

NCA Board Of Directors Face-To-Face Minutes
Cleveland Airport Marriot, Cleveland, Ohio
October 29-31, 2004 (Approved 11/30/04)

Roger Frey, President, called the meeting to order at 7:00 p.m. Eastern time.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Patti McDowell (PM), Mary L. Price (MLP), Mary Lou Roberts (MLR), and Debra Wigal (DW). Mary W. Price (MWP), AKC delegate, *ex-officio* was present. Sandee Lovett (SL) Robin Seaman (RS) were absent as was Tom Broderick (TB) *ex-officio*.

Aura Dean moved and Patti McDowell seconded that the Board be allowed to deviate from the published agenda to accommodate time-sensitive and personnel matters.

The motion passed unanimously. (Absent: SL, RS)

Approval of Minutes

The Board considered the minutes of the September 20 and October 4, 2004 teleconference.

Patti McDowell moved and Deb Wigal seconded to approve the September 20, October 4, 2004 minutes as amended. The motion passed. 8 Yes (JSB, JKB, MLC, RF, PM, MLP, MLR, DW); 2 No (AD, JD: The minutes, as stated, are designed to conceal the fact that Jack Dean was the single committee member not reappointed to the Rescue Prevention Committee.); 2 Absent (SL, RS)

Time: 7:43 p.m.

Sandee Lovett arrived at the meeting.

Report of the President

Roger Frey, President, gave his report as follows: "I'll begin my report by thanking the Board for their help and cooperation. We have been able to accomplish a great deal since our face-to-face meeting at the National. The Board has demonstrated their dedication to the club. We spent many, many hours in more meetings than any of us could have predicted with little or no complaint. Due to the aggressive meeting schedule, the Board was able to address many lingering agenda items that needed attention and for that I thank all of you. We all owe our Recording Secretary, Mary Lou Cuddy, a very special thank you. We couldn't have made all of this progress without her. I would like also to take this opportunity to thank Aura Dean for making all the arrangements for this meeting. We all expend precious time and money to be here. Some are here at great inconvenience. We have to leave dogs, family, and work

obligations behind. This weekend we come together to put the welfare of all Newfs and the good of the club before ourselves. With that in mind, I am confident that we will conduct a productive meeting doing the work of the club.

“We have a lengthy agenda with many important time-sensitive issues before us. I believe the Board has an obligation to the membership to complete its work in a more efficient and cost effective manner. With that goal in mind, I would suggest that for this meeting we would implement the following: 1) That a Board member would be allowed to speak to each motion twice, unless the Board decided a particular motion warrants more discussion. 2) In a effort to provide the membership with more informative minutes and to assist the Recording Secretary in organizing discussion points, that whenever possible when speaking to a motion Board members will state if they are speaking in favor of or against a motion. 3) That the minutes from this meeting will not include an individual Board member’s voting rationale. 4) That if these suggestions are adopted that the Board would, after this meeting, review their efficiency and make recommendations for future meetings. A portion of these suggestions already appear on this agenda. I would further suggest that we act on these suggestions as early in this meeting as possible in that, if adopted or rejected, in whole or in part, they directly affect the direction and success of this meeting.

“If the Board would like to adopt #3 of the aforementioned suggestions, we should first, for the record, approve a motion to suspend our policy, on a trial basis for this meeting, which allows Board members to explain their vote after motions that are not unanimous.”

Time: 7:49 p.m.

Report of the 1st Vice-President

Aura Dean, 1st Vice-President, deferred her report until later in the meeting.

Report of the 2nd Vice-President

Sandee Lovett, 2nd Vice-President, circulated to Board members a copy of a report submitted by Bob Rogers, Membership Chair, comparing membership renewals to previous years. A summary of the report follows:

Year	# of Addresses	# of Members
1998	1892	2602
2000	1477	2089
2001	1513	2153
2002	1484	2121
2003	1480	2155
2004	1416	2043

Sandee also reported that the annual officer and committee reports are due on December 15th. A reminder will be sent to all officers and committee chairs. She also reported there were not any committee reports or projects turned in to her at this time.

Report of the Recording Secretary

Mary Lou Cuddy, Recording Secretary, reported that she had prepared the minutes of the September 20 and October 4, 2004 teleconference and had submitted them for approval. She prepared and distributed the agenda for the October 29-31, 2004 face-to-face meeting.

She also asked for input concerning completion dates of items listed on the Board's To Do List. There was discussion concerning some committees that do not follow through with projects or assignments in a timely manner. It was stated that committees must follow through with projects or assignments and they must keep the Board current on their progress. It was agreed that there is little to no feedback from some committees. Dates were assigned to the projects and assignments that are listed on the To Do List. It was agreed that the To Do List will be circulated to committee chairs by the 2nd Vice-President.

Time: 8:39 p.m.

Report of the Treasurer

Mary L. Price, Treasurer, reported the following.

NCA Operations

Checking Account	16,105.79	
Savings Account	78,098.45	
CDs	<u>153,870.61</u>	
	248,074.85	248,074.85

"Distinguished Member" Restoration

CD		1,163.57
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Uniform Trophy Fund

Money Market Account		<u>9,634.74</u>
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258,873.16

A Board member pointed out that there was almost \$100,000 in non interest bearing or very low interest bearing accounts and asked if the Treasurer had investigated obtaining a higher rate of return. Mary responded that all funds were invested in banks approved

by the Board. Mary reported the Finance Committee will investigate interest rates at their next meeting and will discuss reinvesting CD's at higher rates. She reported that surplus funds in the savings accounts will be reinvested after the face-to-face meeting and the payment of the 3rd Quarter **Newf Tide** bills, estimated to be no more than \$25,000. She also informed the Board that the change in the two signature requirement on some checks had been eliminated as requested.

She also reported that she had received two checks from the Niagara Frontier Newfoundland Club (NFNC). These two checks are the funds due the Health Challenge and Newfoundland Rescue from the 2003 National Specialty Fine Arts Auction. She will contact NFNC to acknowledge receipt of the checks.

Time: 8:43 p.m.

Report of the AKC Delegate

Mary W. Price, AKC Delegate, reported that since the last teleconference, she had received little communication from the AKC. She did report on a phone call she had received from Kristi Munchel, who works for Connie Percy, AKC's Internal Consulting Group, concerning AKC's Online Breeder Classifieds (OBC). Ms. Munchel had been directed to call Mary W. Price by Dennis Sprung, AKC President. Mary and Ms. Munchel discussed having the health issues information moved to more prominent locations on the OBC's web page. Ms. Munchel said that the information would be more prominent and would be located in several different places.

