

ACT Board Meeting Minutes July 11, 2012

The regular monthly Board of Directors meeting of ACT was held Wednesday, July 11, 2012 at the McKamey Animal Care and Adoption Center; meeting began at 4:38 P.M. The Board Chair and Secretary were present. The minutes of the June meeting were discussed and were accepted with corrections noting that 2 Directors reported as absent were present during this meeting. It was so noted on the June Meeting Minutes.

Board Members present at this meeting were: Jerre Treece-Jackson (Board Chair), Bruce Baird, Marie Chinery (City Representative), Krystye Dalton, Jacqueline Hamm, Amy Walden, Kevin Lusk (via conference call), Susie Matthews (HCVMA Rep.), Ann Ball, Carla Morgan, Nancy Dunlap, Mark Litchford.

Also present at this meeting: Mary Dube (Emeritus), Barby Wilson (Emeritus), Sonia Young (Emeritus), Karla Valadez (Emeritus), Karen Walsh (Executive Director), Barb and Bill Bowen (Bowen & Bowen, LLC)

Absent: Jena Brevard, Carol Goodman

Board Chair raised a Point of Order to ensure the validity of past votes and we will consider this a matter of “established custom”, thereby setting precedent for these votes to be acceptable (Roberts Rules of Order).

1. **Resolution #1:** Board chair made motion that first term Board members acknowledge voting rights of second term Board members retroactive to the beginning of their individual second terms. This motion was seconded, the ayes carried the vote and it was adopted.
2. **Announcement by Board Chair regarding status of HCVMA and City Representatives:** Through an MOU that was signed in 2005 the HCVMA was given two seats on the Board, one with voting rights and one without. Susie Matthews was elected to be the HCVMA representative at that time with no term limit stated in the MOU. This gives Susie Matthews voting rights and a seat on the current Board.

Marie Chinery is currently the City Representative per the City Contract which gives her voting rights and a board seat for the duration of the contract.

3. **Resolution #2:** Board Chair made the motion for the election of Secretary Pro Tem as a temporary position for this meeting only; nominations for the Secretary position will be made and voted on during the annual November Board meeting. Motion was seconded. A nomination from the floor nominated Nancy Dunlap as Secretary Pro Tem **for the duration of this Board meeting**; a vote was taken, the ayes carried the nomination; Nancy accepted the position.

4. **Resolution #3:** Board Chair made a motion to adopt the remaining agenda as the business of the day; motion was seconded; vote was taken; ayes carried the vote and the motion was adopted
5. **Announcement of Resignations:** Board Chair announced the resignation of Lee Towery from position as Board Chair and from the Board of Directors (resignation letter was submitted). Board Chair also announced the resignation of Jim Brewer from the Board of Directors. It was noted that both Lee Towery and Jim Brewer will continue working with ACT and McKamey Animal Care Center on a volunteer basis.
6. **Confirmed Status of Chairmanship:** Barb Bowen explained that since J. Treece-Jackson was Vice-Chair *Elect* this means that she would become Board Chair automatically (no vote necessary) since that seat was vacated by Lee Towery's resignation. Per Roberts Rules of Order, Barb Bowen declared that J. Treece-Jackson would complete L. Towery's term of office and would then be eligible to serve her own term of office. (L. Towery's term of office would have expired 12/2012; J. Treece-Jackson's term of office would include the remainder of 2012 and be extended for the calendar year of 2013, unless she resigns prior to the expiration of these terms.
7. **Resolution #4:** Election of remaining Officers Pro Tem (Vice Chair and Treasurer) and Declaration of Elected Board Members.

A motion was submitted from the Nominating Committee regarding election of officers until the November meeting and a declared list of elected Board members. A secondary motion was made to divide this motion into two separate motions:

Part A: Candidates for Interim Positions and restriction of duties.

Part B: Declaration of Elected Board Members.

The motion was seconded, the question was open for debate, a vote was taken; ayes carried the vote and the secondary motion was adopted.

Original motion from the Nominating Committee stands as seconded for Part A to elect the remaining officers.

