

Newfoundland Club of America Board of Directors  
Special Meeting of the Board  
Teleconference Meeting  
Minutes of December 4, 2009  
(Approved December 17, 2009)

Roger Frey, President, called the meeting to order at 8:30 p.m. Eastern time. The following directors were present: Lynne Anderson-Powell (LA), Jacqueline Brellochs (JB), Mary Lou Cuddy (MLC), Roger Frey (RF), Kathy McIver (KM), Mary L. Price (MLP), Pat Randall (PKR), Meredith Reggie (MR), Mary Lou Roberts (MLR), Pam Rubio (PSR) and Pam Saunders (PS). Sue Marino (SM) was absent. Mary W. Price (MWP), AKC delegate, *ex-officio* was absent. Barbara Finch was present as a member guest.

**NCA Database Article for *Newf Tide***

The Board considered an article drafted by Mary Lou Roberts detailing the history and development of the NCA Database and the recommended changes submitted by Board members. A second article which consisted of the excerpts from NCA minutes relating to the development of the NCA Database was also considered. These articles will appear in the 4<sup>th</sup> Quarter issue of *Newf Tide*.

The Board discussed incorporating the excerpts into the history and development article. The Board was reminded that excerpts relating only to the development of the database were used; other references to the database occurring in the minutes were not included.

There was discussion of how to incorporate more information regarding the financial aspects of the database into the articles. It was discussed that a link be put in the article to a page on the *NCA Website* with all the financial information. It was stated that the two articles, as they are, are already eight pages.

Mary L. Price, Treasurer, reported that budget proposals from Dan Carr, previous chair of the Technical Resources Committee were lengthy and quite detailed. It was stated that the previous Boards had budgeted more than this Board remembered. Invoices submitted under budget do not need additional Board approval, only invoices that exceed the approved budget require Board approval for payment. Much of the additional expense was due to fixing errors and previous mistakes.

The Board reviewed the history of the database. There was discussion whether to include individuals' names in the article. The Board felt it was important that the article be fair to all individuals and not have a negative tone. The Board recognizes that these members have given the NCA their time and talents and accomplished many positive things also, and the Board is very appreciative.

Pam Rubio moved and Kathy McIver seconded that the Board amend the proposed NCA database article to be published in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide* to use the names of members rather than committee titles. The motion passed. 6 Yes (LA, JB, MLC, KM, PKR, PSR); 5 No (RF, MLP, MR, MLR, PS); 1 Absent (SM)

The Board discussed what to include in the article and what may not be needed. The article should include that the purpose of this phase of the database was to be able to access information for the *Annual of Titlists, Register of Merit, Versatile Newfoundland* and the pedigrees for publication. It was never meant in this phase to include information on every Newfoundland.

Pat Randall moved and Pam Saunders seconded that the Board approve the publication of the excerpts of Board minutes as presented to accompany the publication of the NCA database article in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide*. The motion passed. 7 Yes (MLC, RF, KM, MLP, PKR, PSR, PS); 3 No (LA, JB, MLR); 1 Absent (SM)

Mary L. Price reported to the Board some figures she had developed regarding the budgeted amounts over the years.

	Actual	Budget	Difference
Database development			
2007	22.52	5,000.00	-4,977.48
2008	16,393.18	22,263.00	-5,869.82
2009	68,283.30	16,993.00	51,290.30
2010 thru 11/30/09	<u>34,297.61</u>	<u>15,000.00</u>	<u>19,297.61</u>
	118,996.61	59,256.00	59,740.61

The contract with Ascent Systems, Inc. was for “time and materials”. Much of the expense came when the current Chair was appointed to the Technical Resources Committee to get the project moving again. She found prior problems with what had been completed to that date and those problems needed to be fixed. It was stated that in the business world, 75 per cent of software projects are over-budget and late.

A Board member had concerns about the 12-fold increase in expense. It was stated that supervising projects like this is a full-time job and it is very difficult for volunteers to devote that amount of time. There was discussion that early estimates were unrealistic and the reasons for the cumulative cost.

At 10:51 p.m., Barbara Finch joined the teleconference.

Barbara reported that Ascent Systems, Inc. said they could do the database for \$9,930.00, but when the original Ascent design was reviewed, the screens were not at all user-friendly. Ascent Systems were not “dog people” and did not understand how dog people would want to use the database and the program was re-designed.

There were questions if the presentation at the National raised unrealistic expectations of the database and Barbara felt that it had. Barbara and the committee knew that there were holes in the data and that input from the membership would be needed.

There was discussion about the condition of the data used when it was received from Dawn Fretts, former chair of the Database Committee. It was explained that when extracting data from old or incompatible programs many things can go wrong. Barbara stated that she had gone back and had reviewed the original data. There were some holes in the original data and the extraction and uploading had caused additional problems. But the fixes are underway and Barbara has confidence that the database will develop into one that will serve the NCA well.

In response to a question from a Board member, Barbara reported that she had received directly 10-12 complaints after the database went live and none recently. The Board thanked Barbara for her explanations and her hard work on this project.

At 11:15 p.m., Barbara Finch left the meeting.

