



## **ESAA Board of Directors Meeting – Via Teleconference July 19, 2011**

On the call: Janet Gray, Sandy Miller, Mary Coldiron, Denise Gilley, Cheryl Heithaus, Judi Hunter, Judy Mates, Julie Quirk, Bob Stevens, Harvey Wooding, Kathy Cunningham-Roy, BJ Parsons.

Guests for part of the call – Donna Jordan; Maryl Aldrich

The meeting was called to order at 8:05 pm.

Janet, acknowledging that this would be the last meeting for some of the board members, thanked everyone for their service to ESAA and appreciated their assistance to her during her first year as president.

### **Treasurer's Report**

- Earlier in the day, Mary e-mailed everyone the current Profit & Loss Statement and Balance Sheet. She spoke briefly on it by stating that we have a healthy balance, with over \$60k in the checking account. Our net income, year-to-date is over \$19k, with a lot of it going into the general account. The major expense we've had thus far this year was the \$7k sent to the annual editor, but she stated most of our expenses are yet to come as we get closer to and during the National in October.
- Her financial review with Ed Sledzik is scheduled for July 30<sup>th</sup> and they'll be looking at the books for all of 2010 and 2011 YTD.
- Last October, Mary talked about changing bank accounts. Ideally she'd like to use a national bank that would be accessible to her locally as well as when she's traveling for ESAA work. Unfortunately, she hasn't found a viable bank yet – one that is convenient to her in Roanoke, but that would also work for the next two Nationals – Oconomowoc and Albuquerque.
- Janet asked about the overall health of our finances compared to this time last year. Mary said that we're pretty much the same from last year to this year, although we're actually up because last year we had transferred money to ESAART. The general checking account is up \$20k over last year.
- Mary said there is some concern about the Newsletter however. The cost of printing & mailing the Newsletter is \$1,400/month. We have only received \$1,900 in ads this entire year to date. She hopes the new initiatives with the ad bundling, etc. will help generate new ads/money.

### **2011 National Update – provided by Donna Jordan**

- We have 467 rooms reserved - minimum required, under the contract is 400. There is always a certain number of cancellations, but Kathy thinks we appear to be in good shape. We limited the reservations to two rooms per person this year to avoid so many cancellations.
- Due to personal health issues, Dick Fox has been replaced by Lori Stewart to judge veteran sweeps. There's a verbal agreement and we are now awaiting the signed contract.
- The host club could not get approval to hold obedience or a rally trial at their specialty since they've never held one before, so ESAA has applied for these two events on the weekend after the National. Kettle Moraine will run the event, but for AKC purposes, these two events are in ESAA's name.
- They are waiting to hear from Dick Fox about the planned DNA clinic. Now that he will not be attending, this may have to be cancelled unless other arrangements have been made. Dick has indicated that he thinks he has a replacement to run the clinic.
- The host club wanted everyone to be aware that the \$40 charge for electricity/grooming space is for entire week, not per day.
- The premium list is not ready yet. It is due this week to avoid missed deadline fees, so Donna's pushing to get it done. If any board members would be willing to help proof, please e-mail Donna. Harvey asked that Jane get a copy of the futurity section.

- We've received trophy donations of \$1,671 as of today. Our goal is \$3,500! The board members were asked to contact their regional clubs and encourage clubs and their members to get in their donations. Deb Jauron/Brenda Fischer will also be placing a reminder on setters-I in the next day or two.
- Judy Mates said the General Raffle is going well – they're on track with donations. Donna thought a reminder should be placed in the next Newsletter. Judy also said they are seeking volunteers to sit at the booth. Janet reminded her that the raffle proceeds are being shared between ESAA and health & genetics, so Michelle Raisor should be contacted to help get some volunteers to support this effort as well. The split is 25% health & genetics and 75% ESAA.
- A second raffle is also being conducted and handled by Gordy Spiering – raffling off free nights at the National host hotel. That is a 60/40 split with Kettle Moraine.
- Remind folks within your region about - trophy donations, raffle donations and to purchase tickets for both the general & room raffles. Note that the room raffle is total profit. The hotel donated those rooms at no cost to ESAA.

### **2012 National Update – provided by Donna Jordan**

- The host club found a less expensive superintendent – Foy Trent. They are working to finalize the contract now.
- Denise Gilley is formatting the new guidelines for hosting a National. It will be ready for the October BOD meeting. They plan to e-mail to the board in advance, so everyone has a chance to review prior to discussion.
- Donna stated that the Golden Retriever club now has a national coordinator and they're interested in our guidelines. They stated that they've saved \$8,000 by doing the National premium list online versus mailing to the membership. With about 3,000 members, they only received requests from 21 members for hard copies.
- Donna did a little research on the offering of Award of Merits (AOM). The Irish Setter club offers seven and the Goldens offer 15. Donna feels we're in line with the five we're offering this year. Harvey stated that we used to give five AOM, based on numbers of specials ranging around 80 or so, in the past. Now we struggle to get 50 specials at a National. He thinks we may want to consider using a percentage to determine how many to award. The board had already voted that this year we would offer five (at the judge's discretion) and Donna said we can discuss this again for upcoming years.

