

CFA EXECUTIVE BOARD MEETING
Sunday, June 30, 2024

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Secretary's note: This index is provided only as a courtesy to the readers and is not an official part of the CFA minutes. The numbers shown for each item in the index are keyed to similar numbers shown in the body of the minutes.

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Secretary's Note: The Officers and Board of Directors of the Cat Fanciers' Association, Inc. met on Sunday, June 30, 2024, at the Hyatt Regency Coralville Hotel & Conference Center, Coralville, Iowa. **President Richard Mastin** called the meeting to order at 9:00 a.m. Central Standard Time with the following members found to be present following a roll call by **Secretary Rachel Anger**:

Mr. Richard Mastin (President)
Mr. Russell Webb (Vice-President)
Ms. Rachel Anger (Secretary)
Ms. Kathy Calhoun (Treasurer)
Mrs. Doreann Nasin (NAR Director)
Vicki A. Jensen, Esq. (NWR Director)
Ms. Carissa Altschul (GSR Director)
Mr. John Colilla (GLR Director)
Mr. Howard Webster (SWR Director)
Ms. Janet Moyer (MWR Director)
Mr. Kenny Currle (SOR Director)
Ms. Aki Tamura (Japan Regional Director) (attending remotely)
Ms. Pam DelaBar (Europe Regional Director)
Dr. Marilee Griswold (Director-at-Large)
Mr. Pauli Huhtaniemi (Director-at-Large)
Mrs. Carol Krzanowski (Director-at-Large)
Mrs. Anne Mathis (Director-at-Large)
Mr. Darrell Newkirk (Director-at-Large)

Also Present:

Edward L. Raymond, Jr., Esq., CFA Legal Counsel
Ms. Allene Tartaglia, Executive Director
Mr. James Simbro, IT Systems Analyst
Mr. Allan Raymond, ID Representative (attending remotely)
Mr. Jon Lee, ID-China Representative (attending remotely)

Absent:

None.

Secretary's Note: For the ease of the reader, some items were discussed at different times but were included with their particular agenda.

(58) **MEETING CALLED TO ORDER/APPROVE ORDERS OF THE DAY.**

CFA ANNUAL MEETING AGENDA June 27-30, 2024 All Times in Central Standard Time			
Sunday, June 30, 2024 • Board of Directors Meeting			
9:00 a.m.	58.	Call Meeting to Order	Mastin
9:05 a.m.	59.	Appoint CFA Legal Counsel and Parliamentarian	Mastin
9:10 a.m.	60.	Taking of Board of Directors' Oath	Raymond
9:15 a.m.	61.	Distribution and Signing of Board-Required Documents	Raymond
9:20 a.m.	62.	Verbal Report of Conflicts of Interest	Raymond
9:25 a.m.	63.	Board Meeting Schedule	Mastin
9:30 a.m.	64.	Ratification of Committee Appointments	Mastin
		ADJOURN OPEN SESSION	

Mastin: Good morning, everyone. Madame Secretary, please do the roll call. **Anger:** I will, thank you. Good morning, everyone and welcome to the new board members. **Tartaglia:** A reminder to speak up. **Anger:** On that same note, thank you, I was going to mention that. In a room like this, the acoustics are terrible. If what you have to say is important, you will say it loudly; otherwise, it is impossible to get your statement in the minutes, so we are looking forward to that. **[Secretary's Note:** Secretary Rachel Anger called the roll, as reflected above.] Is there anyone on the panel whose name I have failed to call? Well, welcome everyone. I believe we have a quorum in attendance and I'm turning it back to you, Mr. President. **Mastin:** Thank you Rachel. The meeting is called to order.

Mastin: Welcome new and returning board members and ID Representatives. The first Order of Business is to approve the Orders of the Day. May I have a motion? **DelaBar:** So moved. **Newkirk:** Second. **Mastin:** Pam made the motion and Darrell second. **Anger:** I'm sorry, I didn't get my hand up fast enough. We need to add an Executive Session line item to our agenda. There is not one built in, and we have some things for Executive Session. **Mastin:** Some as in two, or more? **Anger:** Two that I know of. **Mastin:** OK. We have two items that I believe Rachel has pre-noticed the board the needs to be put into Executive Session. **Newkirk:** Does Rachel get our signed Code of Ethics? **Raymond:** It will come back this way. **Mastin:** Ed will do that. We'll do that in a bit. I am moving the Committee Appointments in closed session. **Anger:** So, that's three. **Mastin:** Are there any other items that need to be moved and/or added? Any objections? Seeing no objections, the motion passes unanimously and we are set on the Orders of the Day.

The Orders of the Day were accepted without objection and became the Orders of Business.

(59) APPOINTMENT OF CFA LEGAL COUNSEL AND PARLIAMENTARIAN.

Mastin: Moving on to the next order of business, I appoint Ed Raymond as CFA Legal Counsel and Parliamentarian. May I have a motion? Darrell made the motion, Pam second. Discussion? Objections? Seeing no objections, the motion passes unanimously.

The motion is ratified by unanimous consent.

Mastin: Thank you all. Welcome Ed Raymond and thank you for your past and continued service on legal matters and dealings. If you would, please provide a brief review on who you are and your legal background. **Raymond:** Sure. As Rich said, I'm Ed Raymond. I've been an attorney for 38 years. For 37 of those years, I have worked for a company that has had a succession of names. Its current name is Thomson Reuters. They are the world's largest legal information provider. I have done everything from write books for lawyers to edit them. I currently manage teams in the U.S., the U.K. and Canada. Probably most important to this group, I spent six years as CFA's Legal Counsel about a decade ago, and then took some time off. Rich has asked me to come back, so I am happy to be back. I am also – assuming the board approves this later on – the Chair of the Show Rules Committee and the International Show Committee.