A Board member shared an OBC application form and pointed out that the application seemed to be concerned with only the cost and contact information. There was only one question on the form dealing with club affiliations and breeding practices.

A Board member suggested a letter be written to the members of the AKC Board of Directors who are up for re-election asking them for their position statement on the OBC and their position on suggested changes. Mary W. Price reported that the AKC staff with whom she has spoken concerning the OBC state that the OBC is a work in progress and is open to suggestions from parent clubs and the dog fancy.

Mary W. Price reported the AKC has a new aggressive dog policy that went into effect on October 11, 2004. Any dog that attacks a person or another dog that results in an injury will be disqualified and cannot be shown until reinstated by the AKC.

She also reported that Ron Menaker, AKC Chair, has announced that Animal Planet is sponsoring a Viewers' Choice Award at the January 2005 AKC/Eukanuba National Championship Show. The parent club for the breed of the dog receiving the greatest number of votes will receive a \$10,000.00 donation from Animal Planet.

The Board directed Mary W. Price to request before the next teleconference from the AKC the 40 United Airlines discount coupons for dogs traveling as "checked baggage"

to and/or from AKC events. The Board will then consider how to distribute these coupons.

The next AKC Delegates meeting will be held in January 2005 at the time of the AKC/Eukanuba National Championship Show in Florida.

Time: 9:03 p.m.

Robin Seaman arrived at the meeting.

Regional Clubs

Mary Lou Cuddy, Regional Club Liaison, gave a report on the status of the regional clubs. All 26 recognized regional clubs are active and up-to-date with their requirements. NCA regional clubs continue to prosper and work toward the betterment of our breed. Many clubs are holding draft and water tests and various seminars. The clubs are out in the community educating potential puppy buyers and rescuing Newfs who need assistance.

Mary Lou Cuddy reported she is in contact with clubs that may be working toward regional club status.

She presented proposed Constitution and By-Laws changes from the Northland Newfoundland Club and recommended their approval.

Mary Lou Roberts moved and Patti McDowell seconded to approve the changes to the Northland Newfoundland Club's Constitution and By-Laws.

The motion passed unanimously.

Time: 9:07 p.m.

Jack Dean moved and Jan Boggio seconded that the Board go into executive session within the hour to consider awards and to consider the charges filed against an NCA member.

The motion passed unanimously.

Time: 9:12 p.m.

Versatile Newfoundland

Jacqueline Brelloch, Versatile Newfoundland Chair, requested that only the AKC registration certificate be sent to her when a Newfoundland finishes the requirements for the Versatile Newfoundland (VN) award. When Dawn Fretts enters titles into the database, Dawn is automatically notified when the VN requirements have been met and

can then print out the name and address of owner, titles and the dates they were earned. Jacqueline Brellochs stated that to require copies of all the titles is now redundant. The AKC certificate would just serve as a check to confirm the spelling of the dog's name and the correct listing of the owner(s) on the certificates. She would like the policy changed.

Aura Dean moved and Deb Wigal seconded to change the policy to require only a copy of the AKC registration certificate be sent to the Versatile Newfoundland chair when a Newfoundland has finished the requirements for the Versatile Newfoundland award.

The motion passed unanimously.

At 9:15 p.m., the Board broke for a short recess.

At 9:33 p.m., the Board resumed the meeting.

Executive Session

At 9:34 p.m., Jan Boggio moved and Jack Dean seconded to go into executive session.

The motion passed unanimously.

At 11:01 p.m., Jan Boggio moved and Deb Wigal seconded to come out of executive session and recess the meeting until the next morning at 8 a.m.

The motion passed. 10 Yes (JSB, MLC, AD, JD, RF, SL, MLP, MLR, RS, DW); 2 No (JKB: I was hoping we would be voting on the President's proposals #1, #2, #3, #4; PM: I think this proposal concerns the entire Board and that every member should be able to have input on this decision.)

While in executive session, the Board voted to approve an NCA Good Sportsmanship Award recipient. The Board also approved a Heroic Newfoundland Award recipient.

While in executive session, the Board elected Clyde and Cathy Dunphy to Honorary Life Membership.

While in executive session, the Board considered the charges filed against an NCA member and voted not to entertain jurisdiction.

At 11:05 p.m., Jan Boggio moved and Patti McDowell seconded to reconvene the meeting.

The motion passed. 9 Yes (JSB, JKB, MLC, AD, RF, SL, PM, MLR, DW); 2 No (JD, MLP); 1 Abstention (RS)

Implementation of Meeting Guidelines as Outlined by the President

Patti McDowell moved and Jacqueline Brellochs seconded to approve the following as outlined in the President's Report. 1) That a Board member would be allowed to speak to each motion twice, unless the Board decided a particular motion warrants more discussion. 2) In an effort to provide the membership with more informative minutes and to assist the Recording Secretary in organizing discussion points that, whenever possible when speaking to a motion, Board members will state if they are speaking in favor of or against a motion. 3) That the minutes from this meeting will not include the individual Board member's voting rationale. 4) That if these suggestions are adopted, that the Board would, after this meeting, review their efficiency and make recommendations for future meetings.

Discussion followed. Some Board members feel setting limits may stifle discussion on pertinent points. It was stated topics that require a certain expertise may need more opportunities to answer all the questions. At times it is hard to favor one side or another of a motion until discussion is completed. Some Board members felt that although the rationales were meant to inform the membership, the concept is being abused. In some cases it was felt the rationales have become political in nature. A Board member stated that the Board needs to work on its time-management skills and to listen more carefully so as to avoid repetition. It was stated that rationales should be succinct.

Another Board member felt the current procedure prohibits Board members from being identified when they make a statement during a meeting. Rationales explaining why the board member voted are the only way that members can tell from the minutes how their board members feel on an issue. Without rationales the membership cannot tell from a vote why he/she voted the way they did. It was stated this motion makes the minutes secretive and gives no information to the membership. Another Board member stated that this is the most open Board in recent history and cited the bulletin boards, agendas and minutes being published on the NCA website. It was said that this motion was made to make this meeting more efficient and better able to cover the large amount of material in the agenda.

One Board member asked if the minutes would reflect in detail what each board member stated and the Recording Secretary replied that the minutes would contain those comments.

Patti McDowell moved and Robin Seaman seconded to call the question.

The motion passed unanimously.

The main motion passed. 7 Yes (JKB, MLC, RF, SL, MLP, RS, DW); 5 No (JSB, AD, JD, PM, MLR)

At 11:26 p.m., Jan Boggio moved and Mary Lou Roberts seconded to recess the meeting until the next morning at 8:00 a.m.

