



Newfoundland Club of America, Inc.

Board of Directors Meeting

November 4-6, 2005

Comfort Suites O'Hare Airport

Schiller Park, IL

Agenda

Approval of the Minutes of last meeting

- September 27/October 6, 2005 teleconference minutes (under separate cover)

President's Report (Roger Frey)

1st Vice-President's Report (Sandee Lovett)

2nd Vice-President's Report (Mary Lou Roberts) (Committee information under separate cover)

- AKC Breeder Referral
- Awards
- Breeders Education
- Constitution & By-Laws
- Chief Information Officer
- Health & Longevity
- Historian
- Internet
- Juniors
- Membership
- Newf Novelties
- Regional Club Liaison
- Rescue Prevention
- Specialty Show
- Steering

Recording Secretary's Report (Mary Lou Cuddy)

Corresponding Secretary's Report (Aura Dean)

Treasurer's Report (Mary L. Price)

AKC Delegate's Report (Mary W. Price)

Committee Reports

Executive Session

- Membership Applications (attachment pages 11-41)
- Honorary Memberships (attachment pages 42-43)

Unfinished Business

1. NCA Charitable Trust Management Board

New Business

2. Motion: That the NCA mail the 2006 National Specialty packet, along with the 4th Quarter issue of **Newf Tide** and the Membership Directory, by priority mail. (Roger Frey)
3. Motion: To request that the **Newf Tide** Policy Committee further investigate ways to ensure that all NCA members in the United States (most specifically, those who have been experiencing long delays in California) receive their copies of **Newf Tide** in an equitable and timely basis, and come up with suggestions to accomplish this. If the committee believes that the problem cannot be resolved, the Board should request that they issue a formal report to the membership explaining why there can be no resolution. (Mary Lou Roberts)

Rationale: This has been an ongoing problem for years, and many NCA members do not understand why it has not/cannot be resolved, despite their complaints. Many have even offered to pay more for first-class postage just so they can receive their copies promptly. The problem should either be resolved or the reasons why it cannot be should be clearly explained to the members.

4. Motion: To have the next issue of **Newf Tide** mailed first class to all members and subscribers. (Jack Dean)

Rationale:

- A. Right now there is a problem brewing with respect to the timely delivery of the National Specialty packet.
- B. The NCA has been asked to incur significant additional costs of an extra envelope, extra labels, extra stuffing and extra postage. That expense can easily amount to several thousand dollars, not counting the money that the NCA would pay for printing the specialty packet itself.
- C. If we are going to pay that extra amount, we should seriously consider just biting the bullet and sending the next **Newf Tide** out as bulk priority mail for \$3.85 because when you add on the extra costs of just sending the specialty packet by itself the price differential may not be all that great.
- D. We raised the dues for the last two years so maybe we should give the members something for that increase.

5. Motion: To have the **Newf Tide** Policy Committee prepare a report and have it mailed with the ballots concerning the delivery of Newf Tide including the possibility of

members paying for first class delivery and providing members an opportunity to respond to that report indicating their preference. (Jack Dean)

Rationale:

A. There have been problems with the delivery of **Newf Tide**, particularly to the California locations served by one post office.

B. All the NCA can do is to deposit the mail. It cannot force the Post Office to timely deliver it.

C. The report should include the options of everyone getting **Newf Tide** by first class mail and, if feasible, the option of letting individual members receive **Newf Tide** by first class mail if they pay for the costs. The information should include the estimated costs of these options.

D. The report should include any other options that the **Newf Tide** Policy Committee feels is necessary.

E. The report and an answer sheet shall be included in the mailing to the members with the NCA Board of Directors Election Material.

F. Coupling these items in the same mailing should increase interest in the election procedure and increase the response rate.

6. Motion: That anyone who in the capacity of a Board member who reviews or examines the contract for the position of editor or printer of **Newf Tide** is precluded from submitted a bid for those positions for the next five years. (Aura Dean)

Rationale: Any one who has reviewed or examined these contracts or bids would have an unfair advantage by virtue of the information accessed through the bid and contract process.

