

ABKA
Board Meeting Minutes
October 24-25, 2005

I. Call to order and Welcome 10:18 a.m.

ABKA Board and Staff

Region 1 - Elizabeth Powers, CAPCT
Region 2 - Liz Wilmot, CAPCT
Region 3 - Gretchen Meienburg, CKO
Region 4 - Terrell Jones, CKO
Region 5 - Elizabeth Jones, CPCT
Region 6 - Katherine Berns, CKO
Region 7 - Richard Schutt, CKO
Region 8 - Charlotte Biggs
Region 9 – Polly Thiel, CPCT
Region 10 - Laura Else, CKO
Region 11 - Renee' Lancaster
Bob Payne, CKO, Chief Governance Officer
Jane Hammoud (Policy Governance Consultant)
Jim Krack, CAE, CKO, Executive Director
Kathryn Eddy, Assistant Executive Director

CGO Invited Guests

Rick Campbell, DVM (AAHA & ABKA)
Susan Briggs, CKO (Dog Daycare Section
Chair)
Tom Smoot- T Kennel
Joan Nieman- Best Friends Pet Care, Inc.
Suzanne Locker, CKO (VFA Committee
Chair)

II. Approval of Minutes: April 22 & 23, 2005

Action: Laura Else moved to approve minutes of April 23, 2005 Board Meeting; seconded by Gretchen Meienburg and **passed unanimously.**

III. Additions/Deletions to the Agenda

Action: No additions/deletions to the Agenda

IV. Governance:

A. Board/CEO Relationship Policies:

1. Policy 3.4: Monitoring CEO Performance states "Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations."

Attached to the agenda are the following Internal Executive Limitation Monitoring reports: Attachment I: 4.0 – 4.10

Recommendation:

The Board has read, reviewed and understands the Ends Monitoring Reports and finds they demonstrate acceptable performance. Attachment II: 4.0.-4.10

Policy 4.1: Treatment of Constituents states, “With respect to interactions with constituents, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, or unnecessarily intrusive”.

Action:

Charlotte Biggs moved that the board has read, discussed and understands the above report, seconded by Liz Wilmot, and **passed unanimously**.

Addition of Policy 4.1.11: “Fail to provide efficient contact for all members who have provided working email addresses.”

Action:

Charlotte Biggs moved to accept addition to Policy 4.1, seconded by Laura Else, and **passed unanimously**.

Policy 4.2: Treatment of Staff states, “With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions which are unsafe, unfair, undignified”.

Action:

Laura Else moved that the board has read, discussed and understands the above report, seconded by Renee Lancaster, and **passed unanimously**.

Policy 4.3: Financial Planning/Budgeting states, “Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board’s Ends priorities, risk fiscal jeopardy, or fail to consider future years”.

Action:

Katherine Berns moved that the board has read, discussed and understands the above report, seconded by Polly Thiel, and **passed unanimously**.

Policy 4.4: Financial Condition and Activities states, “With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies”.

Action:

Elizabeth Wilmot moved that the board has read, discussed and understands the above report, seconded by Elizabeth Jones, and **passed unanimously**.

Policy 4.5: Asset Protection states, “The CEO shall not allow assets of ABKA to be unprotected, inadequately maintained or unnecessarily risked”.

Action:

Terrell Jones moved that the board has read, discussed and understands the above report, seconded by Elizabeth Jones, and **passed unanimously**.

Policy 4.5.5.B states, “...of over \$1,500 without having obtained comparative prices and quality”.

Recommendation:

Amend to read “...of over \$2,500 without having...”

Action

Moved to accept amendment by Liz Wilmot, seconded by Charlotte Biggs, and **failed unanimously**.

Policy 4.6: Emergency CEO Succession states, “In order to protect the Board from sudden loss of CEO services, the CEO may have no less than one other Member of the executive/management team familiar with Board and CEO issues and processes”.

Action:

Katherine Berns moved that the board has read, discussed and understands the above report, seconded by Polly Thiel, and **passed unanimously**.

Policy 4.7: Compensation and Benefits states, “With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or to public image”.

Action:

Liz Wilmot moved that the board has read, discussed and understands the above report, seconded by Terrell Jones, and **passed unanimously**.

Addition of Policy 4.8.10 “...shall not fail to communicate new and revised information to board when there is a new version available”.

Action:

Elizabeth Jones moved that the policy be added, seconded by Katherine Berns, and **passed unanimously**.

