

NCA BOARD OF DIRECTORS FACE-TO-FACE MEETING MINUTES  
Hyatt Regency Monterey, Monterey, California  
April 25-26, 2005 (Approved June 29, 2005)

Roger Frey, President, called the meeting to order at 7:48 p.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) (via telecommunications), 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. Also present was Board-elect member Kathy Mclver (KM). Kevin Gallagher (KG), Board member-elect and Tom Broderick (TB) *ex-officio* were absent.

### **Approval of Minutes**

The Board considered the March 1, 2005 minutes.

Patti McDowell moved and Aura Dean seconded to approve the March 1, 2005 minutes as amended.

The motion passed unanimously.

### **Report of the President**

Roger Frey, President, reported that Patti McDowell could not be present at the meeting due to a family emergency and she wished to participate as a voting member in the meeting via telecommunications.

Summary of discussion: Two different Boards have considered the situation where a Board member could not attend a face-to-face meeting and each time the absent member was allowed to participate by telecommunications but they were not allowed to vote. An interpretation from the parliamentarian that had been hired for the Annual Membership meeting was that remote members are allowed to vote and recommended that a standing rule of order be enacted for this meeting. The parliamentarian stated that it would take a 2/3 majority vote to pass a special rule of order to prevent a Board member from voting, because as per Connecticut statutes, a member participating via telecommunications is considered to be present and therefore can vote. This would establish a precedent from the previous way of doing business. Policy on this issue should be set but should not be decided on personal issues. The membership can make the decision as they are able to vote out Board members who do not attend face-to-face meetings on a regular basis. Absent a motion, Patti McDowell will be allowed to vote.

### **Report of the 1<sup>st</sup> Vice-President**

Aura Dean, 1<sup>st</sup> Vice-President, reported that at a previous meeting, she had been asked to call a meeting of the NCA Charitable Trust Management Board. She apologized that she had not been able to accomplish that directive as of this meeting.

Aura reminded the Board that the Board needed to address the issues surrounding the logo, such as which version is the correct one and to determine where is the original artwork.

She also asked that the Board try to come together from the last contentious meeting and to move the club forward.

### **Report of the 2<sup>nd</sup> Vice-President**

Sandee Lovett, 2<sup>nd</sup> Vice-President, outlined her items as listed on the agenda and in over 40 pages of background material that she had compiled and distributed to the Board in March. The items would be dealt with in the course of the meeting.

### **Report of the Recording Secretary**

Mary Lou Cuddy, Recording Secretary, reported that she had prepared the Board's April 25-26, 2005 agenda and distributed the agenda's supplemental materials to the Board; prepared agendas for the Annual Meeting of the membership and the Board's Annual Meeting, and has transported to Monterey, California the most recent election materials for inspection by the membership. The March 1, 2005 minutes were sent out to the Board previous to this meeting. The March 15, 2005 minutes were in the process of being prepared and would be sent to the Board shortly.

### **Report of the Corresponding Secretary**

Robin Seaman, Corresponding Secretary, reported a letter from the AKC Canine Health Foundation regarding the money raised from NCA members' participation in the Purina Parent Club Partnership Program. The Newfoundland Club of America, Inc. had 311 Pro Club Members declared for the Purina Parent Club Partnership Program. There were 136 Pro Club members that redeemed weight circles from January through December of 2004. The Newfoundland Club of America, Inc. earned \$3,812.79 for its participation. \$1,906.39 will be given to the Canine Health Foundation for use in our donor advised fund. The remaining \$1,906.39 has been received by the NCA Health Challenge.

Robin reported on a letter from the AKC asking for nominees for the 2005 ACE Awards. An award is given in each of five categories: Law Enforcement Dog, Search and Rescue Dog, Therapy Dog, Service Dog and Companion Dog.

Robin reported on a letter from the AKC informing the NCA that parent club information sheets are being placed in AKC registration packets again. The practice had been stopped but has now been reinstated.

