Minutes of TICA Board of Directors - 2025 Spring Meeting

Location and Date: Electronic, May 16 – 18, 2025

President, Vicki Jo Harrison Vice President, Luiz Paulo Faccioli Asia East RD, Hisae Tasaki Asia West RD. Jeff Shi Europe North RD, Liesbeth van Mullem Europe South RD, Kurt Vlach Europe West RD, Evita Naumenko Great Lakes RD, Donna Maddox Mid Atlantic RD, Brenda Russo Mid Pacific RD, Susanna Shon Northeast RD, Christian Cherau Northwest RD, Elaine Hawksworth-Weitz South America RD, Mariela Toriggia South Central RD, Jim Armel Southeast RD, Laurie Patton Southwest RD. Laurie Schiff International Associate RD, Lisa Dickie

Also in attendance: Susan Adler, Legal Counsel; Frances Cardona, Business Office Manager; Carlos Lopez, Judging Administrator; Danny Nevarez, Chief Operating Officer; Rebecca Torres, Administrative Assistant.

The meeting was called to order by the President, Vicki Jo Harrison, at 7:30 AM CDT.

Hawksworth-Weitz was not present at the beginning of the meeting but joined the meeting during the Executive Session.

Adler went over the Fiduciary responsibility of the Board of Directors.

1. Unanimous consent by Faccioli to approve the consent agenda. Without objection.

1. Approve minutes of January 16, 2025 – Special Meeting

- 2. Approve minutes of January 23-26, 2025 Winter Meeting
- 3. Approve minutes of February 26, 2025 Special Meeting
- 4. Set Annual Meeting dates August 27 29, 2025, Dresden, Germany

2. Unanimous consent by Faccioli to go into Executive Session to include Adler, Cardona, Lopez, Nevarez, and Torres. Without objection.

Harrison went over the Executive Session follow-up report. Lopez presented the Judging Committee reports.

3. Motion by Schiff/Faccioli to continue the suspension of Miyagawa until the time Miyagawa has a hearing which she must affirmatively request on the Mayuko Kawahara vs Emiko Miyagawa complaint. Without objection.

4. Unanimous consent by Faccioli to allow Vanadis Crawford and Chris Unangst into the Executive Session. Without objection.

Crawford and Unangst were excused from the Executive Session.

5. Motion by Patton/Armel for alter IW SGC Obsidianeen the Dagda of Luvpurrs to be scored in the Great Lakes region for the 2024/2025 show season on the Laurie Patton, SE RD vs Chris Unangst complaint. Motion carried with Cherau, Naumenko, Schiff, Shon, van Mullem and Vlach against. **Faccioli:** I vote yes because there's a consistent doubt that the cat in question did not reside in the SE Region for purposes of scoring as defined in our Rules. **Russo:** Please note my decision to vote in favor of moving the cat back to its original region. While it is important to note that no rules were

technically broken in this situation, I felt it was essential to carefully consider the testimonials provided by other members. In my opinion, these testimonials reflect genuine concerns and fairness about the impact of the cat's questionable presence in the SE region. **Vlach, Cherau, Naumenko, Shon, and van Mullem:** I vote no because technically no rules have been broken.

6. Unanimous consent by Faccioli to allow Cheryl Hague into the Executive Session. Without objection.

Unangst returned to the Executive Session. Hague and Unangst were excused from the Executive Session.

7. Motion by Schiff/Vlach to suspend Unangst for 3 years followed by a 3-year probationary status, after which the board can review her status, including her demeanor and ability to follow rules and be a productive TICA member, including demonstrating concern and care for the health and welfare of cats and animals in general, on the Donna Maddox vs Chris Unangst complaint. Motion carried unanimously.

8. Motion by Faccioli/Toriggia to revoke Unangst judge's license. Motion carried unanimously.

9. Unanimous consent by Faccioli to recess for the day at 12:52 PM CDT. Without objection.

Note – The meeting will resume in Executive Session at 7:30 AM CDT on Saturday, with the Open Session starting at 9 AM CDT.

The Meeting was called to order by the President, Vicki Jo Harrison, at 7:32 AM CDT on Saturday, May 17, 2025.

Dickie was not present at the beginning of the meeting but joined shortly after the meeting started. Hawksworth-Weitz was not present.

10. Unanimous consent by Faccioli to allow Chelle Stringer into the Executive Session. Without objection.

11. Unanimous consent by Faccioli to leave Executive Session. Without objection.

12. Motion by Faccioli/Vlach to accept the proposal to amend the Board Governance Article One. Motion carried unanimously. *This change goes into effect immediately.*

Article One: Committee Charter

The purpose of this committee is:

Review and recommend to the full Board governance processes such as agenda design and management, Board action follow up, budget and strategic planning "rhythm", and meeting evaluation.