Policy 4.9: Ends Focus of Vendor Agreements of Contracts states, “The CEO may not enter into any vendor agreement of contract, unless it emphasizes the production of ends and the avoidance of unacceptable means. Furthermore, without limiting the scope of the foregoing by this enumeration, the CEO shall not:”

Action:

Gretchen Meienburg moved that the board has read, discussed and understands the above report, seconded by Elizabeth Jones, and **passed unanimously**.

Recommendation:

The Board has read, reviewed and understands the Executive Limitation Monitoring Reports and finds they demonstrate acceptable performance. Attachment I: 1.0 – 1.4

Policy 1.1 states, “Enhanced demand for ABKA Members’ services”.

Action:

Laura Else moved that the board has read, discussed and understands the above report, seconded by Renee Lancaster, and **passed unanimously**.

Policy 1.2 states, “The knowledge, skills, and business benefits to operate high quality, safe, profitable businesses at a cost sufficient to maintain profitability for the ABKA programs and provide affordable value to participants”.

Action:

Elizabeth Wilmot moved that the board has read, discussed and understands the above report, seconded by Laura Else, and **passed unanimously**.

Policy 1.3 states, “Trade publications, pet service literature, materials, and vehicles for public relations”.

Action:

Gretchen Meienburg moved that the board has read, discussed and understands the above report, seconded by Katherine Berns, and **passed unanimously**.

Policy 1.4 states “Regulations favorable for business operations”.

Action:

Elizabeth Jones moved that the board has read, discussed and understands the above report, seconded by Laura Else, and **passed unanimously**.

Guests and Staff including the CEO were excused from the room for this discussion.

2. CEO Compensation/Contract Committee:

A. Board appointed contract committee consisting of the President, Vice-President and Secretary

Discussion:

Contract review and salary negotiations for CEO

Action:

Richard Schutt moved to approve that the contract be negotiated by the committee within the proscribed length and salary range, seconded by Elizabeth Wilmot, and **passed unanimously**.

Guests and staff were asked to return after this discussion.

B. Governance Policies

1. Policy 2.2 – Relationship with PSE Ad Hoc Committee established at last board meeting.

Discussion:

Pet Services Expo committee report. **Attachment III**

Action:

ABKA shall establish a contract with PSE for 2 – 5+ shows to produce the BBO for 15% or more of the gross receipts from the show including one BBO that will be held in conjunction with the ABKA National Convention. Katherine Berns, moved to establish relationship, seconded by Polly Thiel, and **passed unanimously**.

2. Policy 2.2.1D Board Job Description states “Share the benefits of Membership and encourage Member and prospective Member involvement in all ABKA activities and events.

Recommendation:

Add Policy 2.2.1.D.i “Recruit area and state representatives whom are subject to basic guidelines for eligibility and approval and have a clear outline of their responsibilities.”

Discussion:

How many must be recruited, how do we ensure that rep’s responsibilities do not discourage prospects from volunteering?

Action:

Add Policy 2.2.1.D.i “Recruit area and/or state representatives whom are subject to basic guidelines for eligibility and approval and have a clear understanding of their responsibilities.”

Laura Else moved to add policy, seconded by Katherine Berns.

Add Policy 2.2.1.D.i but amend to read “Recruit and develop area and/or state representatives whom are subject to basic guidelines for eligibility and approval and have a clear understanding of their responsibilities”.

Katherine Berns moved to add policy as amended, seconded by Gretchen Meienburg, and **passed unanimously**.

3. Policy 2.12.3C states “Audit Committee composition: Two board members plus one person appointed by the President of the Board....”

Discussion:

It is recommended to conduct an audit every two years to coincide with CGO’s 2nd year in office as possible, so that the board’s experience level will be at its highest during the audit.

Action:

Add 2.12.3.A.iii “An outside audit to be conducted every even numbered year beginning with fiscal year 2006”.

Katherine Berns moved that we add 2.13.3.A.iii, seconded by Laura Else and **passed unanimously**.

C. **Ends Policy:**

Discussion: Ends and developing Ends

1. Policy 1.0 Ends Policies 1.B states “The pet care industry has awareness of ABKA’S existence and services.”

Recommendation:

Amend to read: “The pet care industry and general public recognizes ABKA as primary consultants, forerunners, and experts in providing pet care and will primarily seek ABKA’S participation and/or input in pet care related issues by the end of year 2007 at a cost not more than \$\$\$ (need to discuss) per fiscal year.”

Action:

Policy 1.1.B.i added “ABKA members are respected by the public as leaders and experts in the pet care industry”,

Policy 1.1.B.ii added “ABKA members belong to a well known and trusted association that is regarded as a leader by pet industry professionals as a leader in pet care and knowledge”.

