

# North American Flyball Association Inc.

Teleconference

June 29, 2006

## Board of Directors Meeting Minutes

Present were: Executive Director Sam Ford  
Board of Directors Brian Fay,  
Glenn Hamilton,  
Lee Heighton,  
Jeff Kinsley,  
Todd Morningstar,  
Dale Smith  
Mike Smith,  
Scott Stein

Called to order at 8:07 PM Central Time by Chairman Lee Heighton. Kris Pickering was absent due to an urgent family matter. In her absence, Kris gave her proxy to Scott Stein.

Guests in attendance that registered their names included, in no particular order, Jennifer Staton, Karen Erz, Chris Sells, Cindy Ferlitto, Margaret Lyons, Alisa Romaine, Lisa Pignetti, Lawrence Cox, Jane Horsfield, Barbara Craig, Chris Van Wert and Alison Brown.

### Opening Remarks

Lee welcomed the guests and reviewed the meeting's protocol with all present. The special meeting was called to review immediate issues requiring discussion by the board.

### Conflict of Interest Policy Discussion

Scott made a motion that the board review Draft C of the proposed Conflict of Interest Policy as copied below. Glenn seconded the motion. The draft was read to the meeting.

#### ***NAFA® CONFLICT OF INTEREST POLICY (Rev C)***

***No NAFA® Executive Director, Member of the Board of Directors or Regional Director may have a significant interest in any other Flyball event-giving organization deemed by the NAFA® Board to be in competition with the North American Flyball Association. "Significant Interest" is defined to include, but not limited to as ownership of, a directorship in, holding office in, employment by, under contract to, listed as a Tournament Director or Tournament Secretary or serving as officiating judge, for an event sanctioned by such a competing organization.***

*Compliance with the NAFA® Conflict of Interest Policy shall be one of the eligibility requirements for service on the NAFA® Board, as set out in Article IV, Section 3 of the By-Laws; violation of this Policy by a Board Member shall constitute grounds for removal from the Board pursuant to Article IV, section 17 of the By-Laws.*

*Compliance with the NAFA® Conflict of Interest Policy shall be one of the eligibility requirements for service as a NAFA® Regional Director, as set out in Chapter 1, Section 1.6 (b) of the Corporate Policies and Procedures. Violation of this Policy by a Regional Director shall constitute grounds for removal from this position pursuant to Chapter 5, Section 5.6 (b) of the Corporate Policies and Procedures.*

Lee pointed out that the above draft only applies to the ED, the members of the Board and Regional Directors. Scott amplified that discussion by explaining that it covers executive positions in NAFA that have access to privileged information. Brian questioned why the policy restricts people from judging while holding the restricted positions. Todd feels that the judging restrictions should be removed. He feels that once any board meetings are over, that should not be bound by a COI policy. Dale is concerned that the term

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"significant interest" is too loosely defined and would be virtually impossible to manage. Dale would like to see the phrase "but not limited to" removed from the policy.

Todd noted that NAFA is governed by Robert's Rules of Order. Glenn noted that the Roberts web site has indicated the Robert's Rules of Order would not cover the conflict of interest but that the corporation's bylaws would be required to do so.

Sam is concerned that by not naming the competing organizations in the policy. The board would need to name the organizations to properly notify people of the policy's implications.

Todd voiced the concern that his personal feeling is to support the sport of Flyball regardless of organizations. Scott asked Todd what he felt his responsibility to NAFA entailed. Todd responded by saying that he was to serve NAFA as a board member and to represent the people that elected him. Scott indicated his belief that elected board members and ED's should be offering a 100% commitment to NAFA by virtue of their elected status. While Sam agreed with Scott, Sam believes that judges are independent contractors that should be free to work where they will.

Dale offered that judging can be a learning experience regardless of the organization. Lee suggested that the gain in knowledge may not be any more significant than by competing. Lee disagreed with Sam statements of judges being independent contractors and that the recognition of the NAFA Judging program as the standard for creating judges in the sport is well known.