Robin informed the Board that there had been a misunderstanding with a regional club that was hosting a regional specialty. The NCA was fined \$400.00 by the AKC for the problem but a letter of explanation to the AKC reduced the fine to \$100.00. The regional club will reimburse the NCA for the fine.

Robin was questioned about the Purina Parent Club Partnership Program and whether the weight circles could be given to an NCA member who was enrolled in the program by someone who was not. There is a statement on the submission form that states that the weight circles must come from bags of food fed to dogs directly under the enrolled member's care.

Robin reminded the Board that the Board needed to nominate candidates for the AKC Lifetime Achievement Award soon as the deadline was close. The Board needs to nominate candidates for Conformation, Obedience and Performance Events.

At 8:42 p.m., Mary Lou Roberts moved and Patti McDowell seconded to go into executive session.

The motion passed unanimously.

At 8:45 p.m., Mary Lou Roberts moved and Mary L. Price seconded to come out of executive session.

The motion passed unanimously.

While in executive session, the Board voted to submit the following for consideration for the AKC Lifetime Achievement Award: Jean Fournier for Conformation and Velma Janek for Obedience. The Board decided not to appoint a Performance candidate.

### **Report of the Treasurer**

Mary L. Price, Treasurer, reported the following:

#### NCA Operations

Checking Account	3,075.48	
Savings Account	21,227.59	
CDs	<u>195,428.29</u>	
	219,731.36	219,731.36
"Distinguished Member"		
Restoration	225.00	
CD	<u>1,179.31</u>	
	1,404.31	1,404.31

Uniform Trophy Fund  
Money Market Account

1,771.59

\$222,907.26

### **Report of the AKC Delegate**

Mary W. Price, AKC Delegate, reported that recent communications from AKC have been almost exclusively about the current AKC Strategic Planning initiative which is well underway. At the AKC Eukanuba National Championship, many delegates, including herself, attended strategic planning briefings conducted by a professional firm hired by AKC to assist in developing a plan for the future of the organization. Within a week or two of these briefings, all delegates received a lengthy questionnaire to complete. Better than 65% of the delegates responded almost immediately. Survey results have already been reported, indicating that the majority of delegates feel the primary mission of the AKC is to serve purebred dogs with “all things canine as a secondary mission.”

Mary reported that Delegates are primarily focused on issues central to the sport:

- Maintaining the integrity of the registry
- Maintaining the quality standard of AKC events
- Advocating against discriminatory and inappropriate dog legislation
- Addressing animal rights activists
- Continued support of canine health and welfare programs

In addition to input from the delegate body, the strategic planning team has interviewed breeders, judges, educators, veterinarians and pet supply retailers. Surveys were to be sent to club officers and the general dog owning public.

It is expected that a summary of the drafted plan will be presented to the delegates at the June meeting in Chicago, with an opportunity for comments. The Board expects to approve the plan at its July meeting.

### **Report of the Regional Club Liaison**

Mary Lou Cuddy, Regional Club Liaison, reported that three regional clubs had submitted proposed changes to their Constitution and By-Laws for the Board’s approval.

Mary Lou Cuddy moved and Sandee Lovett seconded to approve the changes to their Constitution and By-Laws as submitted by the High Country Newfoundland Club.

The motion passed unanimously.

Mary Lou Cuddy moved and Mary Lou Roberts seconded to approve the changes to their Constitution and By-Laws as submitted by the Mesquite Newfoundland Club.

The motion passed unanimously.

Jacqueline Brellochs moved and Mary Lou Cuddy seconded to approve changes to their Constitution and By-Laws as submitted by the Genesee Region Newfoundland Club.

The motion passed unanimously.

Mary Lou brought to the Board's attention a potential problem in that an insurance company was canceling the Penn-Ohio Newfoundland Club's liability insurance. Despite not having submitted any claims, the company was canceling their rescue coverage when their coverage was up for renewal. There was discussion about alternatives. The Board decided to return to this topic at a later time.

