

**BUICK CLUB OF AMERICA**

**Moderator: Mike Book (Mike Book was actually not in attendance for this teleconference. He is referenced only because the teleconference was scheduled between the National Office and ATT. His name is only a formality)**

**August 13, 2018  
5:57 pm CT**

8/13/2018

Roberta forwards a preliminary report on the audit.

8/13/2018

Larry S sends an email titled CFO position giving various opinions on the Club's financial situation.

8/13/2018

Roberta responds to an 8.10.2018 email by Bill Stoneberg.

8/13/2018

President Alan sends out a revised agenda for the teleconference.

Agenda BOD call Monday Aug 13

- Follow up vote on motion File #: 2017 2018-54
- Discussion of Ed's motion re: CFO
- BCA financial audit discussion
  - Including information from Roberta and Larry

- BOD guidelines going forward, and business hours
- Discussion of additional financial reporting
- Updating BCA Standard Operating Procedures - discussion to approve a committee to update SOPs
- Next steps on Digitized Bugles project – Bill Stoneberg
- BCA office – Larry Schramm
- Discussion of next in-person board meeting

#### Teleconference Minutes

Edward DePouli: And the host is Mike Book, B – O – O- K. And the conference ID is P as in Peter, M as in Michael, B as in Bill, 3772. Today is August 13 and it's 5:57 pm Central.

Conference starts with President Alan asking members to identify themselves as they sign on.

Operator: This conference is being recorded.

Alan Oldfield asks repeatedly who joined us and has not identified themselves

Roberta Vasilow asks: Are (Mike) and (Nancy) on the call?

Alan Oldfield: Alan Oldfield states: the BCA Office was not invited on this call

Edward DePouli states: I don't think so. There're only 10 ports signed up for.

Alan Oldfield states that he has signed on as the host:

Alan Oldfield: States that Bob, Ed, John, Terry, Bill, Larry Schramm, Larry DiBarry and Roberta., are on the call. Only Jack is not

Alan Oldfield: States that he will call Jack.

Alan Oldfield admits Jack through his office conference call set up, as Jack is unable to get on to teleconference call

Alan Oldfield: Roll call indicates all Board members present with one unidentified caller on

Alan Oldfield states that all are on the call, and we have a large agenda, asks that any member wishing to speak be recognized, in order to avoid chaos. Alan also asks that each member state their name to make it easier for the Secretary. Alan asks to keep it civil and states "I will cut off anyone who is calling names or using innuendos because I think we have an important job to do here so let's treat it that way."

Alan States All right we're going to take the first item by the BCA bylaws. Article 2, Section 4 which is expulsion. Motion was passed by the Board on June 22 to begin expulsion proceedings against Terry Wiegand for Terry's conduct that has disturbed the order, dignity, business or harmony of the BCA or has impaired its good name, good will or prosperity.

According to the bylaws, Terry was sent via registered mail with a return receipt requested a letter stating the Board's actions on the 22nd of June, notifying him of this date and time of the meeting where the final vote would be taken. The expulsion requires a two-thirds vote of the members of the BOD present at the meeting. If you do the math that means each member of the

Board including the president gets to vote. There are six affirmative votes required for expulsion.

According to the bylaws Terry has an opportunity to present his defense on this call so Terry the floor is yours.

Terry Wiegand states I will ask at this point in time if this is going to be recorded so that it can be transcribed into a written record for the minutes.

Alan Oldfield states the following: Terry I can tell you that the BCA office requested that both voice recording and transcription be ordered. When I signed on this call I was assured by the computer voice that it is being recorded. And every call except for one we have gotten a written transcription. So, we've done the best we can to ensure that both of those things occur.

Terry Wiegand states the following: Okay. With that said and understood I have a statement that I prepared. I want to read, short, brief and to the point. And then you guys do what you need to do.

After repeated asking and asking and asking with absolutely no response from the BCA Treasurer for detailed, accurate and honest financial details this board member decided it was time for a different approach. The personnel make-up of the previous Board of Directors was absolutely not going to allow an outside audit of this club's financial records.

This board member came to the conclusion that requesting an internal revenue service audit was going to be the only way that the financial goings-on of the BCA would ever become known. No one and I mean no one came up with an alternative solution. This board member advised the entire Board of Directors that this was what needed to happen.

There is written email documentation from the president of the Buick Club of America that he would welcome an audit from the IRS. There is written email documentation from the president of the Buick Club of America stating that if there is wrongdoing going on in the Buick Club of America we will root it out. When this board member advised the whole Board of Directors that this was what I was going to do, there is written email documentation from the president of the Buick Club of America saying bring it on.

This board member feels that it is extremely unfortunate that events had to digress to the point that they are now before any action toward an audit will take place. This board member also realizes that his demeanor during a lot of discussions was a whole lot less than stellar. This board member takes ownership for his attitude and verbal bantering during several heated discussions that were way less than appropriate.

However, this board member will never, never admit wrongdoing nor apologize for the seeking of honest, (unintelligible) information about the financial activities of the Buick Club of America. Unlike the person in Denver who publicly stated that he would not work with four persons, three of which are on the Board of Directors, this board member is going on the record and stating that he can and will work with each and every Board of Director member for the betterment of this organization and to help move it forward in a positive direction.

This statement is being made freely and honestly with no threats or promises made from anyone. Terry Wiegand, Buick Club of America membership number 25247, August 13, 2018 at 6:18 pm.

That is my statement.

Alan Oldfield states Okay Terry. Would you do the Board a favor and if you have that in writing, email that to the Board because the audio quality during some of that wasn't stellar, so I want to make sure that we get it.

Terry Wiegand states: I can do that.

Alan Oldfield states: Okay. So, Terry, you've had your opportunity. Anything else?

Terry Wiegand states: That's it.

Alan Oldfield states: Okay. Then we shall proceed to a vote. And we're going to do this alphabetically. And goodness knows I tried to do it correctly. So, I'm going to try to do this alphabetically except that the president will vote last. So, Edward DePouli how do you vote on the motion?

Edward DePouli states: Before any of us casts our vote, could you read the motion into the record?

Alan Oldfield States: That the motion was on June 22 to begin expulsion proceedings against Terry Wiegand for Terry's conduct that has disturbed the order, dignity, business or harmony of the BCA or has impaired its good name, good will or prosperity. I believe that when the motion was made in Denver it also included Terry's BCA number. I do not have that.

Larry Schramm states This is a – short version of this is do you vote yes or no to expel Terry from Buick Club?

Alan Oldfield states: That is correct.

Larry Schramm states: That's what the essence of it is. Do you – are we going to vote yes to expel him or no to not expel him.

Alan Oldfield states: That is correct. Any other questions Edward?

Edward DePouli states: Yes. It's for expulsion from the Buick Club of America is what I just heard you say. Is that correct?

Alan Oldfield states: That is correct.

Alan Oldfield states: The no votes are 5 no. The yes votes are, 4 yes. The motion fails.

Voting no are: Ed Dipouli  
Roberta Vasilow  
Larry S  
Larry D  
Terry Wiegand

Voting Yes are: Jack Welch  
John Steed  
Bob Safrit  
Alan Oldfield

Alan Oldfield states: I'm going to move up an item from the agenda from later – that's later on the agenda to now because I think now is the proper time to bring it up. For the past year myself and several members of this Board including its CFO have been subjected to an ongoing string of emails that were at times hateful, that included name-calling and character assassination through innuendo.