Mastin: Thank you Ed for your brief review. Please take us through the next three agenda items.

(60) TAKING OF BOARD OF DIRECTORS' OATH.

The Cat Fanciers' Association, Inc. Board of Director Code of Ethics

Preamble

The Cat Fanciers' Association, Inc., is a New York not-for-profit association formed to register pedigreed cats, sanction CFA clubs, shows, and events, protect the hobby of breeding and showing, and enhance the well-being of all cats. CFA's principle membership consists of CFA cat clubs. The business of the association is managed under the direction of the CFA Board of Directors. This code of ethics serves as a code of conduct for association volunteers and staff in their capacity as board members. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

Mission

CFA's mission is to preserve and promote the pedigreed breeds of cats and to enhance the well-being of all cats.

Board of Directors Code of Ethics

Members of the board shall at all times abide by and conform to the following code of conduct in their capacity as board members:

- 1. Abide in all respects by the rules and regulations of the association including but not limited to CFA's articles of incorporation, constitution, bylaws, and show rules.*
- 2. Conduct the business affairs of CFA in good faith and with honesty, integrity, due diligence, and reasonable competence.*
- 3. Lead by example in serving the needs of CFA and its members and also in representing the interests and ideals of the cat fancy at large.*
- 4. Uphold the strict confidentiality of all closed meetings and other confidential communications and not disclose any confidential information related to CFA affairs. Confidential Information does not include information that is publicly available, so long as the information was not made public by violation of this, or any other, Agreement or confidentiality obligation. Board Member shall not disclose to any others the following information or property of CFA:*
 - a. Trade secrets, patents, or other proprietary information;*
 - b. Customer or referral source lists;*
 - c. Contractual agreements;*
 - d. Customer and Employee personal information;*

- e. Judging program information and Judge personal information;*
 - f. Protest, citation and other disciplinary information;*
 - g. Animal welfare information;*
 - h. Advertising or marketing strategies;*
 - i. Product development practices; and*
 - j. Computer programming and source code.*
5. *Perform assigned duties in a professional and timely manner pursuant to the board's direction and oversight.*
 6. *Exercise proper authority and good judgment in dealings with CFA staff, judges, breeders, exhibitors, other board members and the general public, and respond to their needs in a responsible, respectful, and professional manner.*
 7. *Handle conflicts of interest appropriately by identifying them to the board and removing themselves from all discussion and voting on that matter.*
 8. *Act at all times in the best interest of CFA. Avoid placing (and the appearance of placing) one's own self-interest or any third party interest above that of CFA.*
 9. *Not abuse board membership by improperly using board membership for personal or third-party gain or financial enrichment.*
 10. *Not represent that their authority as a board member extends any further than that which it actually extends.*
 11. *Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect CFA.*
 12. *Not engage in or facilitate any discriminatory or harassing behavior toward CFA staff, members, officers, exhibitors, breeders, or others in the context of activities relating to CFA.*
 13. *Not solicit or accept gifts, gratuities, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to CFA without fully disclosing such items to the board of directors.*
 14. *Provide proper care for their cats and maintain them in an exemplary manner beyond CFA's Minimum Cattery standards.*

IN WITNESS WHEREOF, the undersigned hereby agrees to be bound by and abide by the foregoing Board of Director's Code of Ethics.

Board Member:

Name [Printed]: _____

Signature: _____

Dated: _____

[Secretary's Note: All current members of the Board of Directors executed the Board of Director's Code of Ethics, which is kept on file by the Keeper of the Records, CFA Secretary Rachel Anger. Board members must verbally agree to the oath when taken at Sunday's board meeting.]

Raymond: Before I read the Code of Ethics out loud and ask you to affirm it, does anyone have any questions? I will read the Board of Directors Code of Ethics, which serves as our oath. You've got a copy in front of you that you have been asked to sign, but we'll also ask you for a verbal acknowledgement, so when I get done reading Rachel will poll the board. Your response should be, "I agree". [reads] Rachel, would you please poll the board? **Anger:** I will, and would you remind us of what our appropriate response is? **Raymond:** The response would be, "I agree". **Anger:** Thank you. Richard Mastin. **Mastin:** I agree. **Anger:** Russell Webb. **Webb:** I agree. **Anger:** Rachel Anger, and I agree. Kathy Calhoun. **Calhoun:** I agree. **Anger:** Doreann Nasin. **Nasin:** I agree. **Anger:** Vicki Jensen. **Jensen:** I agree. **Anger:** Carissa Altschul. **Altschul:** I agree. **Anger:** John Colilla. **Colilla:** I agree. **Anger:** Howard Webster. **Webster:** I agree. **Anger:** Janet Moyer. **Moyer:** I agree. **Anger:** Kenny Currle. **Currle:** I agree. **Anger:** And remotely, Aki Tamura. **Tartaglia:** Aki, do you agree to the – they didn't hear all that, so Aki, we're asking – she is saying yes, she agrees to the Code of Ethics. **Anger:** Thank you, we are acknowledging that. Pam DelaBar. **DelaBar:** I agree. **Anger:** Marilee Griswold. **Griswold:** I agree. **Anger:** Pauli Huhtaniemi. **Huhtaniemi:** I agree. **Anger:** Carol Krzanowski. **Krzanowski:** I agree. **Anger:** Anne Mathis. **Mathis:** I agree. **Anger:** Darrell Newkirk. **Newkirk:** Can I say something? **Mastin:** Yes. **Newkirk:** I have sat on this board a number of years and we have so many things that happen in closed session that get leaked out to people who should not have the information. I hope this year that every one of you – and I am going to agree – I hope that you will honor your Code of Ethics because when any one person on this Board of Directors violates that Code of Conduct, it makes us all look bad because nobody knows who the person was that leaked it. Please, let this be the first year that we start a new slate and wipe it clean, and we all honor our Code of Ethics. I agree. **Mastin:** Was Darrell the last one? **Anger:** He was. **Mastin:** Go ahead. **Raymond:** Thank you. The documents that you have in front of you have little Post Its where you should sign. Once you sign them, please send them back this way and we will collect them. **Anger:** May I make a comment? **Mastin:** Go ahead, Rachel. **Anger:** In continuance of what Darrell was saying, if you are approached by someone and asked for information about what happened in a board meeting and if you are unsure whether it was in executive session or not, please say, "I need to check with Ed Raymond; I need to check with Rich Mastin or Rachel Anger; I need to check with her about the minutes." So, if you have any doubt, put the burden on us to determine whether or not it was executive session. When you get the minutes, you will see even a different type face for the executive session material. I just have