Mary Lou reported that she had had a request from Dale Arvin of the Great Lakes Newfoundland Club for the Board to develop policy governing the regional clubs and the recognition and/or publication of wins, points, titles or championships from UKC or other registries. Robin Seaman had contacted the AKC about this issue and AKC had replied that they had no jurisdiction over what regional clubs do at their annual awards dinners or what appears in their newsletters. The Board did not pursue the matter any further.

### **Newf Novelties**

The Board discussed the Newf Novelties job description that had been submitted to the Board.

Summary of discussion: This is an Ad Hoc committee that was charged with just developing ideas, structure and a job description. There are still items that need to be addressed before the committee can start up such as sales tax protocols and how the money will be allocated and profits will be distributed, advertising and product items. The committee needs to set a start date after these and other issues are addressed. The committee needs to start small and then work to expand the items offered.

Jan Boggio moved and Aura Dean seconded to have the Newf Novelties Ad Hoc Committee establish a time line for creating sales tax protocol, protocols for print and Internet advertising, distribution of profits and to propose a small initial inventory of NCA logo items and eventually to develop a standing committee.

Summary of discussion: Advertising should include a flier that can go into the breeders' puppy packets and the NCA new members' packets. The committee should utilize the resources of the club and its committees and members. This committee should work closely with the Finance Committee.

The motion passed unanimously.

Summary of discussion: The Board should tell the committee if the job description is on the right track. The committee was directed to come up with this document. The job

description can and should change as the committee progresses with its task. It was the consensus of the Board that the committee should wait until the committee is up and running before addressing the issue of handling consignment items from NCA members looking to disperse their Newfoundland memorabilia collections. The Board commended the committee for what they had developed so far and felt it was a great starting point from which to move forward.

### **Internet Committee**

John Rodley, Internet Chair, had requested information concerning which NCA logo is the official logo. There are several different forms of the logo being used.

Summary of discussion: Some time ago, it was usual practice that someone would be appointed to be sure that every Board member had the correct logo and NCA stationary. The logo has been changed with different heads being used. Some versions have a circle and on other versions, there is no circle. Aura Dean has a logo from a 1967 die. Mary W. Price stated that there was a copyright in the mid 1990's for a logo. The Board should appoint someone to look into this matter.

Patti McDowell moved and Robin Seaman seconded to have Roger Frey and Aura Dean research the use and locations of NCA logo dies.

The motion passed unanimously.

John Rodley had raised concerns about posting regional club fliers on the website. Each regional club would have contact, membership, officers and events information on their flier. The fliers were to be used by breeders who could download them for their puppy packets. John was concerned about duplication of information and the difficulties in keeping the fliers up-to-date.

Summary of discussion: The regional clubs did these fliers and now they are not going to be used. The Internet Chair should be directed to post them as per the Board's instructions. The information would become rapidly out-of-date unless clubs are constantly reminded to submit updates. There are already NCA website links to the regional clubs; the clubs could post their fliers on their own websites with a specific link from the NCA website. There already exists a regional club page on the NCA website and the fliers could be added right onto it. The 2<sup>nd</sup> Vice-President will direct the Internet Chair to post the regional club fliers. The 2<sup>nd</sup> Vice-President will also ask that the website and email addresses listed in the **Breeders List** be activated.

At 10:05 p.m., Patti McDowell moved and Jan Boggio seconded to recess the meeting until Tuesday, April 26, 2005 at 8:00 a.m.

The motion passed unanimously.

**NCA Face-to-Face Meeting Reconvenes on Tuesday, April 26, 2005**

Roger Frey, President, called the meeting to order at 8:09 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) (via telecommunications), 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. Also present was Board-elect member Kathy Mclver (KM). Kevin Gallagher (KG), Board member-elect and Tom Broderick (TB) *ex-officio* were absent. Member guest was Amy Lane.

### **Approval of Minutes**

By consensus, the Board went into a committee of the whole.

The Board considered the minutes of the May 5 - 12, 2004 email meeting concerning the addition of the dues insert letter with the dues renewal form.

