

BOARD OF DIRECTORS
April 21-22, 2014

The Board convened on Monday, April 21, 2014 at 8:00 a.m. All Directors, except Mr. Feeney were present. Also present were the Executive Secretary, and the Assistant Executive Secretary. The March 2014 Board minutes, copies of which were made available to all Directors, were discussed. Upon a motion by Dr. Battaglia, seconded by Lee Arnold, the March 2014 minutes were approved.

EXECUTIVE SESSION

There were EXECUTIVE SESSIONS during the meeting to discuss personnel and sensitive business matters. Nothing was reported out of these sessions.

PRESIDENT'S REPORT

Board Action Items

Mr. Sprung gave a status report on previous Action Items assigned to the Staff as well as an introduction of new initiatives.

Events and Entries Update

Mr. Sprung gave a status report on entries and events for February 2014. Entries were up by 5% and Events were up by 1% compared to same period in 2013.

LEGAL REPORT

Margaret Poindexter, General Counsel, participated in this portion of the meeting. She presented a status report on pending litigation and other activities for the month of March 2014.

A Beginner's Guide to Dog Shows

The Board reviewed the current *A Beginner's Guides to Dog Shows*, as well as those guides for some of the Companion and Performance events. Staff was directed to work on a comparable guide of best practices clubs could follow to attract new participants to the sport.

Organizational Chart

Mr. Sprung distributed an updated and enhanced Organizational Chart.

EXECUTIVE SECRETARY

Margaret Poindexter was present for this portion of the Meeting.

Trial Boards

Due to the small number of trial board cases that AKC has each year, the staff made a recommendation to reorganize the number of Trial Boards. Staff was directed to contact the current Trial Board members to determine which of them wished to continue to serve.

Lagotto Romagnolo Eligibility to Compete in the Sporting Group

The Board reviewed a request from the Lagotto Club of America. The club seeks acceptance into the AKC Stud Book and requests that the Lagotto Romagnolo to be eligible to compete in the Sporting Group. This will be discussed further at the June meeting.

New Breed for Foundation Stock Service® - Biewer Terrier

The Board was advised that the Staff Foundation Stock Service® (FSS®) Committee recently approved a petition from the Biewer Terrier Club of America for the Biewer Terrier to be accepted into the FSS program with a Toy Group designation.

New Breed for Foundation Stock Service® - Pyrenean Mastiff

The Board was advised that the Staff Foundation Stock Service® (FSS®) Committee recently approved a petition for the Pyrenean Mastiff to be accepted into the FSS program with a Working Group designation.

APPEALS COMMITTEE

Mr. Arnold gave the report from the Appeals Committee. Linda Wilson, (Newark, Delaware), pled guilty to one count of Cruelty to Animals in the Magisterial District 15-4-04, Commonwealth of Pennsylvania. Consistent with the guidelines established by the Board of The American Kennel Club, Ms. Wilson was suspended for ten years, effective July 22, 2013 and fined \$2,000. Ms. Wilson appealed this decision. The Appeals Committee determined that Ms. Wilson's conduct was prejudicial to the Sport of Purebred Dogs and upheld the suspension.

FINANCE

Peter Farnsworth, AKC Staff, participated in this portion of the meeting. The Board received a presentation by the CFO regarding the first quarter results and other financial matters.

MARKETING AND COMMUNICATIONS

There was a presentation on new business initiatives given by Chris Walker, AKC Staff. The discussion covered a multitude of areas including the redesign of AKC's website to make it more user friendly, AKC's numerous social media advances, and the plans to market the sport.

Meeting adjourned on Monday April 21, 2014 at 5:15 pm

Meeting reconvened on Tuesday April 22, 2014 at 8:00 am.

All Directors were present, except Mr. Feeney, as were the Executive Secretary, and the Assistant Executive Secretary.

NEW YORK NON-PROFIT REVITALIZATION ACT

David Shevlin, with the law firm Simpson Thacher & Bartlett, discussed the New York Non-Profit Revitalization Act, which is to become effective July 1, 2014, and which will affect non-profit corporations incorporated in, or soliciting donations in New York. Margaret Poindexter and Peter Farnsworth, AKC Staff, were present for this portion of the meeting.

Mr. Shevlin covered the duties of directors, and the fundamentals of the act, which was designed to enhance governance and oversight while reducing unnecessary and outdated burdens. The need for and duties of an audit committee were discussed.

The act requires that each organization covered by it have a Whistle Blower Policy that met specified criteria. Each corporation was also required to have a Conflict of Interest Policy covering directors and key management personal. The law requires a Conflict of Interest Disclosure Form be completed annually, and that any candidate for the Board complete the form prior to being elected.