The motion passed unanimously.

Board Reconvenes on Saturday, October 30, 2004

Roger Frey, President, called the meeting to order at 8:05 a.m.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Sandee Lovett (SL), Patti McDowell (PM), Mary L. Price (MLP), Mary Lou Roberts (MLR), Robin Seaman (RS). Mary W. Price (MWP), AKC delegate, *ex-officio* was present. Debra Wigal (DW) and Tom Broderick (TB) *ex-officio* were absent.

Roger asked for a moment of silence in honor of NCA members Ann Dodge and Ruth March.

Constitution and By-Laws Review Ad Hoc Committee

There was brief discussion concerning items that the Constitution and By-Laws Committee (CBLC) needed addressed. Some Board members felt that the initial charge to the committee included the ***Ethics Guide***.

Jacqueline Brellochs moved and Sandee Lovett seconded to affirm the initial charge given to the CBLC by the Board.

After some discussion, the motion was withdrawn.

At 8:15 a.m., Jan Boggio moved and Patti McDowell seconded to go into executive session.

The motion passed unanimously. (Absent: DW)

At 10:05 a.m., the Board took a short recess.

At 10:20 a.m., the Board reconvened.

At 12:04 p.m., the Board recessed for lunch.

At 12:50 p.m., the Board reconvened.

At 1:58 p.m., Robin Seaman moved and Aura Dean seconded to come out of executive session.

The motion passed unanimously. (Absent: DW)

In executive session, the Board voted to have Roger Powell, Clyde Dunphy, Lori Littleford and Helen Munday remain on the Steering Committee. The Board also voted to add Ken Price and Patti McDowell to the committee.

In executive session, the Board directed Sandee Lovett to contact committees with outstanding projects to determine their progress on said projects.

In executive session, the Board voted to approve the membership applicant's list dated October 6, 2004.

In executive session, the Board appointed the following people to serve on the 2006 Nominating Committee: John Cornell, Chair, Beverly Cusac, Denise Hatakeyama, Kathy Mitchell and Jeanette Voss. The alternates are Diane Broderick and Susie Bidwell.

In executive session, the Board appointed Todd Carangelo, Penny de la Rocha and Helen Mancuso as the ballot counters for the 2005 election. Alternates are Joan O'Connor, Jim Pospisil and Starr Willetts.

In executive session, the Board voted to appoint Dejah Petsch and Brenda McKeel as co-chairs of the General Education Committee.

In executive session, the Board voted to appoint Naomi Young Meyer as the AKC Breeder Referral contact.

Charitable Trust

The Board, acting as the NCA, Inc., took up the matter of the proposed changes to the NCA Charitable Trust which constituted the creation of a Trust Management Board (TMB). There was discussion on the form of the proposal and whether the wording was appropriate. The matter was tabled until the proper wording could be finalized later in the day.

There was a question if there was anything in the TMB document to require the Charitable Trust to follow NCA, Inc. policy, for example, purchasing Newfoundlands at auction. The TMB document states that the Charitable Trust will operate under the policies and procedures of NCA, Inc.

Board Recess for Charitable Trust Meeting

At 2:27 p.m., the Board recessed for a Charitable Trust meeting.

At 2:55 p.m., the Board reconvened the NCA, Inc. meeting.

Uniform Trophies

Robin Seaman, Specialty Show Chair, passed around a sample of the three-inch medallion that is now being used for Best of Breed at regional specialties.

She then passed around two samples of Lenox china patterns for the Board to consider. The pattern chosen will replace the Jefferson pattern which has been discontinued by the manufacturer. There was some discussion of using different pieces for class placements each year so that members could begin to collect various pieces into a set.

Patti McDowell moved and Sandee Lovett seconded to accept the recommendation of the Uniform Trophy Committee to use the Hayworth pattern beginning with the 2005 National Specialty.

The motion passed unanimously. (Absent DW)

National Specialty Survey

There was a brief discussion about the National Specialty survey that Brenda McKeel had proposed. Robin Seaman will follow up with Brenda McKeel.

Report of the Corresponding Secretary

Robin Seaman, Corresponding Secretary, passed out to the Board copies of two letters she had received from the AKC in response to the letter the NCA sent with its objections to the OBC program. The contents of these letters had already been reported in previous meetings.

Robin Seaman then reported on a letter she received from the Great Lakes Newfoundland Club (GLNC) asking for clarification concerning offering GLNC awards for United Kennel Club (UKC) titles.

It was stated that this had been discussed before as **Newf Tide** is receiving UKC titles and titles from many different agility organizations but does not accept them as **Newf Tide** has a specific policy that allows for the listing of only AKC and NCA titles. But in other matters, this is a gray area. GLNC club members wanted clarification from the NCA Board.

Patti McDowell moved and Robin Seaman seconded that, at this time, the Board responds to the Great Lakes Newfoundland Club's request to list non-AKC/NCA titles on club awards, that in accordance with AKC rules and the NCA Constitution and By-Laws, titles from other registries (i.e. United Kennel Club) would not be allowed to be listed on awards.

There was discussion of other registries, such as Therapy Dog International, Delta Dog and the many agility and freestyle registries.

The motion passed. 6 Yes (AD, RF, SL, PM, MLP, RS); 4 No (JSB, JKB, JD, MLR); 1 Abstention (MLC); 1 Absent (DW)

2005 National Specialty and Health Challenge

A letter was received from Kevin Gallagher, 2005 National Specialty Chair, stating the Newfoundland Club of Northern California (NCNC) would request the Health Challenge to have its ringside silent auctions on two days instead of the three days stated in the new Health Challenge policy. NCNC is concerned that three days of the Health Challenge will impact on NCNC's sale of logo items and affect their bottom line. NCNC feels that since they were awarded the 2005 National before that policy took effect, it should not apply to them. Kevin Gallagher and Jan Boggio, Health Challenge Co-Chair, have talked and have explored several different options. Kevin Gallagher will take these options back to NCNC.

Robin Seaman, Specialty Show Chair, reported that the Newfoundland Club of New England has contacted her with the same concerns about the 2008 National Specialty.

There was discussion concerning regional clubs breaking even with their Nationals. A Board member felt there was the implied threat from the clubs that if the policy was not changed, the clubs would withdraw from the Nationals and leave the NCA to take care of them. The Health Challenge raises most of its money from the activities at the National. Jan Boggio noted that the Health Challenge needs consecutive days to raise money because one day builds upon another. It was pointed out that the Newfoundland Health Challenge has other means of raising money besides just the ringside auctions at National Specialties and that policy states that Health Challenge fundraising should be done by collaborating with regional clubs and donations, as well as holding ringside silent auctions. Jan said that Health Challenge will talk to the clubs that have concerns regarding the three days of ringside silent auctions. She also said that Health Challenge is trying to be non-competitive with the regional clubs. The Board was reminded that there was serious discussion given to the concept of two days with an option of a third day when the current policy was decided.