Deb Wigal moved and Robin Seaman seconded to come out of the committee of the whole.

The motion passed unanimously.

Deb Wigal moved and Mary Lou Roberts seconded to approve the minutes of the May 5 - 12, 2004 email meeting as amended.

Discussion for the motion: These are minutes as there was a meeting where there was a vote and money was spent. It is time to approve these minutes and move on.

Discussion against the motion: These minutes are not intellectually honest and do not portray what actually happened. This was not a meeting but a straw vote and a report on the straw vote should be included in the minutes.

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

### **Executive Session**

At 9:17 a.m., Patti McDowell moved and Robin Seaman seconded to go into executive session.

The motion passed unanimously.

At 2:47 p.m., Robin Seaman moved and Jan Boggio seconded to come out of executive session.

The motion passed unanimously.

While in executive session, the Board approved the April 12, 2005 membership applicant list.

While in executive session, the Board appointed or reappointed the following committee chairs and new committee members.

Board Appointed Committees

AKC Breeder Referral - Naomi Young Meyer

AKC Legislation - Debbie Dennison, Chair, Brian Hodges and Elaine Perkins

Arbitration - Ken Price, Chair, Nancy Aliff and Barbara Jenness

Judges Education - Betty McDonnell, Chair, May Bernhard, Jim Bricknell, Fran Dibble, Kathy Griffin, Kim Griffith, Peggy Helming, Sue Jones, Ingrid Lyden, Steve McAdams, Mary W. Price, Jo-Ann Riley, Robin Seaman, Deb Wigal, Margaret Wilmott, and Carol Winnert

Newfoundland Health Liaison - David Helming

**Newf Tide** Policy - Aura Dean, Chair, Jan Boggio (ex-officio), Meredith Reggie, David VanCouvering, Ken Wildman and Sandra Younger

Nominating Committee - John Cornell, Chair, Suzi Bidwell, Beverly Cusac, Denise Hatakeyama, Jeannette Voss

Regional Club Liaison - Kathy McIver

Rescue Prevention/Education - Donna Zink and Jackie Petrie, Co-Chairs, Barbara Brown, Caron daSilva, Roger Frey, Lori Littleford, Jean McAdams, Candace McMahan, Mary L. Price, and Pat Randall

Specialty Show - Robin Seaman, Chair, Nancy Duggan, Barbara Finch, Cindi Goodwin, Peggy Helming (ex-officio), Lee Ann Hughes, Chris LaMuraglia, Lori Littleford, Kathy Paxton, and Jack Witt

Working Dog - Cheryl Dondino, Chair, Denise Castonguay, Barbara Frey, Dwight Gorsuch, Jocelyn Hawley, Virginia Kelly, Andre Lapeyre, Sandee Lovett, Sue Marino, Pam Mohr and Carol Winnert

Open Committees with Board Appointed Chairs

Awards - Ingrid Lyden

**Breeders List** - Candace McMahan

Companion Newf - Barbara Frey

Database - Dawn Fretts

Effective Advertising - Helen Munday, Chair, Beth Grispin, Lou Ann Lenner

General Education - Dejah Petsch

Health & Longevity - Pam Rubio and Tracy Warncke

Historian & Archives - Mary Jane Spackman

International Liaison - May Bernhard

Juniors - Donna Thibault, Chair

Membership - Marget Johnson

**NCA Policy Manual** - Mary Lou Roberts

Newfoundland Health Challenge - Jan Boggio and Mary Jane Spackman

Obedience - Barbara Hearn  
Publicity - Kathy Griffin  
Recognition - Kathy Hamilton  
Rescue Network - Mary L. Price  
Sunshine - Patte Testa  
Versatile Newfoundland - Jacqueline Brellochs

Ad Hoc Committees

Constitution and By-Laws Revision - Jack Witt, Chair, David Barber, Fred Bock, Steve Britton, Tom Broderick, David Helming, Gary Lavin, and Pat Randall

Newf Novelties - Susan Aspeotes, Chair, Karen Clancy and Sue Miller

Breeders Education - Mickey Fickett, Kathy McIver, Co-Chairs, Janice Anderson, Karin Bock, John Cornell, Sue Jones, Jean McAdams, Pam Rubio and Deb Wigal

In executive session, the Board considered the issue of stewards' being too familiar with dogs entered at working tests. The Board requested more information from the Working Dog Committee and will consider the issue at a later date.

