

MACA BOARD OF DIRECTORS REGULAR MEETING MINUTES

The August 15, 2017 regular business meeting of the MACA Board of Directors was called to order by President J.T. Taylor at 10:30 AM at the Country Inn and Suites in Columbia, Missouri. Attendance was taken by MACA Executive Secretary Lorraine Lester. Board members present were President J. T. Taylor, Vice President Nycole Griffin, Lorraine Lester, Carmen Skelly, Mark Hastings, Christine Portmann, Holly Bowie, Beth Gillespie, Brandon Anderson, Teresa Gilley and Shari Pijut. Shawna Walker and James Donovan were not there.

Taylor stated that James Donovan had submitted his resignation, however the Board would not be addressing that issue until later in the meeting. He also stated Shawna Walker had indicated she would not be able to attend either due to having to work. There was some general discussion over whether to excuse these absences or not. Since James Donovan's resignation had not been accepted by the Board, there was discussion that his absence not be excused. Concern was expressed over Walker's ability to continue to meet her obligations to the board if she is unable to attend the meetings as required. As past absences had been excused due to unavoidable circumstances, it was decided that this absence was not within her control and that it should be excused. Nycole Griffin made a motion to excuse Walker's absence but not to excuse Donovan's absence. Shari Pijut seconded the motion and it was unanimously passed.

There were no guests or non-voting committee chairs present, and Brandon Anderson made a motion to accept the agenda. It was seconded by Lorraine Lester and passed unanimously.

The last business meeting minutes, which had been previously read by the board members, were opened for discussion. Carmen Skelly made a motion to approve the minutes, which was seconded by Christine Portmann. The motion was approved unanimously.

The electronic business meeting regarding scholarships and MACA awards voting, which had been previously read by the board members, was opened for discussion. There was none and Nycole Griffin made a motion to accept the minutes and Shari Pijut seconded the motion. The electronic minutes were passed unanimously.

President Taylor stated that he had received a call from one of the newly reformed Illinois Animal Control Association board members with an invitation for MACA members to participate in IACA's training programs. Following discussion by the board, it was agreed that MACA would promote IACA training programs as a MACA CEU opportunity, through the website and through social media, per the social media policy. Taylor also requested job descriptions be sent to him for the Resources tab of the website. He also passed out a copy of the annual conference flyer and recruitment letter he has been sending out to ACFA licensed facilities that might be prospective new members. Taylor also brought up that the old MACA printer is no longer serviceable and needs to be thrown away and replaced. The board agreed the printer should be disposed of and replaced. Christine Portmann has a MACA printer she does not use and stated she would get it to Taylor.

Vice President Griffin provided an update on the planning for the annual conference. She stated she has ordered a welcome sign and went over what was planned for the folders. She got 50 folders for .15 each, she has stickers for each and passed around the MACA Bingo card for everyone to see. Vendors will be given “Bingo daubers” and be able to stamp cards when attendees visit. She talked about gift cards that have been donated. She talked about the scavenger hunt plans and giving gift cards to the winners. Food for the scavenger hunt night is basically veggies with shrimp and crab. There was some general discussion on having a cash bar open for different events in the evenings and whether we want to give out free drink cards like we did in the past. It was agreed to have the bars open and provide a limited number of free drink cards to the attendees. The headcount of attendees as of this date is 45 attendees.

Secretary Lorraine Lester stated she had picked up a flash drive that fits her cellphone and the laptop so she can now transfer the meeting recordings to the MACA computer.

Treasurer Carmen Skelly reported the main account as of July 31, had a balance of \$33,363.10, and as of Aug 13 it had a balance of \$36,404.39. She also stated the certification committee account had \$3,178.50 as of July 31, with the balance being the same as of August 13. Also, as of August 13, the PayPal account had a \$0 balance and the Secretary of State updates would all be completed by the end of August. Lorraine Lester made a motion to accept the treasurer’s report. Shari Pijut seconded the motion and the motion was passed unanimously.

Board Member Committee Reports:

Awards Committee: In James Donovan’s absence, Taylor provided the awards committee report. He passed out a draft of a new website submission form and awards criteria to be considered by the board. There was some general discussion to clarify the meanings of the various award criteria. With a few minor changes, the board agreed to the changes. Taylor will submit them to Gina Tanner for update to the website. There was also some general discussion regarding whether Donovan had contacted the awards nominees and if he had ordered the awards or not. Christine Portmann agreed to check with the awards company to make sure the awards have been ordered.

Certification Committee Christine Portmann reported that the Harrisonville Certification Training Program was ready to go. Several members said they had not been able to open the program flyer on their computers. Portmann said she’d resend it. She also reported having heard that Taney County Animal Control was allegedly closing down.