Following a motion by Dr. Garvin, seconded by Mr. Powers, it was VOTED (unanimously; absent Mr. Feeney) to adopt the Whistle Blower Policy and Conflict of Interest Policy attached to these minutes.

REGISTRATION DEVELOPMENT

Mark Dunn participated in this portion of the meeting via video conference. There was a review of registration numbers and revenue over the past year.

JUDGING OPERATIONS

Tim Thomas, AKC Staff, participated in this portion of the meeting via video conference.

Judges Review Committee

Staff advised the Board that the upcoming May 2014 meeting of the Judges Review Committee will be the twelfth meeting of the committee as currently constructed, completing one full year with each member of the judges pool serving on three occasions. Each individual was queried if they wished to continue to serve on the committee. All members responded in the affirmative. Since then, one member resigned and has been replaced. Staff advised that the Judges Review Committee will continue as currently constructed, utilizing the same judges pool, and Judging Operations will randomly select the judges from the pool in four month intervals to serve on its monthly meetings.

Canine College

Dr. Garvin reported on a pilot program to develop online breed education, using video and photographs. The three breeds to be used for the pilot program are the Basenji, Lhasa Apso, and Dalmatian.

Judges Approval Procedures

The Board reviewed the Judging Approval Procedure. It was referenced that in the section *Applying for Additional Breeds*, there is a request for experiences to be verifiable, later followed by a request for documentation.

Following a motion by Mr. Gladstone, seconded by Mr. Arnold, it was VOTED (unanimously; absent Mr. Feeney) to make the meeting of all requirements verifiable if so requested by AKC.

Following a motion by Dr. Battaglia, seconded by Mr. Powers, it was VOTED (unanimously; absent Mr. Feeney) to require that the documentation to verify educational experiences included in additional breed applications be maintained by the applicant for one year from the date when the AKC approved that judge for the breed on a permit status.

There was a motion by Ms. Cruz, seconded by Mr. Powers, to remove the masking provision from the judging approval process. This motion was adopted with the VOTE (affirmative: Ms. Cruz, Mr. Powers, Mr. Gladstone, Mr. Dok, Mr. Ashby; Dr. Battaglia, Mr. Arnold, Mr. Menaker, Mr. Wooding; opposed: Mr. Kalter, Mr. Amen, Dr. Garvin; absent: Mr. Feeney). This change is effective June 1, 2014.

CONFORMATION

Doug Ljungren, Alan Slay, Bri Tesarz and Tim Thomas, AKC Staff, participated in this portion of the meeting by telephone conference. Mr. Gladstone left the meeting at this point.

Proposed Amendments to the Rules Applying to Dog Shows

There was discussion on proposed amendments to Chapter 7, Sections 1, 3, and 10, and Chapters 11, Section 13, of the *Rules Applying to Dog Shows*. These changes were proposed by the Delegates Dog Show Rules Committees. The Event Operations and Judging Operations management teams recommended the Board send the proposed revisions to Chapter 7, Sections 1, 3 and 10, and Chapter 11 Section 13, of *The Rules Applying to Dog Shows* back to the Dog Show Rules Committee with staff's comments to consider.

Following a motion by Mr. Wooding, seconded by Mr. Arnold, it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone; Mr. Menaker) to adopt this recommendation.

AKC National Owner-Handled Series

Based on a request from the Board, the Event Operations Staff presented alternative methods to increase the number of National Owner-Handled Series (NOHS) special attractions being offered at events. The goal is to increase the number of entries in conformation events by providing a competition that is desired by the owner-handled exhibitors, embraced by the clubs, respected by the judges and supported by the superintendents.

Following a motion by Mr. Ashby, seconded by Dr. Garvin it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone, Mr. Menaker) to adopt the following policy, effective for any show held on and/or after October 9, 2014,

NOHS is a Required Special Attraction if any Special Attraction with Competition is Held

NOHS is a required special attraction, if any special attraction with competition is offered, for events held on or after October 9, 2014. Clubs that offer a special attraction with competition, such as Best Puppy, Bred-by, or Veteran, would be required to also offer the AKC National Owner-Handled Series.

Approval of NOHS Judges

There was a discussion on requiring judges for the National Owner Handled Series Group and Best in Show to be submitted with the judges panel for the regular show. Besides giving the competition added credibility, it would address the issue of NOHS judges not being advised of their assignments.

Following a motion by Dr. Garvin, seconded by Mr. Ashby, it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone, Mr. Menaker) to require that the NOHS Group and Best in Show judges be included with the regular judges panel sent to AKC for approval. This is effective for all shows held on or after October 9, 2014.

Club Education Requirements

Following a motion by Dr. Garvin, seconded by Mr. Ashby, it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone) to make the holding of a NOHS one of the components of a major club activity.