to note, we had a ballot item yesterday. I'm the only one who knows how the voting went. However, I was told by someone last night at the banquet how the voting went. I certainly haven't leaked it. Rich and I had a conversation and he certainly didn't leak it. This puts a very bad light on me. That's my job, to have thick skin, so please if there is any question whether or not something was in executive session, relieve yourself of the burden of answering that question and come to us for a determination, thank you.

Calhoun: I just want to echo that. There are a number of things that people outside of the sphere of this board's confidentiality that were brought to light to me at the banquet and on the internet globally. These things don't come from nowhere, so I think that perhaps it might be, we go through this exercise and we sign documents once a year. Perhaps it would be in line to refresh more often than once a year. Perhaps some of these documents may go right along with our board packets when we prepare for a meeting, because I think that that would just keep it top of mind, keep it top of mind, keep it top of mind. Once a year clearly is not enough. **Mastin:** I want to remind everybody to please speak loudly so our attendees via Zoom can hear.

[From end of Agenda Item #61] **Mastin:** Kathy Calhoun, did you have something?
Calhoun: Yes. **Mastin:** Speak loudly. **Calhoun:** Is this regarding the motion? **Mastin:** Yes.
Calhoun: OK, yes. I would like to make a motion that the CFA Board Code of Ethics be made a part of the standing board packet for every meeting, so that that is redistributed and refreshed.
Currie: Kenny will second. **Mastin:** Discussion? This is a good way of taking it seriously.
DelaBar: Kathy, this means that you want everybody to agree to the Code of Ethics at every meeting? **Calhoun:** No Pam, I don't think that that's necessary, that we have to go through the – we have done that. This is a refresher of the materials and all of the line items that are included. My motion is not that we have to go around and make another commitment. We have made the commitment. This is a matter of being refreshed of all of the elements of that commitment.
DelaBar: Thank you for clarifying. **Newkirk:** I know we don't have to go through each one of us and say that, but should we sign prior to the board meeting that we will honor the Code of Ethics? **Calhoun:** No. My intent is that the document be put in the packet with the board reports and materials that we are given prior to every board meeting – the August meeting, Zoom meetings, all of those meetings – so that we have an opportunity to refresh, look at the elements of the Code of Ethics and keep it front and center. **Mastin:** Darrell, continue if you have another question. **Newkirk:** Well, I do, because I think just putting that document in the packet actually doesn't make us say that we will conform to that. Even though we signed the agreement, personally I would like to amend it that you get it before the board meeting, sign it and return it back. **Mastin:** Electronically, correct? **Newkirk:** Yes, electronically. **Huhtaniemi:** I put it in the guidebook already. Is that enough? **Mastin:** Pauli, I didn't hear you, sorry. **Huhtaniemi:** You know that I have been working on the guidebook. I can put all the documents in the guidebook. Is that enough? **Mastin:** She is saying no, she wants the packet in the compiled reports for every board meeting. Darrell is requesting that the document be returned prior to the board meeting, signed electronically.

Krzanowski: Perhaps instead of signing it prior to each board meeting, maybe it should be the first order of business at each board meeting, to remind everyone of the agreement.

Calhoun: If we amend the motion to include a signature, I just want to have a little bit of feedback from Rachel, because those documents will probably come to Rachel or to Ed.

Raymond: Whoever you want to. I know you [Anger] are the Keeper of the Records. I was just