Constitution and Bylaws Committee Brandon Anderson stated he had nothing to report.

Historian and Photographer Mark Hastings said he was making a dog house for the dog tags display. He also showed a large ring of animal license tags spanning many, many years. There was some general discussion about cameras, having multiple people taking photos at the conference, transferring conference photos to flash drives, and historical displays for the conference. Everyone agreed that the camera was old and should be replaced. Carmen made

a motion to replace the camera, up to \$500.00. Nycole seconded the motion and it was approved unanimously.

Legislation Committee Shari Pijut said she didn't have anything to report.

Membership Committee Holly Bowie stated there were 170 members currently and there are renewals still coming in. She said the membership was current up through July 31st.

Brandon Anderson brought up Barbara Ball's pending retirement. Christine Portmann said Ball had been very active with the Board for many, many years and had practically written the certification program. Everyone agreed that Ball had made a huge impact on MACA. Mark Hastings made a motion to accept Ball as a lifetime member and Anderson seconded the motion. It was passed unanimously.

Merchandise Committee Beth Gillespie passed out the board members new shirts. She also passed out a flyer that listed MACA merchandise and prices. There was some discussion regarding new hats, jackets and possibly a blanket with the MACA logo on it.

Newsletter Committee Taylor stated the newsletters were up to date to the July issue and it should be completed soon. He also passed copies of the MACA News Magazine from 2003 and 2004, which has been found in storage files to Mark Hastings for the historical archives and display at annual conferences.

Nominations Committee Shawna Walker was absent. In her place, Taylor passed out a draft of a new nominations form for the website and a draft of some revised nominations criteria. There was some discussion regarding the two proposed changes and a few minor adjustments before they are agreed upon by the board. Taylor also passed out a draft of a 2017 Election form, similar to those used in 2005 and 2006. There was discussion over how to improve nominations from the floor and having the candidates properly vetted. It was agreed that changes should be made procedurally and Taylor asked Teresa Gilley to make note of the necessary changes. The changes will include a procedure to vet floor nominees within 5 days of their election and that written approval from the supervisor must be obtained.

Scholarship Committee Teresa Gilley reported that four full scholarships were given, but one of the recipients is no longer available to attend. She also reported that there was one apparent attempt at applying for a scholarship which was not received electronically, but a letter was received several days after the deadline. Gilley report that the submission was also incomplete. She passed out a proposed revision to the online application form as well as criteria language designed to make it easier to understand. There was some discussion regarding making additional changes to the online submission form, which would enable some of the criteria information on the website to be less.

There was some general discussion on board members being eligible to apply for scholarships. The general consensus was that scholarships should be for the members and not used for board members. This criteria will be included in the scholarship committee standard operating procedure by mutual agreement of the board rather than a formal vote.

Social Media Committee James Donovan was not present to provide a report. Brandon Anderson pulled up the Facebook page and reported there had been 811 views in the past week, with four of 936 “likes” being new. There was some general discussion on management of the FB page. It was recommended that the admins for the page always be the president, vice president, webmaster and committee chair. Shawna Walker is currently an admin, as is Drew Hane. Walker will be asked make Taylor, Griffin and Gina Tanner admins for the page. Griffin will then make what other changes need to be made from there.

SOP Committee Taylor suspended the SOP Committee report due to it being inaccurate with all of the changes made during this meeting.

Vendor Committee Holly Bowie passed out a report of Vendor activities. At this time, there are 7 vendors scheduled for the annual conference. There have been four grants provided, and Bowie strongly suggested that a Grant Committee be formed in the future as it takes a significant amount of time. Bowie provided a list of six items set for the registration bags, to include C Specialists Flat Slip Leads, bandanas and magnets from Friends of the Animal Shelter, and more. She said there were three additional companies expected to send stuff. Bowie also provided a list of items received and yet expected to be used for the raffle drawings.

Non-Board Member Committee Reports:

Website: Webmaster Gina Tanner was not present and there was nothing to report.

Positions: Taylor said Tim Mullins was retiring from Festus Animal Control and was starting a new career. He stated that he was appointing Jeff Lee to take over the Positions Committee and that Lee would be participating in the Positions Round Table Discussion at the Annual Conference. He also stated that Mullins had inquired about what he needed to do to maintain his certification as an ACO and maintain his MACA membership. After some general discussion and review of the Constitution and Bylaws it was determined that Mullins could not remain certified or a member after this current certification period and member's period has expired. Taylor said he would let Mullins know.

Old Business:

Adoption of the SOPs was opened for discussion. Several board members said they could not find the emails from months ago when Taylor first sent them out. Taylor said he would resend them to everyone. Christine Portmann suggested everyone read them over and Taylor could call for an electronic vote on August 28th. Everyone agreed.

