

Board of Directors Minutes January 19, 2021 6:00PM EST

I. Welcome & Call to order

- a. In Attendance: Dr. Rosanne Palermo, President, Marquis Laude, Vice President, Allison Thomas, Secretary, Eric Smith, Treasurer, Charlotte Dumford, Director, Mathew Jenkins, Director, Jason Tice, Executive Director
- b. Absent With Notice: Angie DePuydt, Director
- c. Conflicts of Interest: None.

II. Correspondence

- a. **Fenway Foundation Request For Endorsement:** The Fenway Foundation for the Friesian Horse has requested official endorsement from FHANA regarding the megaesophagus research project that they have undertaken. FHANA will endorse this. The potential of FHANA donating towards the project will be discussed as part of the Education Committee meeting minutes.

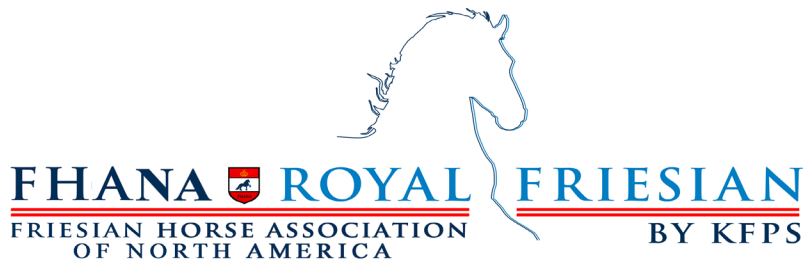
III. Treasurer's Report

- a. Mr. Smith presented a rough overview of the 2020 Year End financials. As these have not been audited yet and are not finalized, there was no report available.
A large number of 2021 renewals occurred in December of 2020. This occurred in 2019 as well, so this trend worked to balance out the number of renewals in the year.

IV. Consent Agenda – Mr. Smith requested that the Membership Committee meeting minutes be removed from the consent agenda. Dr. Palermo requested that the committee descriptions be removed as well. **Motion made by Ms. Thomas to accept the Consent Agenda as amended. Motion seconded by Mr. Jenkins. Motion approved unanimously.**

V. Executive Director's Report

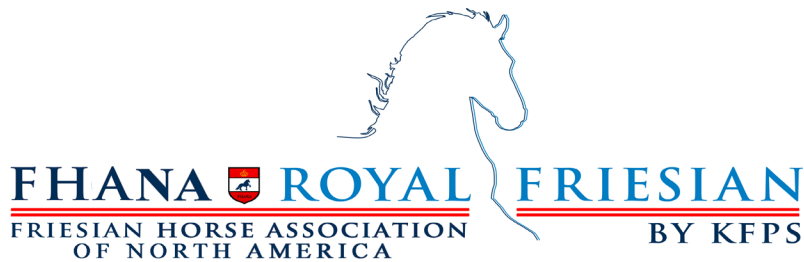
- a. **Membership:** Our membership as of December 31st, 2020 was 1630. Membership for 2019 on the same date was 1665. This is an exceptionally strong number given the difficult year 2020 has been for many people. Renewals for 2021 are well underway.
- b. **DNA Issues:** None currently.
- c. **Registration Issues:** None currently.
- d. **PPP Loan:** Jason is working with Chase Bank to get this forgiven. They are suggesting waiting for the release of a new form that requires less documentation, but if this is not available by January 31, 2021, loan forgiveness forms will be submitted as is.
- e. **Quickbooks:** The transition to Quickbooks Online is complete. FHANA received the subscription at half the normal rate. There are a few small things to be cleaned up when the accountant receives FHANA's year end statements.
- f. **Server:** All files have been transferred from the old server to Google Workspace. The old server has been retained as a backup, but so far the change has been working very well for the office.