It is a conduct unbecoming of an adult, let alone a member or two of this Board. I will not permit myself or the good people of this Board to be subjected to another year of that vitriol. To that end know this, the bylaws of the BCA expressly state that the president is the chief executive officer of the Club and as such the president has the duty to do all he or she can to ensure that the Board operates professionally and in a business-like manner to tend to the business of the membership.

Therefore, I wish to tell you now that any and all further communication between and among board members shall be conducted in a civil and respectful manner. Here are some guidelines. The first time that there is an email that does not follow these guidelines we will cease any and all communication via email.

Business will be conducted by the United States mail, telephone board meetings as needed and in our two in-person board meetings per year. One at the national meet and one during the year as the Board voted in Denver. The second time that there's an email that does not follow these guidelines we will revert to two in-person meetings per year.

There are many years of precedent for how the Board operated this way. Until recently this is how the Board operated. It's only been in recent years that we started this 24/7 exchange of emails. We can go back to that methodology. I will not subject myself or everyone else on this Board to what we went through last year with that string of emails and I'm done with that. Are there any questions?

All right. I'd like to ask one more thing. In July – early July I sent out an email that included a suggestion of some operating hours for the Board of



Directors. I didn't hear anything from anybody so I'm guessing that you all approve that wholeheartedly, 100%. Or that you didn't read it. Or that you don't care.

What I suggested is that the floor be open Monday through Friday. And I originally suggested the floor be open for a week before our BOD calls or BOD meetings. But the suggestion is that we have business hours, Monday through Friday for a 12-hour period, 8:00 to 8:00 Eastern, 7:00 to 7:00 whatever you want; that we close the floor on weekends.

Of course, if there are emergencies that need other kinds of action we'll take care of that. I'm not aware of any Board of Directors public, private, non-profit that operates 24/7, 365. I would invite some discussion of that.

Discussion followed on Alan's unofficial motion and Several members voted OK

Alan Oldfield states: All right. We will take weekends off on 24/7 BCA email. I appreciate everyone's support on that. I will look forward to having 24 hours when I don't feel guilty about not checking in on BCA email. If something comes up I am available. You all know how to reach me. Everybody's got my cell phone I presume, right? If not, I'll give it to you.

Larry Schramm asks for it to be put in an email:

Alan Oldfield states: I will

Alan Oldfield States: All right. Let me double check that I've got this in the right order. So, I took that BOD guidelines going forward out of order so if we get back on order the next item would be discussion of Edward's motion on chief financial officer and Edward thank you for letting me move this to tonight.

Jack Welch state that he and Ed have had some discussion on Ed's motion and asks that it be tabled until the position can be further defined:

Edward DePouli states: I'm sorry – before we vote on tabling the motion are we in agreement that until the position is defined the CFO no longer has voting authority and no compensation is expected.

Alan Oldfield states: Well I'll speak to those two items. There is no compensation because we haven't ever determined that there should be some. And no, it would not take away voting rights from the CFO.

Bill Stoneberg states This is Bill. That would require a change in the standard operating procedures.

Alan Oldfield: So, do we need a second for Jack's motion to table?

John Steed seconds Jack's motion to table.

John Steed states: I think that Edward's got a valid point. We need to define – we need to have a committee or something defining what we think a CFO's supposed to do. And I'd like to, you know, once we dispose of this we need to work on getting that committee set up to do that.

Alan Oldfield states: Okay. Is there other discussion?

Larry Schramm states: I'm going to suggest that all this be tabled until after we resolve the issue of the audit right now. Because part of the audit requirements is going to be to take a look at best practices for our type of an organization on all financial

matters. And I think we should wait to see until we have some sort of recommendation from the company, you know, by the audit company.

Alan Oldfield states: Is there any other discussion?

Robert Safrit states: Yes, this is Robert. Which audit company are we talking about?

Alan Oldfield states: Well, we haven't determined that.

Roberta Vasilow states: I think – this is Roberta. If you go back and you look at the minutes from Denver it says right there that we were going to work on the duties between the treasurer and the CFO. And I guess that's something that we don't have to – if we're going to table this that we should (unintelligible) discussion and assignment to committee if we need a committee to work on those duties that should happen while we – this motion is tabled. There's no reason to wait. We can at least start on it.

Jack Welch states: Yes, I agree with Roberta, yes. This is Jack.

Robert Safrit states: This is Robert, I'll agree.

Alan Oldfield states: All right we still need to act on Jack's motion which is to table Edward's motion until we define the position. Or Larry has suggested that we table it until after the audit. So, Jack it's up to you if you want to amend your motion or proceed with your original motion to table.

Jack Welch states: I would like to proceed with my original motion.

Alan Oldfield states: Okay. Is there any other discussion on Jack's motion?

Edward DePouli states: This is DePouli. Yes

Alan Oldfield states: Go ahead, Edward.

Edward DePouli states: – the motion that was passed at Denver had four aspects to it. It defined a position that was a staff position. It defined a – trying to find the exactly the words that were used. It's defined as three-year term. It defines compensation to be term – to be determined. And it defined duties to be determined.

If this is staff position and the motion is approved, then there is no vote. The CFO gets no vote. If the – if there's a statement that compensation to be determined and it goes to litigation then I think the courts would rules that fair and reasonable compensation must be given. And that's not going to be a dollar, you know, a dollar a year. That's going to be a substantial amount of money.

So that has to be declined. If it's responsibilities to be determined, I don't think you can even have two positions according to your bylaws. Our bylaws state that we have the right to make that happen. But we haven't done it according to the bylaws.

We have not agreed on what the position's responsibilities are. We haven't agreed who does what. It's an irregular motion and should be inundated just on the fact that we as board members have a responsibility to follow the bylaws.

That's our primary responsibility as trustee, directors, whatever title you want to give us, fiduciaries. And this – the motion that was placed before the Board does not follow our bylaws.

Alan Oldfield states: For a bit of polarity here the motion describes the CFO as a contract position, not a staff position.

Edward DePouli states: A contract position and – DePouli here responding – we have contract positions. We have an – we have the books. We have (Pete) and Terry, right. Agreed? Those are contract positions, staff positions, whatever words you want to use. I don't want to get into semantics.

Alan Oldfield states: But it's material difference there. Vendors are contract position, so it is material.

Edward DePouli states: Those people don't have votes. The Books don't get a vote. (Pete) doesn't get a vote. (Cindy) doesn't get a vote. (Howard) doesn't get...

Larry Schramm states: I agree that contract people should not get votes on the Board.

Alan Oldfield states Well we're getting ahead of ourselves here. The motion on the floor to be voted on next is Jack's move to table Edward's motion.

Edward DePouli states: We have to agree on it – this is DePouli again. We have to agree on whether or not any interim CFO gets a vote. I think that should take precedent over the move to table the motion. Because if we're saying that he still has a vote in the interim while we're resolving all these things then we're better off negating the whole motion and taking the vote away from Bill in my mind. I'm sorry, not negating the whole motion.

Let it go through and Bill no longer has a vote.

Bill Stoneberg states: But again, as I said earlier that is going to take a change in the standard operating procedures because you and every other board member appointed me last year or the year before, whenever, to this position with voting privileges.

Jack Welch states: In the absence of a treasurer. We now have a treasurer. The Board doesn't provide for two simultaneous positions unless there is a specific part of the Board. And this Board – in all the action they took specifically to allow two of the positions was at the Denver meeting and that was not in keeping with our bylaws.

Alan Oldfield states: We've done it before.

Bill Stoneberg states: The precedent was set when you let (Rick) and myself do it back in 2014 I believe.