Expectations of Conduct of Board Members and Executive Officers: Taylor provided a recap from the last meeting on the complaints and concerns from members and board members about the conduct and management from board members James Donovan and Shawna Walker. He explained why the expectations of conduct and ethics must be higher for board members themselves. The proposed standards of code and ethics for the board protocol had

been sent by email to the board members several weeks ago for review and consideration. Taylor opened the floor for discussion. There was some general discussion and Holly Bowie recommended that the non-board member committee chairs be included in the protocol. Taylor also recapped the previous meeting's discussion on the social media protocol and asked for discussion on it. There was also some general discussion about the Social Media Protocol and again Holly Bowie suggested the non-board member chairs be included in the protocol. Christine Portmann made a motion to accept the protocols as revised. Carmen Skelly seconded the motion and the protocols are accepted unanimously.

New Business:

The board handled the new website submission forms under the respective committee reports.

Taylor said under the bylaws, as President he assigned all committee chairs and that he didn't have the authority to remove someone from the board. He said he did have the authority to take away a board member's committee duties, and that he was suspending James Donovan and Shawna Walker from all committee chair and committee member duties until further notice.

Convening of a special committee under Article XII of the bylaws was opened for discussion. Taylor provided a recap of the previous concerns about James Donovan, to include his management of the Facebook page and him not handling requests for posts by board members and executive officers; his treatment of one executive officer to the point she was ready to resign; his demanding tone and verbal treatment of another executive officer; and his repeatedly telling the Vice President speakers and topics for the annual conference were arranged already when they had not been. Additionally, he had been asked several times by the President to do things regarding the awards committee which Donovan had ignored.

James Donovan had submitted his resignation from the board after learning through an accidental email between the President and Vice President that Taylor planned to suspend him from his duties and call for a disciplinary committee. Christine Portmann made motion to accept Donovan's resignation, which was seconded by Nycole Griffin. Donovan's resignation was unanimously accepted.

Shari Pijut pointed out that Article XII covered the expulsion of a person from the association, and Taylor said he wasn't sure that was necessary, unless the board thought so, and said termination of board membership could be sufficient, under Article I. He said he felt it was more appropriate to call for the worst action possible and reduce the action, than to call for the lessor action and ultimately needing the worst action.

Taylor provided a recap of the accusations of misconduct and mismanagement on the part of Shawna Walker. He stated there were still complaints that Walker's alleged mismanagement of the annual conference contracts had resulted in the mismanagement of MACA funds and the loss of thousands of dollars. He reminded the board that Walker had allegedly been

overheard leaving a board meeting making what amounted to threatening statements against a member, and that she was suspected of being involved in the comments that MACA training and the speakers were a joke, which resulted in some members not attending training. Taylor told the board members who had not seen Walker's Facebook posts where she posted negative comments about a MACA member. The posts were seen by other general members and board members before it was taken down. Taylor also said she had allegedly talked badly about other board members in front of general members and the public.

Taylor said he had planned to give Donovan and Walker the option to resign from the board, and that way they could be eligible to return to the board in the future. Since Donovan had resigned already and Walker wasn't present, he said that option could still be offered to her.

Taylor also said there were options: the board could go ahead and vote based on the information they already had; he could convene the disciplinary committee to investigate and make a recommendation; or they could consider another idea if someone on the board had one. Taylor stated although the MACA bylaws said he could create a special committee under Article I or under Article XII, he wanted the board's input. There was general discussion on the subject. Some board members expressed concerns about how long ago the mismanagement issues were and if it was appropriate to still hold Walker accountable for those complaints. Taylor was asked if he had spoken with Walker about these issues. He stated he had spoken with Donovan and had left messages for Walker. He said Donovan had denied everything or ignored him and Walker had not returned his calls or responded to his emails. Several board members acknowledged having heard Walker make threatening comments about a member while leaving a board meeting; and several board members had acknowledged having seen the inappropriate Facebook posts.

Taylor asked each board member individually to state whether they believed Walker should be given the option to resign or face the committee. Six members voted to give her the option to resign, and four members said she should just face the committee. Taylor did not vote.

Taylor said he would arrange a conference call between Walker, Griffin, and himself, and let Walker know. Taylor stated he would convene a committee. The committee will present their findings to the board during the meeting before the annual conference.

Announcements:

Lorraine Lester brought up a situation about Mike Heath and someone on the board having contacted his superiors regarding his qualifications and training. Taylor asked if anyone had spoken to anyone from King City. Portmann explained about a conversation with Heath about certification renewal. Lester and Taylor will look into this further.

Adjournment:

President JT Taylor entertained a motion to adjourn. Holly made the motion to adjourn. It was seconded by Shari. It was unanimously passed and the meeting was adjourned by President JT Taylor at 4:45 PM.