similarly the use of "comprise" in section 2 of Article X is wrong. The whole can comprise the various parts but the parts cannot comprise the whole. In any case you may have meant to say "that one represented by the Association" rather than "that comprise the Association". (Duglad M. Walker)
32. A difficult job well done! Thanks to all. (Ralph C. Wands)
33. I agree with the restatement as it stands. But I feel that some more specific mention be made of requirements for the grades of membership from overseas & countries whose degree and training structures are different from those in the U.S. At present these can be dealt with as exceptions but as this aspect of the organization is being promoted then the subject should be addressed more specifically. (John M. Waters, CIH)
34. Doing a good job! (Robert H. Weir)
5. Excellent job! (Lloyd M. Welker, Sr.)
36. For future consideration, I would advise you to include a procedure for termination of a membership for reasons other than non-payment of dues (e.g. misconduct, disructive behavior, etc). The language of article V, Sect 5 might be used, or the procedures, Newly Revised Robert Rules of Order might be invoked. (John A Zapp, CIH)
37. I have voted for the By-Laws restatement. However, I object to being restricted to a single vote on the entire restatement. A single vote makes sance for items which are merely clarifications, restatements, renumbering, etc. However, items which significantl change provisions of the By-Laws should be voted on separately (e.g., Art IV, Sect. 9; Art. V, Sect. 5, 12, & 14; Art. Vi, Sect. 6; etc., etc.) (Thomas W. Knupp)
38. Removal without cause just to avoid embarrassment seems unwarranted and capricious. If I had live veto I would use it on this provision. The old language is better. (William S. Wood, CIH)
39. I interpret the Article XIX to mean that the ByLaws may be adopted by "a two-thirds majority of letter ballots returned within thirty days," as the old ByLaws specified. The present language is not as clean, ie. "Adopted by a two-thirds vote of the Voting Members in response to a mail ballot." (Ralph A. Froehlich, CIH)
40. No discussion in "Restatement" Re change of Managing Director's like to Executive Directo (Article XIV). Seems to me we went round & round on this 10-15 years ago. ? ? ? (Bruce A. Hertig)
41. I'm too new to have lived with the old by-laws but they must have been a nightmare to wor with. The revisions make a far more professional document. Congratulations to the By-Law Committee. (Leroy Hutzler, III, CIH)

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RESTATEMENT OF BYLAWS

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42. Nice work! (Frank E. Adley, CIH)
43. Based on the explanation given for Article X Section 3, it might be more suitable (to change in the size of membership) to require signatures on nominating petitions to be a percentage of eligible voting members, rather than a fixed number. (Victor E. Lavetter CIH)
44. My only objections is to Article III, Section 7, affiliate Membership. To maintain professionalism in our organization I believe even an affiliate member should be devoting a fair proportion of his time to the field of industrial hygiene activity and have a professional interest in the organization. This would include a number of related fields as chemistry, toxicology, occupational disease, engineering, etc. It should not permit the entry of persons, including "Professionals" in other fields not involved in, or having interest in the advancement of, the AIHA. I am aware of at least one individual whom I feel would utilize his membership solely as a means of advancing his business/economic opportunities with out regard to professional conduct. While the recommendation of 2 full members and a vote of 2/3 of the Board would still be required, I feel strongly enough about this issue to vote No on the bylaw revisions. (Lowell G. Wessa)
45. 1. Do not understand difference between Article VII Sections 8 and 9. 2. Shouldn't committee membership be limited to members of the Assn in "exceed thirty (30)" the following: members of the Association in good standing. 3. Regarding Article XVII on indemnification - the content seems to address the liabilities and risks generally covered by D/O insurance. What about other liabilities, such as those generally covered by public commercial liability insurance. Is there or should there be some concern about liability from publication of recommendations regarding good IH practice. Specifically I have in mind the question of Assn liability for something like the respiratory protection recommendations which are being incorporated into Hygienic Guides. 4. Articles VI, Section 3 is not in agreement with Article III. Under III there is no provision for emeritus members but VI/3 will allow them to serve on the Board. (Carol A. Dupraz)
46. Concerns: VI, 6. Removal "without cause" is fatally flawed. This power will allow certain types of people to seize total dominance of The B of D and create disputes of unmanageable proportions. A members only alternate would be to drop membership, or seek stronger str. This provision will lead to AIHA's politicization and ultimate demise as an unbiased scientific association, within a dozen years. VII, 11. Should aggressive political elements seize control of The B of D's., this provision will allow inappropriate funding of political activities of selected groups. AIHA is a voluntary association of scientists donating their time and expertise to the enhancement of all members and the protection. Lets keep it that way. Incidentally, several of the other provisions are excellent, and would stand well alone. I hope we will have an opportunity to vote on each item separately (Lowell D. White, PHD, CIH)
47. No specific comments. No business reply envelope.
48. No blanket endorsement - each article should be noted on separately.
49. I can't understand the idemnification provisions. VVV 000017324
50. Very extensive work has been compiled by the group. Congratulation and thanks.

