

DATE: 04/10/2025
BALLOT NUMBER: BB25-03
SUBJECT: Conflict of Interest
REQUESTED BY: Vicki Jo Harrison

BALLOT: In accordance with our procedures addressing Conflict of Interest set forth in the TICA Board Governance the Board has determined that the agreement with FatPet Awards is in TICA's best interest and is fair and reasonable. Accordingly, the Board accepts the bid submitted by FatPet Awards to provide the 2025 Annual Awards Trophies.

RATIONALE: Despite the equal opportunity to submit bids for the 2025 Annual Awards Trophies there were no bids other than FatPet Awards that met the specific requirements for the 2025 Annual Awards Trophies set forth in the RFP invitation.

*For information purposes: Board Governance **Procedures:***

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

YES: Armel, Cherau, Faccioli, Maddox, Naumenko, Patton, Russo, Shi, Shon, Tasaki, Toriggia, van Mullem, Vlach

NONVOTING: Harrison, Hawksworth-Weitz

COMMENTS FOR THE TREND: van Mullem: The Board was informed about the bidding process, which was conducted in an objective and fair manner. All bids were independently evaluated and scored by a committee of four members. FatPet Awards submitted the winning bid for the annual awards. It is therefore entirely logical and appropriate for the Board to accept their proposal.

This Board Ballot has passed.