Establish Benchmarks to Measure Customer Service and Performance

The Board requested that the Event Operations Department establish and measure benchmarks on customer service levels and report on performance against the benchmarks. Event Operations tracked the time to initially process an event application/panel and the time to process event results. The Event Operations Department has begun to implement business process improvements. In June staff will communicate the established service-level expectations to AKC's customers and share how we are doing against those targets.

Judging of Basset Hounds and Bulldogs on Ramps

To ensure all Superintendents and Secretaries are cognizant of AKC's interpretation and expectation pertaining to the use of ramps in the judging of Basset Hounds and Bulldogs in competitions other than the regular show, Event Operations will publish a statement for clarification that this policy extends to 4–6 Month Beginner Puppy, AKC National Owner-Handled Series (NOHS), and other special attractions (i.e., Best Puppy, Best Veteran, Best Bred-By Exhibitor, etc.) that offer Group and BIS competition. There was no objection to this plan.

COMPLIANCE

The following AKC Management actions were reported:

(Final Board Disciplinary actions are reported on the Secretary's Page.)

CONSENT

Following discussion, there was a motion by Mr. Arnold, seconded by Dr. Battaglia, it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone, Mr. Menaker) to approve the following Consent Items:

Delegates Approved

Ronald H. Menaker, Jupiter, FL
To represent Memphis Kennel Club

Ann L. Testoni, PhD, Bolton, MA
To represent Concord Dog Training Club

Mary C. Yoders, Mount Morris, PA
To represent Mountaineer Kennel Club

Request for AKC Membership

Greater Sierra Vista Kennel Club was approved for a vote by the Delegates at the June 9, 2014 meeting.

Retirement of Kennel Name "Elmo"

The Board VOTED to officially retire the kennel name "Elmo" (exclusively used by Peter Belmont, Jr.) for Afghan Hounds as requested by the Afghan Hound Club of America.

Berger Picard Eligibility to Compete in the Herding Group

The Board VOTED to approve a request from the Berger Picard Club of America to 1) approve the breed standard submitted as the official breed standard for the Berger Picard breed, 2) move the Berger Picard from the Foundation Stock Service into the Stud Book of the American Kennel Club on June 1, 2015, and 3) approve the Berger Picard to compete in the Herding Group, effective July 1, 2015.

Parent Club Approval for Kooikerhondje in Miscellaneous Class

The Board VOTED to select the Kooikerhondje Club of the USA to be the Parent Club to represent the Kooikerhondje breed with the American Kennel Club.

German Shepherd Dog Proposed Breed Standard Revision

The Board VOTED to approve the request of the German Shepherd Dog Club of America to ballot its membership on proposed revisions to the Head, Coat, Color and Disqualifications sections the German Shepherd Dog Breed Standard.

Petit Basset Griffon Vendéen Breed Standard Revisions

The Board VOTED to approve the proposed revisions to the Size and Coat sections of the Petit Basset Griffon Vendéen Breed Standard as submitted by the Petit Basset Griffon Vendéen Club of America. These changes are effective July 1, 2014.

AKC Association with North America Diving Dogs

The Board VOTED to direct staff to have the American Kennel Club enter into an association with North America Diving Dogs (NADD) where titles earned in NADD events will be recorded on a dog's AKC record and will appear on an AKC pedigree for a small fee, if requested by the owner. NADD titles will appear as suffix titles with higher level titles superseding previously earned titles on a dog's pedigree.

Cane Corso Association of America

The Board VOTED to officially reprimand the Cane Corso Association of America (CCAA) for its failure to follow its bylaws without good cause or absent a process necessary to amend the bylaws provision.

Article II, Section 1, of the Cane Corso Association of America (CCAA) Bylaws, requires that the national specialty show and annual meeting be held in April each year. The 2014 National Specialty was scheduled and held March 8, 2014, and the annual meeting on March 6, 2014.

Delinquent Member Club Dues

The Carroll County Kennel Club of New Hampshire and the Kennel Club of Salinas have not paid their annual membership dues to date. The Board VOTED to direct staff to advise these two clubs that they must make dues payments by May 1, 2014 or face immediate revocation of membership.

Canine Legislative Position Statement on Breeding Restrictions and Regulations

The Board VOTED to expand the current AKC Canine Legislation Position Statement on *Breeding Restrictions and Regulations* in order to clarify AKC's position on the regulation of breeders. Government Relations staff recommends updating the canine legislation policy position statement on Breeder Restrictions as follows. (New language is underlined.)

Breeding Regulations and Restrictions

The American Kennel Club strongly supports and actively promotes a wide range of programs to educate the public about responsible breeding practices and the responsibilities of dog ownership.

The AKC supports reasonable and enforceable laws that protect the welfare and health of dogs and do not restrict the rights of breeders and owners who meet their responsibilities.

The AKC opposes the concept of breeding permits, breeding bans or mandatory spay/neuter of purebred dogs, specifically, those based on the number of dogs owned or maintained.

