

NCA Board of Directors
Teleconference Meeting
Minutes of May 20, 2010
(Approved June 17, 2010)

Roger Frey called the meeting to order at 8:04 p.m. Eastern time. The following directors were present: Jacqueline Brellochs (JB), John Cornell (JC), Mary Lou Cuddy (MLC), Roger Frey (RF), Sue Marino (SM), Kathy McIver (KM), Mary L. Price (MLP), Maredith Reggie (MR), Pam Rubio (PR), Pam Saunders (PS) and Donna Thibault (DT). Lynne Anderson-Powell (LA) was absent. Mary W. Price (MWP), AKC delegate, *ex-officio* was absent. Pat Randall was present as a member guest.

Approval of Minutes

Mary Lou Cuddy, Recording Secretary, informed the Board that the minutes would be ready for approval at the June 17, 2010 meeting.

Report of the President

Roger Frey, President, reported that the NCA would be allowed to send a second representative to the AKC Parent Club Conference in Raleigh, North Carolina. A fee of \$450.00 will be charged for a second representative.

The Board was reminded that there had been a discussion before the NCA election regarding Pat Randall as the second representative as there were many workshops scheduled on club governance issues. Other Board members stated that usually it is a Board member that attends so that information gathered at the conference can be shared with Board when needed.

Kathy McIver moved and John Cornell seconded that Pat Randall be appointed as the second representative for the NCA at the AKC Parent Club Conference to be held August 27-29, 2010 in Raleigh, North Carolina. The motion passed unanimously. 1 Absent (LA)

Report of the 1st Vice President

Jacqueline Brellochs, 1st Vice President, stated that there would not be a report as the Charitable Trust Management Board had not met since the 2010 National Specialty.

Report of the 2nd Vice President

Kathy McIver, 2nd Vice President, reminded the Board of several items that had been sent to them in the days preceding this meeting.

Kathy proposed to the Board that an electronic mail distribution list be set up to facilitate committee communications. A distribution list would make it possible to send

agendas, bulletin board, minutes and other attachments and communications quickly and easily.

Pam Rubio moved and Jacqueline Brellochs seconded that the Board give permission for the development of an electronic mail distribution list for communicating NCA business to committees. The motion passed unanimously. 1 Absent (LA)

There was some discussion whether Board members should be included on the distribution list and could the committees use this list for discussion between committees. The differences between a discussion list and distribution list were explained. It was agreed that the Board would not need to be included on a distribution list, but could be included if a Board member desired.

Kathy McIver, Committee Liaison, asked for the Board's input on whether the job postings for the International Liaison and the Steering Committee should include the committee's job description and if the committees should be involved in developing the wording for the posting. The Board agreed to return to this discussion later in the meeting.

At 8:30 p.m., Pat Randall joined the teleconference.

Constitution and Bylaws Review

The Board considered the best method to review the concerns that have arisen about the proposed *Constitution and Bylaws* that had been approved by the Board on November 2, 2008.

It was stated that there should be a serious review of the inconsistencies between the proposed *Constitution and Bylaws* and the Connecticut statutes. It was discussed that rather than the Board attempting such a review, that a small *ad hoc* committee made up of members with expertise in governance, Roberts Rules of Order and the NCA be appointed to develop specific items for the Board's consideration. Input from the Board would also be welcome. A list of specific items would be developed for Lisa Davis, the NCA attorney, to research and report to the Board. It was stated this would only be a review of certain areas to improve the document already developed, as there was no desire to start the process all over again.

Pat Randall stated that he would be willing to head such an *ad hoc* committee and gave the Board his recommendations as to possible committee members. Pat informed the Board that a lot of legwork would be required, but that an initial report would be possible by the Board's fall face-to-face meeting. It was pointed out that it is better to take the time now to do it right. It is easier to change things now than after the *Constitution and Bylaws* has been through the final membership approval process.

Kathy McIver moved and John Cornell seconded that the Board appoint an *ad hoc* committee to review the recently Board-approved *Constitution and Bylaws* and to

review the consistency between and within the NCA's governing documents, including but not limited to AKC regulations and the Connecticut state statutes. An initial report will be due by the Board's fall face-to-face meeting. The motion passed unanimously. 1 Absent (LA)

AKC Task Force Committee

Kathy McIver moved and Donna Thibault seconded that the Board dissolve the AKC Task Force with thanks to its members for their service. The motion passed unanimously. 1 Absent (LA)

Newf-I Discussion List

Pam Rubio and Pat Randall reported on a recent discussion on the Newf-I discussion list regarding some Newfoundlands at the 2010 National Specialty.

At 8:54 p.m., Pam Saunders moved and Meredith Reggie seconded that the Board go into executive session and invite Pat Randall to attend. The motion passed unanimously. 1 Absent (LA)

At 9:27 p.m., Pam Saunders moved and Donna Thibault seconded that the Board come out of executive session. The motion passed unanimously. 1 Absent (LA)

Report of the Recording Secretary

Mary Lou Cuddy, Recording Secretary, reported that she had prepared the May 20, 2010 agenda packet and that the minutes from the face-to-face meetings at the 2010 National Specialty would be available for approval at the June 17, 2010 teleconference.