7. Motion: The Board agrees that the **Newf Tide** editor has the responsibility to realistically edit articles for correctness and space considerations. When ever possible and when time allows, it is recommended that the **Newf Tide** editor send the author a copy of the revised article as a courtesy. (Board meeting of September 29, 2005)

At its teleconference of October 5, 2005, **Newf Tide** Policy Committee (NTPC) discussed the above motion which was referred to it on September 29th. It was the consensus (One member absent (S Younger contributing by email) of the committee that has been policy all along. Although the policy leaves the impression that this will be done, it allows the editor flexibility for time constraints.

We would like to maintain the statement in **Newf Tide** Guidelines: "The NCA and the **Newf Tide** Editor reserve the right to reasonably edit all copy submitted." We will add to our Guidelines that submissions are always to have the author's fax and phone numbers and email addresses. (To ensure communication) (Aura Dean)

8. Motion: The **Newf Tide** Policy Committee requests that the Board approve the following policy: Up to one page will be devoted to the High in Trial, Best of Breed and Best of Opposite dogs in the National Specialty issue (3rd Quarter) of **Newf Tide**. The owner of the dog may submit up to a 500 word write-up, an official show photo and three other photos which may be used if space is available. The show photo should be used. (This policy increases the allocation for these dogs by _ page) (NTPC vote was 5 for and 1 absent) (Aura Dean)

9. Motion: To rescind the directive to establish an Ad Hoc committee to review all aspects of production and distribution of **Newf Tide** and instead appoint another person with experience in printing or publishing. (Kevin Gallagher)
Rationale: After review of our current policies, it is redundant to have an ad hoc committee oversee another committee that has the purpose of overseeing the **Newf Tide**.
The **Newf Tide** Policy Committee has years of experience in editing and producing the **Newf Tide** in its current format, but could use expertise in the area of printing as well as alternate methods of distribution.
10. Discussion Item: **Newf Tide** Policy: **Policy Manual** omissions. (Aura Dean)
11. Discussion Item: Other **Newf Tide** Policy Committee considerations. (Aura Dean)
12. Motion: To consider a donation to the AKC and AKC/CAR Hurricane Katrina Relief Fund. (Mary Lou Cuddy) (attachment page 47 of September 27, 2005 agenda)
13. Motion: When an NCA member and his/her search and rescue or animal-assisted crisis response Newfoundland gets called out to a major disaster--either man-made, such as the World Trade Center, or to a natural disaster, such Hurricane Katrina--the NCA make a donation of up to \$250.00, depending on the situation and the distance traveled, to the team to show them that the NCA as a club supports their endeavors. To take advantage of this, handlers must notify the Board when their Newf has been certified as a search and rescue/crisis-response dog and then notify the Board at the time that the team has been called to assist, stating the specifics of the situation. (Mary Lou Roberts)
Rationale: Some people are pursuing the use of Newfoundlands as true working dogs through different outlets: search and rescue, animal-assisted crisis response as well as general service dogs, and the expense and time involved in the training are a huge commitment. In addition, currently, these handlers typically pay all travel expenses to these situations themselves.
While search and rescue/crisis response has not been the traditional venue of Newfoundlands, this activity does support our breed as a working dog and it promotes our breed to the general public in a positive fashion.
14. Motion: To specifically state and place in the **Policy Manual** that the NCA Board's function in its initial review of a new member application before publication shall only be to see if the application is in order and that it has two sponsors who conform to the requirements of the NCA By laws. If that occurs then the applicant's name shall be published for comment by the membership. If there is a technical problem with the application then the applicant shall be notified and given an opportunity to correct the problem. (Jack Dean)
Rationale:
A. One member, who has significant parliamentary background, has publicly stated that in his opinion he always felt that the initial stage was to be used as stated above.
B. In reality, it is not used that way.

- C. The Board feels it has a right to turn people down for whatever reason at this preliminary stage.
- D. This motion will correct that defect.

15. Motion: To specially state and place in the ***Policy Manual*** if the NCA Board believes that it has full right of review in the initial stage of approving an applicant before publication, then it takes only a simple majority vote to move the applicant on to the next stage rather than the current supermajority. (Jack Dean)

Rationale:

- A. Some Board members will take it as a breach of executive session if I say what goes on in the applicant approval process.
- B. Therefore, I will not give a detailed rationale for this motion other than to say it will clear up the other problem raised by a parliamentary authority.