Deb Wigal joined the meeting at 3:50 p.m.

Patti McDowell moved and Mary Lou Roberts seconded to revise policy to state that the Health Challenge will have two consecutive days with an option of a third day, those days being Wednesday, Thursday and Friday, to hold their ringside silent auctions. This is to go into effect immediately.

The motion passed. 9 Yes (JKB, MLC, AD, RF, SL, PM, MLP, MLR, RS); 2 No (JSB, JD); 1 Abstention (DW)

Judges Education Committee

Robin Seaman, Judges Education Committee (JEC) member, passed around to the Board the proposed photograph for the 20th edition of the AKC's *The Complete Dog Book*. She reported that the JEC had unanimously approved this photograph.

Patti McDowell moved and Jacqueline Brellochs seconded to accept the Judges Education Committee's recommended photograph for use in the new edition of the AKC's *The Complete Dog Book*.

The motion passed unanimously.

Versatile Newfoundland Class at National Specialties

Robin Seaman, Specialty Show Chair, reported that as part of a review of the Versatile Newfoundland (VN) class at National Specialties, she spoke with several past Specialty show chairs and committees. They said that most of the judges had commented on how thrilled they were with the concept and the quality of the VN class. There was some feedback from the show chairs and committees to drop the Working Dog class. There was a brief discussion regarding spayed/neutered dogs competing in non-regular classes. AKC's *Rules for Dog Shows*, Chapter 11, Section 8 would not allow spayed/neutered dogs to compete in either the VN or Working Dog classes. Only in the Veteran's class can entries be spayed/neutered.

Robin Seaman moved and Patti McDowell seconded that the Versatile Newfoundland class shall be included at the National Specialty to replace the Working Dog class.

The motion failed. 8 No (JSB, JKB, MLC, RF, SL, MLP, MLR, DW); 3 Yes (AD, PM, RS); 1 Abstention (JD)

There was more discussion about the Working Dog class. Some Board members felt there is a place for the Working Dog Class. The dogs entered in Working Dog may be future VNs but just have not earned all the requisite titles.

Robin Seaman moved and Patti McDowell seconded that Newfoundlands entered in the Working Dog class must have two NCA working titles.

Some Board members felt that having two NCA working titles would make this a more credible class.

The motion failed. 6 Yes (JKB, AD, JD, PM, MLP, RS); 6 No (JSB, MLC, RF, SL, MLR, DW)

Robin Seaman moved and Mary Lou Roberts seconded to have the Versatile Newfoundland class at all National Specialties and the NCA will be responsible for the Uniform Trophies for that class.

There was concern expressed by some Board members about the judges knowing the difference between the VN and Working Dog Class. It was said judges have the responsibility to educate themselves about non-regular classes.

The motion passed unanimously.

Board Recessed

At 4:30 p.m., the Board recessed.

At 6:30 p.m., the Board reconvened.

Mary Lou Cuddy, Recording Secretary, announced that she had been informed that several petitions from people wishing to run for the Board had been received at her home. The balloting process will move forward.

Purina Parent Club Partnership Program

Roger Frey, President, reported on a letter received from the Purina Parent Club Partnership Program (PPCPP). As of September 30, 2004, the NCA has 301 members declared for the PPCPP. From January 1, 2004 through September 30, 2004, 128 members have submitted weight circles resulting in a total of \$3,268.46 accumulated for the 2004 program. The NCA has extended its participation in PPCPP through 2006. The funds raised are designated for use by the Health Challenge.

Constitution and By-Laws Revision Committee

Jacqueline Brellochs moved and Mary Lou Roberts seconded that the Board reaffirm the charge given to the Constitution and By-Laws Revision Committee (CBLC) by the Board and to clarify the charge by adding the ***Ethics Guide***.

There was a discussion of whether adding the ***Ethics Guide*** would overwhelm the committee. Some Board members suggested either adding additional members to the committee or adding a sub-committee to address the ***Ethics Guide***. It was said that the amendment process for the ***Ethics Guide*** was identical to the ***Constitution and By-Laws*** process and that both processes should finish at the same time to save on the costs of submitting the amendments to the membership. It was stated that the separate committee could have more expertise in this area and that they could work on the ethics portion and then have it reviewed by the Board and the CBLC. It was stated the CBLC had assumed that their committee would be addressing the ***Ethics Guide*** but wanted it stated in their charge. Jacqueline Brellochs will contact the committee to ascertain if they would like additional members to help with the ***Ethics Guide***.

The motion passed. 9 Yes (JKB, MLC, RF, SL, PM, MLP, MLR, RS, DW); 3 No (JSB, AD, JD)

Jack Dean moved and Patti McDowell seconded that the CBLC come back to the Board, by December 1, 2004, with estimates from three different Connecticut law firms that specialize in non-stock, non-profit corporate government. The three law firms will give an estimate on providing information on any possible conflicts between the NCA's **Constitution and By-Laws** and Connecticut statutes, including the clarification on whether motions voted on by the membership shall be considered a directive or a recommendation to the Board.

A Board member reported that Gary Lavin, CBLC member, has been in touch with some Connecticut law firms. It was said that a bid package should be put together so that all the bids address all the same issues. Another Board member stated the lawyers should look at all possible conflicts.

The motion passed. 11 Yes (JSB, JKB, MKC, AD, JD, RF, SL, PM, MLP, RS, DW); 1 Abstention (MLR)

Steering Committee

It was the consensus of the Board to send the report from Roger Powell, Steering Committee Chair, back to the committee for possible additional input and development. Patti McDowell and Ken Price will be joining the committee and they will be able to add their input.

“Distinguished Member of the Humane Society”

Mary Lou Roberts reported on the fund-raising efforts for returning the “Distinguished Member of the Humane Society” to the Tate Museum in England. The painting will return to England sometime between April - August, 2005. The sale of the note cards has raised a little less than \$300.00. She is pursuing the possibility of a limited edition print of the painting with the Tate Museum.

Roger Frey presented an idea for a new fund raiser of framed, limited-edition reproductions of the 1894 half-cent stamp (14.75” x 15.25”) and the 1932 fourteen-cent stamp (16.00” x 14.75”). They come complete with a mint stamp in a collector’s stamp mount and a certificate of authenticity. The prints are coated with U/V light-protective coating.