In executive session, the Board tabled until the next teleconference an agenda item which asked to authorize Mary Lou Roberts to forward the legal opinion she received from a Connecticut attorney regarding the NCA's disciplinary hearing procedures to the Constitution and By-Laws Review Committee for consideration in the review process.

Patti McDowell moved and Aura Dean seconded to move the Ad Hoc Effective Advertising Committee to a Standing Committee.

The motion passed unanimously.

Patti McDowell moved and Robin Seaman seconded to discharge the Health Class Ad Hoc Committee and to thank Lori Littleford for her efforts.

The motion passed unanimously.

Patti McDowell moved and Robin Seaman seconded to discharge the Health ROM Ad Hoc Committee and to thank Tamzin Rosenwasser and her committee for their efforts.

The motion passed unanimously.

Patti McDowell moved and Robin Seaman seconded to discharge the Newfoundland Health Ad Hoc Committee and to thank Steve Van Wie and his committee for their efforts.

The motion passed unanimously.

Patti McDowell moved and Robin Seaman seconded to accept the committee chairs and members as appointed.

The motion passed unanimously.

### **Constitution and By-Laws Review Committee**

The Board considered the February 9, 2005 bill in the amount of \$1,035.19, invoice number 143041, from the attorney at Tyler, Cooper & Alcorn

Patti McDowell moved and Mary L. Price seconded to pay the February 9, 2005 bill in the amount of \$1,035.19, invoice number 143041, to the attorney at Tyler, Cooper & Alcorn for work done.

Discussion for the motion: The bill needs to be paid. The amount charged still falls within the estimate given by the attorney and the amount budgeted by the NCA for the review process.

Discussion against the motion: The Board never passed a motion to approve the questions that were given to the attorney by the Constitution and By-Laws Review Committee (CBLR). There are unanswered questions concerning how the questions got to the attorney.

At 3:00 p.m., Barbara Brown, member guest, joined the meeting.

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

The motion passed unanimously.

The motion to pay the February 9, 2005 bill from the attorney at Tyler, Cooper & Alcorn passed unanimously.

Time: 3:35 p.m.

### **Board Communications**

Jack Dean moved and Jan Boggio seconded for the Board to approve and have inserted in the ***Policy Manual*** the following statement: "The Board encourages and approves the free communication of members to one another and for members of the board to communicate with the membership. The Board will encourage such communications and not discourage such communications.

Summary of discussion: Communication is a major problem. The Board should be on record to uphold open communication. Some communications are slanted and there is sometimes no chance for rebuttal. There are standards of libel and Board members

need to adhere to those standards. The Board should take care so as not to appear to be censoring items.

Jack Dean moved and Jan Boggio seconded to call the question.

The motion passed unanimously.

The original motion passed. 7 Yes (JSB, JKB, AD, JD, PM, RS, DW); 2 No (RF, SL); 3 Abstentions (MLC, MLR, MLP)

### **Charitable Trust Management Board**

The Board discussed the acknowledgement of donations to the NCA Charitable Trust (Health Challenge and Rescue).

Summary of discussion: The current protocol for the Charitable Trust Management Board (TMB) does not allow for prompt acknowledgement of donations. Members who donate expect to see their donations listed promptly in **Newf Tide**. The TMB needs to address this issue. Donations are being affected dramatically. Some thought there would be a TMB report listing the donors in the 4<sup>th</sup> Quarter of **Newf Tide**.

