

**Board of Directors Meeting
Phone Conference
November 1, 2012**

Meeting called to order at 6:05 by Juan Reyes

Present: Juan Reyes, Tim Gifford, Bob Wagner, Dan Gill, Jimmy Walker, Anna Guthrie, Jeff Mundorf
(joined late) Absent: Lyle East, Robin Nuffer

Dan Gill moved that the minutes of the 10/3/12 meeting be approved. Motion seconded by Tim Gifford and approved unanimously.

Old Business

- Finals
 - A proposal for the 2013 Nationals Finals (attached) was presented and discussed. Dan Gill moved that the proposal be adopted. Motion was seconded by Anna Guthrie and approved unanimously.
 - Jimmy Walker moved that the entry fee for the Open, Nursery and Intermediate classes be \$250. Motion was seconded by Dan Gill and approved unanimously.
 - Bob Wagner moved that the entry fee for the Horseback class be \$200. Motion was seconded by Anna Guthrie and approved unanimously.
 - Tim Gifford moved that, if the Brazilian catterdog association decides to accept the NCA offer of a "shootout" following the Open final run, they be limited to no more than six (6) dogs. Motion was seconded by Dan Gill and approved unanimously.

New Business

- Dan Gill moved to adopt a Conflict of Interest Policy (attached). Motion was seconded by Jimmy Walker and approved unanimously.
- Jimmy Walker moved to have the NCA provide an award to the high qualifying point earning team in the Intermediate class. Motion seconded by Dan Gill and approved unanimously.
- Jimmy Walker moved to adjourn. Motion seconded by Dan Gill and approved unanimously.

***Proposal for 2103 National Catterdog Association National Finals
June 12-16, 2013 - Steamboat Springs, CO***

- *Number of dogs per class*
 - o *Open Class — 50 dogs*
 - o *Nursery Class — 30 dogs*
 - o *Intermediate Class — 25 teams*
 - o *Horseback Class — 20 dogs*
- *Entry Fees*
 - o *Open, Nursery, Intermediate - \$250/dog*
 - o *Horseback - \$200/dog*
- *Schedule*
 - o *Wednesday*
 - § *Open on main field — 50 dogs*
 - o *Thursday*
 - § *Horseback on main field — 20 dogs*
 - § *Nursery on main field — 30 dogs*
 - § *Intermediate on small field + arena — 25 dogs*
 - o *Friday*
 - § *Open on main field — 50 dogs*
 - § *Intermediate on small field + arena — 25 dogs*
 - o *Saturday*
 - § *Nursery on main field — 30 dogs*
 - § *Horseback on main field — 20 dogs*
 - § *Intermediate Finals on small field + arena — 10 dogs (To be held, time permitting, between the Nursery and Horseback runs.)*
 - o *Sunday*
 - § *Nursery Finals on main field — 10 dogs*

§ Open Finals on main field — 20 dogs

§ Shootout with Brazil on main field - 12 dogs (6 US, 6 Brazilian — maximum) Not yet finalized

· Finals

- o Use cumulative scoring of preliminary runs + final run.
- o Final runs in reverse preliminary score order.
- o Open: 6 cattle per run — two groups of 3 let out from trailers in opposite corners of field.
- o Nursery: 3-5 cattle per run. More points available in final run than in preliminary runs.
- o Intermediate: 3 cattle per run. More points available in final run than in preliminary runs.
- o Horseback: Highest combined score in two runs is champion.

· Course Rules

- o Course is points and time.
- o Cattle will be turned out from a trailer on the main field and set with horses on the small field.
- o An outrun without crossover will be awarded 15 points. Crossover award only applies only to first set of cattle in Open class final run.
- o Handler to stand at post to send dog, then free to move behind handler line.
- o Must get one calf through obstacle before proceeding to next obstacle.
- o Unlimited retries - Score for an obstacle reverts to zero when scorekeeper is clear that handler is retrying.
- o After cattle have mixed, handler must either being retrying or moving to next obstacle.
- o No running.
- o Stick may be carried.
- o Handlers may not enter, reach into, or put stick into obstacles.

· Course Design

- o Following the set out, dog will be sent to gather.
- o It is expected that the first obstacle will be between the set-out point and the handler.
- o Dog may be required to bring the cattle around the handler or around a post on or near the handler line. Timeline for tie breaking: first obstacle after crossing handler line.
- o It is expected that there will be obstacles that require the dog to move the cattle away from the handler and/or across the field remaining

National Cattledog Association - Conflict of Interest Policy

It is in the best interest of the National Cattledog Association (NCA) to be aware of and properly manage all conflicts of interest and avoid conflicts of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the NCA identify situations, avoid conflicts of interest and to provide the NCA with a procedure to appropriately manage conflicts in accordance with legal requirements and to ensure accountability and transparency in the NCA's operations.

1. **Conflict of Interest Defined** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- o A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract or transaction with the NCA for goods or services.
- o A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- o A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the NCA.

Other situations may create the appearance of a conflict or present a duality of interests in connection with a person who has influence over the finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to whether the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders. Gifts, Gratuities and Entertainment Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the NCA.

2. **Definitions**

- o A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- o An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of the NCA or a major donor or anyone else who is in a position of control over the NCA who has a personal interest that is in conflict with the interests of the NCA.
- o A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- o A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- o A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receiving of goods or services, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the NCA is not a Contract or Transaction.

3. **Procedures**

- o Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member has and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
 - o A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest at the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
 - o A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter at the meeting.
 - o A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in the presence of a quorum for purposes of the vote.
 - o The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this policy, a member of the Board of Directors of the NCA has a Conflict of Interest when he or she stands for election as an officer.
 - o Interested Persons who are not members of the Board of Directors of the NCA, or who have a Conflict of Interest with respect to a matter that is not the subject of Board action, shall disclose any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from participating in or affecting the NCA's participation in such Contract or Transaction.
- In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is so substantial as to require the individual's resignation.
4. **Confidentiality** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in the course of their duties, including disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the NCA. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of the NCA for their personal profit or advantage or the personal benefit of their Family Member(s).
5. **Review of policy**
- o Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge that they have done so.
 - o This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all directors, officers, employees and volunteers.