They are available only through the NCA and may be purchased separately or as a set. The cost at this time is \$160.00 plus \$10.00 shipping for the set, or \$85.00 plus \$7.00 shipping for a single print (either one). These prices will hold only while current stocks last and may be increased in the future depending on the cost of the stamps as they are acquired in the collectors market.

All net proceeds from the sale of these prints will go first to the Distinguished Member Restoration Committee. Once the amount of money is raised to satisfy the remaining

obligation to the Tate Museum, any additional funds will be donated 50/50 to the Newfoundland Health Challenge and NCA Newfoundland Rescue.

Donation Fund for Rescue Prevention Committee

The Board considered a proposal for a member donated fund which would raise money to promote the goals of the Rescue Prevention Committee (RPC). The proposed fund would be listed on the NCA membership renewal form.

It was stated that the funds would be used for big-ticket projects that the RPC might undertake. It was the consensus of the Board to have Roger Frey develop the idea further and to report back to the Board by March 1, 2005.

Set Schedule of Board Teleconferences

On August 19, 2004, the Board had passed a motion approving the concept of a set schedule of Board teleconferences. Board members were to submit open dates to the Recording Secretary to ascertain if a schedule could be developed. After further discussion, the Board determined that a set schedule may not be possible at this time due to the number of conflicts.

Time: 7:34 p.m.

Non-Refundable Puppy Deposits

There was discussion of breeders taking deposits on litters up to two years ahead or taking as many as 20 deposits or more per litter. Some Board members felt that this is something that should not be a part of a responsible breeder's program. Other Board members felt non-refundable deposits taken immediately before and after a litter's whelping protected breeders against frivolous buyers and/or people who are "just looking." There was some discussion over having the General Education Committee develop some information on this issue.

Patti McDowell moved and Jan Boggio seconded that the NCA, for educational purposes, take a position that non-refundable deposits for unborn puppies are not considered to be part of a responsible breeder's program and that this information be forwarded to the General Education Committee for development as part of the educational effort.

The motion passed. 8 Yes (JSB, JKB, AD, JD, PM, MLP, RS, DW); 4 No (MLC, RF, SL, MLR)

Rationales After A Vote

Patti McDowell moved and Deb Wigal seconded that the Board stop the practice of rationales after every vote.

It was stated that this had been discussed and enacted in the previous evening's meeting. Some Board members wanted to reserve judgment on this issue until after the minutes were completed for this meeting. The motion was withdrawn until after these minutes are completed and approved.

Executive Session

At 7:59 p.m., Patti McDowell moved and Jack Dean seconded to go into executive session. The motion passed. 7 Yes (JSB, AD, JD, PM, MLP, RS, DW); 5 No (JKB, MLC, RF, SL, MLR)

At 8:15 p.m., Patti McDowell moved and Aura Dean seconded to come out of executive session. The motion passed unanimously.

In executive session, the Board voted the dues renewal form shall be proofread by the Board every year before it is mailed as per NCA Committee Guidelines which require Board consideration for any changes in content of any NCA publication.

Verifying NCA Membership

There was discussion about non-NCA breeders claiming NCA membership. It was stated the puppy buyers needed a place to validate such claims. Several Board members felt that the proposed 800-number phone program would be an excellent place for this.

Mary Lou Cuddy moved and Deb Wigal seconded that, when the 800-number program has been developed, a provision be made by which puppy buyers can validate breeder claims of NCA membership.

The motion passed. 6 Yes (JSB, AD, JD, PM, RS, DW); 5 No (MLC, RF, SL, MLP, MLR); 1 Abstention (JKB)

Screening Membership Applicants

There was a proposal made that the AKC *Stud Book* be used as a screening tool to ascertain if a membership applicant had bred a number of litters. Some Board members felt this was a way to determine who was joining the NCA. Other Board members pointed out the opportunity for error, i.e. people having the same name, especially since the Stud Book lists only the first initial and last name. The Board took no action on this proposal.

Time: 8:28 p.m.

Ad Hoc Breeders Committee

There was a discussion of how to instruct novices and new breeders about breeding practices. It was stated that there was so much information available and there needs to be some way to collect and pass that information along. Some Board members asked if a new committee was necessary or if an existing committee could be expanded to take on this new role. It was mentioned that the Health and Longevity Committee had been looking into a project like this. Also, that Dr. Claudia Orlandi (Basset Hound Club of America) had presented a program at the AKC Parent Club Conference called "The University of Canine Education." A home study course developed through it, "ABC's of Breeding," could be used as a model. There was discussion about the programs that the Newfoundland Club of New England and New-Pen-Del club have presented with great success.

Patti McDowell moved and Robin Seaman seconded to establish an Ad Hoc Breeders Committee to examine ongoing education through Breeder Education Forums, outreach programs for non-NCA breeders and a development program for novice breeders.

The motion passed unanimously.

By consensus, the Board gave the committee \$250.00 in start-up funds and an initial report will be due by the April 2005 face-to-face meeting.

***Newf Tide* Subscription Form**

Board members discussed the various ways the ***Newf Tide*** subscription form could be made available for wider distribution. There was discussion about pop-up ads and more prominent placements on the NCA website. It was mentioned that breeders could download the form and include it in their puppy packets. It was suggested that the regional clubs run the form in their newsletters on a yearly basis. It was stated that there had been an increase in subscriptions from the earlier efforts.

Patti McDowell moved and Robin Seaman seconded to produce a high quality ***Newf Tide*** subscription form for use a) as an annual supplement to ***Newf Tide*** for use in breeders' puppy buyers packet; b) as a yearly insert in regional clubs' newsletters; c) as an online form that can be downloaded or forwarded to the subscription coordinator; d) and that an article be submitted to the Breeders' Forum column in ***Newf Tide*** explaining the purpose and use of the subscription form.

The motion passed unanimously.

There was additional discussion about establishing a budget and appointing someone to design a new form. The Board was reminded that the security for protecting members' credit cards information is paramount and the NCA needs to be certain that safeguards are in place.

Regional Club Information Flyer

Patti McDowell moved and Jacqueline Brellochs seconded that each regional club be requested to develop a one-page flyer with information about their club, contact people, rescue, event types and membership. These flyers would be available on the NCA website so breeders could/should include the information on regional clubs with every puppy sold for the purpose of finding events, support and education in the area in which they live.

The Board discussed the importance of making puppy buyers aware of the regional clubs in their area. This proposal would make it easier for breeders to include such information in their puppy buyer packets.

The motion passed unanimously. (Absent RS)

Mary Lou Cuddy, Regional Club Liaison, will contact the regional clubs with direction for them to have the flyers available by March 1, 2005.