going to point out, you have already done something parallel in the Show Rules where the Exhibitor Code of Ethics has to be printed in every show catalog this season. We don't ask people to sign off on it, but we just want to get it in front of them. **Mastin:** You're going to have to repeat that, because I know they didn't hear it. **Raymond:** Sorry guys. I just wanted to point out, I think what's being requested here is something very similar to the show rule change that the board approved for this season which requires the Exhibitor Code of Ethics to be included in every show catalog. We don't ask exhibitors to affirm their agreement, it's just part and parcel of entering a show. I think it's a good idea to include the Code of Ethics in the compiled reports. Whether you feel it's necessary to have everyone acknowledge it, that's up to you. **Jensen:** Rather than have us send paperwork back and forth, if you send it to us and then when we acknowledge that we're present, just say "present and agree to abide by the rules." **Mastin:** That's to you [Anger]. When you do the roll call, you ask them. **Anger:** Sure. **Newkirk:** That's what I was going to suggest, that maybe what you could do when we open the meeting, the simplest way would be, "is there anyone who does not agree to abide by the Code of Ethics?" If nobody raises their hand, then we've got it covered. **DelaBar:** I was going to say, our Breeder Code of Ethics, by virtue of a breeder using CFA's services to register litters and cats, a person is automatically affirming that they will abide by the Breeder Code of Ethics. We have other codes of ethics and the same thing applies to them. Are we so weak that we need this at each and every board meeting? **Tartaglia:** It's only about, when you're speaking, you typically speak towards Rich, which means none of us back here can hear anything. I'm even having trouble hearing anybody. I know our audience is having trouble too, so just kind of speak towards the middle. I'm just trying to help everybody who is here and who is online. **DelaBar:** You couldn't hear me? **Tartaglia:** No. **DelaBar:** Do you want me to use my command voice? May I repeat what I said? **Mastin:** Please do, and use your command voice. **DelaBar:** No, I will not do that. **Mastin:** Well, we want to see it. Richard [Chanan] is here and he will take a picture. **DelaBar:** Oh no, no, no. If you pay me, I'll do it. **Mastin:** How much is it going to cost me? I'm reaching for my wallet. **DelaBar:** Our breeders, when they use our services, are affirming that they abide by the Breeder Code of Ethics. We have other codes of ethics by virtue of people performing or using such services with CFA, come under the particular provisions of that code of ethics. My question was, are we so weak that we need to be affirmed at every, single board meeting? **Calhoun:** In my opinion, this is not a matter of being weak or being strong. To me, this is a matter of making sure that it is top of mind. I don't think that going through this exercise once a year is sufficient, and I don't see the downside of providing an ongoing refresher. I would like to let the motion stand. I think we came up with an acceptable way to manage it, so I would like the motion to stand as is. **DelaBar:** Kathy, it's perception.

Currle: Could you repeat the motion as amended, please? **Calhoun:** I'm not amending the motion. The motion is that the CFA Board Members' Code of Ethics be provided in every board package, that the document be provided to every board member in every board packet. Just as a comment, I think that the perception is that we take this extremely seriously. **Currle:** I'm not against the premise, but how are we going to deliver it? That's what I would like to know. **Calhoun:** As part of the consolidated [*sic*, compiled] board reports. **Currle:** Do you want to add that? **Calhoun:** I will add that. **Currle:** And I will second. **Anger:** You already seconded it. **Mastin:** Any further discussion? Any objection? The motion passes unanimously.

The motion is ratified by unanimous consent.

Mastin: Rachel knows what she is doing. I have already discussed it with her. **Anger:** Got it. **Mastin:** Got it.

(61) DISTRIBUTION AND SIGNING OF BOARD-REQUIRED DOCUMENTS.

Raymond: Darrell and I distributed four documents to you. One is a Conflict of Interest policy, so there is a written document that you will need to sign, to indicate any conflicts of interest or your involvement in any related transactions. The related transactions really is so that we have an understanding of, might you be voting on something that involves another company or organization that CFA wants to do business with, so just to make sure that everything is above board. You also have in front of you a Confidentiality Agreement and agreement to adhere to the CFA Code of Ethics. When I go through the Board Code of Ethics in a few moments, there's a fair amount of information in there about confidentiality and it's important to remember that everything that is said in closed session at this board table needs to stay in closed session. Many times, the results of a vote can be made public. Rich will inform you when that is the case, but the deliberations, including who voted and how they voted, always needs to remain confidential. That is not ever for public consumption. You also have in front of you a Whistle Blower Policy that CFA put into place a few years ago which is required by New York Law. For those new to the board, we are a New York not-for-profit corporation, so our guiding principles are the New York not-for-profit corporation statute. Finally, you've got the Board of Directors Code of Ethics.

(62) **VERBAL REPORT OF CONFLICTS OF INTEREST.**

Mastin: Ed, continue. **Raymond:** It appears everyone has submitted their written Conflict of Interest documents. Now it's time to go around the table and make known verbally any conflicts of interest that you might have. Rich, which order do you want to take people around in? **Mastin:** We'll start with Pam. **DelaBar:** Yes, I have two conflicts of interest. I'm on the board of directors of the CFA Foundation and my spouse is an allbreed judge with FIFe, on their judges' commission and on the local FIFe Federation board of directors in Finland. **Mastin:** Darrell? **Newkirk:** I have no conflicts. **Mastin:** Marilee? **Griswold:** No conflicts. **Mastin:** Carol? **Krzanowski:** I've got no conflicts. **Mastin:** Kenny? **Currle:** I have none. **Mastin:** Anne? **Mathis:** I have no conflicts. **Mastin:** Pauli? **Huhtaniemi:** My wife is an Associate Judge. **Mastin:** Thank you. John? **Colilla:** No conflicts. **Mastin:** Doreann? **Nasin:** No conflicts. **Mastin:** Vicki? **Jensen:** No conflicts. **Mastin:** Howard? **Webster:** No conflicts. **Mastin:** Janet? **Moyer:** No conflicts. **Mastin:** Carissa? **Altschul:** A potential conflict is, my father works on show promotion. If he was ever hired by any of the CFA events for show promotion, that would be a potential conflict. **Mastin:** CFA direct events. **Altschul:** Right. **Mastin:** Correct, or through CFA Central Office, that's correct. **Altschul:** Yes. **Mastin:** Thank you for pointing that out. Kathy? **Calhoun:** A potential conflict of interest, and I would like to see some guidance on that. I do sit on the EveryCat board as treasurer of the EveryCat board. I don't see that as a conflict of interest, but I just wanted to disclose it. **Mastin:** Are you also on the Foundation? **Calhoun:** Yes. **Mastin:** OK. Do you want to discuss that with Ed after, if you are seeking advice? **Calhoun:** Sure. **Mastin:** Russell? **Webb:** I have no conflicts. **Mastin:** I do have a conflict. My youngest daughter works for Central Office. She reports to Allene as a contractor. She handles the bi-weekly payroll. I don't know how long she has been doing it. Allene maybe knows – three or four years – and I don't even know what the cost is. It's minimal and I reported it last year and the year before. That's the only conflict I have. Oh, I'm sorry Rachel. **Anger:** I have no known conflicts. **Mastin:** Next time I'll start with you. **Anger:** That's OK. **Mastin:** Ed? **Raymond:** I have no conflicts. **Mastin:** Allene? **Tartaglia:** Aki says she has no conflict and Allan Raymond said his partner is a judge with a Chinese organization. **Mastin:** Can he identify the organization? **Newkirk:** WCCF. **Mastin:** Thank you. How about Jon Lee? **Tartaglia:** They can't hear anything. I have to type this to them. **Griswold:** Rich, do we have any kind of microphone that we can set up for them? **Mastin:** It is right there in the middle. That's why I keep asking people to speak up, but it could be on their end, too. **Tartaglia:** Jon Lee said he has no conflict. **Mastin:** OK. Do we have all of them now, Allene? **Tartaglia:** Aki is no conflict. Jon Lee is no conflict. I have not heard from Allan Raymond – oh, WCCF. [Transcript goes to Calhoun motion in Agenda Item #59.]

