

NCA Board of Directors
Teleconference Meeting
Minutes of September 15, 2011
(Approved November 4, 2011)

Pat Randall, President, called the meeting to order at 8:06 p.m. Eastern time. The following directors were present: Lynne Anderson-Powell (LA), Steve Britton (SB), John Cornell (JC), Mary Lou Cuddy (MLC), Roger Frey (RF), Kathy McIver (KM), Pat Randall (PKR), Meredith Reggie (MR), Pam Rubio (PR) and Pam Saunders (PS). Mary L. Price (MLP) and Donna Thibault (DT) were absent. Mary W. Price (MWP), AKC delegate, *ex-officio* was absent.

At 8:06 p.m., the meeting was called to order.

Approval of Minutes

The Board considered the minutes of August 25, 2011.

Pam Saunders moved and Pam Rubio seconded that the Board approve the August 25, 2011 minutes as amended. The minutes were approved without objection. 2 Absent (MLP, DT)

Report of the President

Pat Randall, President, reported on the Dogfish Software contract report submitted by Brian Hodges, whom the Board had requested to review the proposed contract. It was reported that the contract was a “boiler-plate” contract with no discernable red flags. Brian suggested one minor change to the Limitations of Warranty Damages article as that section could be in conflict with another article.

The Board considered several articles in the contract. It was stated that the contract does not bind the NCA to pay for work over and beyond the scope of the agreement without Dogfish Software notifying the NCA of any cost over-runs. The contract offers excellent protection for the NCA’s ownership of the materials.

The Board was reminded that this contract is similar to a service contract and it will cover any subsequent phases of the NCA Database. A Statement of Work will be negotiated for each phase and all the particulars for that stage would be included in that document.

There was some discussion on the length of time that audit records must be kept and the definition of reasonable expenses. There was some concern expressed that retaining audit and financial records for the six months stated in the contract may not be long enough. The Board agreed that two years retention of financial records and a limit of \$250.00 for reasonable expenses would be satisfactory.

Pam Rubio moved and Kathy McIver seconded that the Board approve the contract with Dogfish Software with the request that the reasonable expenses definition include a limit of \$250 and the retention of accounting records be extended from six months to two years. The motion passed unanimously. 2 Absent (MLP, DT)

The Board thanked Brian Hodges for his excellent report.

Report of the 1st Vice President

Roger Frey, 1st Vice President, requested that his report be deferred until later in the meeting.

Report of the 2nd Vice President

Pam Saunders, 2nd Vice President, asked the Board to consider the Regional Clubs Committee's request for clarification of the goal that 50% of regional club members also hold NCA membership. The request had been sent to the Steering Committee but the committee reported that the subject had not originated with it. The Regional Clubs Committee reported that some regional clubs have associate members who do not have voting rights and questioned whether those members should be included in establishing the 50% NCA membership.

Pam Rubio moved and Meredith Reggie seconded that in response to a question from the Regional Club Committee, to set as a goal for the regional clubs that 50% of their voting members also hold NCA membership. The motion passed unanimously. 2 Absent (MLP, DT)

The Board considered some questions regarding the Breeders-I list and the NCA's responsibility in regards to that list. It was reported that the list was started without NCA Board approval and the NCA's ownership, responsibility and liability in regards to that list has been questioned. It was agreed to postpone the discussion until the November 4-6, 2011 face-to-face meeting.

The Board briefly considered an idea proposed for a Facebook page devoted to new Newfoundland puppy owners. It was said that this new page could be a nice adjunct to the Newfoundland Ambassador Program. The Board agreed to postpone further discussion until the November 4-6, 2011 face-to-face meeting.

In response to a request, the Board questioned the status of the proposed LifeStages program. It was agreed that the program should be reconsidered and further discussion be postponed until the November 4-6, 2011 face-to-face meeting.

Report of the Recording Secretary

Mary Lou Cuddy, Recording Secretary, reported that she had prepared the August 25, 2011 minutes and September 15, 2011 agenda. She requested the Board's input

concerning items on the Board's To Do list that had not been addressed. It was agreed that those items would be reviewed at the November 4-6, 2011 face-to-face meeting.

There was a discussion that since the November 4-6, 2011 face-to-face meeting was scheduled two weeks after the October 20, 2011 teleconference, whether the teleconference needed to be held. After discussion, it was agreed to hold the teleconference as scheduled to help reduce the amount of business conducted at the face-to-face meeting.

At 9:04 p.m., Mary L. Price joined the meeting.

Report of the Corresponding Secretary

Lynne Anderson-Powell, Corresponding Secretary, reported that general inquiries had been answered and all correspondence had been forwarded to the appropriate committees. She also responded to a complaint from a non-member.

