

THE INTERNATIONAL CAT ASSOCIATION, INC.
2012 Spring Board Meeting
May 19-20, 2011
Electronic

(Open Session)

The 2012 Spring electronic Meeting of the TICA Board of Directors was called to order at 7:39AM, Saturday, May 19, 2012 and the following people were present:

President, Vickie Fisher

Asia Regional Director, Hisae Tasaki
Great Lakes Interim Regional Dir, Mike Vasquez
Northern Europe Regional Director, Ralph Stadter
Mid Atlantic Regional Director, Susan Adler
Mid Pacific Interim Regional Director, Jay Bangle
Northeast Regional Director, Francine Hicks
Northwest Regional Director, Ellen Crockett

Vice President, Bobbie Tullo

South America Regional Dir, Carlos Daniel Lopez
South Central Regional Director, Cheryl Hogan
Southeast Interim Regional Director, Jo Parris
Southwest Interim Regional Director, Kristine Alessio
Southern Regional Director, Genevieve Basquine
Western Europe Regional Director, Martin Wood

Martin Wood, Western Europe Regional Director, joined the meeting at approximately 11:30AM CDT. Laurie Schiff, Legal Advisor and Marylou Anderson, Judging Administrator were also present

The President welcomed the new Board members and asked that, for the benefit of the new members, Laurie Schiff, Legal Advisor, remind the Board of their fiduciary duty as members of the Board of Directors of TICA and the importance of confidentiality of Board discussions during Executive Session. Board members should be free to express their opinions openly.

The President presented a follow up report of the most recent World Cat Congress meeting. She began by briefing the new Board members on the scenario that the Board had created at the 2011 Annual meeting, describing what the Board feels is the most likely scenario which reflects the cat fancy in the next five years. First and foremost, the scenario describes a stagnant to declining cat fancy, increased competition for the existing base, a lessening of resistance to accepting new breeds and an effort to develop the cat fancy in new places around the world.

In support of the scenario, the President reported that one of the topics of discussion at the World Cat Congress meeting was the fact that a FIFe club in Italy had negotiated an exclusive right to register cats in Italy and had purportedly had the police visit both a CFA and a WCF cat show. While the CFA show was delayed, it was allowed to continue with the police noting in their police report that they observed a "cat beauty contest." The WCF World Show was delayed by 4 hours as a result of questioning by the police and apparently fined over 10,000 euros. It is not clear as to nature of the fine. In support of the expansion of new breeds, the President reported that FIFe was finally going to consider accepting the Singapura for competition and that WCF had recently accepted a breed named the Arabian Mau, a Traditional Persian, and were considering a number of other breeds which were found in specific locations around the world.

From other discussion during the WCC meeting and seminars, the President suggested that TICA consider discussing making available some general breeding guidelines and publish information on available genetic testing. The President indicated that Leslie Lyons would be willing to address the Board at the Columbus Annual about her work and available testing. Finally, the President indicated that, in some parts of the world, there were very restrictive and onerous breeding restrictions imposed by government.

Mike Vasquez, Interim GL Regional Director reported on the 2012 Annual. While preparations are going well, he reported that it has been difficult to obtain corporate sponsors. Royal Canin has agreed to support the Annual with a sponsorship.

At the request of the Board, the President presented a proposed Board Governance Policy relative to considerations and procedures the Board might follow to make appointments of regional directors.

1	Tullo/ Stadter	to accept the policy guidelines of the proposed Governance Policy - Appointment of Interim Directors.	Motion with Stadter and Tullo in favor.
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Hogan, South Central Regional Director updated the Board on preparations for Meet the Breeds 2012. She reported that Pam Barrett was working on finalizing agreements with two sponsors. Karen Cannon is designing the cover of the Visitor Guide and sales of advertising for the Guide is beginning. She asked that the Regional Directors make sure their members know about the advertising opportunities and especially the classified ads (\$75) which are business card size and most cost effective. The Meet the Breeds team is also looking at contracting with Acrocats for the Main Stage. Susan Adler is helping with hotel accommodations and transportation for participants

Hicks, Northeast Regional Director, reported that she is lacking breed booth commitments for the American Bobtail, Chartreux, Egyptian Mau, American Wirehair, Japanese Bobtail, Korat, Nebelung, Ragdoll, Persian, Himalayan, Exotic Shorthair, and Peterbald.

Alessio, Interim Southwest Director, reported that some members of the Savannah breed group had developed a postcard to be used to gain support against restrictive legislation leveled at the breed and wondered if it would be appropriate to use the postcards at the Meet the Breeds venue. It was discussed and decided it would not be an appropriate activity at this point.

At the prior request of Wood, Director, Europe West, the President moved the appointment of Siberian Breed Committee members to the Sunday agenda as he would not be in attendance for most of the Saturday agenda.

Bowers briefed the Board on procedures for registering the Experimental Elf and outcrosses and that current rules were being followed.

