



The International Cat Association, Inc.

# Board Governance

## PREFACE

to By-Laws, Registration Rules, Show Rules, Standing Rules  
Uniform Color Descriptions and Standards

The By-Laws take precedence over ALL other Rules, followed by the Registration Rules, Show Rules, Standing Rules, and Uniform Color Descriptions, in that order. The Registration Rules, Show Rules, Standing Rules, and Uniform Color Descriptions shall take precedence over any individual Breed Standard UNLESS that Standard is MORE restrictive than the general rules applying to ALL breeds, in which case the Standard shall take precedence.

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## **ARTICLE ONE: *Committee Charter***

The purpose of this committee is:

- ◆ To infuse a desire for and commitment to best practices in governance within the TICA Board of Directors.
- ◆ Review and recommend to the full Board governance processes such as agenda design and management, Board action follow up, budget and strategic planning "rhythm", and meeting evaluation.
- ◆ Oversee development of TICA Board policies, including "Board Ethics."
- ◆ Solicit recommendations and arrange for Board "educational" sessions about TICA's business and operating processes.

## ARTICLE TWO: *Ethics*

**Confidentiality.** Members of the Board of Directors shall use information belonging to or obtained through their affiliation with TICA solely for the purpose of performing services as a Board member for TICA. ~~All such information is confidential.~~ Members of the Board may not disclose, divulge, or make accessible confidential information to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom TICA has authorized disclosure.

~~Members of the Board of Directors are reminded that Standing Rule 109.2.8 specifically prohibits the dissemination of information related to any matter discussed in Executive Sessions of the Board.~~

Members of the Board must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

### **Conduct**

Members of the Board of Directors are expected to abide by the TICA By-Laws, Show Rules, Registration Rules, Judging Program (if applicable), and all Board rulings. While members of the Board of Directors are expected and encouraged to discuss and debate proposals presented during Board meetings, once a decision is made, it is the expectation that the individual Directors will abide by and support the action of the Board, even though the prevailing position might not have been their own.

Members of the Board of Directors are ambassadors for and representatives of TICA at all times, and shall conduct themselves accordingly.

## **ARTICLE THREE: *Action by Board Ballot***

The By-Laws of the Association provide that a Director may request a ballot be taken on an issue between formal meetings of the Board. These are to be submitted through the Business Manager. The President and Vice President may request action on an issue directly.

It is the policy of the Board that ballots submitted between meetings be kept to a minimum and, generally, be limited to items for which action must be taken prior to the next regularly-scheduled Board Meeting or those items of a routine nature which do not require extensive debate.

### **Ballot Issues Initiated by a Regional Director**

- ◆ Issues which come to the attention of a Regional Director, and for which they feel a Board vote is necessary, must first be submitted to the full Board for discussion.
- ◆ A period for discussion will be set by that Director.
- ◆ At the conclusion of the discussion period, that Director (or any other) may decide to submit the issue for a formal ballot.
- ◆ The motion and an explanation must be submitted to the Business Manager who will submit the formal ballot for vote.
- ◆ As each individual board member votes, their vote shall be made known to the remaining members of the Board.

## **Use of Board Ballots for Consent Agenda Items**

- ◆ The President should consider the use of a Board Ballot prior to the actual meeting of the Board for those items which are of a more routine nature, require little discussion or are generally for information only purposes.
- ◆ These items might require a “receipt be noted” action by the Board.
- ◆ It will be the responsibility of individual Board members to read these items, ask appropriate questions and then vote on those items.
- ◆ If there is an individual item that a Board Member feels deserves debate and discussion, rather than the answering of simple questions, it may be pulled from the Consent Agenda Board Ballot and placed on the regular meeting agenda for discussion and action.

## **ARTICLE FOUR: *Meeting Agenda Management***

### **Meeting Agenda Management**

It is the policy of the Board that the agenda be efficiently managed in order to engage the Board in the most important business facing the Association and reflect the discussions necessary for the highest and best use of the Board of Directors.

### **Time Management**

The agenda items should be assigned suggested time limits. The Board finds this useful in managing discussions. Additionally, when there are items and reports that do not need to take up meeting time for discussion, they should be placed on a consent agenda. This would include items that the Board needs to take action on but could easily be read by the board members, questions asked ahead of the meeting, and passed without discussion or debate. If a particular item is felt to need discussion or debate (not just a simple question answered), it can be pulled off the consent agenda and added into the regular agenda, at the request of a Director.

### **Governance Cycles**

There are at least three major categories of agenda items which are recurring and components of which might be presented to the Board in cycles. They include the Budget cycle, Legislative cycle, and the Committee cycle.

### **Budget Cycle**

#### **◆ Topics for Annual Meeting**

Review wrap up of prior year budget

Review results of prior year's indicators (in business plan)



◆ **Topics for Winter Meeting**

- Review and accept prior year's audit report
- Mid-year budget review
- Review mid-year indicator reports
- Adopt new budget for next year

◆ **Topics for Spring Meeting**

- Strategic planning (review of business plan)
- Review budget status

**Legislative Cycle**

◆ **Topics for Annual Meeting**

- Proposals which, if passed, require membership vote
- Proposals which require no membership vote

◆ **Topics for Winter Meeting**

- Proposals which require no membership vote.

◆ **Topics for Spring Meeting**

- Proposals which require no membership vote

**Committee Cycle**

◆ **Topics for Annual**

- Report on prior year's accomplishments
- Receive and approve recommendations for new goals

◆ **Topics for Winter Meeting**

- Report on progress of goals

**Governance Cycle**

- ◆ An additional cycle is the Governance Cycle, which includes a review of the make up and viability of regions every 3 years.