(63) **RATIFICATION OF COMMITTEE APPOINTMENTS.**

2024-2025 CFA Committee Appointments

Committee	Chair/Co-Chair/Sub-committee Chair	Vice Chair	Board Liaison	email
Agility	Jill Archibald Nikki Feniak		Marilee Griswold	Jellyb1083@aol.com
Ambassador Cats	Karen Lane	Jodell Raymond	Kenny Currle	karenllane@comcast.net jodell1@rochester.rr.com
Audit Committee (elected Treasurer)	Kathy Calhoun			Calhounkathy38@gmail.com
Awards Committee	Cathy Dunham		Janet Moyer	Cathy.dunham0@gmail.com
Breed Preservation	Ginger Meeker	Jacqui Bennett	Howard Webster	glm.cfa@gmail.com jacquibennett864@gmail.com
Breeder Education	Carissa Altschul			Carissa_altschul@hotmail.com
Breeds and Standards	Annette Wilson		Darrell Newkirk	arwilson@prodigy.net
Budget (elected Treasurer)	Kathy Calhoun			Calhounkathy38@gmail.com
Clerking Program	Bethany Colilla Ronna Colilla		John Colilla	believerscattery@gmail.com mommaronna722@yahoo.com
Clerking Advocate	John Hiemstra			cfaclerkadv@gmail.com
Club Membership	Carol Krzanowski			Carolk.cfa@gmail.com
Credentials	Nancy Dodds		Rachel Anger	fenwaynd@earthlink.net
Diversity & Inclusion	Kathy Calhoun			Calhounkathy38@gmail.com
Executive Committee	Four Officers & Kenny Currle			rmastin@cfa.org
Experimental Formats	Rachel Anger			camberwel@aol.com
Finance	Rich Mastin			rmastin@cfa.org
Genetics	Marilee Griswold	Darrell Newkirk		marileemed@yahoo.com newkirk.darrell@gmail.com
HHP Advisory	Jenny Wickle	Howard Webster		jwteacher02@gmail.com clowntwn2@aol.com
International Division	Darrell Newkirk	Matthew Wong		newkirk.darrell@gmail.com wongmatt.hk@gmail.com
China	Ellyn Honey Russell Webb			ellynhoney@gmail.com whiteweb00@aol.com

Committee	Chair/Co-Chair/Sub-committee Chair	Vice Chair	Board Liaison	email
Asia (outside of China)	Marilee Griswold Robert Zenda			marileemed@yahoo.com zendabob1@cs.com
Africa & West Asia (AWA)	Jan Rogers			Travelcatz15@gmail.com
Central and South America (CSA)	Miguel Mariano Pina Rodrigues Anne Mathis			mvpinacrupi@gmail.com annekevinmathis@gmail.com
India	Allan Raymond Jan Rogers			ayjayray@yahoo.com Travelcatz15@gmail.com
International Show	Ed Raymond	Linda Murphy	Rich Mastin	elraymondjr@gmail.com lindakomar@rocketmail.com
Judging Program	Vicki Nye Russell Webb			Whiteweb00@aol.com tvnye@jps.net
Advisor/Coordinator, Associate Program Applications Administrator		Rachel Anger		camberwel@aol.com
Associate Program Training Administrator, Education – Judges’ Training/Tests and Continuing Education		Anne Mathis		annekevinmathis@gmail.com
File Administrator		Marilee Griswold		marileemed@yahoo.com
File Administrator		Nancy Dodds		Nancydodds17@gmail.com
Application Administrator – Regions 1-9		Leslie Carr		elseas@aol.com
Application Administrator – International Division		Jodell Raymond		jodell1@rochester.rr.com
Education – Breed Awareness & Orientation		Barbara Jaeger		barbara.jaeger911@gmail.com
Guest Judge Administrator		Wendy Heidt		wheidt@comcast.net
Recruitment, Development and Mentoring Administrator		Teresa Sweeney		tsignore@att.net
Ombudsperson		Carla Bizzell		carla.bizzell@yahoo.com
Junior Fanciers	Sheri Shaffer Albert Sweitzer		Anne Mathis	Sherilyn.shaffer@pchas.org asweitzer3@gmail.com
Legislation Committee	George Eigenhauser		Howard Webster	geigenhauser@allmail.net
Legislative Group	George Eigenhauser		Howard Webster	geigenhauser@allmail.net
Marketing	Mark Hannon Melanie Morgan		Rich Mastin	markh_@yahoo.com emau@emaucats.com