Oversee development of TICA Board policies, including "Board Ethics."

Solicit recommendations and arrange for Board "educational" sessions about TICA's business and operating processes.

Article One: Purpose

This Board Governance Manual provides a clear and consistent framework for how the Board, itself, operates and serves as an important orientation tool for new board members. It seeks to:

1. <u>Address Ethical Standards</u>, including policies on ethical behavior, conflicts of interest, confidentiality, and other ethical standards that help safeguard the integrity of the Board and the Association.

2. <u>Provide Continuity in Governance</u>, as board members change over time. It ensures that the governance function of the Association can maintain its mission and operations smoothly regardless of personnel turnover. Having a written set of policies and procedures ensures that decisions are made consistently, based on established guidelines, rather than personal preferences or reactive decisions.

3. <u>Foster Best Practices</u>, which may include financial oversight, budgeting and strategic planning processes, among others, which leads to stronger organizational performance.

This Manual is a living document. It is the policy of the Board that amendments to this manual require board approval through a majority vote. Proposed changes must be submitted in writing and reviewed by the appropriate committee before being presented to the Board for consideration.

The proposal to amend By-Laws 13.2, 13.2.5 (Life Members) was withdrawn by the author.

13. Motion by van Mullem/Armel to take no action on the proposal to amend By-Law 14.2 and Reg Rule 310.1 (Breed health Issues). Motion carried unanimously. *Note - van Mullem will work with Forest and bring back to the Annual meeting.*

To infuse a desire for and commitment to best practices in governance within the TICA Board of Directors.

14. Motion by Faccioli/Armel to accept the proposal to amend By-Laws Article 15 (Recall). Motion carried with Maddox, Patton, and Schiff against. **Maddox:** The language in 115.1 is agreeable, the percentages for the elected officials of President, Vice President or Regional Directors is not agreeable. **Schiff:** Recalls and petitions are extremely disruptive to the business of TICA and should be extremely difficult to arrange. These rules have been in place for close to 50 years and there is no reason to change them at this point. *This change will be part of the* **2025** *Membership Ballot.*

115.1 <u>Recall Petition</u>. Members of the Association, a Region or Breed/Breed Group Section may petition to remove for recall of a National Officer President, Vice President, Regional Director or Breed Committee member from office prior to the expiration of their term. Recall may only be initiated on grounds of incompetency, misconduct or malfeasance in office, respectively. Following a ballot of the eligible Upon an affirmative vote of a majority of the members of the Association, the Region, or the Breed/Breed Group Section, the President or Vice President, Regional Director or a member of the Breed Committee, respectively, shall be removed from office immediately if there is an affirmative vote by a majority of the voting members.

115.2 <u>Notice</u>. Notice of intent to present a petition to have a ballot published for recall of a specified person or persons shall be filed with the Executive Office. Within 30 days of the filing of the notice, the recall petition shall be filed with the Executive Office. The Business Manager/Executive Secretary shall immediately forward a copy of the Petition including the reasons to the person(s) whose recall is sought.

115.3 <u>Signatures and Fee</u>. For recall of the President or Vice President, the petition shall contain a minimum of 250 signatures; for Regional Director, signatures of 150 or one-half of the members of the Region; for Breed Committee, signatures of 50 or one-half of the members of the Breed/Breed Group Section. In every case, it shall be accompanied by the appropriate fee as specified in the Standing Rules.

115.3 <u>Signatures and Fee</u>. Recall petitions shall contain the signatures of members in good standing, as follows, and be accompanied by the appropriate fee as specified in the Standing Rules.

115.3.1 For recall of the President or Vice President, signatures equal in number to 30% of the number of votes cast at the last regular election which resulted in the election of that official.

115.3.2 For recall of Regional Directors, signatures equal in number to 60% of the number of votes cast at the last regular election which resulted in the election of that official.

115.3.3 For recall of Breed Committee Members, signatures equal in number to 80% of the number of votes cast for the position of Chair at the last regular election which resulted in the election of that official, subject to a maximum of 50 signatures.

15.4 Publication and Ballot. Notice that the petition has been filed and the reason given therein shall be published in the next available newsletter. Any rebuttal submitted together with a restatement of the reasons for recall shall be printed in the next following newsletter. The ballot, without further comment, shall be mailed to each member eligible to vote on the matter. The provisions of Article Thirteen shall apply to recall.

