

ACCION INTERNATIONAL

Minutes

of

Special Meeting of Board of Directors

A Special Meeting of the Board of Directors of ACCION INTERNATIONAL was held at No. 500 Park Avenue, in the Borough of Manhattan, County, City and State of New York, on the 11th day of December, 1967, at 12:30 o'clock in the afternoon.

There were present:

Messrs. James P. Delafield  
Berent Friele  
Donald M. Kendall  
William S. Lindsay  
Hans Neumann  
Crocker Nevin  
Albert G. Sims

being a majority of the Directors of the Corporation and a quorum.

Messrs. Henry Geyelin, Executive Vice President of The Council for Latin America, Inc.; Robert M. Geddes, Division Vice President of PepsiCo International; George Thompson, of Murden and Company, Inc.; Joseph H. Blatchford, Executive Director of the Corporation; Dale Harrison, Associate Director of the Corporation; Terry Holcombe, Associate Director of the Corporation; and, J. Curtis Herge, of Nixon Mudge Rose Guthrie Alexander & Mitchell, were present by invitation.

Mr. Kendall, President of the Corporation, presided at the meeting and called it to order. Mr. J. Curtis Herge was designated to serve as Secretary of the Meeting.

The Chairman presented to the meeting a copy of the Notice of Meeting of the Board of Directors and an original Affidavit of Service of Notice, which certified that notice of said meeting had been mailed to the last recorded address of each Director in accordance with the By-laws. Said copy of the Notice and original Affidavit of Service were approved and ordered filed in the Minute Book of the Corporation.

The Chairman then presented the Minutes of the Special Meeting of the Board of Directors, held on November 9, 1967, which had been circulated among the Directors. The Minutes were approved and ordered filed in the Minute Book.

The Chairman stated that the first order of business to come before the meeting was a report by the Executive Director on the programs and activities of the Corporation in 1967 and the plans for 1968.

The Executive Director reported on the recruitment of staff and field workers, the orientation and training programs, fund raising, and public relations. He also reported on the special projects undertaken with ACCION en VENEZUELA and ACAO COMUNITARIA do BRASIL, including the small industry development program, the public opinion and attitude surveys,

the research and training centers, and the production of a film on the program of ACAO COMUNITARIA do BRASIL. The Executive Director also reported that the principal emphasis in 1968 will be the consolidation of past achievements and the expansion of the programs undertaken by ACAO COMUNITARIA do BRASIL/RIO and ACAO COMUNITARIA do BRASIL/SAO PAULO.

The next item on the agenda was a report by Mr. Neumann on the programs and activities of ACCION en VENEZUELA. Mr. Neumann reported that 1967 was both a year of stabilization and of evolution, explaining that a reduction in the number of field workers had enabled ACCION en VENEZUELA to meet its budget deficit and still carry on a successful program within selected barrios. Mr. Neumann also reviewed the training program, reporting that it included visits by ACCION en VENEZUELA staff workers to the United States and on-site training, in Venezuela, of Peace Corps volunteers and staff workers from ACAO COMUNITARIA do BRASIL. With respect to 1968, Mr. Neumann reported that they expected to operate at the same field and staff levels, but with emphasis on (1) influencing the public and private sectors to what must be done to break the circle of poverty, (2) training technicians and administrative executives, and (3) decreasing the need for foreign field workers. Mr. Neumann concluded his report with a request that the Board of Directors consider providing direct financial aid or scholarships, or both, for the purpose of training Venezuelan

supervisory personnel; and, with a request that the Board of Directors consider providing a grant for the purpose of supporting the small industry development program for an additional period of six months.

The Chairman thanked Mr. Neumann for his report and congratulated him, on behalf of the Board, for the successful year experienced by ACCION en VENEZUELA. He recommended that ACCION en VENEZUELA submit a formal application for a grant in support of the training program, and that Mr. Neumann and the Executive Director discuss the continued support of the small industry development program within the confines of the Corporation's budget. Mr. Neumann, thereupon, excused himself from the meeting.

The Chairman stated that the next item of business to come before the meeting was to consider, and take action upon, a proposal to increase the salaries of the Corporation's administrative staff. At the Chairman's suggestion, Messrs. Blatchford, Harrison and Holcombe left the meeting and Mr. Nevin, Chairman of the Salary Committee, presented the Committee's recommendations. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the annual salary of the Executive Director be, and it hereby is, set at \$22,500; and be it

RESOLVED FURTHER, that the Executive Director and Mr. Berent Friele be, and they hereby are, authorized and directed to determine and set the annual salaries of each of the other members of the Corporation's administrative staff, using as guidelines the recommendations contained in the report of the Chairman of the Salary Committee.

Thereupon, Messrs. Blatchford, Harrison and Holcombe rejoined the meeting.