Edward DePouli states: The fact that people including myself were not knowledgeable about what the bylaws said – precedent does not create future president in my mind. We are not in keeping with our bylaws. And as trustees we must be in keeping with our bylaws. Now I have no problem with tabling the motion provided for the several weeks that it takes to resolve this you don't vote on financial matters, especially since this audit focuses in on what you've done.

Jack Welch states: I think the audit and the motion to look at the CFO position are two separate, totally different things. The audit...

Edward DePouli states: I don't see them – I'm sorry I don't see them as two separate – this is DePouli – I don't see them as such separate case. We're in this quandary

financially because things haven't been done financially the way they should be done.

The problem we're having with Terry – Terry's been begging for transparency for two years now. We never did that. Now I am – you can't have it both ways. I don't mind him working with us; I don't mind if we continue. I don't mind the definition, I don't mind tabling.

But I actually do mind him continuing to have a vote.

Alan Oldfield states: So, I'm looking at the bylaws, On Page 5 of the bylaws of the BCA under treasurer there is a specific line that says in the future the Board may elect to split the duties between CFO and treasurer. So, I don't see how this doesn't fit that item – line item in the bylaws. I think it fits quite well.

Edward DePouli states: The duties weren't split. DePouli here. The duties weren't split.

Alan Oldfield states: What do you mean they weren't split?

Edward DePouli states: ...who does what? What does the treasurer do? What does the CFO do? What are the duties of each person?

Alan Oldfield states: What if they work together and collaborate Edward?

Edward DePouli states: That's not splitting the duties according to the bylaw. Splitting the duty means defining who does what.

Alan Oldfield states: No, no it doesn't say that.

Edward DePouli states: Split the duties.

Larry Schramm: states This is one of the reasons why the audit needs to be the way – when Roberta and I sat down, tried to get a handle on how to clear up all these financial barbs and everything going back and get a transparent, easy to read, financial statement that can be printed in The Bugle as required annually and that’s going to be part of the scope of work for the – our auditing company.

That’s what we’re going to do. And I personally have some of that experience. Because you all know, I was on the GM financial staff for a little while during my career at General Motors. I didn’t fall off the turnip truck and I know some of this stuff that we need to kind of look at and try to understand where we’re at and where we need to go to be a best in class organization. Done.

Alan Oldfield states: All right. We’re going to sit here and stew in this pot if we’re going to continue to debate semantics. The motion on the floor is Jack’s motion to table Edward’s motion until that position is defined.

I’m going to call for a vote on that unless someone has material, observations or insight to offer. We’re not going to sit here on this issue all night long. We’ve got other things to do too.

So, we have a motion by Jack. Jack do you want to restate your motion just to make sure that it’s correct and I don’t get it wrong?

Jack Welch states: Sure. My motion is to table Edward’s motion. And I don’t have the number of it in front of me – well it’s – you see it would be 2018 plus 2019 dash 1, I table that motion until the duties and the compensation, if there is compensation, for the CFO determined. That’s pretty much it.



Alan Oldfield states: All right. Seconded by John Steed. I'll call for a roll call vote.

Motion to table

**BUICK CLUB OF AMERICA  
 MOTION RESULTS**

<b>Date Published: DRAFT</b>		<b>File #: 2018-2019-05</b>			
<b>Motion</b>	<b>Table Ed's Motion 2018 – 2019 -1</b>				
<b>By:</b>	<b>Jack Welch</b>		<b>2nd:</b>	<b>John Steed</b>	
<b>Discussion notes:</b>					

<b>VOTING</b>	<b>YES</b>	<b>NO</b>	<b>Abstain (ABS) / No Vote Cast (NVC)</b>	<b>Date Voting Opened 8/13/2018</b>
<b>Alan Oldfield Pres.</b>				<b>Date voting Closed 8/13/2018</b>
<b>Edward De Pouli</b>		<b>x</b>		
<b>Larry DiBarry</b>		<b>x</b>		
<b>Robert Safrit</b>	<b>x</b>			
<b>Roberta Vasilow</b>	<b>x</b>			
<b>Terry Wiegand</b>	<b>x</b>			
<b>Larry Schramm</b>		<b>x</b>		
<b>John Steed</b>	<b>x</b>			
<b>Jack Welch</b>	<b>x</b>			
<b>? -Judge</b>				<b>Judging Issues Only</b>
<b>Bill Stoneberg-CFO</b>				<b>Financial Issues Only</b>

**Jack Welch: Recording Secretary**

Alan Oldfield states: So, okay. The no votes are Edward, Larry DiBarry, Larry Schramm. The yes votes are Robert, John, Roberta, Jack, Terry – 2, 3, 4, 5 yes votes. By my calculation the five yes votes mean the motion is approved. Edward's motion is tabled until the CFO position is defined.

Now we need a committee or a – we need a motion to establish a committee to work on defining the split of duties between the CFO and the treasurer. Would anyone offer a motion? And I would tell you because I've studied the bylaws recently that the bylaws state that any committees are appointed by president.

And I promise I will do my best to be fair and equitable in appointing people to the committees.

Alan Oldfield stated: Roberta seconded by Larry to establish a committee to define the duties – I'm trying to take notes as we do this here. Define duties of CFO and split of duties with treasurer. Is that okay with everybody?

Larry Schramm stated: Yes.

Alan Oldfield stated: You – all right. So, it is then my job to appoint a committee. I'm open to anyone who wants to email me with their interest in it. I can't promise you but I will certainly take that into consideration.

Larry Schramm stated: I'm going to make a simpler is that maybe Roberta and I be at least two of the people on the committee. If you want more and that's only because

we've been doing all this legwork on the audit stuff. And the two of them really fit together properly., part of the audit activity.

Alan Oldfield stated: I think they do fit together. Let me give that some more thought whether it's advantageous to have those committees operating more independently or to have some of the same people on both committees. I don't know what I think right now.

But Larry and Roberta volunteer.

John Steed stated: Alan, this is John Steed. I think you need to have the people that are involved in this which would be the treasurer and CFO involved in that committee select because they know what's actually supposed to be done.

Larry Schramm stated: That would be a good number, the four of us.

John Steed: stated but that is your decision Alan.

Alan Oldfield stated: No, I appreciate the input. I just want it to work. Okay. I think we can move on to the audit.

So, we started talking about an audit I don't know, before Denver for sure but in Denver we talked about performing an audit. Larry and Roberta volunteered to do some initial homework on that. So, Larry and Roberta, the floor is yours.

Roberta Vasilow stated: Okay. I sent out a – kind of a synopsis of what we've been working on the last couple of weeks or more. And basically, that document came from preliminary information that we sent to Alan. And answering his questions.

And I made it into a document for you guys to read and see if you had any concerns or questions or if there's anything we need to clarify.

So, I guess I'm hoping you've all had a chance to look at it. And if you haven't, you know, email Larry or I in the next couple days and we'll try to clear up any questions. Unless you've got them now. I guess everybody read and agrees with everything we said.

Alan Oldfield: stated So Roberta and Larry, after you've done this homework what do you think the next steps are? And in my mind – you may feel differently – in my mind we would get to the point where we have proposals from three firms with prices and timelines from which we can choose. Do you see it differently?

Larry Schramm stated: This is where we're at; is that Roberta and I put a lot of thought into over the last few weeks to try to figure out how to do it. The basic letter that you got, Alan, was to a great extent the scope of work. That includes all the things that we feel is needed to put it.