Time: 9:09 p.m.

Non-NCA Awards Given at National Specialties

Patti McDowell moved and Jack Dean seconded that awards presented at NCA events should be either NCA awards, AKC awards or awards donated for NCA or AKC accomplishments. Furthermore, that regional clubs or individuals that wish to offer and provide new or special awards need to develop criteria for said award and that it meets NCA approval.

There was a discussion about awards being given by groups or individuals at the National Specialty and the fact that there were not any guidelines or criteria. It was said anyone could stand up and give an award for almost anything. It was asked if non-NCA awards could be awarded at the banquet instead of at the Annual Meeting. There was a consensus of the Board to ask persons or groups to develop criteria for their awards and the Board would be eager to listen. It was mentioned that this needs to go in the **Specialty Show Guide** and to the regional clubs. Robin Seaman, Specialty Show Chair, will contact previous award-givers to explain the new procedure. Criteria for awards must be submitted to the Board no later than January 15th.

The motion passed. 8 Yes (JSB, JKB, AD, JD, RF, PM, RS, DW); 2 No (SL, MLR); 2 Abstentions (MLC, MLP)

Time: 9:29 p.m.

Membership Mailing Labels

Mary Lou Roberts moved and Sandee Lovett seconded to discontinue the policy of making membership mailing labels or the electronic files available to members on demand, except for approved commercial uses.

Some Board members felt that members should be able to communicate with each other and that there should be no restrictions. One board member asked if it was all right to use the membership list to sell a book but not for a Board member to share ideas with the membership? He also pointed out that earlier one board member had stated that she might approve Patti McDowell to have the list if Patti told her in advance what the mailing would be. Other Board members stated that members do not pay dues to receive unsolicited mail and there have been many negative comments over email addresses being released.

The motion passed. 7 Yes (JKB, MLC, RF, SL, MLP, MLR, DW); 4 No (JSB, AD, JD, PM); 1 Abstention (RS)

Time: 9:40 p.m.

Patti McDowell had to leave the meeting due to a prior work commitment.

AKC Online Breeder Classified Comments

Mary Lou Roberts moved and Mary Lou Cuddy seconded to send the comments received from the Board and the membership on the proposed AKC Online Breeders Classified (OBC) to the General Education Committee and the Steering Committee for review and recommendations for any actions to be received by February 15, 2005 and for Jack Dean to formulate a letter, subject to review by the Board, to the AKC Board of Directors whose terms are expiring and any additional nominees asking for their position statement on the AKC Online Breeders Classified.

A Board member felt that this was burying the matter of the OBC, especially after the discussion of making the AKC more aware of our concerns. There was a discussion of getting position statements from the AKC Directors who are running for re-election and any additional nominees. The Board can then instruct Mary W. Price, AKC Delegate, how to vote on the candidates.

The motion passed. 9 Yes (JSB, JKB, MLC, AD, JD, RF, MLP, MLR, DW); 2 No (SL, RS); 1 Absent (PM)

Election Packet Review

Jack Dean moved and Jan Boggio seconded that each candidate's individual statement be reviewed by the candidate prior to publication.

Some Board members felt this was a safety net and another level of proofreading. Other Board members felt it was unnecessary and added another level of work to the task of putting the election packet together.

The motion failed. 7 No (JKB, MLC, RF, SL, MLP, MLR, RS); 4 Yes (JSB, AD, JD, DW); 1 Absent (PM)

Time: 10:07 p.m.

Chief Information Officer

The Board discussed the fact that the NCA has a great deal of duplication of effort to generate and store information and that it also has a lot of data and information that is not easily accessible to the membership or to the public but should be. We are not using technology well to serve the breed or the club. Furthermore, the NCA is gathering more and more materials that are sensitive in nature and need to be easily accessible but safe from theft and/or destruction. It was recognized that the NCA is a large organization and issues such as liability, security and vulnerability are becoming very important. It was stated the committee would need NCA members who are long-time business people with experience in these matters.

Mary Lou Roberts moved and Jacqueline Brellochs seconded to form an ad hoc committee to investigate the formation and, if appropriate, write a job description for a new NCA position, NCA Chief Information Officer, to coordinate information gathering, storage, dissemination and protection of the NCA's electronic and information assets.

The motion passed unanimously. (Absent: PM)

Coordinating Puppy Buyer Education and Breeder Referral

There was a discussion concerning coordinating puppy buyer education and breeder referral and the overlapping duties of all the different committees that address these issues. The Board discussed if these efforts should be coordinated into a single area of responsibility to make sure a consistent message is being given out to the public. There was discussion whether an existing committee should be expanded or if a new committee is indicated. By consensus, the Board appointed Mary Lou Roberts to develop the ideas further and to report back to the Board by June 1, 2005.

Time: 10:23 p.m.

Steering Committee

There was discussion concerning the Steering Committee and the Board working together to produce and update a document that would define goals, strategies and measurements for success. It was stated that the NCA needs goals to guide its progress and ways of measuring if those goals have been met.

Mary Lou Roberts moved and Aura Dean seconded to task the Steering Committee with working with the Board to produce and update on an annual basis a document that

defines NCA goals, strategies for meeting those goals, and measurements for success. The document might be prepared and updated according to the following schedule:

- No later than one month before the fall face-to-face meeting: Steering Committee submits to the Board key goals and strategies for recommendation.
- Fall face-to-face meeting: Board discusses and finalizes goals and strategies.
- No later than one month before the spring face-to-face meeting: Steering Committee submits to the Board final document with goals and strategies and introduces measurements for meeting those goals.
- Spring face-to-face meeting: Board finalizes the strategy document for the coming year.

The motion passed unanimously. (Absent: PM)

E-mail Meetings of the Board

In the interest of saving time and money, the Board discussed meeting by e-mail, rather than by teleconference. It was stated that the Board has considered meeting via e-mail before, but the question of whether Connecticut statutes allows it has to be addressed. No action was taken by the Board at this time.

Finance Committee and the Budget Process

The Board considered the budget-setting process and possible ways to improve the process. It was stated the process needs improving as shown by the differences seen between budgeted amounts and the actual cash flow.

Jack Dean moved and Aura Dean seconded to request the Finance Committee to present to the Board an evaluation, by January 15, 2005, of how the current budget process is working and how the process may be improved so that the projected and actual figures are less diverse.

The motion passed unanimously. (Absent: PM)

Teleconference Costs

Jack Dean moved and Aura Dean seconded to have the NCA use the least expensive teleconference provider available to reduce high teleconference costs, assuming acceptable quality.