Deb Wigal moved and Sandee Lovett seconded that the listing of donations to the NCA Charitable Trust (Health Challenge and Rescue) be placed back into **Newf Tide**. 11 Yes (JKB, MLC, AD, JD, RF, SL, PM, MLP, MLR, RS, DW); 1 Abstention (JSB)

### **Executive Session**

At 4:06 p.m., Mary Lou Roberts moved and Jacqueline Brellochs seconded to go into executive session.

The motion passed unanimously.

At 4:15 p.m., Robin Seaman moved and Jan Boggio seconded to come out of executive session.

The motion passed unanimously.

While in executive session, the Board decided that the 1<sup>st</sup> Vice-President will call a meeting of the NCA Charitable Trust Management Board to elect their officers.

### **NCA Charitable Trust Meeting**

At 4:16 p.m., Mary Lou Cuddy moved and Aura Dean seconded to recess the NCA, Inc. meeting for an NCA Charitable Trust meeting.

The motion passed unanimously.

## **Newfoundland Club of America, Inc. Reconvenes**

At 4:26 p.m., the Newfoundland Club of America, Inc. reconvened the meeting.

### **Research Advisory Committee Grant Recommendation**

Jan Boggio moved and Deb Wigal seconded to approve the recommendation of the Research Advisory Committee to the following study for \$2,500 per year for two years, for a total of \$5,000.00: Mapping Genes Associated with Osteosarcoma in Large Dog Breeds, Principal Investigator - Kerstin Lindblad-Toh, Ph.D., Institution - Broad Institute at MIT and Harvard.

The motion passed unanimously.

### **NCA Charitable Trust Meeting**

At 4:30 p.m., Jan Boggio moved and Deb Wigal seconded to recess the NCA, Inc. meeting for an NCA Charitable Trust meeting.

The motion passed unanimously.

## **Newfoundland Club of America, Inc. Reconvenes**

At 4:31 p.m., the Newfoundland Club of America, Inc. reconvened the meeting.

### **Senior Discount on Dues Renewal Form**

The Board reviewed the dues renewal form to ensure the senior discount wording and other information were correct.

Summary of discussion: The Board needs to be sure the wording is “senior discount”, not “senior membership”, as there is no “senior membership” listed in the Constitution and By-Laws. The wording from the motion made at the November 21-23, 2003 meeting needs to be forwarded immediately to the Membership Chair as she needs it by May 1, 2005. There was discussion of the wording to be used for the remainder of the dues categories. The 2<sup>nd</sup> Vice-President will contact the Membership Chair.

### **Email Meeting Policy**

Patti McDowell moved and Jacqueline Brellochs seconded to revoke the email meeting policy as is listed in the ***NCA Policy Manual***.

Summary of discussion: Votes taken at an email or mail meeting could not be adopted unless the vote was unanimous or the vote was ratified at a teleconference or a face-to-

face meeting. The simultaneous communication requirement could be waived if the Board voted to do so.

The motion passed unanimously.

### **United Airline Discount Coupons**

Patti McDowell moved and Robin Seaman seconded to ask Mary W. Price to write a letter to United Airlines thanking them for the United Airline discount coupons for dogs traveling to and from AKC events.

The motion passed unanimously.

### **NCA Database Development**

The Board discussed the progress of the NCA Database development.

Summary of discussion: The Board needs to encourage the pace of the NCA database development as shown by the current computer problems that Dawn Fretts is experiencing which is causing a delay in the ***Annual of Titlists*** and ***Newf Tide***. The history of the database development was reviewed. Dawn has a programmer who will review, for a nominal charge, the pertinent data on Dawn's computer and develop a bid for a database program to house the data. The program would belong to the NCA. The Ad Hoc Chief Information Officer Committee should be involved in this process.

Jack Dean moved and Patti McDowell seconded to instruct Dawn Fretts to contact her computer programmer to prepare a bid to create the NCA database. The programmer will submit a bid within thirty days.

The motion passed unanimously.

At 5:00 p.m., Jack Dean moved and Deb Wigal seconded to adjourn the meeting.

The motion passed unanimously.

Respectfully submitted,

Mary Lou Cuddy  
NCA Recording Secretary