<b>Winter Meeting</b>	<b>Spring Meeting</b>	<b>Annual Meeting</b>
<b><u>Budget Cycle</u></b>		
Review and accept prior year’s audit report; Mid-year budget review; Review mid-year indicator reports; Adopt new budget for next year	Strategic planning (review of business plan); Review budget status	Review wrap up of prior year budget; Review results of prior year’s indicators (in business plan)
<b><u>Legislative Cycle</u></b>		
Proposals which require no membership vote	Proposals which require no membership vote	Proposals which, if passed, require membership vote; Proposals which require no membership vote
<b><u>Committee Cycle</u></b>		
Report on progress of goals		Report on prior year’s accomplishments; Receive and approve recommendations for new goals
<b><u>Governance Cycle</u></b>		
An additional cycle is the Governance Cycle, which includes a review of the make up and viability of regions every 3 years.		
2009 Discussion of Realignment		

## **Follow Up Report**

A follow up report will accompany each set of meeting minutes. Follow up items will be reported on or included in the next meeting agenda. The follow up report will list any action that the Board had requested during the prior meeting, the person assigned the task, a time frame for accomplishment, and status. Part of every agenda would be the review of the follow up report.

## **ARTICLE FIVE: *Travel Reimbursement:* *President/Vice President (Officers)***

In accordance with Standing Rule 1011.4.3, the travel expenses of the President and Vice President to attend Board meetings are to be reimbursed by the Association, if funds are available.

### **Procedures for Implementation of Policy**

#### **Reimbursable Expenses**

- ◆ If an Officer chooses to travel by car to a meeting, reimbursement for transportation will be based on the lesser of:
  - ◆ Mileage at the prevailing rate allowed by the Internal Revenue Service **OR**
  - ◆ The lowest reasonable airfare available, including any additional ground transportation required. The Officer must demonstrate that the cost of travel by car is the lesser by submitting a brief analysis, comparing the two. Officers will be reimbursed for hotel and meals at the same rate that is available for Regional Directors.

#### **Claiming Reimbursement**

- ◆ Officers may claim reimbursement under this policy by completing and submitting the TICA official Expense Report.
- ◆ All original receipts must be attached for any expenses claimed which are not paid for directly by the Association or included in per diem. Expense reimbursements for the Vice President must be approved by the President, prior to payment. Expense reimbursements for the President must be approved by the Chairman of the Finance Committee, prior to payment.

## **ARTICLE SIX: *Travel Reimbursement:* *Regional Directors***

### **Policy**

It is the policy of the board that a portion of the transportation expenses of the Regional Directors will be reimbursed when they attend Board Meetings.

- ◆ North American RDs - Up to \$300 for meetings held in North America
- ◆ International RDs - Up to \$800 for meetings held in North America

### **For meetings held internationally**

- ◆ Directors from the continent in which the meeting is held - Up to \$300
- ◆ Other directors - Up to \$800

### **Procedures for Implementation of Policy**

If a Director chooses to travel by car to a meeting, the director may be reimbursed:

- ◆ Mileage at the prevailing rate allowed by the Internal Revenue Service **OR**
- ◆ The cost of an airline ticket. The Director must demonstrate that the cost of travel by car is the lesser by submitting a printout of the lowest available fare between the airport nearest to the Director and the location of the meeting. Directors judging the show and those using mileage award tickets will not be reimbursed.

## **ARTICLE SEVEN: *Publishing Minutes of the Meetings General and Executive Session***

ARTICLE NINE of the TICA By-Laws provide that the Board of Directors may go into closed session if the matter under discussion concerns personnel matters, contract negotiations or is of such a nature that it may be embarrassing, derogatory or humiliating to a member. The article further makes public to the membership the results of all actions by the Board, other than those relating to pending contract negotiations or those relating to changes, complaints or protests which have been found to be groundless.

It is the policy of the Board that the minutes of its meetings are reported consistent with provisions of the By-Laws and in a uniform manner. Therefore, the Board adopts the following guidelines for publishing minutes of its Executive Session meetings.

### **Reporting Executive Sessions**

It is expected that the published minutes of the General Board Meeting record that the Board went into Executive Session, the purpose of the session and the outcome of the discussion. For example, the general minutes of the meeting may record that, “the Board went into Executive Session to consider advancement and re-licensing of judges.”

The general minutes would then record the outcome of that consideration, including the name of the maker and second of the motion. ~~The outcome of voting on motions will either be noted as “carried” or “denied”. The use of “carried unanimously” shall be used only if requested by the Chair and agreed to by the Board.~~ The General Minutes will include the individual vote of each board member by name.

~~Exempt from reporting in the general minutes would be the outcome of charges, complaints or protests which were found to be groundless. In accordance with Standing Rules 109.2.7, the Board will maintain separate minutes of the Executive Session Meeting, in the form of a confidential addendum if discussions and actions are taken on matters prohibited from dissemination to Members under By-Law 19.2.7.~~

## **ARTICLE EIGHT: *Decorum during Discussion and Debate***

In following the guidelines of Roberts Rules of Order it should be noted that rules are provided for appropriate conduct during discussions and debate. The rules stress that in debate a member must confine remarks to the question, be courteous in language and deportment, avoid all personalities, not arraign the motives of a member, and emphasize that it is not the man but the measure that is the subject of debate. It is the duty of the Chair to enforce these behavioral guidelines.

The same rules regarding behavior necessary for “decorum during debates” are essential for group e-mail communications. Robert’s Rules were drafted before the arrival of e-mail, but it is clear that group e-mail communications are now common and can invite debate. Consequently, the same guidelines for civility, particularly the absence of attacks on personalities, apply to official group e-mail communications.

### **Policy Statement**

Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, appointed officials, contractors and members of the association.



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