One of the items came up, you know, tonight is talking about the treasurer and CFO positions. We should add that on and say what is the normal best practices in the nonprofit organization.

We have done a – quite a bit of investigation on it and I know, you know, you've seen the letter we sent you about issues with nonprofits, how they're set up, things that are – happen when it's not the way it should be; whatever that means. You know, there's – a lot of that is both real and perceived and imaginary. Who knows?

Because when people don't have the information available right now that they think they should have then they start to think maybe things aren't right. So

that's one of the reasons that we need to get somebody to do it. You know, we've talked to, you know, both of us and I have a significant number of professional people that I lean on whenever I have questions about stuff.

We don't necessarily – we're not – we have not engaged anybody on anything at this point in time other than personal relationships we have with people on trying to determine what best practice.

And where do you go for answers. And we've given out a couple Websites. Roberta, I know has sent me a couple. We've both read them – that talk specifically about nonprofits and the financial mechanisms that should be in place when you're doing (unintelligible) nonprofits; which really is not much different than a regular business other than the revenue stream.

That's the big thing, the different between them. And so consequently I would look at that piece, the scope of work and we've already had a very good recommendation, what is considered a fair – as a fair billing organization we should engage and start looking and see whether or not they have what type of suggestions they have.

And we've already talked to a little bit about – with them about it. And they would be willing to take a look at our organization and get the – more detailed scope of work which we now have after talking to them and a number of other people. And we feel like we should just move forward. And unless the number is way out of - some crazy number it is that, you know, we should engage them and move on.

All right getting a whole bunch of bids and I've, you know, having been involved in some of this stuff in my history I kind of know about what it should be. But a lot of the pricing for how much this audit should cost is going

to be directly related to how good all the financial records are, where the financial records are and whether or not they're all available.

That's the big thing that's going to be inquiring. If they're very, very good and it's a simple audit we're going to be on the low side. The guestimate and that's just a – truly a guestimate could anywhere be from \$10,000 to \$25,000. And I think based on the turmoil that we've had in the Club for the last couple of years that is going to be some of the best money spent.

And I would move at this point in time that the Board change the authorization to spend up to \$25,000 for – up to, not necessarily spend it, but up to \$25,000 depending upon the type of contract that Roberta and I can negotiate with Plante Moran.

Alan Oldfield asked: So, you already have a preferred vendor?

Larry Schramm: stated We've already talked to a number of people and yes, you know, that's where we – that's the name that keeps coming up that would be competent to do this type of work for us. You know, like so we've done a lot of research trying to find it. And Plante Moran kind of just – their name keeps coming to the top for this type of activity.

Alan Oldfield stated: Well I totally appreciate the work you both have put into this. I do. I don't want to hog the – on the microphone here but I am uncomfortable at this point with a couple of things, with having only identified one vendor. This is a lot of money to spend and I think it's our duty to make sure that we have a couple of good choices at least.

As I told you before and we've stated repeatedly, three is my number. Now I don't know how hard this is so you come back to me and tell me Alan that's ridiculous, there aren't (unintelligible).

Edward DePouli stated: ...all the second. There's been no second to the motion.

Roberta Vasilow stated: I have two other accounting firms that are local to me, that are less than 10 miles. One of them I've worked with the Back to The Bricks group which is also a 501 c-7. The other one we worked with we worked with was with the Buicktown chapter when we did our 501 c-7 so I have contacts at both of those places that we can use for competitive bids.

I know it's more work to go get three but that's typical of doing business. When I did bid-requests and, you know, to Stake holders. They usually required we get three and I understand that totally. And I will take that part out if we – once we get a request for quotes put together.

Jack Welch stated:I personally would like to see an RFQ written by the Club and pricing given by three different firms based on the RFQ that we put out as an organization. That way it takes all of the I said, she said sort of thing out of the middle of it.

Roberta Vasilow stated: Alan, this is Roberta again. I would – my thoughts on this and Larry can argue with me or not but I thought – my thoughts were that we put the RFQ together and we share with the Board, make sure that we haven't missed anything and that you guys agree that it's ready to go. And then we send it out. Just as you said Jack.

Larry Schramm stated: I'll accept that. I have no problem with that. This is Larry.

Alan Oldfield: stated Okay this is Alan again. Larry you did make a motion that the Board approve up to \$25,000 to spend on this audit. So, trying to keep this in the right order here. Is there a second to Larry's motion? Then we'll go into discussion.

Terry Wiegand stated: Yes, this is Terry. And I will second Larry's motion.

Alan Oldfield asked: All right. Larry do you want - I don't want to put words in your mouth. Would you like to state the motion for the Board?

Larry Schramm stated: Yes. The motion that we go out I'll change it a little, then. We'll write an RFQ and do an audit at – for at least three different firms, and we'll authorize up to \$25,000 in expenses, knowing that the cost could be significantly less if all the financial records that are required for the audit are easily accessible by the audit firm.

Alan Oldfield stated: Okay. Thank you for restating that. That has been seconded by Terry. So, this is now the discussion period, and I'll lead off the discussion period.

Larry and Roberta, you've both talked about a forensic audit. And I'm a layman here, but my understanding of forensic audit is something you do when you believe that there is fraud. Is this the case with your suggestion for a forensic audit?

Larry Schramm stated: It's not. It has to do with making sure — short version, all the I's are dotted, the t's are crossed, and we're doing everything in best practice. Nothing in a forensic audit is saying that it has to do with fraud, or anything else. It's just looking at everything we've done; is there anything that's not put in the right column, the right way, and if something comes out, it comes out.



John Steed stated: It looks to me like we've got the cart before the horse on this, and that we ought to be developing what we're expecting out of this audit, and then getting that approved. And then, once you get that approved, you sent it out. And you don't put costing figures on it until you even know what you're trying to get.

And, you know, what I've heard from one of our Board members seems to be that he thinks there's fraud or something involved, which, you know, I don't think most of us see that. We need to get this request out, and figure out what we want, and agree to that, and then we can go out and ask for bids.

Larry Schramm: stated Now, if you read the most recent answers back to Mr. Stoneberg about is anything wrong, don't know. But all I can tell you from my audit experience is that, when it's difficult to get at stuff, the financial records of the organization, whether it be real or imagined, people's minds say, "What's going on?"

And the fact that we have not published for three years financial statements of the Buick Club of America in a consolidated format implies that something needs to be improved upon — period. That's the point of this whole exercise is to clear the air and to go out and figure out what best practices are.

Roberta, you know, I think you addressed, she's got several places from our contacts from the people we know that say go look at this site, this site, this site, this site — and this is what you want to avoid, and why you want to do it. And that's why we need to get a clean, level-set start on our perception, you know, of where the Buick Club is, financially.

And I know, Alan, you and I talked in Denver about some of the numbers that were put up before the membership and the Board, and to me, they didn't add up the way that I thought they should add up. And that's just me, and – but I am no CPA.

Alan Oldfield stated: Thanks, Larry, I appreciate that.

So, would the goals that we, the BCA Board, want to achieve be included in an RFQ, to John's point?

Roberta Vasilow stated: I think, absolutely, we need to have evaluations that the procedures, everything, are in order and there's guidelines for accounting that I read about, but I don't know if we're doing them.

I mean, we have, that's why I think it's imperative that the Treasurer and the CFO be involved in this discussion. I mean, they almost have to be, and we also need the Office involved.

We need to know where this stuff is so that we can share that in the RFQ, so if there's travel involved; if there's other things that these are things that are — the first person when we talk to about accounting, trying to get an idea, she said, "We need to know — do we have access to the records? Do we have..."  
What was the other thing?