The Egyptian Nile Cat package was not timely submitted and no action was taken.

2	Vasquez/ Stadter	to appoint Cathy Claucherty to the Turkish Van Breed Committee	Motion carried unanimously
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3	Lopez/ Hogan	to appoint Ellen Crockett to the Devon Rex Breed Committee.	Motion carried unanimously with Crockett abstaining.
4	Lopez/ Basquine	to amend the By-Laws 19.2.4 as below	Motion carried with Alessio, Bangle, Hicks, Stadter, Basquine, Tasaki and Vasquez opposed. Alessio and Vasquez opposed because he thought that it was too vague.

19.2.4 All meetings shall be open to the public unless the matter under discussion concerns personnel matters, or contract negotiations **or is of a sensitive business nature related to business strategy for the organization**, or is of such a nature that it may be embarrassing, derogatory or humiliating to a member, in which case the Board of Directors may go into closed session. This amendment was offered with the rationale that business strategy is an important function for the success of TICA. Most businesses consider future business strategies as highly confidential.

5	Parris/Adler	to amend the By-Laws 110.2.1 and 110.2.2 as below: Motion carried unanimously.	Motion carried unanimously.
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Amend By-Laws 110.2.1 and 110.2.2

110.2.1 Proposals for ballot action may be originated by any Board Member. The proposed action shall be submitted to the Business Manager/Executive Secretary with as full an explanation as possible and a request that the matter be submitted to the Board Members for a vote. The President and Vice President may submit any matter to the Board Members directly. The ballot shall note the date it is mailed, the date it is returnable, and whether it is returnable to the Business Manager/Executive Secretary or the President as the case may be. ~~The return date shall be 14 days after the date issued.~~ The ballot shall contain a space for "yes", "no" and "abstain" vote, the date and the signature.

110.2.2 Except as otherwise provided in these By-Laws, adoption of any proposal by mail ballot shall require an affirmative vote of a majority of all Board Members holding office after all Board Members have been balloted **for the shorter of a period of 10 days or 3 days after a majority vote has been attained and the remaining uncast ballots would not affect the outcome of the voting.**110.2.3

Effective Date: All action by the Board of Directors by mail shall become effective immediately upon adoption unless some other effective date is specified by the By-Laws, Show Rules or Registration Rules of the Association or in the proposal itself. This amendment was offered with the rationale that there is sometimes the need for the Board to act quickly and with modern, electronic means, can do so. This proposal speeds up the voting process when it is clear that any additional votes cast won't affect the outcome and facilitates the ability to act quickly when necessary.

6	Crockett/ Lopez	to take no action on the addition to the Standing Rules 109.2.1.6 as below	Motion carried unanimously.
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Add Standing Rule 109.2.1.6 It is strongly recommended that applications for acceptance into or advancement within the TICA New Breeds not be considered at electronic Board of Director meetings. This proposal was offered with the rationale that it is helpful to see the examples of the new breeds and to see the developmental progress with real cats instead of just pictures.

7	Tullo/Parris	to take no action on the amendment to Standing Rules 1013.2.2 below.	Motion carried unanimously.
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Amend Standing Rule 1013.2.2: Update membership example in 1013.2.2 to reflect the new membership format. The proposal was offered with the rationale that the membership number format is changing as of May 1, 2012. Standing Rule 1013.2.2 is an example showing how to format the envelope and uses the membership number format which will become obsolete on May 1, 2012. It was the consensus of the Board that we should perfect the electronic voting before making changes to rules and examples.

At 11:55AM, Martin Wood, Western Europe Regional Director, joined the meeting.

Susan Adler, Mid Atlantic Regional Director reported on the Junior Exhibitor Program. She stated that the rules were not working very well and that many felt that the current scoring system was not equitable. Some of the older juniors did not like it and were losing interest. The Junior Exhibitor Committee has been working on changes to the program and would need the Board's approval of these changes to be able to make the changes in the Rules. The committee would like the changes retroactive to May 1. Adler indicated that she would send the changes to all of the Directors in the evening. The President indicated that the Board could continue the discussion on the Sunday agenda.

The meeting was recessed at Noon, CDT.

Sunday, May 20, 2012

(Executive Session)

The meeting was called to order at 7:31AM in Executive Session.

8	Adler/Tullo	to continue the Risso v Barrille complaint until the January Meeting.	Motion carried unanimously.
9	Stadter/Bangle	to take no action on the request by Hamilton to <u>not</u> honor CFA's suspension.	Motion carried unanimously. Parris voted for this based on assurance from the Office that people who have bought kittens from her without knowing she was suspended will not have their registrations denied.
10	Stadter/Bangle	to take no action on the Ruiz v Cerezuola complaint.	Motion carried unanimously.

At 9:05AM, Mary Lou Anderson, Judging Administrator, joined the meeting.