Report of the Corresponding Secretary

Due to the absence of Lynne Anderson-Powell, there was no report.

Report of the Treasurer

Mary L. Price, Treasurer, reported the following balances: checking account: \$21,137.45; checking account for 2010 National Specialty: \$21,135.43; savings account: \$65,241.57; invested in CDs: \$101,773.23; and the NCA operations balance total of \$209,287.68 with \$4,310.08 in reserve for "Distinguished Member" expenses. The Uniform Trophy Fund account balance is \$1,947.94 for a total of \$211,235.62.

Mary reported that the 2010 National Specialty account was not up-to-date and that the Uniform Trophy Committee had returned one-half of the loan from NCA Operations for the purchase of two years' worth of Uniform Trophies. The rest of the loan may be held until next year, depending if the 2010 Uniform Trophy plates are sold out. Mary

stated that all of the Uniform Trophy plates from the years' previous have been sold and there are 40 of the 2010 plates left.

At 9:10, Sue Marino left the teleconference.

AKC Legislation Committee

It was reported that the AKC Legislation Committee would like permission to send alerts to regional clubs and the *NCA Website* of pending legislation. There was a discussion if there was a more effective way of distributing the information which often arrives at the last minute and is time-sensitive. There was also discussion of sorting the alerts so that only areas affected by a piece of legislation will be notified.

It was the consensus of the Board that the committee may send alerts to the area affected by a pending piece of legislation.

At 9:38 p.m., Lynne Anderson-Powell joined the teleconference.

International Liaison

The Board considered the job description for the International Liaison. The Board discussed the protocol of committee chairs heading the same committee for the National Specialty.

Pam Saunders moved and Kathy McIver seconded that the Board approve the International Liaison job description amended as follows:

International Liaison Committee: Duties and Responsibilities

- Serve as the liaison between the NCA and international Newfoundland clubs
- Develop and maintain a roster of foreign clubs, with a contact person for each
- Advise on international hospitality for the NCA National Specialty
- Receive, research, and respond to inquiries regarding international activities
- Solicit and submit articles on international activities for possible publication in *Newf Tide* and the NCA website
- Receive and respond to foreign club requests for NCA trophies to be presented at foreign specialties.

The motion passed unanimously. 1 Absent (SM)

Steering Committee

By consensus, the Board agreed that the Steering Committee develop their own "help wanted" description for approval at the Board's next teleconference.

Executive Session

At 10:00 p.m., Kathy McIver moved and Pam Saunders seconded that the Board go into executive session. The motion passed unanimously. 1 Absent (SM)

At 10:10, Sue Marino joined the teleconference.

At 11:00 p.m., Kathy McIver moved and Lynne Anderson-Powell seconded that the Board come out of executive session. The motion passed unanimously.

While in executive session, the Board considered the May 20, 2010 Applicants List with one application held in abeyance until more information becomes available.

While in executive session, the Board appointed Pat Randall as Chair of the *ad hoc* NCA Governing Documents Review Committee.

While in executive session, the Board appointed Kevin Gallagher, David Helming and Pam Saunders as members of the *ad hoc* NCA Governing Documents Review Committee.

While in executive session, the Board appointed Sharon Gilbert and Ron Horn to the General Education Committee.

While in executive session, the Board appointed Donna Thibault as the interim Chair of the General Education Committee for up to six months.

While in executive session, the Board appointed Bruce Willoughby to the Health & Longevity Committee.

While in executive session, the Board appointed Debbie Dennison to the AKC Legislation Committee.

Technical Resources Committee

Mary L. Price reminded the Board that budget items for this committee will need to be considered at the June 17, 2010 meeting. Marylou Zimmerman has developed a proposal for web design and maintenance and Mary L. Price will add it into the budget for discussion. The committee was requested to put together a proposal for the next stage of development for the NCA Database.

Lynne Anderson-Powell moved and Kathy McIver seconded that the Technical Resource Committee develop a proposal for the continuation and development of the NCA Database. The motion passed unanimously.

Recognition Committee

It was reported that the Recognition Committee is not pleased with the quality of the championship medallions. Joe Reinisch, Recognition Committee member, would like to request the mold from D&D Manufacturing, but the company needs the Board's approval before releasing the mold. The committee is considering sending the mold to

the company who made the medallions for the 2007 National Specialty in Colorado. It was reported that the NCA has used the current company since 1993. Board members have not heard any complaints from members about the quality of the medallions.

Mary L. Price moved and Kathy McIver seconded that the Recognition Committee develop a report on the quality of the championship medallions. The motion passed unanimously.

At 11:12 p.m., Kathy McIver moved and John Cornell seconded that the meeting be adjourned. The motion passed unanimously.

Submitted by,

Mary Lou Cuddy
NCA Recording Secretary