16. Motion: If a Board member in any stage of a membership application prior to publication raises a problem with an application, the applicant and their sponsors shall be informed of what board member raised the problem, the problem raised, and an opportunity to respond to the allegation unless there are highly unusual verifiable circumstances that would show that physical retaliation is likely. (Jack Dean)

Rationale:

- A. Board members are not given superior rights to object to an applicant just because they are Board members.
- B. The current NCA policy is that after publication the applicant must be given notice of the charges if those charges are to be considered.
- C. Board members should not be held to a lesser standard than the membership when it comes to approving new applicants.

17. Motion: The Board shall establish, within 30 days, standards equally applicable to all applicants which shall be published and shall be the only reasons for turning down a member. (Jack Dean)

Rationale:

- A. This is the legal standard required by Connecticut state law.
- B. Refer to the statues when they say: "Sec. 33-1056. Rules for membership. (a) Membership shall be governed by such rules of admission, retention, withdrawal and expulsion as the bylaws shall prescribe, provided all such bylaws shall be reasonable, germane to the purposes of the corporation, and equally enforced as to all members".
- C. Then look at what our minutes said when we discussed the "optional" test issue at the last national in Delavan. [This concerns the "optional" test on the NCA documents that was included for about a year as part of the application of a new member.] There was some discussion on whether the language should be added that the applicant should be told that if he does not take the test it will not hurt his application. One Board member felt that if a person refused to take the [optional] test that could be a reason for turning him down.
- D. When asked the question of one Board member if she felt under our NCA By-Laws that we can turn applicants down for any reason. She answered yes. The motion passed 6 yes 4 no 1 abstention. 1 absent.
- E. Such a written standard will inject reason into the application process.

- F. Such a standard will prevent a black ball approach to an applicant.
- G. Under federal standards, all applicants must be treated uniformly.

18. Motion: To have the **Policy Manual** chair prepare the updates in the manner which she originally stated, namely after the publication of each set of minutes. (Jack Dean)

Rationale:

- A. Originally I had a motion on the agenda a year ago which requested certain changes in the **Policy Manual** preparation
- B. The **Policy Manual** chair then wrote that she would
 - i. "I plan to do a complete review, correction/update, and reformat of the entire content of the **Policy Manual**, going back to its original conception. I expect this will take many months, and I plan to complete it and submit it for Board approval section by section.
 - ii. As this work is being done, I will simultaneously maintain the existing manual and will be doing updates within 30 days of receipt of the final approved minutes from each Board meeting."
- C. To date we have not had any sections of the new manual and we are not getting updates within 30 days of receipt of the final approved minutes.
- D. It is just too difficult and time consuming to get everything once a year a few days before the national meeting and expect corrections to be made.

19. Motion: To change the **Policy Manual** to require the Nominating Committee Chair, within two days of announcing their selection to the Board, to notify by email those people they have selected and not selected. If the Chair cannot accomplish this task within the proscribed time period, then the Chair should send a note to all Board members that problems have arisen and give an estimated time frame of when the task will be accomplished. If the Chair cannot perform these tasks he will promptly delegate them to a committee member who can. (Jack Dean)

Rationale:

- A. All possible candidates and Board members should be promptly notified of the decision of the nominating committee.
- B. A notification delay, whether intentional or inadvertent, should not occur within a multimember committee.
- C. Having an express written policy will prevent such problems that have happened in the past.

20. Motion: To ask the Ad Hoc Chief Information Officer Committee and the Finance Committee, working together with the Treasurer, to develop a recommended set of policies and procedures for the secure handling of credit card information. (Mary Lou Roberts)

Rationale: We need a recommended set of policies and procedures for handling of credit card information that might

- A. Include use of a service like PayPal;
- B. Centralize the acceptance within the NCA of any credit card information (e.g., not having National Specialty attendees filling out credit card info on a multitude of order forms and mailing it to the Hospitality Chair, the Way & Means Chair, the Registration Chair, the Honors Parade Chair, etc., and mailing such information to the Membership Chair);

C. Recommend security policies for encryption of sensitive data when sent over the internet.

21. Motion: To arrange with OFA for NCA members to have the opportunity to submit their cardiology and cystinuria test results, along with completed OFA application forms, for batching and submission to OFA at the half-price rate individuals may obtain with quantity submissions. (Jacqueline Brellochs)

22. Motion: To request the Constitution & By-Laws Review Committee consider and report back on changing the ethics guide to include health testing standards and the disclosure of health test results for any NCA member who breeds dogs. (Jack Dean)

Rationale:

A. There have been great scientific advances in health testing in the last few years but our ethics guide is outdated.

B. The only way that the NCA can impose any sort of health testing and disclosure is if the person is on the breeders list, which covers around 100 members.