115.5 Form. Every recall petition must include the following:

115.5.1 An attribution declaring who created the recall petition must be printed in boldface type (at least 12 point) at or near the top of each page. 115.5.2 If circulated to obtain signatures at a show a disclaimer must be printed in boldface type (at least 12 point) at or near the top of each page with the following statement: "This petition is distributed in accordance with TICA By-Laws, Article Fifteen - Recall, and does not constitute an endorsement by the show committee of the opinions/statements made herein."

115.5.3. Factual written evidence must be presented in support of the proposed recall.

15. Motion by Faccioli/Vlach to accept the proposal to amend By-Laws Article 16 (Initiative and Referendum). Motion carried with Maddox, Patton, and Schiff against. **Schiff:** Recalls and petitions are extremely disruptive to the business of TICA and should be extremely difficult to arrange. These rules have been in place for close to 50 years and there is no reason to change them at this point. *This change will be part of the 2025 Membership Ballot.*

By-Laws Article Sixteen – Membership Initiatives and Referendum

116.1 -Petition Membership Initiatives. Notwithstanding anything else in these By- Laws, upon a petition signed by at least 100 members in good standing from a minimum of three regions and composed of the greater of six members or 10 percent of the membership of each of the three regions, accompanied by a filing fee as specified in the Standing Rules, any amendments of the By-Laws, Show Rules, or Registration Rules of the Association, and any matters concerning the business affairs, government and policy of the Association, shall be submitted to the membership for a mail vote. members of the Association may petition to send amendments to the By-Laws, Show Rules, Registration Rules, or any other matters concerning the business affairs, government and policy of the Association, shall be submitted to the membership for a mail vote. members of the Association may petition to send amendments to the By-Laws, Show Rules, Registration Rules, or any other matters concerning the business affairs, government and policy of the Association for a mail vote. Unless otherwise specified in the By-Laws, Show Rules or Registration Rules of this Association or in the proposal itself, all action taken by membership initiatives shall become effective immediately upon certification that the proposal has been adopted by a majority vote.

116.2 <u>Notice</u>. Notice of intent to present a petition to have a ballot published for **a membership** initiative *or referendum* shall be filed with the Executive Office. Within 30 days of the filing of the notice, the petition shall be filed with the Executive Office.

116.3 <u>Publication and Ballot</u>. Notice that the petition has been filed and reason given therein shall be published in the next available newsletter. Any rebuttal submitted together with restatement of the reasons for shall be printed in the following newsletter. The ballot shall be mailed to each member eligible to vote on the matter. The provisions of Article Thirteen shall apply.

116.4 Effective Date. Unless otherwise specified in the By-Laws, Show Rules or Registration Rules of this Association or in the proposal itself, all action taken by the membership by initiative or referendum shall become effective immediately upon certification that the proposal has been adopted by a majority vote.

116.4 <u>Signatures and Fee</u>. Membership Initiative petitions shall be supported by the signatures of members in good standing and be accompanied by the appropriate fee as specified in the Standing Rules.

116.4.1The number of members supporting a petition must be at least 10% of the number of votes cast for the Office of President at the last regular election for that office.

116.4.2 No more than 25% of the supporting members may come from a single region.

116.5 Form. Every petition must include the following:

116.5.1 An attribution declaring who created the petition must be printed in boldface type (at least 12 point) at or near the top of each page.

116.5.2 If circulated to obtain signatures at a show a disclaimer must be printed in boldface type (at least 12 point) at or near the top of each page

with the following statement: "This petition is distributed in accordance with TICA By-Laws, Article Sixteen - Initiative and Referendum and does not constitute an endorsement by the show committee of the opinions/statements made herein." 116.5.3 Factual written evidence must be presented in support of the proposed petition.

16. Motion by van Mullem/Schiff to accept the proposal to amend By-Law 122.2.2 (Show Complaints). Motion carried unanimously. *This change will be part of the 2025 Membership Ballot.*

122.2.2 Show Protests/Complaints. Complaints/Protests charging misconduct or violation of the rules of the association, arising in connection with a show the resolution of which could affect scoring for that show, shall be submitted in writing with any evidence and a filing fee as set forth in the Standing Rules within 10 working days following the completion of the show. A copy of the complaint shall also be sent to the show committee. The Board of Directors shall consider a complaint brought pursuant to this article at the next scheduled Board meeting provided that the responding parties have had adequate time to respond.

17. Motion by Faccioli/ Russo to accept the proposal to amend the Judging Program (Deadlines). Motion carried unanimously. *For brevity, see appendix for the proposal. This change goes into effect immediately.*

18. Motion by Faccioli/Vlach to take no action on the proposal to amend Show Rules 23.8 & 23.8.1 (Kitten Ages). Motion carried unanimously.