Larry Schramm stated: Who has been custodian of the records over time? Where are they kept? You know, everything they're...

Larry Schramm: stated ...is everything there? It's all in that letter, John.

Roberta Vasilow stated: It's all in the documents that I sent out this afternoon.

John Steed stated: I read that letter and I came up with that question from reading that letter. We need you to find what we're going to ask, get that spelled out directly, and then the Board will vote on that before you go saying you're going to spend 10-to-25,000. Because the Board needs to decide what they want.

You shouldn't make that decision and decide you're going to spend 10-to-25,000 until you get the first decision made, which is what are we trying to get?

Roberta Vasilow stated: Exactly. That's what we need. If anybody has any more input on what we need, then I guess we welcome that to be as to the request for quotes. And you know, this isn't going to happen overnight. We got other things we need to be doing, and without any input from you guys, it's going to take even longer, so the sooner you can get us input on anything we've missed from that letter, I would welcome it.

And there's other things involved, so, you know, we can make a list: where is this? Where is that? And Bill and Bob and the Books can tell us where this information is, and then we can put that in the RFQ.

Larry Schramm stated: John, this is Larry Schramm. One quick question to John. John, and to the rest of the Board — you got the letter, and that is — to a great extent — — that's a scope of work, okay? That just needs to be transferred into an RFQ. So, but that scope of work would normally be included in an RFQ, to clarify exactly what the expectations of the Board are.

So, I would ask — Roberta and I would ask — that everybody carefully reads what Roberta sent out. If you have questions, email the two of us, because, you know, my store is only about three miles from her house, and when I drive up to Flint, we usually get together on the computer, and we try to take and answer anybody's questions.

So, anybody that's got a question based on what we've sent out, please email us, and we will answer you back.

Alan Oldfield stated: I have a question, Larry and Roberta. I would be most comfortable if we had a committee that was working on this audit that would be more than just you two. And I appreciate you're volunteering, but I think we need a little bit larger group. Would you agree to that? Are you comfortable with that?

Roberta Vasilow stated: Yes. This is Roberta. I think we already decided that Bill and Bob should be involved in it, and if anybody else wants to be involved, they're more than welcome, too.

Alan Oldfield stated: Well, I don't know how big it needs to be, but before we proceeded, I wanted to make sure that — because you volunteered, you know. We didn't actually have a formal vote or any kind of motion, so I appreciate you're taking the initiative.

Larry Schramm stated: I will say you can get up to a point where if it's too big, you get nothing done, so you know, but I totally — how big do you want it to be, you know?

Alan Oldfield stated: Yes, my notion would be no more than five. And I think that's plenty big. I'm just thinking out loud.

Larry Schramm stated: I think that's probably too big, but you know.

Alan Oldfield stated: But you're open to a committee?

Larry Schramm stated: Yes, why not? But there has to be some common interest and understanding of what the objectives are.

Larry Schramm stated: You talk about cooperation, you want to make sure that this thing gets resolved, because — in the view of myself and I think a number of the other people on the Board, resolving this, all these questions about the financial of what's going on with the Club can be eventually answered with a good financial review, a forensic audit of everything (would get) where it's at, and then give the Club best practices how to do the reporting and job responsibilities and everything.

That's where I think you're going to get the value. And that's what it needs to get done.

Alan Oldfield stated: I have another question, and again, I'm a layman, here, so I know a little bit, and as my father used to say, "A little bit of knowledge is a dangerous thing."

So, sort of a forensic audit, I believe the term is "opinion audit," which I understand would be considerably less expensive. I'll bet you have an informed opinion on that.

Roberta Vasilow stated: Yes, I do. It's Roberta. Talked to (Rick Shick) yesterday. What he recommended was an "unqualified opinion," which will give us some of the same information a forensic audit will.

I think the first thing to do is to make sure our lists — that is in the document I sent out today — would that we get a comprehensive list of all the accounts, of all the people we pay, of all the people we take incomes — that's all the membership as a the line item.

But we get where are the documents? Is it all in Columbus? Is it at (Bill's)? Is it in the Cloud? You know, we need a list of those things. We need to make a comprehensive list that says where everything is located, because that will be part of our request for quote, and we can start there.

Anybody that is interested is welcome if they can provide value added, I guess, is the best word I can use. I hate that, but, if there's anybody that can add value to this request for information, I guess they're more than welcome.

Alan Oldfield stated: So, (Rick) recommended what you described — is it “unqualified” or “qualified” opinion audit?

Roberta Vasilow stated: It's an unqualified opinion.

Alan Oldfield asked: Unqualified. So, would our RFQ include that option as well as a forensic on it?

Larry Schramm stated: They're pretty close to the same thing, from my understanding.

Roberta Vasilow stated: Well, I think, Larry, I think that's something that we need to probably go back to Plante Moran and ask her if that is, you know, comprehensive enough to do what we need to do, or if we still need...

Larry Schramm stated: I agree. I would agree. We need to go back and ask her what that means to them.

Alan Oldfield stated Okay. All right. Is there any other discussion on this motion?

Larry Schramm stated: If we need to table it, I have no problem tabling it now.

Alan Oldfield stated: Well, it's your motion, Larry.

Larry Schramm stated: Okay. I'll just say I want to table it for the moment. Roberta, do you agree?

Roberta Vasilow stated: Yes, I'm fine with that, and we're going — well, we started late, so we're just barely at an hour, just being the time person.

Alan Oldfield stated: Yes. We don't have a lot left. I think it will go fairly quickly. So, we're — Larry, you're suggesting that we table your motion until...

Larry Schramm stated: We get a little more — what the definition of a qualified, unqualified audit, and a forensic audit or detailed audit is.

John Steed: stated I think what I'd like to see before you come back is, you know, what are you putting out for bids, so we can approve that. You know, what are you (go to) these people and saying, "Here's what we want to do."

Larry Schramm said: Okay.

Roberta Vasilow stated: We already said that we would share the RFQ with the Board before we put it out to the street.

Larry Schramm stated: And that scope of work, which Roberta sent out today, includes for the most part, everything — and I say for the most part, because, you know, there might be a couple words or something different. For that most part, that includes everything we're talking about doing to get a clean start point for all of us.

That's why I said, if you'll read that carefully, maybe twice, and say what are the issues, please email Roberta and I. We will take it, sit down, and get an answer for you, and get it back to everybody on the Board.

John Steed stated: Are you telling me that what you sent us today is what you would actually send to these accounting firms to get a bid?

Larry Schramm stated: No. That's a scope of work...

John Steed stated: Well, that's what I'm asking. I want to send what you'll send the accounting firms.

Larry Schramm stated: That's a scope of work versus an RFQ.

John Steed stated: I want to see an RFQ.

Alan Oldfield stated: I think we've got clarity on that, that Larry and Roberta will provide the Board with an RFQ before we proceed.

Okay. Are we done with this discussion? Let's see. I was going to ask for a motion to approve a committee. I can do that now, or we can do it later. Anyone prepared to offer a motion to establish a committee to move forward on an audit?



Alan Oldfield stated: Just taking notes here. Okay, thank you. Larry D. seconded. Moved by Jack, seconded by Larry, that the Board approve a committee to approve going forward with an audit based on an RFQ.