A board member presented a spreadsheet comparing what the NCA is currently paying for the last two teleconferences and that there would be savings by using alternative providers. One Board member said the board should set an example on saving money and not cut back the budgets of other committees while it is unwilling to save money itself. The NCA is currently using a tiered system in which the costs per minute go down

as the number of minutes reach certain levels. It was stated that some of the other providers being mentioned require prepayment, the payment of an additional monthly fee, or the holding of a membership for the service. Some Board members felt that the Treasurer and the Recording Secretary should be trusted to find the appropriate teleconference provider. Another Board member pointed out that this problem had been raised previously and felt no corrective action had been taken.

Robin Seaman moved and Deb Wigal seconded to call the question.

The motion passed unanimously. (Absent: PM)

The main motion passed. 8 Yes (JSB, JKB, MLC, AD, JD, RF, RS, DW); 3 No (SL, MLP, MLR); 1 Absent (PM)

At 10:58 p.m., Robin Seaman moved and Jan Boggio seconded to recess until 7:30 a.m. the next morning. The motion passed unanimously. (Absent: PM)

Board Reconvenes on Sunday, October 31, 2004

Roger Frey called the meeting to order at 8:00 a.m.

The following directors were present: Jan S. Boggio (JSB), Jacqueline K. Brellochs (JKB), Mary Lou Cuddy (MLC), Aura Dean (AD), Jack Dean (JD), Roger Frey (RF), Sandee Lovett (SL), Mary L. Price (MLP), Mary Lou Roberts (MLR), Robin Seaman (RS) and Debra Wigal (DW). Mary W. Price (MWP), AKC delegate, *ex-officio* was present. Patti McDowell (PM) and Tom Broderick (TB) *ex-officio* were absent.

Reporting on Board Actions

The Board discussed a proposal that would entail one or more NCA volunteers or members-at-large attending Board meetings and writing a report to be distributed to the NCA website and the Internet lists within 24 hours. Some Board members felt that this proposal would open the meetings up to the membership. There was discussion about members getting accurate information quickly. There was a suggestion that this person could be a reporter or someone experienced in that profession.

Other Board members expressed concerns over assuring the accuracy and impartiality of statements made in these reports. It was stated that the Bulletin Board's purpose was to get a summary of the Board's meetings out to the membership quickly. Some Board members felt that another layer was not needed and that attendance of the membership at Board meetings should be encouraged. One Board member stated that this was just another example of trying to censor what the membership could know. All communist countries have their "official" press and their "official" reporters.

Jan Boggio moved and Aura Dean seconded that the Board have, whenever possible, a volunteer/member at large to attend Board meetings and to report to the membership,

via the Internet, email lists and other forms of communication when possible, any actions taken by the Board and this should be reported as quickly as possible, i.e. within 24 hours.

The motion failed. 5 Yes (JSB, AD, MLP, RS, DW); 5 No (MLC, JD, RF, SL, MLR); 1 Abstention (JKB); 1 Absent (PM)

Jack Dean moved and Mary Lou Roberts seconded to have the Bulletin Board report each motion in its entirety and how the Board voted, with the disclaimer that this is an unofficial report.

There was some discussion whether the whole motion or just a summary should be posted. It was the consensus of the Board that the Bulletin Board would be posted after each meeting session, whether it is recessed or adjourned.

The motion passed unanimously. (Absent: PM)

Time: 8:41 a.m.

Committee Notification of Board Meetings

The Board discussed ways to exchange information between the Board and NCA committee chairs. It was felt that better communication would mitigate some of the problems of committees not responding in a timely manner. It was also felt that the Board would set out their expectations in a clearer manner.

Jan Boggio moved and Jack Dean seconded that the 2nd Vice-President is to notify all committee chairs of upcoming meeting schedules and agendas, To Do Lists, and ask for any reports or input that may need to be brought to the Board's attention.

The motion passed unanimously. (Absent: PM)

Request for Volunteers

Aura Dean moved and Jack Dean seconded that the Board authorize a request for volunteers as an insert in every **Newf Tide** issue possible and that the reverse side contain the To Do List and the cost of such will be covered by the Board.

There was discussion on including the To Do List. Some Board members were concerned about the lag time from the time when the insert is blown in and when the membership receives their **Newf Tide**. There was concern expressed that a committee might inadvertently be cast in a bad light.

The motion failed. 7 No (JKB, MLC, RF, SL, MLP, MLR, RS); 4 Yes (JSB, AD, JD, DW); 1 Absent (PM)

Aura Dean moved and Mary Lou Roberts seconded that the Board authorize a request for volunteers as an insert for the First Quarter **Newf Tide** on a one-time basis.

It was mentioned that members can be reminded that committees are appointed at the face-to-face Board meeting during the National Specialty and a list of committee vacancies can be added to the insert.

The motion passed unanimously. (Absent: PM)

Time: 8:55 a.m.

Wording of Motions

Jacqueline Brellochs moved and Deb Wigal seconded that a motion or a rationale must not use language that reflects on a member's conduct or character or is discourteous or unnecessarily harsh. (From RONR (10th ed.), p. 333, l. 5-8)

Some Board members stated they did not feel this was necessary and it was meant to try to hide problems. Other Board members stated that there had been threats of lawsuits over the wording of some motions on agendas. It was stated that only facts need to be stated and there should be nothing derogatory said or implied about a person.

It was asked if the motion can state problems that exist with committees and it was stated that this motion only covered members and not committees.

The motion passed. 9 Yes (JSB, JKB, MLC, RF, SL, MLP, MLR, RS, DW); 2 No (AD, JD); 1 Absent (PM)

Working Tests in *Newf Tide*

Mary Lou Roberts moved and Sandee Lovett seconded to restore the ***Newf Tide's*** page allocation for working tests to one full page.

Some Board members stated the working test participants and the regional clubs would like to see the whole page restored. The regional clubs work hard on these tests as do the people training their dogs for their titles and it was felt that they deserve this recognition.

Jack Dean moved and Jan Boggio seconded to refer the motion concerning restoring the ***Newf Tide's*** page allocation for working tests to one full page to the ***Newf Tide*** Policy Committee with a report due back by December 15, 2004.

Some Board members felt the "fun stuff" has been taken out and the articles are less interesting. There was a discussion concerning the editing of the articles. It was stated the ***Newf Tide*** Policy Committee will want to come back with several items and that the

regional clubs need to be made aware of the precise standards required for the submission of pictures so that reproduction quality is not sacrificed in the publication.

The motion passed unanimously. (Absent: PM)

Time 9:24 a.m.