19. Motion by Faccioli/Armel to take no action on the proposal to amend Show Rule 23.6 (Denying Entry). Motion carried unanimously. *Note - send back to Rules for rework and present at the Annual* meeting.

20. Motion by Faccioli/Maddox to take no action on the proposal to amend Show Rule 23.6.2.1 (21 day rule). Motion carried unanimously.

21. Motion by Faccioli/Schiff to take no action on the proposal to amend Show Rule 23.6.6 (Entry prohibited by law). Motion carried unanimously.

22. Motion by Faccioli/Schiff to take no action on the proposal to add Show Rule 29.2.1.1 (Closing Entries). Motion carried unanimously.

23. Motion by van Mullem/Faccioli to accept the proposal to add Show Rule 216.12.12 (DQ DBE Cats). Motion was denied with van Mullem and Kurt in favor and Shi abstaining. **Chera**u: I would like to see this left to individual breeds. **Maddox, Patton, Russo, Shon:** It belongs in the Breed Standards.

24. Motion by Faccioli/Maddox to accept the proposal to amend Show Rule 217.6.1 and Clerking Program 54.2.4.2.5.1 (HHP Ribbons). Motion carried unanimously. *This change will be part of the* **2025 Membership Ballot.**

217.6.1 All household pet entries, adult and kitten, receive a Best of Color award used to show first place or merit award, except as noted in the Withhold All Awards section of the Household Pet standard.

If passed, also amend Clerking Program 54.2.4.2.5.1:

54.2.4.2.5.1 All household pets receive a Best of Color award used to show first place or merit award (Show Rules, Article Seventeen). To be consistent with this and other rules, 217.5.1 should be re-worded to refer to Best through Fifth Best of Color: "217.5.1 Each judge shall select and place a Best through Fifth Best of Color first, second, third, fourth and fifth place award in each color class, except as provided in 216.7"

25. Unanimous consent by Faccioli to accept the proposal to amend Show Rules (Gender Neutrality). Without objection. *This change will be part of the* **2025 Membership Ballot**.

24.3.1 A sponsoring club must, at least 10 days prior to the advertised closing date of a show, announce and make known to any exhibitor who inquires, who the contracted and confirmed judges are. Any exhibitor who has previously entered the show shall be notified of any change in judges and may withdraw *his*-their entries and have entry and related fees returned, within 10 calendar days, if requested before the advertised closing date of the show.

210.3 An exhibitor shall not, in any way, make it known to an officiating judge where his-their entry(ies) have placed in any other ring.

210.7 An exhibitor shall not request that his their entry(ies) be judged separately from the regular class(es) for the entry(ies).

212.9 With the permission of the Show Manager, a Judge, in order to expedite the smoother running of the show, and remain within his their time frame, may hold finals with or without all the cats being benched in the ring, provided the following is adhered to:

216.4.1. Any cat not amenable to handling on the judging table should be penalized for temperament and awards may be withheld from that ring, but the cat will be counted present and competing in that ring. If awards are withheld, the judge shall make the notation "unable to handle" in *his*-their judge's book.

216.6 At the option of the owner, a judge may transfer any kitten or cat incorrectly entered as to sex, color or breed, providing the transfer was not made by the show management prior to starting the judging. If the correct class has already been judged, the judge shall mark *his*-their judge's book "wrong class-not judged."

26. Motion by Vlach/Faccioli to accept the proposal to add Standing Rule 1014.3.2 (Write-in eligibility). Motion carried unanimously. *This change goes into effect immediately.*

1014.3.2 To be considered a valid vote, a write-in candidate must meet the criteria set out in Bylaw 114.2; otherwise, the vote will be declared void and not counted.

van Mullem gave an update on the 2025 Annual - TICACATS - Dresden, Germany, EN Region. See appendix. Harrison went over the public follow-up report.

27. Motion by Armel/Vlach to accept the proposal to add Standing Rule 308.2 (Cattery Name Requirement). Motion carried with Faccioli, Patton, Schiff, and Toriggia against. *This change goes into effect immediately.*308.2 A cattery name must be a single word containing only letters, numbers or diacritical Latin letters (e.g. ö, é, å).

28. Motion by Schiff/Patton to extend the deadline for the Board to make a determination upon which Experimental breed status to terminate until the 2025 Annual meeting on Reg Rule 33.1.2.3. Motion carried unanimously. *Note – the Executive Office will provide the Board with a list of the Experimental breeds before the 2025 Annual meeting.*

Nevarez presented the COO report, see appendix.