**BUICK CLUB OF AMERICA**  
**MOTION RESULTS**

<b>Date Published : DRAFT</b>		<b>File #: 2018-2019-07</b>	
<b>Motion</b>	<b>Establish a Committee to approve an audit based on an RFQ</b>		
<b>By:</b>	<b>Jack</b>		<b>2nd: Larry D</b>
<b>Discussion notes:</b>			

<b>VOTING</b>	<b>YES</b>	<b>NO</b>	<b>Abstain (ABS) / No Vote Cast (NVC)</b>	<b>Date Voting Opened 8/13/2018</b>
<b>Alan Oldfield Pres.</b>				
<b>Edward De Pouli</b>	x			<b>Date voting Closed 8/13/2018</b>
<b>Larry DiBarry</b>	x			
<b>Robert Safrit</b>	x			
<b>Roberta Vasilow</b>	x			
<b>Terry Wiegand</b>	x			
<b>Larry Schramm</b>	x			
<b>John Steed</b>	x			
<b>Jack Welch</b>	x			
<b>? -C.Judge</b>				<b>Judging Issues Only</b>
<b>Bill Stoneberg-CFO</b>				<b>Financial Issues Only</b>

Alan Oldfield stated: The motion carries unanimously. We will appoint a committee to approve the audit, going forward, with an RFQ.

A note: next on our Agenda is future financial reporting. What I'm looking for here from Bob and Bill would just be thoughts on what other financial reports that we should be looking at, publishing in the Bugle, or publishing online BCA. Such things as year-end tax return – a combined tax return that would show the performance of the National Meet; perhaps even monthly financials. Thoughts on those, gentlemen?

Bill Stoneberg stated: We need to publish the National Meet final balance sheet, once it's completed. Yes.

Larry Schramm: stated Everything needs to go on The Bugle, because there is a large portion of our population that do not have the computer skills available to go on and see what's going on.

And even if it's nothing more than a financial statement that can be printed out and put in — like you guys did for the letter that showed up in the July issue — it should have – that would be an easy way to do it.

But this is the Buick financial statements and, poof, and off it goes. That would be an easy way to make sure everybody knows what's going on to get some transparency in the organization — my opinion.

Bill Stoneberg stated: I'll agree. This is Bill.

Robert Safrit stated: Yes, this is Bob. I agree too. And do it monthly, quarterly, semi-annually. Operating (a simple) balance sheet.

Larry Schramm stated: A monthly is not a bad thing — not a bad thing at all. And we put an extra piece of 8-1/2 X 11 piece of paper in The Bugle and say, “Here’s what we did this month for you.” Give some people an idea of the value they’re receiving for the money they’re spending.

Alan Oldfield stated: Okay. Are we done with that? All right. I’ll take that as a yes.

Bill Stoneberg and Board, when we last met, I believe the report on the digitized Bugles is that they were done – digitized. So, the whole point of that project was to get them in the hands of the Membership...  
...and the question is how do we want to do that? Bill, you have the floor first.

Bill Stoneberg stated: Well, I think we need to just have (Peter Gariepy) put them out on the Web and have them available for download or reading for whomever wants them.

Alan Oldfield asked: Do we need them password-protected so it’s just members, like we have with...

Bill Stoneberg: stated It would be – yes, it would be behind the member site.

Jack Welch asked Do we have that kind of storage capability on the Web?

Bill Stoneberg stated: Yes, we do.

Alan Oldfield asked: And just because this has been nagging me occasionally when I think about it, is this going to cause problems with any of our Chapters that are

selling Bugles? Is that the North Texas Chapter? Have we been through that already?

Bill Stoneberg stated: We have not been through that already.

Larry Schramm stated: This is Larry Schramm, and this is what I'm going to give you my thought on it is that I would — if we're trying to get new members into the organization, I would publish them all online except the previous 12 months.

I would not put the current month and the previous 12 onto it, and if they ask for that Bugle for within the last year, I'd say, "Please join the Buick Club" and I would put up a page with a membership form to say, "Please join us, and you'll get the current issues."

Bill Stoneberg stated: So, you're saying publish them not behind the firewall, where we have the last eight or ten...

Larry Schramm stated: Correct. I'd publish them all, because if we're a service-type organization, we're trying to get people in by trying to keep everything hidden behind it, we're not going to have the opportunity for people to see the value that they can get from a membership in the Buick Club and getting the Bugles.

And I would publish everything except the last 12 months. And if you want the current issues, please join the Buick Club, and you'll get them either email, or you will get them hard copy, depending upon the membership you choose.

So, if somebody wants to get May, 2018, they get a Web page up and say this is for current people, and if you want one of those, join the Buick Club and we'll get you one.

Alan Oldfield asked: Does anyone know what the other like clubs do with the digitized or back issues?

Roberta Vasilow stated: This is Roberta. I'm pretty sure you have to be a member to look at any of them.

Alan Oldfield: Yes, that's my sense too.

Bill Stoneberg: Yes, this is Bill and that is the case with the Cadillac Club.

Roberta Vasilow stated: Oh, I would like to have a chance to think about this a little bit before we make a decision.

Alan Oldfield stated: Yes, I would too. I would like to move on. I think I'm with you, Roberta. I'd like to chew on that a little bit.

Okay, next item on the Agenda; there is a need to update a lot of standard operating procedures. Several people have suggested to me, and several have volunteered, to form a committee, be part of a committee to work on updating SOPs, look at what we're doing now, gather input on what needs to be changed and updated, come back to the Board with a series of recommendations.

I would welcome a motion to that effect to allow the establishment of a committee that would be appointed by the President.

Edward DePouli. stated: Before you make the motion, please hear me — Ed DePouli here.

Could you expand that motion to also do some work on the By-Laws? I think the emails that have gone back and forth on what the By-Laws say need to be clarified a little bit better. So, I would ask that the motion be expanded to not just SOPs, but By-Laws.

Larry Schramm stated: I would like to say everything except anything that has to do with financial activities of the Club. And the reason being is to wait until the outcome of the audit to determine what best practices are and the motion or the direction we should move as an organization, financially.

Edward DePouli stated: Larry, I don't disagree or agree with what you're saying — DePouli here, I'm sorry — the changes aren't going to be made without the Board agreeing to make those changes. So, all we're really doing is asking the Committee is to clarify areas where they think improvements can be made. It's not going to be tomorrow. It's not going to be, you know — it's just we need to define some of these things.

Larry Schramm stated: I understand. This is Larry again. I understand, but what I'm saying is that we need to take – maybe have two separate groups; one for financial activities, and one for everything else. Maybe that's the way it should be set up. Because the whole financial is a very separate deal from some of the other standard operating procedures.

Roberta Vasilow stated: This is Roberta. Alan, maybe as the financial stuff we worked on comes to fruition, that we work on changing the By-Laws and SOP as we improve the financial business.

Larry Schramm stated: Not related to financial.

Alan Oldfield: Okay, there are SOPs that need to be updated that really have nothing to do with financials. And I hate to sit on some of those things that clearly need to be updated while we're waiting for the audit.

John Steed stated: In the SOPs there's a Procedure Number 6 that basically says, "The President will create an SOP Committee every year." I don't know why you need a motion. You've got authorization by SOPs.

John Steed stated: ...the SOPs, the By-Laws, all this stuff is got the same rules as far as we got to publish it in The Bugle, and I think that Committee ought to go through all of this and try to bring it up to date to what we're really doing.

Alan Oldfield stated: I will take a look at that and get back to everybody. So, let's move on.

Item next is BC Office Performance. Larry, you asked this be put on the Agenda, so the floor is yours.

Larry Schramm stated: Yes. I, you know, over the years I keep, you know, because I'm pretty, you know, pretty much out there, and most – there's not a whole lot of question about who – people know who I am.