Policy 1.1.B.i amended to read “ABKA members are expected by the public to be leaders in the pet care industry”.

Action:

Laura Else moved to accept additions to policy, seconded by Liz Wilmot, and **passed unanimously**.

2. Policy 1.0 Ends Policies 1.H states “The ABKA logo is a symbol of excellence.”

Recommendation:

Amend to read: “The ABKA logo is a symbol of excellence and recognized publicly and in major mainstream media as a well-known and trusted brand by the end of year 2007 at a cost not to exceed \$\$\$ (need to discuss) per fiscal year.”

Action:

Laura Else moved to accept recommendation, seconded by Elizabeth Wilmot, motion **failed unanimously**.

3. Policy 1.0 Ends Policies states “The purpose of the American Boarding Kennels Association (ABKA) is to have favorable conditions for business success of its Members...”

Recommendation:

Add Policy 1.1.J. “ABKA needs to develop a comprehensive disaster relief policy to aid its members when afflicted by disaster.”

Discussion:

Does the “Emergency Preparedness Program for Pet Care Facilities” meet this objective?

Action:

Add Policy 1.1.J “ABKA members have access to disaster relief assistance through ABKA programs by November 2006”.

Liza Jones moved to add policy 1.1.J, seconded by Liz Wilmot, and motion **passed unanimously**.

Amend Policy 1.0 to read, “The purpose of ABKA is to have favorable...”

Katherine Berns moved to accept amendment, seconded by Terrell Jones, and **passed unanimously**.

D. Executive Limitation Policies:

1. Policy 4.4.7 Financial Condition and Activities states “Make a single purchase or commitment of greater than \$5,000, except for items explicitly itemized in budget documents.....”

Recommendation:

The Board authorizes the expenditure of ...See report **Attachment IV** “ABKA Quote”

Action:

Dick Schutt moved that the board authorize the expenditure by ABKA to purchase a new computer system as per provided quote. Seconded by Liza Jones, and motion **passed unanimously**.

E. Bylaws:

1. Article II, Section 1: Classes of Members states: “The Corporation shall have three classes of Members. The designation of such classes and the qualification of the Members of such classes shall be as follows:

Active Members: A person or legal entity actively engaged in the non-veterinary care of pets (includes Lifetime Active Memberships).

Associate Members: A person or legal entity that supplies a product or service to the pet care industry (includes Lifetime Associate Memberships).

Auxiliary Members: A person or legal entity who does not qualify for active or associate Membership, but who is interested in the pet care industry.”

Discussion:

(Active Members) amend to read “Active Member: A person or legal entity engaged in the boarding or day care of pets (includes Lifetime Active Memberships)”

Action:

Charlotte Biggs moved to amend Active Member to read, “A person or legal entity engaged in the boarding or day care of pets (includes Lifetime Active Memberships)”. Katherine Berns seconded the motion, and the motion **failed unanimously**.

2. Officer Elections – Article V, Section 2 – V.P. & Secretary

Discussion:

Eligible Board Members for Vice President and Secretary are: Charlotte Biggs, 2003; Liz Wilmot, 2003; Elizabeth Powers, 2005; Katherine Berns, 2003; Terrell Jones, 2005; Dick Schutt, 2004; Laura Else, 2003.

Action:

Election for Secretary: Katherine Berns was elected by acclamation.
Election for Vice President: Charlotte Biggs was elected by acclamation.

F. Governance Process Policies

1. Policy 2.8 Agenda Planning states “To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda which **(a)** completes a re-exploration of Ends policies annually and **(b)** continually improves Board performance through Board education and enriched input and deliberation.”

Discussion:

Future agenda items, especially those pertaining to the April meeting.

Action:

Future Agenda Items: Update on AOL situation, CKO book update presentation, BBO discussion, VFA update presentation, Ends – work.

2. Policy 2.1.7 Governance Style states “Will monitor and discuss its process and performance at each meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Relationship categories.”

Discussion:

Board’s performance for this meeting.

3. Policy 2.5.2.G Chief Governance Officer’s Role states “The CGO may invite up to four (4) individuals for the purpose of presenting ...”

Action:

Katherine Berns, moved to suspend policy 2.5.2.G to allow the CGO to invite an additional guest to the Spring 2006 Meeting. Seconded by Laura Else, and motion **passed unanimously**.

V. Adjournment

Administrative information on current activities from CEO

Bob Payne, CKO, CGO, President

Katherine Berns, CKO, Secretary