The AKC expects responsible dog owners and breeders to know, understand and obey laws that apply to them.

Resolution Dr. William Newman

The Board VOTED to adopt the following resolution:

WHEREAS,

Dr. William Newman

First became the Delegate for the Mastiff Club of America on October twelfth, nineteen hundred and ninety three, serving until April twenty-second, two thousand and thirteen, when he became the Delegate for the Golden Gate Kennel Club; and

WHEREAS, while as a Delegate, he chaired the Delegate Canine Health Committee;
and,

WHEREAS, he was elected to the Board of Directors of The American Kennel Club on March, fourteenth, two thousand and six; serving until March eleventh, two thousand and fourteen; and,

WHEREAS, while on the Board he Chaired the Board Appeals Committee and the AKC PAC, and served as a member of the Clubs and Events, and Compensation Committees, and as the Board liaison to the Delegate Canine Health Committee; and,

WHEREAS, on the March fourteenth, two thousand and thirteen, he was elected Vice Chairman of the Board; and,

WHEREAS, he personally arranged for the largest off-site exhibition of art from The American Kennel Club collection in two thousand and thirteen at the Governor's Residence in Harrisburg, Pennsylvania; and,

WHEREAS, his knowledge and interest in the area of canine health proved invaluable to the Board as it strived to fulfill its mission to advance the health of purebred dogs; and,

WHEREAS, we will ever cherish our association with this distinguished physician, sportsman, gentleman and most of all friend; and,

NOW THEREFORE, be it

RESOLVED, the Board of Directors of The American Kennel Club extend to him their most sincere best wishes for the future and their deep appreciation for everything he has done for The American Kennel Club and the Sport of Purebred Dogs.

Resolution Patricia C. Scully

The Board VOTED to adopt the following resolution:

WHEREAS,

Patricia C. Scully

First became the Delegate for the Obedience Training Club of Hawaii on June eleventh, nineteen hundred and eighty-five; and

WHEREAS, she was elected to the Board of Directors of The America Kennel Club on March eleventh, nineteen hundred and ninety-seven, serving until March tenth, two thousand and nine; and,

WHEREAS, she was again elected to the Board of The American Kennel Club on March ninth, two thousand and ten, serving until March eleventh, two thousand and fourteen; and,

WHEREAS, during her tenure as a Board member, she serve on numerous Board Committees, including Appeals, Pension, Events and Clubs, and Public Relations; and,

WHEREAS, she has served as the Board Liaison to the Delegate Obedience, Agility, Tracking, and Rally Committee, and the Herding, Earthdog, and Coursing Events Committee; and,

WHEREAS, her extensive background in, and knowledge of Companion Events, proved to be invaluable to the Board of Directors, as it considered regulation and policy changes regarding Obedience, Agility, Rally, and Tracking; and,

WHEREAS, we will ever cherish our association with this distinguished business woman, sportswoman, lady, and most of all friend; and,

NOW THEREFORE, be it

RESOLVED, the Board of Directors of The American Kennel Club extend to her their most sincere best wishes for the years ahead and their deep appreciation for her past and continuing dedicated service to The American Kennel Club and the Sport of Purebred Dogs.

Foundation Stock Service Open Show Regulations

Following a motion by Dr. Garvin, seconded by Dr. Battaglia, it was VOTED (unanimously; absent: Mr. Feeney, Mr. Gladstone, Mr. Menaker) to amend Chapter 1, Section 4, of the *Foundations Stock Service Open Show Regulations*, to allow an individual who would be defined as a professional handler to be eligible to exhibit a dog in an FSS Open Show if the individual is an owner of record. (Revisions are underlined.)

Chapter 1, Section 4. FSS Open Show Entry Restrictions. Professional handlers or agents are only permitted to exhibit in FSS Open Shows if they are listed as an owner of record of the dog being exhibited.

Professional handlers are defined as any person who belongs or has belonged to a professional handlers' organization, distributed rate cards, or otherwise advertised or represented themselves as handling dogs for pay.

The Board VOTED to amend Chapter 3, Section 2, of the *Foundations Stock Service Open Show Regulations*, to make the awarding of points in the Group of an Open Show consistent with that of Best in Miscellaneous Class.

Chapter 3, Section 2. Certificate of Merit (Revisions are underlined)

The Certificate of Merit (CM) title is an introductory title to AKC conformation events. Entrants in each breed shall compete for Best of Breed and Best of Opposite Sex to Best of Breed. Winners of the Best of Breed in each of the individual breeds will be awarded points toward the CM title based on the number of dogs competing in their breed. Best of Opposite Sex to Best of Breed in each of the individual breeds will be awarded points towards the Certificate of Merit (CM) title based on the total number of dogs competing in their sex. Group winners will be eligible for the points based on the

total entry in the group. Best in Show will be eligible for the points based on the total number of dogs that competed in the show.