### **Judges Selection**

- Janet followed the process step-by-step. This year, five of our top vote getting judges were not able to accept our judging assignment, due to previously scheduled assignments. This just further emphasizes that we really need to get our judges hired sooner, so that we can actually use the top vote-getting judges that our membership voted for. Janet wants to look at the process more closely at our October board meeting. This year, we had 160 nominators, but unfortunately did not get a lot of agreement on those judges.
- Janet would like us to go right back at this right away to look at judging for 2013. Harvey is concerned about the hiring of a judge when we don't yet have membership approval on the site location for 2013. Janet stated that the Buckeye club is the only one that's put in a bid, so she felt we could move forward on a vote with an accelerated schedule. Cheryl said they're still negotiating with the hotel but hopes to have the final proposal to the board in the next three weeks. Janet will come back to us with a proposal.

### **ESAA National All-Breed Agility Trial**

- The Board approved holding the ESAA National All-Breed Agility Trial on March 24-25, 2012 at The Sportsplex in Winchester, VA. Donna Richardson and the National Capital English Setter Club will run the event and split the proceeds 50/50 with ESAA.
- Janet recommended to Cheryl that she and/or Brenda Fischer contact Donna Richardson for help/guidance if they need it in the agility planning for the 2013 National. She is a great resource.

### **National Field Trial**

- Melissa Newman requested that ESAA purchase an ISO scanner. She found a cost of \$350, but may get a better price thru AKC. The microchip scanner is a necessity for running a field trial.
- This year's NFT had not completed all of the required DNA paperwork for AKC necessitating a call to AKC before the trial began to get approval for the entry. Next year all paperwork must be completed before the trial.
- The NFT logo is in the works.
- Melissa would like another part of the country to host the NFT in 2012. (Mary stated that the club must be approved by AKC to host a NFT. Bob said National Capital English Setter Club still holds field trials. Janet will talk with Judi H to see if one of the clubs in her region might consider hosting it. The Quail Classic in Wisconsin was used as a pseudo-qualifier at one time many years ago.) Note: After the board call, Mary checked into this further. Since the NFT would be held under ESAA's name and we are approved for field trials, any club could host the event, although we'd obviously want persons with experience running the event.

- Mary found that Michigamme English Setter Club is also listed on the AKC website as an approved club to host a field trial, although Harvey said he was pretty sure that Michigamme hasn't held a field trial in probably been 15-20 years. Sandy said she would talk with the club officers to see if there might be an interest.
- Janet stated that she was sure that Melissa would be glad to talk with and help any club who would want to consider this.

### **Annual**

- Janet reported that there is concern that we are not necessarily in good shape financially with this year's Annual. Expenses are pretty much the same this year. She reminded everyone that we lost \$8-9k two years ago and just broke even last year.
- They are looking at the possibility of a hard/soft cover, different binding and digital imaging this year. Janet may approach us with this as a solution to help eliminate a huge loss for us. We're at \$14k in ad revenue which is down quite a bit. Our past ad revenue has been between \$17-20k. Cheryl has concern with changing the cover. She's afraid some people will have a problem going from hard cover to soft and that we've made the change without notifying them in advance. Janet stated that the quality of ad wouldn't be different.
- We will do everything we can to keep the quality that we've had in the past. Cathy Hill is really working hard to help us keep expense down while maintaining quality.
- Digital quality has gotten better even in the past year. The difference between the two may not be as significant as it might have been at an earlier time.
- We must be looking at ways to minimize our loss or, at best, break even. One option we're looking at is to offer advertisers a sponsors' section at the back of the book – similar to a yearbook. (Those advertisers can be commercial, not necessarily ESAA members). Cathy Hill said she has some extra pages at the back that can be used for the sponsors.
- Harvey thought there was a limit on how much outside revenue we can accept as a non-profit. David Mates said that when ESAA was a 501c7 tax exempt, we were limited to 35% revenue from outside sources. But now that we're a 501c4, he doesn't think that will be a problem. Janet doesn't think sponsorship would affect our 35% limit anyway, but Harvey did feel that Dave should investigate just so we know going forward.
- Harvey also stated that while we don't let non-members advertise in our Newsletter, we've always allowed non-members to advertise in our catalogs. He doesn't see there being any problem with this.
- Final decisions haven't been made, since we don't have the final printing cost yet. However, Kathy Cunningham-Roy asked to get BOD approval today, just in case we need to go forward with this down the line. Kathy made the motion that the Board approve that the Annual committee can use sponsors to help defray the cost of the annual by having small ads placed on the sponsors' page(s) in the back of the annual. Bob Stevens seconded the motion, no one opposed and the motion passed.

