



William Glasser International
WGI Board Meeting 104 Minutes
Monday, October 21st, 2019 at 2100 UTC

Zoom information: 275-698-2209
<https://zoom.us/j/2756982209>

In Attendance:

Kim Olver, Executive Director
John Cooper, Chair – Left at 22:50 UTC
Jean Seville Suffield, Vice Chair
Janet Fain Morgan, Treasurer
Shruti Tekwani, Recording Secretary
Nancy Herrick
Farida D’Silva Dias
Jae Park
Dubravka Stijačić
Fumiko Hamada
Boba Lojk
Juan Pablo Aljure – Left at 22:15 UTC

Apologies:

Kalikamurti Suich

1. Finances: Janet shared the financial report with the board and clarified that there is a checking account, an investment account, and an endowment account. Janet deals with the investment and endowment accounts and Denise deals with the checking account.

Jean moved Jae and seconded that the financials be accepted.

Results of the vote:

Jean 4
Jae 4
Janet 5
Dubravka 4
Boba 4
Fumiko 4
Farida 4
Juan Pablo 5

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Nancy 4
Shruti 4

The motion passed.

2. Approval of September minutes: Shruti corrected the piece about Les Triche's course.

Fumiko moves and Dubravka seconds the passing of the September 2019 minutes.

Results of the vote:

Jean 4
Jae 4
Janet – was not present in September
Dubravka 5
Boba 4
Fumiko 5
Farida 4
Juan Pablo – was not present in September
Nancy 4
Shruti 5

The motion was passed and Shruti will send out a copy of the revised minutes.

3. Nancy's access to bank accounts: John's understanding is that the previous two treasurers, Jim and Masaki, were not residents of the United States and that's when Nancy Herrick had access to the account. Nancy recalls that when the endowment and savings account, the original 3 names were Nancy, Jim, and Kim. Later on, Jim was replaced with Masaki. Nancy's recollection is that she was on the account because stocks and bonds could not be bought and sold virtually and that someone needs to be present. Janet verified that that wasn't correct and that Charmon Baker has been handling it via fax. Also, Janet recalls that she moved and Nancy seconded a policy at the face to face meeting in Croatia that Nancy would be off the account. Jean wanted to make it clear that she let John Cooper know that she thought Nancy had frozen the accounts after WGI received the letter from Carleen in August. Nancy clarified that she did not freeze an account, but she did ask that she be alerted when money more than \$1000 was being spent.
4. WGI Faculty Summit: Shruti updated the board that registration is now open. Juan Pablo brought up concerns about safety. The board discussed it and got feedback from the Summit Committee.

WGI Summit \$4000 vote: After clarification was made on last month's vote, a second vote was taken for the following motion: The motion on the table is: Shruti moves and Farida seconds that

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WGI transfer \$4000 to the Wishmore Hotel in Istanbul for a deposit to go toward the WGI Faculty Summit in Istanbul from December 3-7, 2019.

Results of the re-vote:

Jean 4
Jae 4
Janet 4
Dubravka 4
Boba 4
Fumiko 5
Farida 5
Juan Pablo 4
Nancy 3
Shruti 5

For the original vote, Kalika voted a 4.

The motion passed to re-pay Fumiko \$4000 that she personally paid for the hotel deposit for the Faculty Summit.

5. Juan Pablo's position on the board: The board discussed how long Juan Pablo's position will last and John talked about needing to talk about the transition from the current board to the new board starting in Croatia 2020.

Juan Pablo left at this point

6. Les Triche's Course: The board was previously not comfortable with the tone of the letter from Les. Boba brought up that she is still not comfortable with this. Fumiko clarified that she wasn't at the meeting and voted a "3" through email.

Nancy moved and Jean seconds that WGI approve Les Triche's online course as a Basic Intensive training with certificates granted and fees paid through their member organization.

Nancy 5
Jean 5
Farida 5
Fumiko 3
Jae 4
Shruti 3
Janet 3
Dubravka 1

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Boba – abstain

The motion was passed. Nancy will communicate with Les about this. We are also asking Les for some feedback on how the online course is going.

7. Attorneys: Nancy sent a letter out to the board during the board meeting:



October 21, 2019

To: William Glasser International Board of Directors

Re: Meeting with Attorney: Kristan Bryant

Bell, Davis and Pitt Attorneys at Law
Winston-Salem, North Carolina

The meeting with Mr. Bryant was held at the offices of Bell Davis and Pitt in downtown Winston-Salem, North Carolina on October 15, 2019 regarding the letter from Carleen Glasser, the founder's wife, concerning several issues. Documents had been previously requested from the Board and sent to Mr. Bryant so that he could be prepared for our clarification meeting.