The Chairman then requested the Executive Director to present the proposed budget of the Corporation for 1968. The Executive Director submitted the following budget for consideration:

	1967 <u>Expenditures</u> Est. on basis of actual ex- pense through November 30, 1967	<u>1968 Proposed Budget</u>
OPERATIONS		
1. Recruiting and Orientation	\$ 26,663.64	\$ 25,825.00
2. Fund Raising, Public Re- lations	22,499.25	62,000.00
3. Administration	16,295.69	13,600.00
4. International Travel, Project Development	30,712.30 (+ 5,022 tickets)	71,400.00
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Total Operations	\$ 96,170.88	\$172,825.00
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	1967 <u>Expenditures</u> Est. on basis of actual ex- penses through November 30, 1967	<u>1968 Proposed Budget</u>
SPECIAL PROJECTS		
5. ACAO COMUNITARIA	\$ 67,791.80 (+ 4,850 tickets)	\$ 52,184.00
6. Field Workers Fellowship Exchange	2,108.65 (+ 1,332 tickets)	15,920.00
7. ACCION en VENEZUELA		15,934.00
8. ACCION in the United States		<u>16,300.00</u>
Total Special Projects	<u>\$ 69,900.45</u> -----	<u>\$100,338.00</u> -----
Total Operations and Special Projects		\$273,163.00
Plus 10% salary increase		12,000.00
Plus 5% contingency		<u>14,200.00</u>
	<u>\$166,071.33</u> <u>(+11,414 tickets)</u>	<u>\$299,363.00</u>

The Executive Director explained that the increased amount budgeted in 1968 for fund raising and public relations was due to an expanded fund raising program and to a proposal to create the position of Assistant Director of Public Relations. He explained that the latter would be charged with the duty of coordinating fund-raising from companies with subsidiaries or other interests in South America. The Executive Director also explained the proposals to create the position of Assistant

Director in charge of the study regarding the possible establishment of a program within the United States, to expand the field workers exchange program, to expand the fund-raising program, and to provide additional support to ACCION en VENEZUELA.

After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the following be, and it hereby is, adopted as and for the budget of the Corporation for 1968, subject to quarterly review by the officers of the Corporation:

Recruiting and Orientation	\$ 25,825.00
Fund Raising, Public Relations	62,000.00
Administration	13,600.00
International Travel, Project Development	71,400.00
ACAO COMUNITARIA	52,184.00
Field Workers Fellowship Exchange	15,920.00
ACCION en VENEZUELA	15,934.00
ACCION in the United States	16,300.00
Salary Increases	12,000.00
Contingency	<u>14,200.00</u>
Total	<u>\$299,363.00</u>

A copy of the proposed budget, together with the schedules detailing the proposed expenditures within each of the listed categories, was ordered filed in the Minute Book.

Messrs. Delafield and Geyelin, thereupon, excused themselves from the meeting.

The Chairman stated that the next order of business was to consider, and take action upon, the proffered resignation of Mr. Richard C. Fenton as a Director of the Corporation. After discussion, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the resignation of Mr. Richard C. Fenton as a Director of the Corporation be, and it hereby is, accepted, and that the letter of resignation, dated August 15, 1967, be filed with the records of the Corporation.

The Chairman stated that it would be in order to consider, and take action upon, the nominations of Mr. William E. Barlow and Mr. Henry Geyelin, President and Executive Vice President, respectively, of The Council for Latin America, Inc., as Directors of the Corporation. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that Mr. William E. Barlow and Mr. Henry Geyelin, be, and they hereby are, elected Directors of the Corporation to serve until the next Annual Meeting and until their successors shall have been elected and shall have qualified.

The Chairman observed that there was one vacancy on the Board of Directors, which would probably be filled at a subsequent meeting.

The Chairman stated that the final order of business was to consider, and take action upon, three resolutions



proposed by the Corporation's accountants for Board action. After discussion, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that certain payments to ACAO COMUNITARIA do BRASIL/GUANABARA, in 1967, equaling \$30,173.41, minus the sum of \$1,434.02 representing local expenditures by ACAO Rio on ACCION International 1967 budget items, and determined now to be a grant to ACAO COMUNITARIA do BRASIL for general operating expenses against which no further accounting to ACCION International is necessary, be, and the same hereby is, ratified, confirmed and approved; and be it

RESOLVED FURTHER, that certain payments to ACAO COMUNITARIA do BRASIL/SAO PAULO, in 1967, equalling \$15,000.00, and determined now to be a grant to ACAO COMUNITARIA do BRASIL for general operating expenses against which no further accounting to ACCION International is necessary, be, and the same hereby is, ratified, confirmed and approved.

The Executive Director explained that the following payments had been made to ACAO COMUNITARIA do BRASIL/GUANABARA on the dates indicated:

March 29, 1967	\$ 1,873.41
June 28, 1967	5,000.00
October 16, 1967	300.00
October 26, 1967	5,000.00
November 16, 1967	3,000.00
December 11, 1967	7,000.00
December 15, 1967	8,000.00
	<u>\$30,173.41</u>

and that the following payments had been made to ACAO COMUNITARIA do BRASIL/SAO PAULO on the dates indicated:

September 6, 1967	\$ 2,000.00
October 30, 1967	5,000.00
October 13, 1967	2,000.00
December 11, 1967	<u>6,000.00</u>
	<u>\$15,000.00</u>

After further discussions regarding the last resolution proposed by the Corporation's accountants for Board action, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that copies of the film, made in Rio in 1967 (as yet untitled), which film is the property of ACCION International, made available to ACAO COMUNITARIA do BRASIL/GUANABARA and ACAO COMUNITARIA do BRASIL/SAO PAULO for use in the furtherance of their respective programs, be, and the same hereby is, ratified, confirmed and approved.

No other business coming before the meeting, it was, upon motion duly made and seconded, adjourned.

J. CURTIS HERGE

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Secretary of the Meeting