Jeff feels that an elected NAFA official should be committing all of their energies to support NAFA and that the standard for elected officials should be much higher than the normal flyball competitor's. Dale suggested the policy discussion could be sent to the delegates for direction. The bylaws prohibit delegate votes on proposals other than the rules of racing. Dale suggested the delegate vote could be phrased as a "direction" to the board. He noted that while board members would not be bound by the vote, board members would still be accountable to the delegates.

Sam asked whether there should be a subsequent term of non-competition following an elected term of office. Glenn suggested that at least the term of office should be referenced to protect the corporation while the elected official was seated.

Kris joined the meeting at 8:17PM. She was unable to gain access to the meeting and had been able to listen to the entire meeting. Dale apologized for the subsequent muting not realizing that it Kris trying to gain access to the meeting. Kris stated her beliefs that the elected officials must be governed by the policy to properly execute their duties to NAFA.

Scott called for the vote and Lee reread the amended motion. Glenn seconded the motion. The amended policy motion states:

### ***NAFA® CONFLICT OF INTEREST POLICY (Rev D)***

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*Compliance with the NAFA® Conflict of Interest Policy shall be one of the eligibility requirements for service on the NAFA® Board, as set out in Article IV, Section 3 of the By-Laws; violation of this Policy by a Board Member shall constitute grounds for removal from the Board pursuant to Article IV, section 17 of the By-Laws.*

*Compliance with the NAFA® Conflict of Interest Policy shall be one of the eligibility requirements for service as a NAFA® Regional Director, as set out in Chapter 1, Section 1.6 (b) of the Corporate Policies and Procedures. Violation of this Policy by a Regional*

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*Director shall constitute grounds for removal from this position pursuant to Chapter 5, Section 5.6 (b) of the Corporate Policies and Procedures.*

Before voting was called, Lee opened up the floor to the guests. Each guest was given up to 1 minute to state their case.

Jane Horsfield noted that the elected officials need to set a good example for the balance of the competitors.

Lawrence Cox believes that the Executive Director, Board members and Regional Directors should be covered by the policy.

Barbara Craig believed that elected officials and RD's should be restricted from competing in other organizations.

Chris Sells asked if RD's were to be included which they are. It was indicated that there would no restrictions on her playing in UFLI if she wished to do so.

Cindy Ferlitto noted that the marketplace will take place of the COI.

Alison Brown is concerned that the decision process is limited on this issue. She believes that the COI policy should be put out for comment by the delegates.

Margaret Lyons believes that the board should vote for the amended policy as indicated.

Kim Couzelis agreed with Alison's comments and believes that judges should be excluded from the policy.

Zachary Chernik suggested that the policy should affect the elected officials and RD's but should not include the judges.

Kathy Iunzio was pleased that the board offered outsiders an opportunity to participate. She concurred with the draft.

Dan Woods disagreed with the draft proposal and felt that it should include the judges.

For the motion: Glenn, Jeff, Scott, Kris. Against the motion: Todd, Brian, Dale, Mike. Lee voted in favour of the motion. Resolution was passed.

The Executive Director, Sam Ford vetoed the resolution.

Dale made a motion to table a motion to over ride the veto. Todd seconded the motion. After discussion, Dale withdrew the motion.

Mike made a motion to change the draft of the rule to use the phrase "listed as a judge" to "served as a judge". Kris seconded. In discussion, Mike felt that there a need for a stronger role definition of the limitation. Scott proposed the following change to the draft;

### **NAFA® CONFLICT OF INTEREST POLICY (Rev E)**

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*listed as a Tournament Director or Tournament Secretary or serving as an officiating judge for an event sanctioned by such a competing organization.*

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Mike and Kris agreed to the proposed wording change. Discussion ensued.

For the motion: Glenn, Jeff, Scott, Kris, Mike. Against the motion: Todd, Brian, Dale. Lee voted in favour of the motion. Resolution was passed.

Executive Director Sam Ford vetoed the resolution

Scott moved to overturn the veto. Jeff Seconded.

For the motion: Glenn, Jeff, Scott, Kris, Mike. Against the motion: Todd, Brian, Dale. Lee voted in favour of the motion. Resolution to overturn the veto defeated.