51. One comment on Article VII, Section 4 - Committee Tenure - this seems to indicate that a 1 year committee membership is the maximum term. This would not be practical for standard setting committees such as Indoor Air Quality, WTTL, TLV, etc. Where subcommittee work requires consistency to develop guidelines.
52. Article XVIII as amended permits the identified personnel to make decisions regarding the Association at no risk. The business about attracting top-level persons is a red herring. Boards of Directors must be held accountable for their actions. Since you requested a vote on the entirety, I must appose adoption.
53. There is no allowance in the bylaws for members to be able to remove an officer or director from office. Some provision should be adopted or added to allow members to remove in-addition to the section that currently allows the Board to call a meeting for removal but not the members.
54. Strongly disapprove of changes to Article VI; Re: "Removal w/o cause" and "poll of the Board". This should be in writing only.
55. I do not agree with changes to audit committee, specifically the exceptions place upon them. This smacks of "Board intervention" and I will have no part of it.
56. Indemnification is Article XVII (not Article XVIII) Article VI Section 6, removal without cause should be disallowed. Not appropriate in our organization governed by democratic principle.
57. I disagree with reducing the oversight committee from eight to six members.
58. Oppose changes in Article X, Article VI, Section 6; Article VII, Section 5.
59. Committees should not be limited to 30 people.
60. Let's work on 1. Identifying this Profession. 2. Protecting the Public from non-professional "Industrial Hyginists".
61. Good work!
62. There is no clear procedure for polling the opinions of the membership before taking an AIHA position on an occupational health issue such as informing workers of the risks of their jobs. This clarification in procedure is needed to reach some kind of consensus on these kinds of issues.
63. Thank you for the brief summary of changes.
64. I cannot accept Article V "Nominating Committee" Directors and Officers should be nominated and elected entirely independent of the current officers and Board of Directors. All other changes appear to be appropriate.
5. I think we should vote individually.

66. All those who worked on the Restatement of ByLaws are to congratulations on their time spent on a tedious and thankless job, and a job well done.
67. I disagree with the blanket indemnification article. (Article XVII). Only on decisions taken by mail ballot of the majority of members should be covered by indemnification. Decisions taken by officers on their own should not be protected.
68. I do not think we should be out to broaden our base of memberships. The past 10 year dilution of the quality & aspect of "IH" in our membership is reflected in the absurd regulations being fostered. The nation would have better IH/ we promoted IH and not our organization.
69. Art. 1 33- Ill. Laws unknown therefore can't be approved. Removal w/o cause is poor. Committee reports should be more than annual. Indemnification should be limited to while a Association authorized business & if permitted by majority of Association or case by case basis.
70. This will serve to indicate my reason for voting against the Restatement of ByLaws. These are actually changes rather than a restatement. My objection is to Section 7. AFFILIATE Member. This section has been watered down to the point where an Affiliate Member only need have "interaction with and cooperation of Associate Members and Full Members of Association". This in contrast to the old Section 2B. The objection is stated on the basis of maintaining a high degree of professionalism for the AIHA. It is my opinion that all classes of membership should be engaged in the field of Industrial Hygiene not merely an occupation which is peripheral to that profession. My personal thanks go to the Audit Committee for their efforts on this bylaws rewrite.
71. As with other Professional societies, the AIHA should make available for publicity lapel or tie pins and especially, Wall Certificates showing membership in the AIHA. Members could or should pay for certificates, but with this means of identifying membership in the AIHA, more recognition of AIHA and Industrial Hygiene would be at hand.
72. I do not concur with Art III, Graduate study equivalent time, Art VI, eligibility by Fall & Emeritus members only; removal by 3/4 vote with or without excuse; notice of meetings without giving the purpose of the meeting. Art IX, reports by Oversight Committee are a little vague. Art X, petition by 48 members why not 20 or 25? Why 4 months prior to the annual meeting? This sounds like an "old boy" system leader to break into than the Teamsters....
73. While I agree that votes on the individual revisions would be difficult, many of the provisions are sufficiently significant that all or nothing vote is not viable. Example; Art. VI, Section 6 - Directors are elected by the membership of large. To provide for removal without cause is contrary to democratic principles. Art VIII - Gives the power to direct the business of the organization to 3-people (i.e. quorum=Majority of 6= 4 & majority of quorum yields act of committee 3) - which is normally the responsibility of the entire Board of Directors.