The Registration of African Basenjis

Currently, the AKC stud book for Basenjis is open to African native stock through 2018 under procedures developed by the Basenji Club of America and approved by the AKC Board in 1990. The Board of the Basenji Club of America has proposed a number of changes to the current procedure as follows:

1. **Change the date of submission of applications from December to March.**
*Experience has shown us that imported puppies are just turning (1) year old around the November and December time frame. Having an application due in December could impede on importers' ability to apply due to the application requirement of being one (1) year of age.
Changing the submission date to March will allow the import to come of age and make it easier for the importer to complete items on time.*
2. **Native Stock Committee will be responsible for sending forms to Evaluators selected by applicants.**
Requiring the Chair to contact the Evaluators will ensure the Native Stock Chair is informed by applicant's choices as we have had some instances where there was some confusion over the need of the Chair knowing the evaluation choices in advance as required in Step 2 of the current procedures.
3. **Change wording to require Evaluators to grade dogs independently to avoid "grading by committee" situations.**
There were some concerns over a consensus evaluation instead of individual evaluation; adding this requirement will eliminate any potential issues of evaluators not doing individual evaluations.
4. **Evaluators will send their completed forms directly to the Native Stock Committee**
A number of evaluators expressed to the committee they would feel less pressure if they were not submitting their evaluation directly to the owner.
5. **At the completion of the Evaluator process for each dog, the Native Stock Committee will notify each applicant of the Evaluator's scores.**
This change is due to the above change (#4) since the owner will no longer see the finished evaluation at the end of the evaluation process.
6. **Reapplication process as redefined.**
A. "If a dog fails to make it to the membership ballot, its application may be repeated one additional time as long as the Studbook is open to BCOA approved native stock.
Since the BCOA is no longer as limited on time due to the AKC approval of the Studbook extension, there is no longer a need to require an import to be resubmitted within the next year.

B. "If a dog fails to get the 2/3 in favor on the membership ballot a petition, asking for a re-ballot of the membership if the percentage is less than 1% of the required 66.7%, can be presented to the BCOA Board for consideration. The BCOA Board has the final determination."

The BCOA was presented with a petition in 2013 regarding an import who failed by less than 0.4%. The Native Stock Committee added the above statement in order to address close results. Allowing another membership vote to definitely decide the fate of an import seems the most logical option.

C. Note: Reapplication can be made with the same evaluations or with three completely new evaluations but cannot be a mix of previous and new evaluations.

We do not want people to throw out bad evaluations allowing them to hand pick the higher scoring evaluations while replacing the poor evaluations.

D. Note: If the dog has produced progeny, but the dog is now deceased, you may still reapply with the existing evaluations and photos. All criteria must be met.

C and D are not actual changes they are clarifying statements with regard to reapplications.

7. Photo submission: To allow up to 4 additional photos and an optional short video of the dog. The video will only appear on the BCOA website.

Owners/importers believed allowing more visuals to show off their imports attributes would allow voters to make more informed decisions.

The issue was discussed by the AKC Board. The only item where the Board had concerns was number 6B. In any type of vote where a certain affirmative percentage is required, there will always be cases where something fails by one or two votes. The Board also did not believe that such a requirement should be lowered to accommodate that failure, as it would be inevitable that there would eventually be another case where an applicant fell one or two votes below the lower requirement.

Following a motion by Dr. Garvin, seconded by Dr. Battaglia, it was VOTED (unanimously; absent Mr. Feeney, Mr. Gladstone, Mr. Menaker) to permit the Basenji Club of America to ballot its membership on the proposed changes to the procedure for registering Native Stock, with the exception of the proposed 6B, which the AKC Board would not approve.

Adjourned 3:00 p.m.

Attest:

James P. Crowley, Executive Secretary

Whistle-Blower Protection

The American Kennel Club is committed to the highest possible standards of business conduct. In accordance with this commitment, this policy is intended to provide an avenue for directors, officers, employees, and volunteers to raise concerns and to offer reassurance to any individual making a report of inappropriate conduct in good faith (a “Whistle-Blower”) that they will be protected from intimidation, harassment, discrimination, or other retaliation.

This policy is intended to cover among other things activity that:

- Involves inappropriate financial reporting,
- Circumvents internal control procedures,
- Is unlawful including theft of company property, or
- Violates any company policy.

Concerns relating to financial reporting, unethical or illegal conduct should be reported:

- Directly to the AKC General Counsel by phone at 212-696-8311, or by mail at 260 Madison Avenue, New York, NY 10016, or
- By mail to the Chairman of the AKC Audit Committee at 260 Madison Avenue, New York, NY 10016.