29. Unanimous consent by Faccioli to go into Executive Session to include Adler, Cardona, and Torres. Without objection.

30. Unanimous consent by Faccioli to leave Executive Session. Without objection.

31. Unanimous consent by Faccioli to recess for the day at 1:14 PM CDT. Without objection.

The Meeting was called to order by the President, Vicki Jo Harrison, at 7:32 AM CDT on Sunday, May 18, 2025.

Hawksworth-Weitz was not present.

32. Unanimous consent by Faccioli to go into the committee of the whole to allow Vickie Fisher to speak. Without objection.

Fisher presented the 2025 Financial Reports. See appendix. The Board reviewed the Budget Proposals. See appendix.

33. Unanimous consent by Faccioli to go into Executive Session to include Adler, Cardona, Nevarez, and Torres. Without objection.

34. Unanimous consent by Faccioli to leave Executive Session. Without objection.

35. Motion by Armel/Patton to postpone the budget proposal on fee adjustments across TICA services until the Annual meeting. Motion carried unanimously.

36. Motion by Vlach/Cherau to adjust the budget with \$13,950 for the implementation of standardizing the Country and State fields in TFMS. Motion carried unanimously.

37. Motion by Vlach/Faccioli to table the budget proposal to transition the TICA Trend to Online-Only format until reports from the TICA Trend working group are received. Motion carried unanimously.

38. Motion by Maddox/Faccioli to take no action on the budget proposal to add breeder clients and cat linking in TFMS. Motion carried unanimously. **Cherau, Armel, Faccioli, Russo**: I want to see this implemented down the road but not at this time.

39. Motion by van Mullem/Vlach to take no action on the budget proposal to add an option to change the breed of a kitten on a litter. Motion carried unanimously. **Cherau, Armel, Faccioli, Patton, van Mullem**: I want to see this implemented down the road but not at this time.

40. Motion by van Mullen/Armel to adjust the budget with \$4,050.00 for the implementation to add a preview step before submitting a litter registration in TFMS. Motion carried unanimously.

41. Motion by Faccioli/Maddox to adjust the budget with \$15,750.00 for the implementation of automating the membership and breeder listing renewals in Salesforce. Motion carried unanimously. **Armel:** I would like to be sure the opting in and opting out option is available.

The budget proposal to automate the Show License application in TOES was withdrawn as the project has been completed.

42. Motion by Faccioli/van Mullem to accept the budget proposal for a discount on the TOES License fee when using the TOES Show App. Motion carried with Maddox, Patton, Russo, and Vlach against and Tasaki abstaining.

43. Motion by Faccioli/van Mullem to adjust the budget with \$8,100.00 for the implementation of improving show results accuracy for cats with pending registrations. The vote was tied with Harrison voting in favor, breaking the tie. Motion carried with Cherau, Maddox, Patton, Russo, Schiff, Shon, and Toriggia against. **Cherau, Maddox, Patton, Russo, Shon:** Not at this time given other constraints.

44. Motion by Armel/van Mullem to adjust the budget with \$6,750.00 for the implementation to include title tracking information in TFMS. Motion carried unanimously.

45. Motion by van Mullem/Armel to adjust the budget with \$8,325.00 for the implementation to limit the color options by breed during cat registration in TFMS. Motion carried unanimously.

The budget proposal to list a Cattery from a TICA member on the TICA.org website was withdrawn by author.

46. Motion by Schiff/Patton to adjust the budget by reducing the payroll contract labor line item from \$80,000.00 to \$65,000.00. Motion carried unanimously.

47. Motion by Faccioli/Vlach to approve the proposed budget for the fiscal year 2026 as proposed with the additions and reductions of the budget proposals just approved. Motion carried unanimously.

48. Motion by Vlach/Shon to postpone the advancement of the Minuet Tall from NT to CH to the 2025 Annual meeting. Motion carried unanimously. *Note – Standards need to be in compliance with the guidelines for both the Minuet and Minuet Tall.*

49. Motion by Patton/Cherau to accept the advancement of the Toybob from PNB to ANB, pending the Executive Office updating the standard as approved at the 2024 Annual meeting by striking the word Russian. Motion carried unanimously. *This change goes into effect immediately.* Note – the Executive Office has updated the standard, see appendix.

50. Motion by Cherau/Armel to add the province of Newfoundland and Labrador to the Isolated Status list. Motion carried unanimously. *This change goes into effect immediately.*

Maddox/Harrison gave an update on Feline Health and Welfare/WCC. See appendix.

51. Unanimous consent by Faccioli to leave the committee of the whole. Without objection.

52. Unanimous consent by Faccioli to adjourn at 2:47 PM CDT. Without objection.