And I know they have commented to me about trying to get stuff done out of the Office. And I've only been on the Board now, what, six weeks or something like that – seven weeks – and I've already got — somebody called me, you know, and says, "Why can I not get something fixed in the Office today; so, what's the issue?"

And this is their thing, is they called in, and they wanted to get, or signed up for an electronic copy-only, \$35. They called in, and they decided, you know, the electronic copy is okay, but I decided I want to have the paper copy.

So, they then went in and contacted the Office and said, “Change me from an electronic copy to the hard copy.” And so, they charged them the \$35 the first go round, turned around and charged the \$50 only two months later, and they’ve been trying to get ahold of the Office, and they won’t return their calls in order to make the correction that the charge should have only been \$15, not an additional 50.

And they said they’ve tried to call a number of times. You know, where do I go on these things, is the first thing I guess I’ll ask you. How do you handle this stuff? Being a new Board member.

Alan Oldfield stated: I’d pick up the phone and call (Mike) and (Nancy). But I...

Larry Schramm stated: Because that’s my issue. But they’re not the only people, you know, that I’ve had complain about, you know, trying to get ahold of people and getting answers out of the Office.

Alan Oldfield stated: Well, my only suggestion would be to email, or pick up the phone and call (Mike) and (Nancy). It’s worked for me in the past, and once they have specifics, they can tackle it, you know? That’s my thought.

Larry Schramm stated: Okay. I will say, I understand that, now that I’m a Board member. You know, I get it. But you got to look in the eyes of the consumer. You know, our new members, when they try to call the Office, and they say I tried to call — pick a number — and they don’t get any return calls, my question is what’s going on that we’re not servicing?



Because today's people — just think of Amazon — order it today; get it tomorrow. And that's the performance and service expectation of today's society. They want it all, and they want it now.

John Steed stated: Have we been doing — I guess there's two things. I read the contracts that we had with the Books. And then I tried to look to see what the expectations were that we expected them to do. And I guess I've got two questions.

One, do we have a job description for what we expect them to do? And two, do we do an evaluation of these contractors we have each year, basically, letting them know we think they're doing a good job, bad job, or what we'd like to improve or change?

Alan Oldfield stated: I am not aware of either of those, other than, you know, what's in the contract, which should be pretty, I mean, if it's not, specific as to what we expect of them then that's on the BCA to fix that. A yearly evaluation for all of our contractors would be a great idea.

John Steed: stated I think that's the only way we're going to match this up with what the membership expects, and what we're expecting of our contractors is – we've got to let them know.

Larry DiBarry stated: I agree wholeheartedly with John on that about what their performance and how it should be at least monitored. You know, as a Chapter Director, too, and my people having to interact with the Office, there's been many problems, and you know, back in 2016 we almost lost the whole Mason Dixon Chapter over a flap. So, yes, I'd like to see a performance-based situation performed sometime throughout the year.

Larry Schramm: stated            Alan, this is Larry Schramm. A quick question on that regard is do we require the Office to have specific office hours, where people call in, that they will answer the phone?

Alan Oldfield stated: I'm not aware that that's in the contract, specifically laid out.

Larry Schramm stated:            Yes, and that becomes an issue of how do you get a hold of them if we, as an organization, haven't done a specification or expectation of work? That's one of the things that Roberta and I laid out on for the financial thing that we sent out to you, and she sent out to everybody else, is this is our, you know, statement of work requirements for this position. This is what we're looking for.

Is there one of those? And to John's point, specifically, for the Office? Because if it's not, then how – then they've been trying to do an annual evaluation is of no value. Because they'll say, "Well, it doesn't say in the contract we have to do that. Doesn't even say we have to answer the phone," as an example.

Roberta Vasilow: Hey, this is Roberta. I think if you look at Attachment A, I think it's called, in the contract...:            ...that we need to go down through every one of those, individually and say, "Are they meeting expectations? Are they doing what Alan asked them to do? Because he's the President, and that's just the one of the top of the list things that I remember from looking at that the other day.

But I think we need to talk individually about every one of those items, and every one of us, I think, has probably got something that they've heard from a member. Well, this didn't happen, this didn't happen, this didn't happen. And we need to give them feedback, which I don't think has happened.

And I know, since 20 years ago when we hired them, they were right on, and they did a very good job. But things get (lackadaisical) and you get, you know, things happen, and whatever we need to reestablish some kind of rapport that says are we getting what we pay for to be (one again).

Alan Oldfield stated: If you don't have this, I'll be happy to send it out to everybody. In fact, everybody should have a copy of the vendor contract.

Exhibit A is pretty comprehensive, in terms of what it takes to run the Office. It does say that they are required to respond to telephone calls, emails, and letters from members, and potential new members, and assist in conducting the general business affairs.

The only thing I would say is keep in mind that these people are contractors. They are not employees. If you want to get into the minutia that they must have — and I considered a bit of minutia — are you going to do the same thing with Pete Phillips? Are you going to do the same thing with Cindy? Are you going to do the same thing with Peter Gariepy? So, things to think about.

I welcome review process. I think an annual review of every vendor is appropriate. And it's got to be specific to be valuable. If we want them to get better at something, and we don't feel they're good at it.

I do know — and it's no secret — there are people in the Club who have it out for the Books, for whatever reason, and they're happy to invent non-specific — “Well, I called and I couldn't get a call-back” — problems until the cows come home. So, this has got to be specific, and actionable, and if we're willing to do that when we review our vendors, then I think it's a great idea.

Larry Schramm stated: A couple things that (they could start the field). When you to talk to (Cindy), (Pete), (Peter), and (Pete Phillips) – the three of those, those are all special people that I would almost say are behind the curtain to the customer. The customer never has any contact with those people.

The Books are the front-line face of the Buick Club of America, and they're the ones that are supposed to be helping customers. The Number 1 thing is help the customer. And that seems to be falling on.

When you talk about people who just have it out for the Books, I am sure there are people that have it out for the Books, there's no question about it, because of experiences they've had with it.

The customer that I'm talking about, that complained to me has a Buick number of 49,800 and I think 45. He's a new person. He's not somebody that's been around. He has no experience with them at all, other than this most current issue.

Alan Oldfield stated: They're not perfect. I'm just saying if we want the feedback to be helpful for them to get better, it must be specific they can use it to act on. And I think that's true. And let me tell you what – (Pete Phillips) is just as much the face of this organization. I don't know how many people call (Pete), but it's a lot of people every week, I suspect, so...

Alan Oldfield stated: ...we've got to treat all of these vendors with the same criteria.  
So, what do we want to do about this?

John Steed stated: Alan, this is John Steed. I think this is something that we probably — eventually you probably need to have a committee kind of work on how we evaluate our contractors. We can't do it as a Board.

Alan Oldfield stated: Who's — so, explain that to me, John. Shouldn't the Board be evaluating the contractors?

John Steed stated: I think the Board should evaluate, but I think you probably want two or three people that work on that, and come with a report to the Board that the Board either says yea or nay; this is what we see. ...nine people to get together and write up something to say here's what's going on.

Alan Oldfield stated: I'm not sure I'm in agreement with that. It seems to me like this is a Board issue. We're probably the people who are getting the most feedback, yea or nay, on our contractors. If somebody's got a problem they call one of you; one of us.

Alan Oldfield: stated Right, right. So, I don't know how a Committee is going to be that plugged in, John.