Employment-related concerns such as discrimination or harassment should also continue to be reported to division management or to AKC's Human Resources department.

Although the Whistle-Blower is not expected to prove the truth of the allegation, he or she needs to demonstrate that there is a reasonable belief or suspicion. Whistle-Blowers are encouraged to reveal their names so appropriate follow-up questions and investigation may be conducted. The Whistle-Blower's identity and anonymity will be maintained throughout the investigation process to the extent consistent with adequate investigation. Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved by agreed upon action without the need for investigation. The amount of contact between the Whistle-Blower and those investigating the complaint will depend on the nature of the issue and the information provided. Further information may be sought from the Whistle-Blower. Whistle-Blowers will be given timely follow-up on their complaints. Subject to legal limitations, the Whistle-Blower will be given information about the outcome of any investigations.

Intimidation, harassment, discrimination, or other retaliation against any Whistle-Blower who has made a complaint in good faith or who has refused to obey an illegal order will not be tolerated. False and malicious allegations made in bad faith as opposed to complaints that, even if erroneous, are based on a reasonable belief or suspicion, may be the subject of appropriate disciplinary action.

The General Counsel of AKC will administer this policy and report to the audit committee regarding Whistle-Blower complaints received pursuant to this policy. A copy of this policy will be distributed to all directors, officers, and employees as well as to any volunteers who provide substantial services to AKC.

THE AMERICAN KENNEL CLUB

CONFLICT OF INTEREST AND ETHICAL CONDUCT POLICY

Adopted as of April 22, 2014

The Board of Directors (the “Board”) of The American Kennel Club (the “Corporation”) has adopted the following Conflict of Interest and Ethical Conduct Policy (the “Policy”). The Policy applies to all directors, officers, and Key Employees of the Corporation (“Covered Persons”).

I. Responsibilities

The Board retains ultimate responsibility for monitoring and ensuring compliance with the Policy. The Audit Committee, with the assistance of the General Counsel, is responsible for administering the Policy and for reporting to the Board on matters related to the Policy. Authorized committees of the Board (“Authorized Committees”) are responsible for administering the Policy with respect to matters within the scope of their authority. Each Covered Person is individually responsible for understanding and complying with the Policy. Covered Persons should consult with the General Counsel or the Chair of the Audit Committee if a question arises regarding the applicability or interpretation of the Policy.

II. Definitions

For purposes of this Policy and the Disclosure Statement referenced in Section VIII below:

“Family Member” means the immediate family members of a Covered Person, consisting of the Covered Person’s spouse or domestic partner, ancestors, siblings and their spouses, and lineal descendants and their spouses.

“Related Entity” means any entity in which a Covered Person and/or his or her Family Members, have a thirty-five percent or greater ownership interest or, in the case

of a partnership or professional corporation, a direct or indirect ownership interest of more than five percent.

“Key Employee” means any person who

A. Meets all three of the following tests with respect to an organization:

1. \$150,000 Test: The individual is an employee who received annual compensation from the organization or from related organizations in excess of \$150,000.

AND

2. Responsibility Test: The individual:

- a. has responsibilities, powers or influence over the organization as a whole similar to those of officers, directors or trustees; or
- b. manages a discrete segment or activity of the organization that represents 10% or more of the activities, assets, income or expenses of the organization, as compared to the organization as a whole; or
- c. has or shares authority to control or determine 10% or more of the organization’s capital expenditures, operating budget or compensation for employees.

AND

3. Top 20 Test: The individual is one of the 20 employees (that satisfy the \$150,000 Test and the Responsibility Test) with the highest reportable compensation from the organization.

OR

- B. Is in a position to exercise substantial influence over the affairs of the organization.

“Related Party” means a Covered Person and his or her Family Members and Related Entities.

III. Standard of Conduct and Specific Prohibitions

The Corporation has adopted a “Standard of Conduct” to which all Covered Persons are subject. Pursuant to this Standard of Conduct, Covered Persons will

- i. Maintain the highest standards of honesty, integrity, professionalism, and loyalty to the Corporation;
- ii. Act for the benefit of the Corporation and without regard to personal interests;
- iii. Make all decisions solely to promote the best interests of the Corporation;
- iv. Refrain from all activities that conflict with the best interests of the Corporation;
- v. Refrain from using their position or access to information to further their own interests or derive personal advantage;
- vi. Avoid conduct that could compromise the integrity or reputation of the Corporation; and
- vii. Comply with all laws, rules, and regulations applicable to the Corporation and with all standards policies, and procedures adopted by the Corporation.