C. There should be a standard that all members should comply with.

23. Motion: To have the membership approve/ratify the action of the Board of Directors in amending the articles/certificate of incorporation to eliminate proxy voting. (Jack Dean)

Rationale:

A. Originally, when the NCA modified its By-laws several years ago, it removed the clause in prior By-laws permitting proxy voting believing that it thereby removed proxy voting.

B. The Board never sought a legal opinion if the new By-laws properly conformed to Connecticut laws.

C. Subsequently, the attorney for the NCA stated that merely removing the clause from the By-laws did not eliminate proxy voting because it is expressly stated in Connecticut statutes that you needed a positive statement that there would be no proxy voting.

D. The NCA Board, shortly before the annual meeting, made the decision to eliminate proxy voting by amending the charter without membership approval.

E. The attorney for the NCA felt membership approval was legally necessary.

F. The rationale that I advanced was that it was necessary to have an annual meeting where everyone had the same knowledge about proxies and there was no way to do that given the time constraints and that the membership would approve such action if given an opportunity.

G. The election mailing provides a simple method of doing this where there can be a statement of what the Board of Directors recommends and the request for the membership to either approve or disapprove of the elimination of proxy voting.

H. This will restore the rights of the membership and resolve all doubt if we acted in legal compliance with Connecticut statutes.

I. If the membership does not approve, then everyone will be on a level playing field for the annual meeting.

24. Motion: To expand the ongoing responsibilities of the Finance Committee to include pre-signing contract review and ongoing audit of charges against contracts for all contracts executed on behalf of the NCA that either 1) exceed \$3,000 in anticipated expenditures during the life of the contract, and/or 2) involve recurring costs (e.g., **Newf Tide** printer, uniform trophy supplier, etc.) (Mary Lou Roberts)

Rationale: The NCA Board does not have sufficient knowledge of or oversight of the contracts that bind the NCA for its largest expenses. The Finance Committee represents a collection of our members who have experience in business finance. They are best equipped to provide oversight for the contracting process, serving as an interface between committees that must commit large amounts of NCA expenses, and the NCA Board that must approve these contracts.

25. Motion: To require the Finance Committee to investigate the dues structure and to report back to the Board by December 1, 2005 with a recommendation if the dues should be maintained at the increased \$30.00 level or if they should be rolled back to the old level or something in between. (Jack Dean)

Rationale:

A. The rationale for the dues increase for 2004 authorized by the majority of the NCA Board and sent out with the dues renewal notice was that there was only \$2.73 available to run the NCA after we paid for certain mandated items.

B. In September 2003 the NCA had \$232,164.12 in cash in the bank. In September, 2004 that rose to \$272,274.26. Now in September, 2005 we have about \$309,000 in cash. That means that if we went back to the old dues rate where we received about \$60,000 a year, we could waive member's dues for the next five years and still not run out of money.

C. The purpose of the dues should be to run the NCA, not simply increase our cash sitting in bank accounts.

D. By this November, we should have a very good idea of the receipts from membership renewals because the overwhelming majority of members will have renewed by that time.

E. The issue needs to be reexamined in a timely manner.

F. The NCA Board should then make a decision on the dues structure at its December teleconference that would be binding absent severe economic changes.