Committee	Chair/Co-Chair/Sub-committee Chair	Vice Chair	Board Liaison	email
New Exhibitors	Janet Moyer	Howard Webster		desertwindscats@gmail.com clowntwn2@aol.com
Protests	George Eigenhauser		Howard Webster	geigenhauser@allmail.net
Publications	Mark Hannon		Carol Krzanowski	markh_@yahoo.com
Scientific Advisory	Roger Brown	Marilee Griswold		dotsrnb@aol.com marileemed@yahoo.com
Show Rules	Ed Raymond		Carol Krzanowski	elraymondjr@gmail.com
Show Scheduling (Regions 1-7)	Pam Moser	Mary Auth	Vicki Jensen	Bp.moser@comcast.net mary@maryauth.com
Virtual Cat Competition	Nancy Kerr		Marilee Griswold	nakerr68@outlook.com
CFA Non-Committee Appointments				
Board Meeting Notes	Pam DelaBar			satlctl@aol.com
Board Ombudsperson	Vicki Jensen			vjlawdui@att.net
Legal Counsel – Parliamentarian (Bylaws, China Business Office, Regional Incorporation)	Ed Raymond			elraymondjr@gmail.com
Ombudsperson	Paul Meeker			grandbsh@gmail.com
Affiliates				
Animal Welfare/Breeder Assist/Food Pantry/Breed Rescue	Charlene Campbell		Pam DelaBar	jcampb4244@aol.com
CFA Foundation	Don Williams		Pam DelaBar	williamsdj2@aol.com
EveryCat Health Foundation	Dean Vicksman, DVM, CVJ		Kathy Calhoun	dvicksman@everycat.org
Show Promotion	Mike Altschul		Janet Moyer	twomikea@yahoo.com
World Cat Congress				
Delegate	Pam DelaBar			Satlctl@aol.com
Advisor	Rachel Anger			camberwel@aol.com

[Secretary's Note: Several committee appointments were pulled out for amendment and/or voting on individually. The final list of committee appointments was adopted by unanimous consent.]

Following an executive session discussion, **Ms. DelaBar** moved to ratify the appointments. Seconded by **Mr. Newkirk**, the motion was **ratified by unanimous consent**.

(64) BOARD MEETING SCHEDULE.

**CFA Board of Directors Meeting Schedule
July 9, 2024 – September 2, 2025**

**July 9, 2024 Emergency Only - 7:00 pm ET*

August 6, 2024 – 7:00 pm ET

**September 3, 2024 Emergency Only – 7:00 pm ET*

October 15 & 16, 2024 – 10:00 am ET (both days)

**November 12, 2024 Emergency Only – 7:00 pm ET*

December 3, 2024 – 7:00 pm ET

**January 7, 2025 Emergency Only - 7:00 pm ET*

February 1 & 2, 2025 – 10:00 am ET (both days)

**March 4, 2025 Emergency Only – 7:00 pm ET*

March __, 2025 – 7:00 pm ET (Optional - Preliminary Budget Review)

April 1, 2025 - 7:00 pm ET

**April 15, 2025 Emergency Only if necessary to finalize the Annual Budget - 7:00 pm ET*

**May 6, 2025 Emergency Only – 7:00 pm ET*

June 26 & 29, 2025 - 9:00 am ET - ? (in-person Orlando Florida, Annual Meetings)

**July 8, 2025 Emergency Only – 7:00 pm ET*

August 5, 2025 - 7:00 pm ET

**September 2, 2025 Emergency Only -7:00 pm ET*

All meetings via Zoom, except June 26 & 29, 2025 (in-person Orlando Florida, Annual Meetings).

Tuesday evening meetings begin at 7:00 pm and must end by 11:59 pm (ET - Eastern Time).

**Emergency meetings are for emergencies that cannot wait until the next regularly scheduled meeting.*

TBD - October __ & __, 2025 – (after CIS either in-person (13th & 14th) or via zoom (14th & 15th))

All motions submitted online at least 14-hours prior to the meeting after the conclusion of the Annual Delegate Meeting and at least 24-hours prior to all other meetings will be accepted as pre-noticed.

Unable to attend contact Secretary Rachel Anger at camberwel@aol.com / President Rich Mastin at rmastin@cfa.org / 585-455-7089.

Mastin: We are going to go to the Board Meeting Schedule. Does anybody have any questions? Do you not have a board meeting schedule, other than the picture you took? Vicki, do you have it? **Jensen:** I don't have a schedule. **Mastin:** Allene, do you have extra board meeting schedules? **Tartaglia:** I don't have any. **[unidentified speaker]:** They are in an email. **Mastin:** They were in the email from Rachel. Howard, do you have a copy of the Board Meeting Schedule? Rachel, can you email the Board Meeting Schedule to the new board members? **Anger:** Sure. **Newkirk:** Have these guys been added to the i/o group? **Anger:** Not yet. **Webster:** Yes, I have one. **Mastin:** You have one? Is it in the email? **Jensen:** He took a picture of it. **Tartaglia:** Was it sent to the board list? Was it sent as a separate email? **Mastin:** It was sent in the compiled reports for today. Vicki, do you now have it? **Jensen:** Working on it. **Tartaglia:** I can print it out for everybody. **Mastin:** That would be great. If you wouldn't mind printing it out, just so they can have a hard copy, unless they are all fine working off their cell phones. I couldn't do that. There's no way I could do that. For those that have the schedule, do you have any questions on the schedule at this point? **DelaBar:** Should these meetings be annotated as Zoom meetings, as opposed to in-person meetings? **Mastin:** It says that. **DelaBar:** Where? **Mastin:** The 4th line from the bottom. **DelaBar:** I usually read from top down, so I didn't see it. **Mastin:** Then you didn't read the whole thing. **DelaBar:** You're right. **Newkirk:** Touché. **Mastin:** That's what Pam would have told me. **DelaBar:** You're correct. It's right there. **Mastin:** Second question? **DelaBar:** October 15/16. Are those the dates immediately following the International? **Mastin:** October 15/16 is Tuesday and Wednesday, because people will be traveling on Monday. If they are driving or flying, we can't start a 10 a.m. Monday morning meeting if people aren't back from the International Show. **DelaBar:** I would not be back from the International Show at that time if I was going to return to Finland, so I would like to stay over and take the board meeting at the Central Office. Then I can go home. **Mastin:** That's your decision. **DelaBar:** Thank you.