### **Membership**

- Janet stated that Coleen Raber is doing a great job as membership chair. She is working hard to maintain our membership base and also increase it.
- Coleen has contacted the regional clubs asking them to talk with their members to see if they're also members of ESAA, discuss benefits of joining, etc.
- AKC provides ESAA with a list of new champions each month. Coleen looks at that list to see which owners are not current members of ESAA. She then contacts them and encourages them to join.
- Coleen also sent an electronic copy of the ESAA Newsletter to some of our past members who did not rejoin this year, along with a note - showing them what we're doing now, trying to encourage them to rejoin now and they'll be paid thru next year.
- The board was asked to clarify the family membership status. Julie Quirk and Coleen worked together on the proposal: ESAA proposes to provide guidance to Membership Chair and consistency in its application process by adopting a Standing Rule to clarify what is meant by Legally Registered Households. The Standing Rule would be that Legally Registered Households is defined as two persons eighteen years of age and older who reside in the same household as their legal residence. This includes but is not limited to parent and adult child, two adult children, two unrelated adults.
- A motion to accept the proposal was made by Harvey, seconded by Kathy, no one opposed and the motion passed.
- Julie will add to the Standing Rules.
- Harvey suggested we publish it several times and maybe also add to the membership application.

### **Newsletter**

- Janet commended Kathy on the July newsletter. It was really nicely done – the formatting, various articles, etc. and she is getting lots of good, positive comments. Great job and thank you to Kathy Cunningham-Roy and Lisa Moreau!

- Janet said that she would like to enter our Newsletter in the Dog Writers Guild competition. She feels it is highly competitive with other ones she's seen.
- Continuing to add new features, Kathy Rodriguez has agreed to write a monthly field column and Judi Hunter has a junior's volunteer who will do a Juniors' article each month.

### Web Update


- Janet stated that the website it's being worked on and very good, exciting things coming soon. This is high on Janet's priority list and we're getting close.
- Mary stated that Larry Coldiron is not a programmer. He cannot do anything major – just basic updates, changes to info that's already out there. He cannot add pages or other major design changes.

### ESAART – Maryl Aldrych joined the call

- As a result of the Board's last discussion, Janet has done a lot of investigation and communication with ESAART. She found out that Ed Sledzik was very involved in the setting up of the trust and Mary Coldiron told her that Ed is the de facto attorney for ESAA so she could consult with him at no charge to ESAA.
- She told him of her concern regarding ESAA's liability, indemnification, etc., but after their conversation, she now feels very positive about the way it was set up. ESAA is very much isolated/separated/not part of ESAART so there's no problem with liability, being sued, etc. However, he did say we need to be totally separate from them. No footprints between us. They cannot use our logo, cannot mention us as part of their decision-making and we cannot tell them how to do anything or operate their trust.
- ESAA cannot get involved with a situation or problem that someone may be having with ESAART. We must remain totally separate – as two totally separate businesses.
- We're separate, yet connected and we need to break those ties.
- Janet & Mary reviewed the website and found numerous things that will need to be changed. Janet had suggested that they change the name to English Setter Rescue Trust (ESRT) – remove ESAA from the name to provide better visual separation. While the trust documents are all set up, Janet said that when they send in their taxes, they would just need to notify the IRS of the name change.
- Janet spoke with another attorney for advice, who took the same stance - would like to see 1) another name (ESRT) and 2) they need to get money from some other places than just ESAA funding.
- We can still send them money – fund them, but we would not have any control. They would act independently without any thought, concern to ESAA.
- Ed Sledzik also stated that we might want to get a letter from ESAART that states all decisions about rescue will be made by the them and that ESAA has no input into the decision-making process or the way the operate their business.
- At Oct. 11 board meeting, Janet had made a motion that ESAA always have one board member on the ESAART board. Knowing what we now know, we have no control over that issue.
- While Maryl Aldrych is a trustee for ESAART, she can still run for VP at large without conflict because she is running as a member of ESAA. It has nothing to do with her status as an ESAART trustee.
- Only thing we have control over is money – what we fund, how much we give them.
- While ESAA cannot ask them to make changes, they can, on their own, make a change or decision based on their largest donor (ESAA).
- Denise questioned if this doesn't sit well with the board, can we dissolve the ESAART? The answer is "no, we cannot". We can refuse to fund them any further, but we can't dissolve the Trust.
- Mary asked whether the ESAART documents had been sent to the entire board. Maryl said they had not. Sandy will disseminate the pdf files to the entire board. These documents include the revised mission statement, adoption agreements, and some working instructions for doing business.
- Rescue donation was removed from the ESAA application & renewal form. ESAA hasn't received any donations since then, however ESAART has received direct donations from members.
- Really needs an east coast rescue person (eastern time zone). Due to the time difference and work requirements, Maryl is really having a hard time communicating during work hours with shelters, etc in the eastern time zone.
- Mission statement for ESAART has changed slightly and Janet will forward the revised mission statement to the board.
- Someone is working on the ESAART website to get it amended.
- Cheryl wondered if now that we're making changes to our Newsletter, can we add rescue information to our Newsletter? Since so many members make donations, etc. Janet can point them to the ESAART website to see what they're doing, the success stories, etc.
- Maryl also stated that she could do a quarterly newsletter that she can send to the regional VPs, to keep it separate from the ESAA Newsletter. Reg VP's can then send out to their members.

The ESAA Board meeting was adjourned at 9:50 pm.

Respectfully submitted,

A handwritten signature in black ink that reads "Sandy Miller". The signature is written in a cursive, flowing style.

Sandy Miller  
ESAA Secretary