RESTATEMENT OF BYLAWS

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74. I am troubled by several things in the new by-laws. In general, I did not appreciate the very incomplete and sometimes disorganized presentation of the "explanation of change". My biggest specific concern is the lack of independent funding for the Oversight committee VIII and IX - I don't know a whole lot about internal association politics, but at least conceptually, I can't see how someone can oversee a group it is dependent on for funding. Other more minor concerns are the excessive lead time required for nomination by petition (X.3), the requirement of a "plurality" to pass a mail ballot issue (XU.4) rather than some substantial majority (at least 2/3rds), the excess power given the president, and the extra bureaucratic costs it generally institutionalizes.
75. Far away in Sweden, I trust that you are changing in right direction. Keep going.
(Karl D. Lundgren)

VVV 000017327

AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

475 Wolf Ledges Parkway-Akron, OH 44311-1087-216-762-7294

Agenda Item #23
Board of Directors Meeting
February 5-6, 1986

MEMORANDUM

President

HOWARD L. KUSNETZ, CIH, P.E.
Shell Oil Company
P.O. Box 4320
One Shell Plaza
Houston, TX 77210
(713) 241-0761

TO: AIHA Board

President-Elect

ALICE C. FARRAR, CIH
CIGNA Loss Control Services, Inc.
Liberty Federal Tower
Suite 530
201 Second Street
Macon, GA 31213
(912) 743-8080

FROM: William J. Popendorf, Secretary

DATE: October 10, 1985

SUBJECT: Another Path to Structure Committees

Vice-President

EMILE CHRISTOFANO, CIH, P.E.
HIMONT Inc.
1313 N. Market Street
Wilmington, DE 19894
(302) 594-5513

During her discussion at St. Louis about committee structuring, Alice Farrar mentioned that I had an alternative proposal which she couldn't explain. I provide the following outline as background to further discussion, whenever the topic recurs.

Past President

GENE X. KORTSHA, CIH
GMC Technical Center
3-229 Research Admin. Bldg
Warren, MI 48090
(313) 575-2791

My response to the initial "council" proposal centered on it's role, governance and autonomy within the overall structure of the Association. It was not to be a committee; it involved some Board directors, but not all; the extent of it's mandate and its responsibilities to the Board were unclear. Not the least of my concerns was the term "council", whose only precedent is the otherwise autonomous Local Sections Council. Some specific examples related to governance from the original "council" proposal follow:

Secretary

WILLIAM J. POPEENDORF, Ph.D., CIH
University of Iowa
Inst. of Agric. Medicine
AMRF - Oakdale Campus
Iowa City, IA 52242
(319) 353-4872

Treasurer

JOSEPH L. HOLTSHOUSE, CIH
Goodyear Tire & Rubber Company
Industrial Hygiene Dept. -1081
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Directors

KNOWLTON J. CAPLAN, CIH, P.E.
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MARJORIE A. DRUCKER, CIH
Drucker Health & Safety
Management, Inc.
(213) 372-8686