11	Lopez/Tullo	to accept Virginia Lopes-Araujo as LH/SH Trainee.	Motion carried.
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12	Alessio/Tullo	to advance Canie Brooks to Provisional Allbreed Judge.	Motion carried.
13	Tullo/Hicks	for Carlos Lopez to be advanced to Approved Allbreed.	Motion carried.
14	Adler/Lopez	for Francine Hicks to be advanced to Ring/School Instructor.	Motion carried.
15	Unanimous consent	to leave Executive Session.	Without objection.

(Leave Executive Session)

16	Hogan/Wood	to accept the addition to the Judging Program 44.3.3.5.	Motion denied with Wood, Basquine, and Parris in favor.
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Add Judging Program 44.3.3.5. Solo training may not take place until all critiques and comparisons and any other program requirements are completed. This proposal was offered by the Judging Administrator with the rationale that critiques and comparisons really help a judge early on to set a picture of the breed as well as begin enhancing networking and people skills in communicating with breeders and exhibitors and determining what they want a judge to focus on. Solo Training should be the icing on the cake and the final test for having completed all the other requirements. Additional training, critiques and comparisons can be done during the time between submitting the application and the scheduled meeting for consideration of advancement to Probationary SP Judge.

17	Crockett/Lopez	to approve the addition of 410.1.4.1 to the Judging Program below	Motion carried unanimously.
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Amend Judging Program to add 410.1.4.1 Once a Guest Judge has been approved by the committee, any subsequent invitation/application for that same judge **and the same show season** may be automatically approved by the Judging Administrator without presentation to the committee, as long as the AB license is still valid and no problems have been reported on previous assignments and it will not exceed the limitations as listed in 410.1.5 or 410.1.6. This proposal was offered by the Judging Administrator with the rationale that it streamlines the guest judge application process and subsequent show licensing for the same show season.

At the request of Tullo, Vice President, the amendment to delete 410.1.5 of the Judging Program was removed from the agenda.

18	Crockett/Parris	to take no action on the addition to the Judging Program 42.6.1.1 below	Motion carried with Wood, Tullo and Basquine opposed.
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Amend Judging Program to add **42.6.1.1 It is strongly recommended that applications for acceptance into or advancement within the TICA Judging Program will not be considered at electronic Board of Director meetings.** This proposal was offered by the Judging Administrator with

the rationale that people issues are of such a sensitive nature that a face-to-face realtime discussion of each application is of utmost importance to first and foremost protect the applicant, but also to protect the Board of Directors. Electronic meetings do not seem as conducive to assured privacy as a closed door Executive Session.

The President presented the Board-requested follow up report of Outstanding Cattery program usage, noting that the number of cattery listings has increased over last year and revenue estimates have already been exceeded for the current fiscal year.

The President then presented the financial report and budget comparison for the first three quarters of the year and the proposed budget for the fiscal year 2012-2013.

19	Crockett/ Hicks	to hold the 2013 Winter Meeting in Bogota, Columbia as proposed by Lopez. The Board Meeting will be January 24-25 and the show will be January 26-27.	Motion carried with Parris opposed.
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The President presented the MY TICA - Breakthrough Project Proposal to the Board. While welcoming the proposal, Board members cautioned that new on-line processes must be made easy to use by the membership. It was suggested that a selection of members be involved during the beta testing phase. Wood advised that user involvement was also needed at design stage, rather than waiting until beta testing.

20	Crockett/ Lopez	to allocate \$50,000 to the MY TICA Breakthrough Project Proposal.	Motion carried unanimously.
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The President presented, for the benefit of the new Directors, a history of the issues and profitability of the Yearbook. She noted that, though final revenue numbers are not available, it appears that the Yearbook either broke even or showed a small profit for the first time, despite the fact it was published substantially in full color. The Board discussed the concern over the lateness of the publication, offered some suggestions for the following year, and asked that concerns and suggestions be relayed to the Yearbook Editor.

(Executive Session)

21	Unanimous consent	to go into Executive Session for the purpose of discussing contracts.	Without objection.
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22	Unanimous consent	to go leave Executive Session.	Without objection.
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(Leave Executive Session)

23	Crockett/ Alessio	to accept the budget, as proposed, with the addition of the MY TICA - Breakthrough Project Proposal.	Motion carried unanimously with Vasquez voting for the proposal with the understanding that we would review for other options some of the expenses we pay to departments which he felt were too high (marketing, trend, yearbook) while others were too low (legal) in comparison.
24	Crockett/ Alessio	to table the Siberian Committee appointments to the Annual and to ask the interested parties to send their resumes, showing their qualifications under By-law 15.4.2 and explaining why they would like to be considered, to the Board.	Motion carried with Tullo, Hicks, Parris, Vasquez and Lopez opposed.

25. Discussion resumed on modifications to the Junior Exhibitor Program and the Board asked Adler to send the proposal to the Rules Committee. Wood offered to help expedite the review and the Board agreed that, once in final form, they would consider action through a Board Ballot.

26. Unanimous consent to adjourn. Without objection.