Dale made a motion to remove the phrase "or serving as an officiating judge" from the draft proposal presented below as Rev F. Todd seconded the motion.

### **NAFA® CONFLICT OF INTEREST POLICY (Rev F)**

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*Compliance with the NAFA® Conflict of Interest Policy shall be one of the eligibility requirements for service as a NAFA® Regional Director, as set out in Chapter 1, Section 1.6 (b) of the Corporate Policies and Procedures. Violation of this Policy by a Regional Director shall constitute grounds for removal from this position pursuant to Chapter 5, Section 5.6 (b) of the Corporate Policies and Procedures.*

Todd and Dale both believe their judging activities should not be limited by the conflict of interest policy. Kris was concerned that the legal requirements of elected board members to NAFA and their fiduciary responsibilities to the NAFA corporation exceeded their need for personal choice in their judging opportunities. Sam expressed his concern that the elected officials should be restricted from being listed as a "head judge" in another organization's events. By not defining the role of the judge more clearly, you open up the limitation to box judges, line judges and relief judges.

Sam proposed the wording be amended to the motion as follows. Dale and Todd agreed to the amendment.

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### **NAFA® CONFLICT OF INTEREST POLICY (Rev G)**

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Dale asked that vote be called.

For the motion: Brian, Glenn, Jeff, Scott, Kris, Dale. Against the motion: Todd, Mike. Motion carried.

### **Judge's Committee Report**

Sam noted that Kim Kasserman has advised the Executive Director of her retirement effective immediately and Sam has passed that information on to the Judges Committee for removal from the judge's list. The board thanked Kim for her years of service as a NAFA judge.

The Judges Committee met to discuss a meeting held with Kim Kasserman reviewing a controversial measuring issue. There were inaccuracies and process violations during the measuring of a dog named Jinx which the committee feels should be corrected.

The Judges Committee is recommending that Kim Kasserman's signature be removed from the Height Card Application for Jinx, CRN 041161. Brian made a motion to accept the recommendation with Todd seconding the motion. In discussion, Scott noted that during discussion in their meeting, the Judge felt that the stand did not stand up to NAFA standards and that the height card application measurement should be voided.

For the motion: Brian, Glenn, Jeff, Todd, Kris, Dale, Mike, Scott. Motion carried. The Judges Committee will adjust the sheet.

A judge contacted the Judges Committee with misgivings about a height card application that he/she had signed for a dog Jinx, CRN 041161. Although the application could not be voided, the judge offered to remeasure the dog. The team refused to allow the dog to be remeasured. The judge requested that the Judges Committee allow him/her to recant the judge's signature on the application.

Elizabeth Hudson, owner of Jinx, asked to speak to the board on her behalf. She was advised that this was an open forum. Her concern was that the discussion seemed to be headed towards tabling the review of her height card application. She asked if other judges had recanted signatures in the past. The board was unaware of any past situations where a signature was recanted. She believed that an educated decision should be made rather than a rushed decision and is prepared to wait until August for a proper review.

At this point, the Executive Director has placed a hold on the processing of the height card application pending a review by the board in August. When questioned about the return of the card, Elizabeth Hudson

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indicated that the height card application should be held until the August meeting. Glenn made a motion that the height card application remain on hold with the Executive Director until a full review can be made at the August board meeting. Scott seconded the motion.

In discussion, the judges committee was split in their recommendation as to the disposition of the application. For the motion: Scott, Brian, Glenn, Jeff, Kris. Against the Motion: Todd, Dale, Mike. The motion was carried. The Executive Director will hold the height card application.

### **Rules Committee Report**

The Rules Committee has met twice already by telephone and will present a full slate of amendments at the August meeting. Any housekeeping rules will be addressed before the August meeting to simplify the updates to the rulebooks.

### **Cynosports Committee Report**

Sam and Lee met with Mr. Ken Tache and his Cynosport Committee in early June. A proposed draft of the event budget was presented and is subject to refinement.

Chairman Lee thanked the guests for attending.

Todd moved that we adjourn the meeting. Scott seconded. There was unanimous consent.

Meeting adjourned at 10:45PM Central.