LEE T. FREELAND, CIH
E.I. du Pont de Nemours &
Company Inc.
(409) 727-9529

RICHARD D. FULWILER, Sc.D., CIH
The Procter & Gamble Company
(513) 627-8834

LAWRENCE H. HECKER, Ph.D., CIH
Abbott Laboratories
(312) 937-7416

JOHN L. HENSHAW, CIH
Monsanto Company
(314) 694-8830

JEREMIAH R. LYNCH, CIH, P.E.
Exxon Chemical Company
(201) 873-6071

MARGARET A. RAYMOND, CIH
Petro-Canada, Inc.
(403) 296-6567

ROBERT E. SHERIFF, Jr., CIH
Mank Environmental, Inc.
D11 335-5756

RALPH J. VERNON, Ph.D., CIH, P.E.
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- (1) "determine which committee or committees are best equipped to address the issues" pg.4
- (2) "assign an ad hoc group..." pg.4
- (3) "organization of specific AIHA committees into specific divisions...." pg. 4
- (4) "set policy and broad directions for the Divisions and Committees." pg.5
- (5) "The Council shall be self-governing..." pg.5
- (6) "The Council shall...establish task forces..pg.5

Subsequently, at a discussion with committee chairs in Las Vegas, a number of other points were raised by them.

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October 10, 1985

Initially to be appointed by the Board from past committee chairs or/and Board members. The on-going committee would be appointed by current members (because of their direct oversight responsibility) and approved by the Board. Each term will last for three years.

A proposed scope, function, and initial mandate of this committee might look like this.

Scope: to serve as a resource of advice and assistance

- (a) to current committees to manage intercommittee affaires.
- (b) to the Board to evaluate the structure and performance of committees.
- (c) and to those desiring to establish new committees.

Function: to review periodically the activities of committees and the performance of their leaders, to advise the Board concerning the structure of technical committees, their leadership, their productivity, and the formation of intercommittee workgroups or other new technical initiatives.

As an initial charge, the Council shall:

- (a) establish procedures whereby periodic performance goals can be established by each committee,
- (b) establish criteria whereby the performance of each committee chair can be evaluated,
- (c) recommend to the Board procedures whereby the incumbency of each committee chair can be extended from two to four years (or longer),
- (d) recommend performance criteria whereby the Board can implement a sunset policy on committees, and
- (e) identify areas in which new activities or committees are needed to support and achieve the goals of the Association.

WJP/ic

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AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

475 Wolf Ledges Parkway · Akron, OH 44311-1087 · 216-762-7294

TO: Board of Directors

FROM: S. Beidler

RE: PR/Marketing Activities

DATE: January 14, 1986

The following is a brief outline of major PR/Marketing Activities since the Board meeting August 22, 23, 1985.

Media Contacts

1. Wall Street Journal - media inquiry about Bureau of Labor Statistics report on occupational health incidences. Provided contact.
2. Industry Week - media inquiry about safety and health practices at BASF Wyandott Plant in Louisiana. Provided contact through Local Section.
3. NBC "Today" Show - Corresponded and spoke with assignment editor to schedule AIHA members to discuss hazard communication rule. Unfortunately, by the time they decided not to cover it, it was too late to offer elsewhere for coverage the week the rule went into effect. Will attempt again this Spring.
4. The Fred Fisk Show - radio talk-show to center around AIHA'S new publication - Product Health & Safety and the Right to Know. Arranged through Earl Flowers. Potomac Local Section. The time will be arranged upon publication.
5. PBS Right-to Know Teleconference - working with PBS to be a sponsor of this program. Details upcoming.
6. Cleveland Local TV News - set up on-air comment by Z. Mansdorf, president of the Local Section, in response to a chemical leak in the area.
7. Forbes Magazine - provided introductory information about AIHA to Gail Bronson, new science and technology editor, after introduction from H. Kusnetz.
8. Dallas local media - met with business editors of local papers, associated press, etc., in preparation for AIHC coverage.

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Board of Directors
January 14, 1986
Page 2

9. Resource Kits - prepared and printed resource kits for National and Local Section use in providing reporters with contact names.
10. Industrial hygiene trade press - provided contacts to Occupational Hazards and Industrial Safety and Hygiene News for specific stories; arranged interview with H. Kusnetz in Occupational Health and Safety News.
11. Special news release topics -
 - HR 1309 Testimony (covered by BNA, National Safety News).
 - Bureau of Labor Statistics Record Keeping guidelines - comment
 - New Local Section in Shanghai
 - Kusnetz address in Idaho, Fairfax, VA and Australia
 - AIHC - Theme Selection, proclamation of May as IH Month in Texas

Above releases sent to National Consumer and Trade Press.

Marketing

1. New information resources catalog designed and printed.
2. Flyers to members on new publications - Biohazards, Respiratory Protection, Product Health & Safety.
3. News releases and review copies for new publications - Biohazards, Respiratory Protection.
4. Exhibits of AIHA products and services at seven Local Section meetings, three affiliated association exhibitions and two professional development courses.