Lynne suggested that the Board take some time at the November 4-6, 2011 meeting to consider ways to respond to complaints from non-NCA members against NCA members.

Report of the Treasurer

Mary L. Price, Treasurer, reported the following balances: checking account: \$74,983.60; checking account for 2011 National Specialty: \$13,669.53; savings account: \$45,294.82; invested in CDs: \$104,455.86; and the NCA operations balance total of \$238,403.81 with \$4,550.22 in reserve for "Distinguished Member" expenses. The Uniform Trophy Fund account balance is \$1,415.91 for a total of \$239,819.72.

Mary reported that the 2011 National Specialty financial report was not yet completed. It is to be sent to Mary by October 1st and she will present it to the Board at the November 4-6, 2011 face-to-face meeting.

Mary informed the Board that she had met with the staff of the Holiday Inn in Rosemont, IL where the November 4-6, 2011 face-to-face meeting will be held. She has reserved the rooms and reported that the meeting room will have plenty of space for the Board and guests. A local restaurant will cater the lunch and breakfast is included in the room rate.

Report of the AKC Delegate

In the absence of Mary W. Price, AKC Delegate, Mary Lou Cuddy reported that at the September 2011 AKC Delegates meeting, the Delegates approved the proposed Reserve Best in Show award. The effective date has not been announced but it is likely to be January 1, 2012.

Committee Reports

***ad hoc* Database Phase IV Review Committee**

The Board considered the concerns of the Technical Resources Committee and the questions raised by the *ad hoc* Database Phase IV Review Committee. The Board reviewed previous discussion points that led to the formation of the *ad hoc* committee. Currently, there is no Statement of Work for the *ad hoc* committee to consider, but the committee should be considering the major components of Phase IV. Some Board members felt that there is too much overlap between the two committees. It was stated that the Board must show due diligence which may not have been done in the previous database phases.

Executive Session

At 9:30 p.m., Pam Saunders moved and Steve Britton seconded that the Board go into executive session. The motion passed unanimously. 1 Absent (DT)

At 9:45 p.m., Kathy McIver moved and Steve Britton seconded that the Board come out of executive session. The motion passed unanimously. 1 Absent (DT)

It was agreed that the Board had been provided enough information for the *ad hoc* Database Phase IV Review Committee to continue its work.

Rescue Prevention Committee

The Board considered the proposed committee job description. There was a brief discussion regarding the concerns about the committee developing ideas that should be addressed by other committees. It was agreed to postpone further discussion until the November 4-6, 2011 meeting.

Publicity Committee

The Board agreed to postpone discussion of the Publicity Committee until the November 4-6, 2011 meeting.

Obedience Committee

The Board reviewed the statistics provided by Joyce Arivella, Obedience Committee Chair. There was a discussion regarding the name of the committee and the events that it encompasses.

Meredith Reggie moved and Steve Britton seconded that the Board change the name of the Obedience Committee to the Performance and Companion Events Committee. The motion passed unanimously. 1 Absent (DT)

The Board discussed the lack of *Newf Tide* articles dealing with obedience and performance events. It was suggested that additional members be named to the committee for the purpose of developing and submitting articles for publication.

Pam Saunders moved and Kathy McIver seconded that the Board appoint additional members to the Performance and Companion Events Committee (formerly the Obedience Committee). The motion passed unanimously. 1 Absent (DT)

NCA Policy Manual Review

The Board reviewed the proposed changes to the format of the *NCA Policy Manual* as presented by Pam Saunders. Current/appropriate policies have been put into categories. The *Policy Manual* will consist of two documents: the first document containing only the current policies and a second document with the motions that affected policies and the policy history. The *Policy Manual* will be a living document in that it will be constantly updated.

In response to a question about areas where policies/history are vague, the Board will review, clarify or redevelop as needed.

The Board thanked Pam for her efforts on this difficult assignment.

Register of Merit Concerns

The Board considered some recent comments regarding the non-inclusion of Register of Merit dogs in the *Annual of Titlists*. Current policy has Register of Merit dogs featured in *Newf Tide* but are not included in the *Annual of Titlists* because the Register of Merit is a designation and not a specific title. It was stated that the repeated delays in the production of the Register of Merit book due to the problems with the NCA Database has led to some of the confusion.

Pam Saunders moved and Lynne Anderson-Powell seconded that the Board refer the questions regarding Register of Merit dogs' inclusion in the *Annual of Titlists* to the *Newf Tide* Policy Committee. The motion passed unanimously. 1 Absent (DT)

Executive Session

At 10:35 p.m., John Cornell moved and Mary Lou Cuddy seconded that the Board go into executive session. Without objection, the motion passed. 1 Absent (DT)

At 10:57 p.m., Pam Rubio moved and Kathy McIver seconded that the Board come out of executive session. Without objection, the motion passed. 1 Absent (DT)

While in executive session, the Board approved the August 25, 2011 Applicants List.