A vote was taken to elect Bruce Baird as Vice-Chair Pro Tem (to serve until the November election) and to elect Kevin Lusk as Treasurer Pro Tem. Both motions were approved by unanimous vote and nominees accepted the positions. Note: these nominations do not include automatic nomination in November for these positions (they would have to be nominated and voted on at the annual meeting to retain these offices). Also, Vice Chair **Pro Tem** position does not include Chair-Elect status.

8. **Resolution #5:** Board Chair made a motion to proceed to further evaluation of recommendations made in the Bowen & Bowen Report submitted to all Board Members during

June, 2012, Executive Session of the Board. The motion from the Chair refers specific Recommendations to standing committees for response back to the Board.

The motion was seconded; the question was open for debate, a vote was taken; ayes carried the vote and the motion was adopted.

Note: Director, Jacqueline Hamm, reported that the Marketing Committee membership needs to be addressed at the next Board Meeting; due to several resignations, this committee consists of only two members. **To be addressed as Old Business at next Board Meeting.**

9. **Committee Reports:**

(1) **Minutes from the 7/2/2012 Executive Committee** were reported. Brief discussion followed regarding the legitimacy of the Task Force that was developed by the previous Chair to review recommendations made by the Bowen & Bowen Report. The legitimacy was confirmed under the Point of Order declared at the beginning of this meeting. The Executive Committee minutes indicated the Task Force recommendations were relative to Emeritus status, successive terms, and proper procedure for commencement of second terms, but did not include Executive Director voting rights. Executive Committee agreed by majority to refer all of these issues to the Board Development Committee.

Resolution #4-B: Declaration of Elected Board Members. Nominating Committee motion Part B was recalled at this time and declared improper according to the Bylaws as the duties of the Nominating Committee are to present nominations for majority votes of the Board rather than declare elected status. Pending voting issues were addressed in the Task Force Recommendation referred to the Board Development Committee. Motion was withdrawn.

Resolution #6: The Executive Committee made a recommendation to issue a request for proposal (RFP) to Bowen & Bowen based on the outline of future services submitted for assistance in implementing the Recommendations in their report. A motion was made by Bruce Baird that Request for Proposal be issued and was seconded; question was open for debate; a vote was called, the ayes had it; the RFP will be issued and funding needs will be determined after the proposal is received from Bowen & Bowen.

(2) **Program & Procedures Committee** reported that recommendations for amending the current Bylaws are currently being developed by this Committee. They will be working with the Board Development Committee to finalize this draft which will then be presented for review by the Board Development Committee and then presented for a vote by the entire Board of Directors.

(3) **Financial Committee/Treasurer** submitted May Financial Statements to all Board Members and indicated that there were no issues to be discussed at this time; no questions were asked. No other Committee Reports were submitted during this meeting.

10. **ED Report:** Karen Walsh, ED, reported that the McKamey Center was currently operating under the old city contract and that a new contract was being developed. Marie Chinery, city representative, advised that the new contract will be looked at during a city meeting on 7/18/2012 and will hopefully be approved by early August, 2012 so that it may be returned to the Executive Committee and the Board for final approval. Karen also offered to provide Board members with monthly Bar Charts, showing statistical data on various Center financial and operational topics. There was unanimous consent that this information would be helpful.
11. **New Business:** A new motion was made from the floor by Ann Ball, past Board Chair, for a vote on the Emeritus Member Status, giving them voting rights, lifetime membership, ability to serve on committees, and the ability to hold office. A secondary motion was made to override the Executive Committee decision to refer this issue to the Board Development Committee, allowing it to be addressed by the full Board at this time. The secondary motion was seconded, the question was open for debate, vote was taken resulting in a tie. The motion failed to achieve majority and therefore the original decision to refer this issue from Executive Committee to Board Development Committee stands.

The original motion was withdrawn.

12. **Old Business – Signing of Conflict of Interest Policy and Confidentiality Statement:** These statements were signed by all executive committee members during their meeting on 7/2/2012 and Directors in attendance signed these agreements this date, 7/11/2012. Executive Director will keep these signed agreements on file.
13. **Meeting was adjourned** – 6:40 P.M.

Minutes Submitted by Board Secretary Pro Tem, Nancy Dunlap

Next Monthly Board of Directors Meeting will be held August 8, 2012 at 4:30 P.M., McKamey Animal Care and Adoption Center.

Note: All documents and reports referred to in these minutes will be retained in the ACT Minutes Book.