Documents that were sent to Mr. Bryant:

1. Letter from Carleen Glasser et al.
2. By Laws of the William Glasser International organization.
3. The 990 tax forms and reports for the IRS in 2018.
4. Training data from the USA for the years 2015-2019.
5. A retainer for \$1,000. For legal services and decisions.

In the meeting which lasted approximately two hours, all of the concerns were delineated and discussed by Mr. Bryant and myself. Clarification was made on several questions that Mr. Bryant had on the concerns from Ms. Glasser's letter. (All references to the Les Triche' course were dismissed and there was no conversation about this concern other than it existed and would be dealt with within the board discussions and that it did not need to be included in the legal issues for which his services were requested.)

Mr. Bryant pointed out several inconsistencies in the IRS tax reports and had questions about these which he advised we retain an auditor to look into. These were the date and place of incorporation, the listing of the salaries of the officers, listings and contributions from supporting organizations, endowment funds, interest and dividends from invested assets and the definition and clarification as to how membership dues and training revenue are being recorded for tax purposes.

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From what the tax forms show, Mr. Bryant believed the public support shown would verify the non-profit status. However, if changes need to be made from an auditor's closer attention to the figures that were missing or possibly misrepresented on the tax forms, this status could still be questionable. It is still highly unlikely that the organization would not qualify for non-profit status if the organization and administration are adhering to their by- laws.

In regards to the functions of the board and the executive board members, including the Executive Director, it appeared to Mr. Bryant, that the operations of the organization are not closely adhering to the by-laws. He did not concern his investigation with "insider advantage" as there was not enough clear data to indicate this one way or another. He recommended that the board review functions and operations of a Non-profit organization and then the Board of Directors should clearly define and direct the operation and function of the organization aligned with the mission and vision. In turn, they would direct the paid employees to carry out the necessary duties, functions and business in accordance with the board of director's directives. The Executive Officer functions as a working employee without authority to administer activities or influence the board's decisions. Mr. Bryant recommended that the board of directors take ownership of the direction and administration of the organizations activities, and define specific policies, conflict-of-interest policies, and employee contracts for clarification of duties and responsibilities.

Mr. Bryant provided two documents for the Board of Directors to peruse. These are included in this report.

1. Conflict of Interest Policy forms
2. Guidebook for Board of Directors

Respectfully submitted:
Nancy D. Herrick, M.Ed.
USA Director, William Glasser International Board

John left at this point.

Jean suggested changing the Executive meeting on November 4th to a WGI board meeting. Shruti emailed John to ask about this.

8. Croatia Conference: Boba and Dubravka encourage us to register and to share with our member organizations.
9. Janet Morgan asked us to consider submitting articles to the journal.
10. Future Meetings:

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- a. November: Monday, November 11th at 13:00 UTC
- b. December: Wednesday, December 18th at 20:00 UTC

- 11. Following Up from past meetings:
- 12. Closure: The meeting was adjourned at

Future Events and Conferences:

- a. WGI Faculty Summit in Istanbul, Turkey
Arrival on December 3rd
“Your Life, Your Choice” on December 3rd
Summit from December 4th-7th
Training from December 8th-11th
Basic Training will be on December 3rd, 8th, 9th, and 10th
- b. Sibenik, Croatia in 2020 (this would be a EART conference in Croatia)

Board meetings: June 21st, 22nd, 23rd, 24th
Welcome Party: evening of June 24th
Conference: June 25th, 26th, 27th
Faculty Day: June 28th

- c. Japan in 2022:

Conference: Wednesday, July 27th-Saturday, July 30th
Faculty Day: July 31st
WGI Board Meeting: August 1st
Theme: Quality Living with Choice Theory - in family, education and business
The hope is that Satoshi will do a keynote in Croatia inviting people to Japan

- d. USA in 2024
- e. Australia in 2026

DocuSigned by:



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John Cooper, Chair
William Glasser International, Inc.

Kim Olver

Digitally signed by Kim Olver
DN: cn=Kim Olver, o, ou,
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Date: 2020.03.19 11:22:40 -04'00'

Kim Olver, President & Executive Director
William Glasser International, Inc.

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