John Steed stated: Well, what I was trying to get to, Alan, is the fact that it's hard to get nine people to work together to come up with something like this. And you put a smaller group together, they ought to be able to get the information from the Board and work out what they think needs to be done and present that to the Board.

Larry Schramm stated: This is Larry, and I agree with John.

Alan Oldfield asked: Is there an action point on this tonight?

John Steed stated: No, this is just part of what we brought up from what Larry was talking about; talking about the Books.

Jack Welch stated: Would there be an advantage to having a person on the Board — this is Jack Welch: sorry to interrupt — designated as a liaison between the BCA Office and the Board? Would that make sense to do that?

Roberta Vasilow stated: No, no. One of the first things in Attachment A, it says, “They will take direct orders” — maybe it’s not direct orders, but — “they will take direction from the BCA President.” So, — it sounds like we’re losing people. Okay. Well, Alan, it says that the direction comes from the BCA President, and I think you need – we all need to go back and read Attachment A in the, if you don’t have copies of that, I think we need to share that with everybody. Probably table this, and get on to the last thing on the Agenda, because we’re getting way over time.

Alan Oldfield stated: I’ll take a look at that again. I’m looking at it now. I don’t see that specific reference.

Larry DiBarry stated: Larry D. I’d like to just mention a thing. Again, from the contract, there’s the checklist already there. All it has to be is probably refined. The parties agree that the contractor shall — and there’s an entire list of what that contractor — meaning the Office personnel — are to be doing.

And I think it’s pretty complete, other than us just looking through it and, you know, tweaking it as far as that could be our checklist. And whoever on our committee decides this, then it’s put before the Board, and we just make the review. Say did they do like Number 10 – assist in all manner related to securing bids for the Buick Bugle Magazine when needed. So, that’s just one of the items there on that Services to be performed.

That's at the very end of, well, Exhibit A: Services to be performed. It's there.

Alan Oldfield stated: It's a good idea, Larry. I may get back to you with some thoughts, or ask you for some additional thoughts.

Alan Oldfield

Okay, Roberta asked for an item that would bring up the topic of when we have our next in-person Board Meeting. Roberta, I have a thought, but I'll give the floor to you first.

My thought is we don't do another in-person Board Meeting until we have the results of the audit, and we use the audit — I'm sorry, we use that next in-person Board Meeting — to discuss the audit, because I think it will be probably pretty comprehensive, and I think we'll need some in-person discussion about what the implications are, and what we do about it.

So, I would hold off on the meeting until we know what our audit timetable is.

Roberta Vasilow stated: Okay. I guess my next question would be — good question. I guess we need to get a timeline on how we can finish up the audit, and then look at options for — sounds like after the first of the year for our next for our first in-person meeting, which I think absolutely needs to happen.

Larry Schramm stated: This is Larry Schramm. What I would say we should consider is having maybe an in-person meeting middle/end of October, and another one after the first of the year, because I think there's going to be enough discussion about the audit that would be best served by everybody in person.

Alan Oldfield stated: I love meeting all of you in person. That's expensive, so the Board needs to be thinking about that, A; and B, is it something we can all make time to attend?

Roberta Vasilow stated: , I've mentioned a couple ideas to you that we do it where there's another event going on, so that maybe we go there anyway, on our own, as a possibility, and the Club doesn't have to pay for it.

If you were going to Hershey anyway, or if you were going to the Muscle Car and Corvette anyway, or you were going to Carlisle anyway, maybe that's something to consider.

Larry Schramm stated: This is Larry. Hershey is a good idea.

Larry DiBarry stated: This is Larry D. and we've had five people at my tent at Hershey, and all five of us are on the Board now, so — and I know Ed was there, but he didn't show up at my tent.

Alan Oldfield stated: I can't make Hershey. It's the busiest — this is Alan — I'm sorry. It's the busiest time of the year in my business. I'm on the road every week, September and October.

Bill Stoneberg stated: This is Bill. September and October are going to be hard for me, too.

Roberta Vasilow stated: So, that's easy. Then we go to Texas in January.

Alan Oldfield stated: Well, that's the precedent, not that that's worth much, but that was the tradition for a while, that the Board meet at the — well, in this case, it would be Oklahoma, the next Meet site, to scope it out. But that may have been just a reason to get together.



Larry, I don't disagree. I think more in-person meetings would help this Board. It's just a matter of if we can figure out a way to get together, and we're willing to spend the money.

Larry Schramm: stated I don't know when the last — this is Larry Schramm again. I don't know when the last time was. They used to do three in-person meetings a year, but my question is when did this — so much of this — seem to get off the track with when it went from three-person meetings to one-person meetings and the conference calls?

Alan Oldfield stated: Predates me. I don't know.

Roberta Vasilow stated: I think — it's Roberta — I think part of it was it was costing a lot of money. We — last meeting I remember going to, when I was on the Board last time, was the week of 9-11, and going to Hershey, and flying into Harrisburg and seeing all these guys with guns. It was kind of scary.

But we actually met in Harrisburg, I think, because that's where the airport — I have to go back and look if I still have notes on that. But that's the last one I remember doing. When I was on the Board, before.

Alan Oldfield stated: I'm going to leave this discussion for now with waiting until we get a timeline on the audit and taking a look at it again, then. If you all strenuously object, you know, my email address. You can send me your strenuous objections. We can take another look at it.

That's the last item on the Agenda that I had. I'm willing to entertain a motion to adjourn.

Bob stated: This is Bob. I make a motion to adjourn.

Larry Schramm: I'll second....

Larry DiBarry: This is Larry. I'll second with Larry.

Alan Oldfield: Bob made the motion. I've got Larry D. and Larry S. I'm going to give the credit to Larry D. for second. All in favor?

Recorder: We're sorry. Your conference is ending now. Please hang up.

8/14/2018 Follow up to teleconference

8/14/2019 Ed Withdraws his motion because a Committee will be selected to define CFO duties

**BUICK CLUB OF AMERICA**  
**MOTION RESULTS**

<b>Date Published : 7/5/2018</b>		<b>File #: 2018-2019-01</b>			
<b>Motion</b>	Move that all actions taken by the BOD at the National meet regarding the CFO position be declared null and void.				
<b>By:</b>	<b>Ed De Pouli</b>		<b>2nd:</b>	<b>Jack Welch</b>	
<b>Discussion notes: tabled 7/5/2018 pending acceptance of BOD minutes at Denver Motion tabled 8/13/2018. Motion withdrawn 8/14/2016</b>					

<b>VOTING</b>	<b>YES</b>	<b>NO</b>	<b>Abstain (ABS) / No Vote Cast (NVC)</b>	<b>Date Voting Opened July 3, 2018</b>
<b>Alan Oldfield Pres.</b>				<b>Date voting Closed 8/14/2018</b>
<b>Edward De Pouli</b>				
<b>Larry DiBarry</b>				

<b>Robert Safrit</b>				<b>Motion withdrawn</b>
<b>Roberta Vasilow</b>				
<b>Terry Wiegand</b>				
<b>Larry Schramm</b>				
<b>John Steed</b>				
<b>Jack Welch</b>				
<b>? -C.Judge</b>				<b>Judging Issues Only</b>
<b>Bill Stoneberg-CFO</b>				<b>Financial Issues Only</b>

8/14/2019. Email sent by President Alan stating that it has been determined that an unauthorized caller had been listing in on our teleconference. Despite repeated requests, this caller did not identify them self. President Alan asked all BOD members if they had invited anyone in, or given out our call-in number and code.

8/19/2018 All BOD members denied giving out this information. The matter has been dropped for now.