The Board resumed discussion of the database article. Based on what the Board learned from Barbara, it was felt that the core of the database is solid. The problems encountered were caused by the data from old and incompatible programs and not the structure of the database. None of the problems were caused by anything done deliberately. All the volunteers involved gave much time, energy and hard work to the NCA and it needs to be appreciated.

The Board discussed developing policies or mechanics so that large projects such as the database would be better managed. It was agreed that a lack of continuity on the Board and the committees did not help with the oversight that was needed.

The Board returned to a discussion of the reporting of the financial aspects of the database. Several options were considered. It was stated that the amount budgeted versus the difference was understandable, but the original estimate versus the actual cost needs further analysis and explanation. The Board had budgeted one-half the actual costs based on budgets submitted by the Technical Resources Chairs. Mary L. Price reported that she had a lot of additional budget information that she could gather and present. The Board discussed developing a second article for *Newf Tide* just for the financial information.

Pam Saunders moved and Pam Rubio seconded that the Board approve the NCA database article as amended for publication in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide*. The motion passed. 9 Yes (LA, JB, MLC, RF, MLP, MR, MLR, PSR, PS); 2 No (KM, PKR); 1 Absent (SM)

Pat Randall moved and Kathy McIver seconded that the Board approve the development of an article for publication either on the *NCA Website* and/or the 1<sup>st</sup> Quarter 2010 issue of *Newf Tide* explaining the financial aspects of the NCA database.

The motion passed. 9 Yes (LA, MLC, RF, KM, MLP, PKR, MR, PSR, PS) 2 No (JB, MLR: We should not commit to this until we see a draft.) 1 Absent (SM)

By consensus, the Board agreed to appoint a Board member(s) to write the article at the December 15, 2009 teleconference.

At 11:30 p.m., Mary L. Price left the meeting.

### **Board Response to the *Constitution and Bylaws* Review Committee Report in *Newf Tide***

In response to a question, the Board discussed the inclusion of the Breeders Education and Health & Longevity Committees' reports along with the Board's response to the *Constitution and Bylaws* Review Committee report and how they were to be presented in *Newf Tide*.

Some Board members felt that the *Constitution and Bylaws* Review Committee report was a report, not a Letter to the Editor and thus the policy of a rebuttal is not applicable to this situation. It was the consensus of the Board to drop the NCA policy paragraph from the Board's response.

At 12:29 a.m., Pam Rubio left the meeting.

Mary Lou Roberts moved and Mary Lou Cuddy seconded that the Board approve the publication in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide* of the draft of the *Best Breeding Practices* as proposed by the *Constitution and Bylaws* Review Committee.

The Board discussed the content of the *Constitution and Bylaws* Review Committee's report and the references to documents and whether the *Constitution and Bylaws* Review Committee's draft of the Best Breeding Practices should be included. It was noted that the Board had previously agreed to not forward or publish intermediary report from any committees.

The motion that the Board approve the publication in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide* of the draft of the *Best Breeding Practices* as proposed by the *Constitution and Bylaws* Review Committee failed. 3 Yes (JB, RF, MLR); 5 No (LA, MLC, KM, PKR, PS); 1 Abstention (MR); 3 Absent (SM, MLP, PSR)

Mary Lou Roberts moved and Mary Lou Cuddy seconded that the Board rescind the vote approving the publication in the 4<sup>th</sup> Quarter 2009 issue of *Newf Tide* of the Health & Longevity Committee's report on the *Constitution and Bylaws* Review Committee's proposed *Best Breeding Practices*.

Some Board members believed that it was not right for the Board to pick and choose which committee reports it wants. Other than the Breeders Education Committee, the only other committee was asked to respond was the Health & Longevity Committee.

The Board had requested a report from Health & Longevity Committee in response to the *Constitution and Bylaws* Review Committee's proposed Best Breeding Practice and the committee also agreed that it could be published. There was consideration as to how the Health & Longevity Committee would react if their report was not used.

The motion failed. 3 Yes (MLC, RF, MLR: It is wrong and it is confusing the readers to include this report when the Board has voted down including the *Constitution and Bylaws* document to which the Health & Longevity report refers.); 5 No (LA, JB, KM, PKR, PS); 1 Abstention (MR); 3 Absent (SM, MLP, PSR)

At 1:10 a.m., Kathy McIver left the meeting.

### **Certificate of Insurance/Constitution & Bylaws**

There was discussion regarding the references to the *Ethics Guide* in the *Constitution and Bylaws* and being consistent throughout the documents. There was also a question regarding the wording and formatting of one section of Certificate of Incorporation. Mary Lou Cuddy was requested to check with Beverly Eichel to determine the proper wording.

Pat Randall moved and Lynne Anderson-Powell seconded that the Board approve the clerical changes in the approved *Certificate of Incorporation* and *Constitution and Bylaws* to be consistent in the manner in which the *Ethics Guide* is named. The motion passed unanimously. 4 Absent (SM, KM, MLP, PSR)

### **Adjournment**

At 1:23 a.m., Pam Saunders moved and Mary Lou Cuddy seconded to adjourn the meeting. The motion passed unanimously. 4 Absent (SM, KM, MLP, PSR)

Submitted by,  
Mary Lou Cuddy  
Recording Secretary