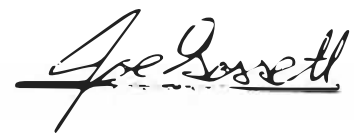


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**BOARD OF DIRECTORS  
CONFERENCE CALL  
April 7, 1992**

JUN 26 1992



Board members present included Tim Banner, Walter Johnson, Oliver Stanley, Martin Chess, Randy Jones, Bob McDonough, and Bill Winterfeld. Staff present included Joe Gossett and Anthony Edmondson.

Joe opened the meeting by announcing that Mary Kay was not able to participate on this call due to an unanticipated obligation. Joe further noted that the executive committee had asked him to set up the call to address the question of WSO Board Chairperson Bob McDonough's candidacy for the position of WSO Accountant/Division Manager. Joe then asked if some other member of the executive committee could provide a brief summary of the executive committee discussion. Martin Chess noted that the executive committee had discussed the positive and negative perceptions that could be created by hiring the chairperson of the board of directors as a WSO staff person.

It was noted that after a three month fellowship-wide search, the field of candidates was narrowed to two candidates that had two and three years clean respectively. One candidate did not offer the track record in management necessary for the position. The other candidate expressed desire for a salary level inappropriate for this position. The staff then notified Chairperson McDonough of our intent to go outside the fellowship to fill this position since no acceptable applicants were identified through a three month fellowship-wide personnel search.

Immediately following that notification, Chairperson McDonough submitted his application. It was noted that while Bob was the most qualified applicant to apply, he would be willing to work for a salary within the advertised salary range. It was also noted that the opportunity to employ a well qualified candidate with extensive, up-to-date knowledge of WSO finances would be of substantial benefit to the WSO. Through extensive board discussion, it was noted that while there may be some criticism from the fellowship for hiring a member of the board of directors, the benefits to the WSO offered by this candidate would outweigh such criticisms.

There was also some discussion that the recommendation of the executive committee to employ Bob McDonough as WSO accountant was unanimous. Since two members of the board were not able to participate in this call, it was the consensus of the board that Vice Chairperson Mary Kay Berger contact Chris Chambliss and Bob MacFarlane personally to poll their opinion of this recommendation to hire and if unanimous consensus could not be reached, that another conference call be scheduled immediately. Based on the above discussion, Randy Jones moved that the board of directors endorse the recommendation of the executive committee to hire Bob McDonough for the advertised WSO position of accountant. Tim Banner seconded that motion and it passed unanimously without dissent by those on the conference call. There being no other items to come before the board at this time, the meeting was adjourned.