Without limitation to the Standard of Conduct set forth above, the following actions by Covered Persons constitute violations of the Standard of Conduct and are strictly prohibited by this Policy:

- i. Unauthorized use of resources of the Corporation, including the services of employees or volunteers of the Corporation, for personal benefit;
- ii. Personally pursuing transactions and other business opportunities (for purchase, sale, investment, services, employment, or otherwise) that should have been presented to the Corporation;
- iii. Utilizing data or information of the Corporation for personal gain, for the benefit of any person or entity other than the Corporation, or for any purpose other than promoting the best interests of the Corporation;
- iv. Engaging in any activity or enterprise in direct competition with the Corporation except with the knowledge and consent of the Board;
- v. Disclosure of non-public information obtained in the course of the Covered Person’s duties; or
- vi. Accepting a gift, loan (other than loans from financial institutions made in the ordinary course of business), or other favor of more than nominal value from any organization or person doing or seeking to do business with the Corporation.

IV. Divided Loyalties

Covered Persons owe fiduciary obligations, including a duty of loyalty, to the Corporation and must act in the Corporation's best interests rather than in their own personal interest. When a personal relationship or interest divides a Covered Person's loyalties or could create the appearance that a Covered Person's loyalties are divided, the relationship or interest must be disclosed to the Board or Authorized Committee so that it can appropriately safeguard the Corporation's best interests.

A "Divided Loyalty" is any relationship or set of facts or circumstances that could influence a Covered Person's exercise of his or her independent judgment whether in general or in respect to a particular decision or transaction. A Divided Loyalty exists whether or not a Covered Person's judgment is actually influenced, and any relationship or set of facts or circumstances that could create an appearance of impropriety with respect to a Covered Person constitutes a Divided Loyalty.

If any Covered Person has interests or affiliations that could give rise to a Divided Loyalty, the Covered Person will so advise the General Counsel or the Chair of Audit Committee, who will determine whether the interests or affiliations give rise to a Divided Loyalty considering the factors described above and the other principles set forth in this Policy. If the General Counsel or Chair of the Audit Committee determines that a Divided Loyalty exists, he or she will make a report thereon to the Board or the relevant Authorized Committee.

A Divided Loyalty will be subject to the following procedures:

- 1) Covered Persons must fully disclose the existence and material facts of any Divided Loyalty to the Board or to the Authorized Committee as soon as the Divided Loyalty arises.
 - (a) If the Divided Loyalty relates to a transaction, agreement or arrangement in which a Related Party has a financial interest and in which the Corporation is a participant, the Board or Authorized Committee will follow the procedures set forth in Section V of the Policy.
 - (b) Otherwise, the Board or Authorized Committee may, in its sole discretion,
 - (i) determine that the Divided Loyalty should be treated as a Conflict Transaction (as defined below) subject to the procedures set forth in Section V of the Policy;

- (ii) take such other action as it deems necessary or appropriate to protect the best interests of the Corporation; or
- (iii) take no action.

The Covered Person for whom a Divided Loyalty exists will take no part in the Board or Authorized Committee's deliberation or vote pursuant to this paragraph.

2) The minutes of the meeting of the Board or the Authorized Committee considering the Divided Loyalty will (i) reflect that the Divided Loyalty was disclosed, (ii) state that the Covered Person was not present during the deliberation or vote of the Board or Authorized Committee, (iii) describe any action taken by the Board or the Authorized Committee relating to the Divided Loyalty.

V. Conflicts of Interest

In some circumstances, a Covered Person's relationship or interest will require the Board or Authorized Committee to follow additional procedures to safeguard the Corporation's best interests, both as a matter of good governance and in order to comply with federal and state laws applicable to the Corporation. These circumstances most often arise in the context of a transaction between the Corporation and a Related Party and are therefore referred to in this Policy as "Conflict Transactions," but Conflict Transactions also include other situations that the Board or Authorized Committee determines require similar procedural safeguards.

A "Conflict Transaction" is any transaction, agreement or arrangement in which a Related Party has a financial interest and in which the Corporation is a participant. In addition, the Board or Authorized Committee may, in its sole discretion, elect to treat any relationship, potential conflict of interest, or Divided Loyalty disclosed by any Covered Person as a "Conflict Transaction" subject to the provisions of this Section V. A Conflict Transaction constitutes a conflict of interest, and, for purposes of this Policy, a conflict of interest exists only in the case of a Conflict Transaction.

A Conflict Transaction will be subject to the following procedures:

- 1) Any Conflict Transaction will be approved by the Board or the Authorized Committee only after the Board or the Authorized Committee determines that the transaction, agreement or arrangement is fair, reasonable and in the best interest of the Corporation.
- 2) When a Covered Person becomes aware that he or she, or his or her Family Members or Related Entities is involved in a Conflict Transaction:

(a) he or she will immediately disclose the existence and material facts of the financial interest in the Conflict Transaction to the Authorized Committee or, if there is no Authorized Committee, to the Board;

(b) he or she may participate in the information-gathering stage of the Board's or the Authorized Committee's discussion, but will not be physically present during the final deliberation or vote on the Conflict Transaction;

(c) if a director, he or she will not vote on the Conflict Transaction;
and

(d) he or she will refrain from improperly influencing the deliberation or vote on the Conflict Transaction.