Krzanowski: I was questioning the same dates, because there are some people that work, so I'm not sure that they would be able to attend, either. **Mastin:** Whether it was Monday/Tuesday or Tuesday/Wednesday, it's an obligation that we had already planned for, and sitting on the board we are going to have evening calls or, in this case, day calls. Evening calls for those that are in different time zones, they may still be working because our evenings start at 7 p.m. Eastern. They may be at work at 4 p.m. **Krzanowski:** I don't understand why we can't go back to the first weekend in October which is our traditional time that we have always had the meeting. **Mastin:** The reason we're not going back to the first weekend in October for this year, we are in hopes of being able to return to our in-person meeting in October directly after the International, assuming the budget is approved. We also have board member/judges who are contracted for the first weekend in October, and out of respect for them and the clubs that have them contracted, I did not want to throw in 15 weeks out we are moving the board meeting back to the first weekend. It's actually 14 weeks. I don't know how many board members are contracted. I know of one for sure, but I think there's more than one. I think we counted at least

two or three. **Newkirk:** My question was what Carol asked, because I think this was decided at the budget meeting in May which I was not able to attend, so I was not contracted but I have since been offered a contract. I have now accepted that contract based on these dates. **Mastin:** I think you are either the third or fourth board member who has accepted a contract. Kathy, did you have your hand up? **Calhoun:** I didn't but I will speak. **Mastin:** You had better speak loudly. **Calhoun:** OK, alright. The take-away here is that we can't keep changing. We need to decide as a board if we are going to do this on the traditional first weekend in October. I'm not talking about – I think this year is set. This October is set, but it gets to be confusing because people don't know what other commitments they can make, so we need to make a decision that we either have it now or I do believe if we want to have something in person in October, the best opportunity to do that is to have it in conjunction with the International Show because of the cost savings on air fares, overlapping hotel nights, so that is the best option for that, but we probably need to make some other opportunities associated with that weekend. But, we need to make a decision one way or the other.

Mastin: OK, I'm going to open questions to all the new board members. Do you have any questions regarding the schedule? You have the printed copy also. Any further discussion? Any objections to the schedule? Seeing no objection, the motion passes unanimously.

The motion is ratified by unanimous consent.

DelaBar: Just a comment. Someday, I would like you all to know what it's like to attend a board meeting at 2:00 in the morning.

Parliamentary Rules

As we start a new year, I have taken a few minutes to put together a few parliamentary rules that will help the meetings run smoothly.

1. Rules: *The board uses Democratic Rules of Order as parliamentary procedure. See the attached summary and flow chart!*
2. Meeting Quorum: *The board requires a quorum to engage in a board meeting. The quorum is defined as **10 board members** in our Bylaws. The quorum must remain for the entire meeting.*
3. Motion Quorum: *On each motion, a quorum of votes is also required. In other words, **10 valid votes** must be cast on each motion for the motion to pass. Valid votes are those cast as Yes/No/Abstain due to conflict.*
4. Motion Passage: *Passage requires **more than 50%** or **2/3** of votes cast only **yes or no**, depending on the type or status of a motion.*
 - a. *Pre-noticed motions are those motions provided to the full board 24 hours in advance (14 hours for those motions pre-noticed before the Sunday board meeting associated with the Annual). Pre-noticed motions require in general **more than 50%** of valid yes/no votes cast, but may require **2/3** if required by the bylaws on certain motions.*

- b. *Motions not pre-noticed require 2/3 of the valid yes/no votes cast.*
 - c. *Motions involving a discipline/guilt require 2/3 of the valid yes/no votes cast.*
5. *Abstentions.*
- a. *Unless there is good reason not to vote, all Board members should vote on all motions. Your supporting member clubs have sought you to represent them in voting and taking positions that support CFA. Board members have the duty to serve the interests of all of the members and CFA as outlined in the Board of Director's Oath. What is more, by law, each individual Board member owes a fiduciary duty to the association to act in good faith, in a manner the board member believes to be in best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.*
 - b. *At times, Board members may be reluctant to get involved with controversial issues and may use an abstention as a way to stay out of the proverbial fire. Of course, if a conflict of interest exists vis-à-vis one or more Board members, such use of an abstention is warranted. However, if no such conflict exists, the members expect their elected Board members to make a decision that is in the best interests of the CFA, as a whole. If one or more directors abstain simply to avoid making a decision on the record, they could be considered to not fulfilling their fiduciary duty. Of note, a Board member's refusal to vote is, in effect, a declaration that they consent with the majority of the quorum.*
 - c. *Although it is the duty of every Board member who has an opinion on a motion to express it by a vote, the Board member can abstain, since the Board member cannot be compelled to vote.*
6. *Recusal/Abstaining for Conflict.* *Finally, Board members owe a duty of undivided loyalty to the association, and may not make decisions that benefit their own interests at the expense of the association and its members (i.e., conflict of interest). The duty of loyalty involves not only the duty to avoid conflicts of interest, but requires full disclosure of any interests potentially adverse to the association. When such a conflict of interest exists, a board member must recuse themselves from participation in a particular matter. In other words, the board member cannot vote on the action (i.e., abstain) and should, if the conflict warrants, remove themselves from the meeting when the conflict issue comes up for discussion.*
- a. *When abstaining, please note that your abstention was due to conflict. Abstentions for conflict will be noted in the minutes separately from those other abstentions. When abstaining for conflict please state briefly the nature of the conflict.*