While in executive session, the Board appointed Susan Wagner to the Breeder Education Committee.

Recording of Board Meetings

The Board agreed to postpone discussion of the recording and publication of Board meetings to the November 4-6, 2011 meeting.

***ad hoc* NCA Governing Documents Review Committee**

Pat Randall, *ad hoc* NCA Governing Documents Review Committee Chair, reported that three of the committee's members have picked up major NCA responsibilities recently and finding a time to meet is difficult. It was stated that the committee will finish its review and will have a report in time for the November 4-6, 2011 meeting.

New Business

AKC and Pet Insurance

The Board considered a member's question regarding AKC selling its mailing list to a pet insurance company. It was stated that the AKC will remove a name from its list if requested. It was agreed that a notice placed in the *NCA e-notes* with the opt-out procedure. Pat Randall will verify the procedure and write the notice.

National Animal Interest Alliance Conference

An announcement was forwarded by a member of a conference hosted by the National Animal Interest Alliance (NAIA) titled, "Purebred Dogs: The Next Endangered Species?" It was reported that the registration fee is \$250.00 and hotel rooms are \$100.00/night. There was discussion about the expense and who to send. It was agreed that a representative from the Legislation Liaison Committee would be offered an opportunity to attend and would be expected to submit a written report to the Board and for inclusion in *Newf Tide*. Pictures would be greatly appreciated.

Pam Rubio moved and Kathy McIver seconded that the Board refer to the Legislation Liaison Committee the opportunity to send one of its members to the National Animal Interest Alliance's conference, "Purebred Dogs: The Next Endangered Species?", to be held November 12-13, 2011 in Harrisburg, Pennsylvania. The motion passed unanimously. 1 Absent (DT)

Judges Education Committee

Steve Britton moved to appoint Mary Maltby to the Judges Education Committee. A brief discussion on considering this outside of executive session was held.

Executive Session

At 11:15 p.m., Kathy Mclver moved and Meredith Reggie seconded that the Board go into executive session. The motion passed. 9 Yes (LA, JC, MLC, Km, MLP, PKR, MR, PSR, PS); 1 No (RF); 1 Abstention (SB)

At 11:42 p.m., Kathy Mclver moved to come out of executive session. Without objection, the motion passed. 1 Absent (DT)

While in executive session, the motion regarding the appointment of Mary Maltby to the Judges Education Committee was withdrawn.

TOD/TODD Awards

The Board discussed the awarding of the TOD/TODD awards at the Annual Membership Meeting. The Board recognized that the presentation must be better organized for next year. Members deserve the recognition but the time it takes to do all the awards presentations is problematic. Several options were discussed. Meredith Reggie offered to develop some proposals for the October 2011 meeting.

Board Recusals

The Board discussed the issue of Board members involuntarily recusing themselves from items of business involving themselves or spouses where their participation could be considered a Conflict of Interest. It was stated that there is a difference between a true Conflict of Interest (which requires some sort of financial gain) and the Appearance of an Impropriety. Also, it was stated that a requirement to recuse oneself would need to be included in the bylaws or the Certificate of Incorporation as it was recognized that a required recusal within a policy manual and outside of the certificate or bylaws would interfere with a director's or officer's fundamental right to attend, speak and vote at a Board meeting.

Adjournment Times

The Board discussed the late hour at which some meetings have concluded and the effect on members the following day. Staying on task, recessing and reconvening at a later time and exploring software options to increase meeting productivity were all discussed. A concern was raised that there had been improvement in this area recently. Pat Randall will develop some ideas for the Board to consider. There were no objections to postponing further discussion to the November 4-6, 2011 meeting.

Report of the 1st Vice President

Roger Frey, 1st Vice President, reported that he attended the September 7, 2011 meeting of the Charitable Trust Management Board (CTMB). He informed the Board that the CTMB is reviewing the Newfoundland health survey developed with OFA and testing the survey for "bugs".

AKC Breeder of Merit Program

The Board reviewed concerns expressed with some Breeders List members being identified as AKC Breeders of Merit. It was reported that the NCA Board has not yet taken a position, pro or con, regarding the AKC's program. It was reported that the Breeders Education Committee had this as a pending agenda item for consideration at their next teleconference.

Steve Britton moved and Kathy McIver seconded that the Board refer the AKC Breeder of Merit program to the Breeders Education Committee for a report to the Board at its October 20, 2011 meeting. The motion passed unanimously. 1 Absent (DT)

Adjournment

At 12:20 p.m., without objection, the meeting was adjourned.

Submitted by,

Mary Lou Cuddy
NCA Recording Secretary