3) In determining whether to approve a Conflict Transaction, disinterested directors on the Board or the Authorized Committee will take into account the restrictions regarding excess benefit transactions under Section 4958 of the Internal Revenue Code of 1986, as amended.

[4] In determining whether to approve a Conflict Transaction in which a Related Party has a "substantial financial interest" (as such term is interpreted from time to time for purposes of Section 715 of the New York Not-for-Profit Corporation Law), not just a financial interest, disinterested directors on the Board or the Authorized Committee will, in addition to following the procedures set forth above:

(a) consider alternative transactions to the extent available;

(b) approve the Conflict Transaction by not less than a majority vote of the directors present at the meeting of the Board or the Authorized Committee; and

(c) contemporaneously document in the meeting minutes the basis for the Board's or the Authorized Committee's approval of the Conflict Transaction, including its consideration of any alternative transaction.

5) All questions as to the existence of a Conflict Transaction [or the substantiality of a financial interest] will be resolved by a vote of the Board or the Authorized Committee in which the interested individual, if he or she is a director, may not vote.

6) The minutes of the meeting of the Board or the Authorized Committee considering the Conflict Transaction will (i) reflect that the Related Party's interest in

the transaction, agreement or arrangement in which the Corporation is a participant was disclosed, (ii) state that the Related Party (and any Covered Person affiliated with the Related Party) was not present during the final deliberation or vote of the Board or the Authorized Committee on the Conflict Transaction, (iii) state that the Related Party, if a director, abstained from voting on the Conflict Transaction, (iv) describe the action taken by the Board or the Authorized Committee relating to the Conflict Transaction (e.g., approval or disapproval), and (v) describe any consideration of alternative transactions, to the extent applicable, by the Board or the Authorized Committee.

VI. Fitness to Serve

Covered Persons are agents and representatives of the Corporation, and their personal and professional conduct reflects upon the integrity, credibility, and reputation of the Corporation. Accordingly, certain conduct by Covered Persons may conflict with the best interests of the Corporation even though it occurs outside of the course of the Covered Person's duties. The following procedures address events or circumstances that may reasonably raise questions about a Covered Person's continued qualifications or fitness to serve as a director, officer, or employee.

Covered Persons will immediately notify the Board or Authorized Committee of the occurrence of any of the following:

- i. Criminal conviction;
- ii. Pending criminal charges;
- iii. Official complaint of fraud, plagiarism, misrepresentation of qualifications, or academic dishonesty;
- iv. Accusation of financial impropriety;
- v. Complaint of professional misconduct or malpractice;
- vi. Suspension or revocation of professional license; or
- vii. Proceedings against the Covered Person by a licensing authority or administrative agency.

Upon notice of such an event, the Board or Authorized Committee may take such action as it deems appropriate under the circumstances including dismissing or requesting the resignation of the Covered Person. In making its determination, the Board or Authorized Committee will consider:

- i. Any pattern of inappropriate behavior by the Covered Person;
- ii. Exposure to liability for the Covered Person's future actions;
- iii. Negative publicity and reputational damage arising from the Covered Person's continued affiliation with the Corporation;
- iv. Harm to relationships with other individuals or entities; and

- v. Any failure by the Covered Person to disclose information potentially impacting the reputation of the corporation.

VII. Policy Distribution

A copy of the Policy will be distributed to each Covered Person upon his or her initial election to the Board, initial election as an officer, or initial appointment as a Key Employee, as applicable. A copy of the Policy will also be distributed annually to all Covered Persons, and each Covered Person will acknowledge his or her receipt, understanding, and obligation to comply with the Policy.

VIII. Annual Disclosures and Reporting

Each Covered Person will furnish a disclosure statement (the “Disclosure Statement”) to the Secretary of the Corporation prior to his or her election to the Board, election as an officer, or appointment as a Key Employee, as applicable, and thereafter on an annual basis.

Each Disclosure Statement will identify, to the best of the Covered Person’s knowledge (i) any entity of which the Covered Person is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Corporation has a relationship and (ii) any Conflict Transaction in which such Covered Person or any of his or her respective Family Members or Related Entities is involved or expects to be involved.

The Disclosure Statements will be provided to and reviewed by the General Counsel and the Chair of the Audit Committee. The General Counsel will submit to the Audit Committee (a) a summary report of the completed Disclosure Statements and (b) a summary of all Divided Loyalties and actual or potential Conflict Transactions. In addition to the annual report, the General Counsel will report regularly to the Audit Committee on matters that may arise under the Policy.