Raymond: Just a couple of reminders. We follow the Democratic Rules of Order. Everyone should have access to an electronic copy. I know it was sent to all potential new board members by Rachel a few months ago and it's also up on File Vista so that everyone has access

to it. It's much more user friendly than Robert's Rules, which are very, very technical. They allow us to maintain order of our meetings but still get work done. I also wanted to call your attention to the last part of today's compiled reports that Rachel provided. There are some hints on parliamentary procedure in there that I think are very useful, particularly for new board members. If anyone has any questions, I would be happy to answer them. **Mastin:** Does anybody have any questions for Ed right now? Ed, do you have anything else? **Raymond:** No, I have nothing else. **DelaBar:** Ed mentioned File Vista. Whenever we have a change of board members, we change the sign-on for File Vista. When can we get that? **Simbro:** I can do it right now. **Mastin:** Thank you. **DelaBar:** Just let us know what it is. **Simbro:** Rachel usually helps me. **Mastin:** Please don't do this, because that makes matters worse. Just speak loudly. Anything further? **Raymond:** I am done. **Mastin:** OK Ed, thank you.

Mastin: Rachel, do we have any New or Old Business? **Anger:** Our New Business has been moved to Executive Session. **Mastin:** Does anybody else have any New or Old Business they would like to discuss in open session?

* * * * *

Mastin: If there are no further open session items, I'm going to thank the audience for attending. The meeting is adjourned.

The Sunday open session meeting was adjourned at 9:43 a.m. Central Standard Time.

The Sunday executive session meeting adjourned at 10:58 a.m. Eastern Standard Time.

Respectfully submitted,
Rachel Anger, Secretary
The Cat Fanciers' Association, Inc.

(65) DISCIPLINARY HEARINGS AND SUSPENSIONS.

Disciplinary Hearings And Suspensions: Cases that have been reviewed by the Protest Committee and for which a recommendation was presented to the Board. The following case was heard, a tentative decision was rendered, timely notice was given to the parties, and no appeal and/or appeal fee was filed. Therefore, final disposition is as follows:

24-012 *CFA v. Kam Nok Yi (Lorraine Kam, Nok Yi Kam) & Cheung Shun Hei (Rex Cheung, Shun Hei Cheung)*

Violation of CFA Bylaws Article XV, Section 4 (g)

Guilty. *The board has imposed the following disciplinary action: permanent suspension of all CFA services. [vote sealed]*

SUSPENSION OF ALL CFA SERVICES means that the person suspended will be prohibited from participating in any CFA activity including, but not limited to:

- i. Utilizing CFA's registry services*
- ii. Acting in any capacity at a show*
- iii. Entering cats owned by the suspended person, agenting cats, or having cats owned by the person suspended agented at a CFA show*
- iv. Presenting cats in a show ring*
- v. Participating in a clerking school*
- vi. Participating in a Breed Council*
- vii. Acting as a delegate at an Annual or Special Meeting of the Association*

The suspended person will be permitted to purchase the CFA Yearbook and other CFA publications. However, the person suspended will not be permitted to advertise in any CFA publication or show catalog. including, but not limited to, the online Find a Breeder listing.

A person who is suspended may remain a member of a CFA member club, but may not be an officer or director of a member club. They may also attend their Region's Annual Banquet and Award Ceremony, and the CFA Annual Awards Banquet provided that they do not officiate, make any presentation, accept any awards, or participate in any way other than as a guest at the banquet or award ceremony.

Board-Cited Hearing: The Board may consider any protest filed by any member of a member club or in any other manner brought to the attention of the Executive Board. The Board may delegate authority to one or more persons to review, investigate, and determine if probable cause exists for the filing of a formal protest. This case was heard on direct cite by the CFA Executive Board. Timely notice was given to the party, and the matter was heard in open session, at the request of the respondent.

None.

Appeals: Cases that have been reviewed by the Protest Committee and for which a recommendation was presented to and heard by the Board, a tentative decision was rendered, timely notice was given to the party, an appeal and/or appeal fee was timely filed, and the appeal was heard by the Board of Directors. Therefore, final disposition is as follows:

None.

Related Board Actions: Upon motion duly made, seconded and unanimously carried, the following Related Board Actions were unanimously approved:

1. **Matter 24-011:** *CFA shall void the registration of litters F4136196, F4134304, and F4293110. In addition, the registration of all cats, kittens and litters registered from those litters, or any descendants of those cats, shall be re-registered as Not for Breeding, and flagged as Not for Showing.*
2. **Matter 24-014.** *CFA shall void the registration of litter F4201608. In addition, the registration of all cats, kittens and litters registered from that litter, or any descendants of those cats, shall be re-registered as not for breeding, and flagged as not for showing.*
3. **Matter 24-015.** *CFA shall void the registration of litter F4289061. In addition, the registration of all cats, kittens and litters registered from that litter, or any descendants of those cats, shall be re-registered as not for breeding, and flagged as not for showing.*
4. **Matter 24-016.** *CFA shall void the registration of litter F4311411. In addition, the registration of all cats, kittens and litters registered from that litter, or any descendants of those cats, shall be re-registered as not for breeding, and flagged as not for showing.*