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AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

BALANCE SHEET

	1985	DECEMBER 31 1984	FISCAL YEAR ENDING AUGUST 31, 1985
CURRENT ASSETS:			
Cash	96,841	89,784	59,316
Short-term Investments	555,879	261,086	373,456
Accounts Receivable:			
Services & Publications	150,490	108,811	63,537
Interest	<u>8,645</u>	<u>1,358</u>	<u>8,645</u>
	159,054	110,169	72,182
Marketable Security - At Cost Plus Amortized Discount	9,598	9,464	9,531
Inventory:			
Books & Publications	47,424	63,054	47,424
Manuscripts	<u>44,500</u>	<u>---</u>	<u>44,500</u>
	91,924	63,054	91,924
Other Current Assets	<u>2,855</u>	<u>8,284</u>	<u>3,041</u>
TOTAL CURRENT ASSETS	916,151	541,841	609,450
Copyright	14,742	16,848	14,742
Property & Equipment - net	<u>387,012</u>	<u>365,248</u>	<u>381,164</u>
	<u>1,317,905</u>	<u>923,937</u>	<u>1,005,356</u>
CURRENT LIABILITIES:			
Accounts Payable	18,077	10,174	63,469
Fees Received in Advance	126,430	103,520	71,480
Accrued Vacation	10,000	13,000	10,000
Payroll Taxes Withheld & Payable	998	5,175	6,449
Current Portion of Obligations Under Capital Leases	15,347	12,000	15,347
Current Portion of Mortgage Note Payable	<u>5,052</u>	<u>5,500</u>	<u>5,500</u>
TOTAL CURRENT LIABILITIES	175,904	149,369	172,245
Long-term Obligations:			
Mortgage Note Payable, Less Current Portion	115,007	119,712	116,351
Obligations Under Capital Leases, Less Current Portion	<u>30,270</u>	<u>32,622</u>	<u>30,270</u>
	145,277	152,334	146,621
Deferred Subscription Revenue	64,000	68,500	64,000
Members' Equity	<u>932,724</u>	<u>553,734</u>	<u>622,490</u>
	<u>1,317,905</u>	<u>923,937</u>	<u>1,005,356</u>

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AMERICAN INDUSTRIAL HYGIENE ASSOCIATION
STATEMENT OF REVENUES, EXPENDITURES AND MEMBERS' EQUITY

DECEMBER 31, 1985

	FISCAL YEAR END ACTUAL 08-31-85	TOTAL BUDGET 85/86	CURRENT MONTH BUDGET	ACTUAL	% OVER <UNDER> BUDGET	YEAR-TO-DATE BUDGET	ACTUAL	% OVER <UNDER> BUDGET	FOUR MONTHS ENDING DEC. 31 1985	1984	% INCREASE <DECREASE>
REVENUES:											
Administrative/General	203,542	195,000	16,250	55,755	243%	65,000	232,485	258%	232,485	66,352	250%
Conference	693,798	625,000	52,083	--	----	208,333	--	--	--	--	--
ICE	154,691	270,000	22,500	13,165	<41%>	90,000	47,350	<47%>	47,350	44,099	7%
Lab Accreditation	270,303	475,000	39,583	15,674	<60%>	158,333	392,328	148%	392,328	161,083	144%
Publications	66,672	125,000	10,417	14,200	36%	41,667	36,426	<13%>	36,426	22,258	64%
Journal	554,644	620,000	51,667	32,029	<38%>	206,667	144,370	<30%>	144,370	231,237	<38%>
Management Contracts	101,812	30,000	2,500	< 3,737>	<150%>	10,000	10,277	3%	10,277	35,245	<71%>
	<u>2,045,462</u>	<u>2,340,000</u>	<u>195,000</u>	<u>127,086</u>	<u><35%></u>	<u>780,000</u>	<u>863,236</u>	<u>11%</u>	<u>863,236</u>	<u>560,274</u>	<u>54%</u>
EXPENSES:											
Administrative/General	977,736	1,100,000	91,667	103,313	13%	366,667	392,719	7%	392,719	346,727	13%
Conference	247,507	250,000	20,833	--	----	83,333	--	--	--	--	--
ICE	114,000	132,000	11,000	565	<95%>	44,000	8,662	<80%>	8,662	14,719	<41%>
Lab Accreditation	174,065	350,000	29,167	11,713	<60%>	116,667	53,577	<54%>	53,577	37,833	42%
Publications	15,199	60,000	5,000	910	<82%>	20,000	11,161	<44%>	11,161	15,860	<30%>
Journal	388,591	265,000	22,083	18,772	<15%>	88,333	81,452	<8%>	81,452	84,978	<4%>
Management Contracts	--	--	--	--	----	--	--	----	--	--	--
Committee Financial Support	--	24,000	2,000	1,112	<44%>	8,000	5,431	<32%>	5,431	548	764%
	<u>1,917,098</u>	<u>2,181,000</u>	<u>181,750</u>	<u>136,385</u>	<u><25%></u>	<u>727,000</u>	<u>553,002</u>	<u><24%></u>	<u>553,002</u>	<u>500,665</u>	<u>10%</u>
EXCESS OF REVENUES OVER EXPENDITURES	128,364	159,000	13,250	<9,299>		53,000	310,234		310,234	59,609	
MEMBERS' EQUITY - BEG. OF PER.	494,126	--	--	--		--	622,490		622,490	494,125	
MEMBERS' EQUITY - END OF PER.	622,490	--	--	--		--	932,724		932,724	553,734	

AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

The following is an analysis of the four months ending December 31, 1985 and 1984.

REVENUES:

Administrative/General:

Membership dues per individual = \$40.00

Membership dues per organization = \$150.00

In 1984, \$30.00 of the membership dues received was charged to Journal revenue and the remaining \$10.00/individual and \$120.00/organizational was charged to administrative/general. In 1985 the total amount of the membership dues is charged to administrative/general.

Membership directory advertising - up \$21,000 from last year.

Interest income - up \$8,000 from last year.

Lab Accreditation:

PAT Lab fees - up \$215,000 from last year.

Publications:

Six additional publications offered in fiscal 1985/86.

Journal:

Subscriptions - down \$100,000 from last year due to accounting change.

Management Contracts:

SOT management fee amounted to \$23,000 at this time last year.

EXPENSES:

Administrative/General:

Membership directory exp. - up \$21,000 from last year.

Equipment leases - up \$14,000 from last year.

Temporary quarters - AIHA has paid \$6,200 to date for temporary office space during the renovation project.

ICE:

Two courses were held during the four months ending 12/13/84; one course was held during the four months ending 12/31/85.

Lab Accreditation:

Site visits - up \$10,000 from last year. Lab contract - up \$4,000 from last year.

Publications;

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Six additional books offered in Fiscal 1986.

Committee Financial Report:

AMERICAN INDUSTRIAL HYGIENE ASSOCIATION

	<u>TOTAL BUDGET 85/86</u>	<u>FOUR MONTHS ENDING DECEMBER 31, 1985 BUDGET</u>	<u>ACTUAL*</u>	<u>% OVER <UNDER> BUDGET</u>
REVENUES:				
Administrative/General	195,000	65,000	289,795	346%
Conference	625,000	208,333	125,580	<40%>
ICE	270,000	90,000	54,890	<39%>
Lab Accreditation	475,000	158,333	392,328	148%
Publications	125,000	41,667	36,426	<13%>
Journal	620,000	206,667	144,370	<30%>
Management Contracts	30,000	10,000	10,277	3%
	<u>2,340,000</u>	<u>780,000</u>	<u>1,053,666</u>	<u>35%</u>
EXPENSES:				
Administrative/General	1,100,000	366,667	384,053	5%
Conference	250,000	83,333	8,667	<90%>
ICE	132,000	44,000	8,662	<80%>
Lab Accreditation	350,000	116,667	53,577	<54%>
Publications	60,000	20,000	11,161	<44%>
Journal	265,000	88,333	81,452	<8%>
Management Contracts	---	---	---	----
Committee Financial Support	24,000	8,000	5,431	<32%>
	<u>2,181,000</u>	<u>727,000</u>	<u>553,003</u>	<u><24%></u>
Excess of Revenues Over Expenditures	159,000	53,000	500,663	845%

*This column represents AIHA on Cash Basis Accounting. All revenue and expenses recorded when received not accrued or deferred.

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