26. Motion: To have the Finance Committee report for each of the last five years:

i) What has been our dollar amount of cash reserves

ii) What percentage of the goal of 100% that figure represents

iii) What the cash reserve percentage figure was based on (budget, actual cash, or something else and supply those figures)

iv) A statement of when, at the current rate of transferring just \$10,000 a year, they expect us to reach 100% and

v) If they recommend that the NCA Board should just make one transfer and immediately bring us up to 100%.

vi) Said report would be due back by December 1, 2005 (Jack Dean)

Rationale:

- A. The “reserves” are merely a line on the budget. Of our \$309,000 cash, mostly in long term CDs, we do not have any of those CDs specifically earmarked for reserves. All of the money is jumbled up together.
- B. That we are not at 100% of reserves has been used by some as an excuse to maintain the dues at the current level.
- C. The issue should be reexamined and have some input from the Finance Committee and then have the Board make a prompt decision.

27. Motion: To waive the fee for a person on the **Breeders List** if they paid in the prior year and did not have any puppies for sale. (Jack Dean)

Rationale:

- A. The **Breeders List** has increased to about 100 members from a low of 40, thanks primarily to the efforts of the committee and Patti McDowell calling large number of people on the phone.
- B. Many of the people on the list are infrequent breeders who are on the list to do a public service for our Newfs by answering inquiries of novice puppy buyers in search of a Newf.
- C. They volunteer their time and expertise even when they have no puppies
- D. It is not proper to make them pay for the job of helping the NCA and novice puppy buyers
- E. This motion would correct a problem because they would not be charged for renewals on the list once they have been on it for a year when they had no puppies to sell.

28. Discussion Item: The Genesee Regional Newfoundland Club and other Regional Clubs are having great difficulty finding and affording rescue insurance. What can be done to help to alleviate some of the financial concerns? (Jacqueline Brellochs) (attachment pages 44-48)

29. Discussion Item: To discuss sending key pieces of correspondence to NCA members by an email distribution list. (discussion from the 4/25-26/05 meeting)

30. Discussion Item: To discuss how best to correspond with NCA members utilizing the NCA website and the various Newf lists. (Jacqueline Brellochs)

31. Motion: That the Board of Directors request the General Education, NCA Rescue Network and **Breeders List** Committees to develop/implement a puppy referral list and a rescue referral list. These referral lists are to be up and functioning within the next six months. (Kathy McIver)

Rationale: Some points to consider would be a nominal fee (\$25.00?) which would purchase an NCA member or Regional Club a four week listing in the referral program. Monthly, each breeder on the **Breeders List** would receive an electronic puppy referral list and rescue referral list, as would the Regional Clubs. The NCA's website could instruct people seeking puppies to contact the **Breeders List** person closest to their location for a current listing of puppies that are on the ground or available rescues. Any funds generated from this could be used to increase the NCA's presence in various search engines since the program itself would not really require any operating funds.

32. Motion: Board meeting minutes will be circulated with a deadline for any additions and/or corrections. Those additions/corrections (which may be accompanied by rationales) will then be circulated with a deadline for additional comments. No additions or comments will be entertained after the second deadline. When the Board moves to approve the minutes, the additions and corrections will be voted on, and not re-read, as it will be expected that all members are familiar with them and have considered them carefully. (Jacqueline Brellochs)

33. Motion: Direct the Specialty Show Committee to investigate the Purina Farms Canine Activity Center as possible site for future National Specialty. (Jacqueline Brellochs)

Rationale:

A) Nearby regional clubs may share duties? (precedent in the number of different groups helping host clubs in recent years) River King the closest (?)

B) Have heard glowing reports of other breed clubs who have used this resource

C) Their website states "there is no fee for its use" -- confirm (and are there charges for some amenities such as tenting?)

D) Facility features --

- 3 large rings
- tenting available
- plenty of parking
- 600+ hotel rooms that accept pets within 15 minutes of show site
- Ramada (nearby) has banquet facilities for up to 350

Note: www.purina.com/company/farms.aspx, click on Purina Farms, click on Canine Activity Center, (then) Amenities + Contact Information, Area Lodging, Dining + Banquet

34. Motion: Develop a process for NCA membership to be able to vote for judges for our National Specialties from a slate of names. (Jacqueline Brellochs)

A) Stipulate minimum number of years, say 10, between judging assignments for the National. (is there a similar policy in effect?)

B) Stipulate how close to National assignment a judge may/should accept other assignments to judge Newfoundlands. (have policy on?)

Adjournment

FYI

- To Do List (under separate cover)
- Board Directory (note address change for Sandee Lovett)