General Education Committee Ads

Jack Dean moved and Jan Boggio seconded to direct to the General Education Committee to update the dog magazine print ad and the *Dog Fancy* website ad.

The motion passed unanimously. (Absent: PM)

800-Number Information Program

There was discussion about the 800-number information program the Rescue Prevention Committee (RPC) had outlined and presented to the Board last year. RPC has said that they do not want to do the actual implementation. The Board discussed if the AKC Breeder Referral committee would be an appropriate committee.

Jack Dean moved and Deb Wigal seconded to adopt the concept and to start implementation of an 800-number program and to refer it to the AKC Breeder Referral Committee and the Rescue Prevention Committee.

The Board was reminded that the funding for this program had been approved when the RPC presented it to the Board and the prices for 800-number service have recently dropped significantly. The Board was also reminded that the RPC had developed criteria with wide parameters to determine knowledgeable volunteers.

The motion passed. 10 Yes (JSB, JKB, MLC, AD, JD, RF, SL, MLP, RS, DW); 1 Abstention (MLR); 1 Absent (PM)

Board Communications

It was the consensus of the Board that when the Board directs any Board member to perform an action, the same standard of communication that applies to committees will apply to all Board members. They will report back when the action has been completed or give reasons why the requested action was not performed.

Miscellaneous Questions Sent to the NCA Website

John Rodley, Internet Chair, had reported that he has received, as NCA webmaster, questions from people that fell outside his duties as webmaster, e.g. "My Newf will not go up stairs. What do I do?" He said that he tried to answer some of the questions

where he was confident in his ability to answer but he wanted some direction from the Board as to where to send these types of questions.

Jan Boggio moved and Jack Dean seconded to refer the question of what to do with miscellaneous questions sent to the NCA webmaster to the General Education Committee. The NCA webmaster may refer such questions to the General Education Committee for answers until a formal program is set up.

The motion passed unanimously. (Absent: PM)

The Board recessed at 9:50 a.m.

The Board reconvened at 10:30 a.m.

Charitable Trust

There was discussion of possible wording for a motion to approve the proposal to adopt a Trust Management Board (TMB) for the NCA Charitable Trust.

Mary Lou Roberts moved and Jacqueline Brellochs seconded to accept the following: To further advance the goals and objectives of the Newfoundland Club of America, Inc., the Trustee hereby adopts the proposal approved by the Newfoundland Club of America in April 2003, to direct the NCA Charitable Trust to appoint a nine member Trust Management Board (TMB). The management structure and specific duties of the TMB are as outlined and attached hereto and marked Exhibit 1. The TMB shall devote its full time and energies to the management of the Trust and shall directly answer to the NCA, Inc. sitting as the Trustee.

The motion passed unanimously. (Absent: PM)

Guidelines of Conduct for Board Members

Mary Lou Roberts moved and Jacqueline Brellochs seconded that the Board develop a guide for directors' responsibilities and standards of conduct and appoint three Board members to work on it.

It was asked if there were guidelines in the **Constitution and By-Laws** or the **Policy Manual**. It was stated that there was very little addressed in these two documents and this proposal would expand what was there. There was discussion about not limiting ourselves to only using the American Bar Association's material on this subject as there are several other highly regarded books available. One Board member stated this is one more step in the Board's attempt to stifle discussion. Other Board members stated that this is not stifling discussion but addresses how Board members conduct themselves in dealing with others.

One board member stated that while the idea may be good, there is a definite chilling effect on freedom of speech. It may make the board feel good about insulating itself from criticism of its operations but trying to control free speech is very undemocratic.

This topic was raised over a concern for conducting the club's business more efficiently and that it would also be an aid to future Board members.

The motion passed. 6 Yes (JKB, MLC, RF, SL, MLP, MLR); 5 No (JSB, AD, JD, RS, DW); 1 Absent (PM)

AKC Parent Club Conference

Aura Dean and Robin Seaman reported on the AKC Parent Club Conference they had attended on October 22-24, 2004. They reported they had purchased the AKC's *Show Guide* for the NCA's use. They said that it was a wonderful conference with so much information available that it was hard to absorb all the material. The conference will be available on DVD (CD compatible) so the information can be made readily available to the clubs and their members. The AKC Board of Directors was present and repeatedly reassured the parent clubs that they are essential to the AKC.

Guidelines of Conduct for Board Members

The Board returned to the subject of the guidelines for the Board.

Mary Lou Roberts moved and Robin Seaman seconded to appoint Aura Dean, Mary L. Price and Mary W. Price to consider and develop the directors' guidelines.

The motion passed. 10 Yes (JSB, JKB, MLC, AD, RF, SL, MLP, MLR, RS, DW); 1 Abstention (JD); 1 Absent (PM)

Chief Information Officer Ad-Hoc Committee

The Board returned to the discussion of a proposed Chief Information Officer ad-hoc committee. It was stated that this is a very short term committee and needs specific expertise which could be appointed right away rather than waiting to advertise the committee.

One Board member stated that this was improper because when the matter was first discussed it was agreed that no appointments would be made and the positions would be advertised. Now that all board members are not present the matter is to be handled in executive session.

There is no real sense of urgency for a new position which only appeared on the agenda for September 20 and was the campaign idea of Mary Lou Roberts who made the motion.

One Board member felt that it is improper for another board member to choose the people she wants and then go into executive session to appoint them where all the facts are hidden from the membership.

Executive Session

At 11:17 a.m., Mary Lou Roberts moved and Jacqueline Brellochs seconded to go into executive session.

The motion passed. 6 Yes (JKB, MLC, RF, SL, MLP, MLR); 5 No (JSB, AD, JD, RS, DW); 1 Absent (PM)

Jacqueline Brellochs left the meeting at 11:25 p.m.

At 11:30 a.m., Aura Dean moved and Mary Lou Roberts seconded to come out of executive session.

The motion passed unanimously. (Absent: PM)

While in executive session, the Board appointed John Flowers, Bruce Karger and David Van Couvering to the Ad-Hoc Chief Information Officer Committee.

Board Recesses for Charitable Trust Meeting

The Board recessed at 11:32 a.m. for a meeting of the Charitable Trust.

The Board reconvened at 11:43 a.m.

The next meeting of the Board will be a teleconference scheduled for Tuesday, November 30, 2004 at 8:30 p.m. Agenda items are due to the Recording Secretary by Saturday, November 13, 2004.

Adjournment

At 11:46 a.m., Mary Lou Roberts moved and Robin Seaman seconded to adjourn the meeting. The motion passed unanimously. (Absent: PM)

Respectfully submitted,

Mary Lou Cuddy
NCA Recording Secretary