- g. **Phone Server:** Jason is working on a change of phone servers. The existing server is dated and fairly expensive. He is seeking options that will allow us to keep multiple lines and continue to have the ability to transfer calls.
- h. **BoardEffect:** BoardEffect is now allowing links for all calls, not just GoToMeeting, to be displayed.
- i. **Friesian Judging Book:** Jason and Mr. Laude are working on an arrangement to ship over preordered books at a reduced cost. These would be available for preorder on the website only, with a cutoff date to be determined.
Addendum: After the meeting, the KFPS provided corrected pricing that meant that FHANA ordering the books would not offer a significant savings to members. The plan to purchase them was cancelled.
- j. **Elections:** BOD Elections are proceeding as scheduled. The change over to our new online election service and having paper ballots be counted by ELCR is projected to save FHANA around \$1200 over previous years' elections.

VI. Committee Reports

- a. **Membership Committee:** Mr. Smith requested a discussion regarding the selection of mentors for the list contained in these meeting minutes. He stated that due to the grievances currently before the board that the list should be reviewed. Mr. Laude agreed. Ms. Thomas brought up concerns she had previously stated regarding the application and approval process of the mentorship list not requiring enough oversight. This discussion will be tabled for discussion during the Discussion portion of the meeting where the grievances will be handled. **Motion made by Mr. Jenkins to accept the Membership Committee Meeting Minutes for January 14, 2021 as presented. Motion seconded by Mr. Smith. Motion passed unanimously.**
- b. **Committee Descriptions:** Dr. Palermo requested a discussion of the wording in the two committee descriptions that have been submitted so far. Both descriptions state that committee chairs are appointed by the board. The procedure in use for many years has been that all committee chairs are appointed by the President of the board. Dr. Palermo felt the committee descriptions should match the currently used procedure. Mr. Laude pointed out that the Bylaws surrounding committee appointments state that chairs are appointed by the board, and that the committee descriptions should match the wording in the bylaws. After some discussion, that majority of the board felt that the committee descriptions should match the bylaws, and that the proper procedure if needed would be to propose a bylaw change that would change the wording to reflect the procedure currently in use.
- c. **Education Committee:** As Ms. DePuydt was not present for the meeting, the motion made by the Education Committee was discussed based on the minutes provided by the committee. **Motion made by Ms. Thomas to direct the 2021 funds budgeted for FHANA's Genetic Research Program to the Megaesophagus project being conducted by the Fenway Foundation. Motion seconded by Mr. Jenkins.** The committee minutes were not clear precisely how much money they were requesting and what budget item it would be drawn from. FHANA does not currently have a genetic research budget. Mr. Smith informed the board about a rescue fund that was initially donated to FHANA to use towards research many years ago. There is still a balance left in this fund. He suggested that the motion put forth by the committee should be voted down and replaced by a motion to use the rescue fund money instead. **Ms. Thomas withdrew the previous motion. Motion made by Ms. Thomas that FHANA supply funding to the megaesophagus research project at Fenway Foundation from the remaining balance of the rescue fund. Motion seconded by Ms. Dumford.** The remaining balance in the fund amounts to approximately \$3250. Mr. Jenkins questioned how this amount compares to the

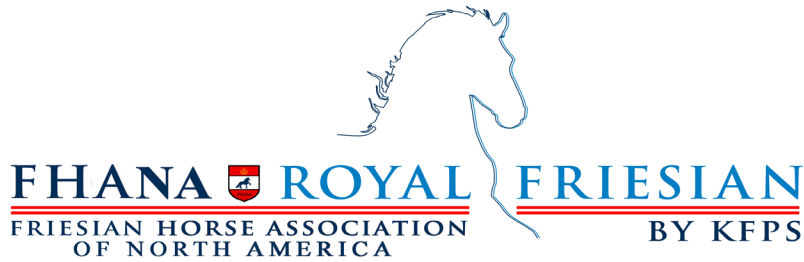


amount the Education Committee had intended for donation. This information was not contained within the committee minutes. Ms. Dumford and Mr. Smith both mentioned that as this research project will be ongoing, there will be more opportunities to fund it in the future when it can be included in the budget. Mr. Smith requested that the donation include an agreement from Fenway Foundation that FHANA will be kept abreast of the findings of the research. Dr. Palermo agreed. Ms. Thomas suggested that this would be included in a communication to Fenway Foundation when the donation is made. **Motion passed unanimously.**

- d. **Inspection Committee:** The Inspection Committee requested the board's permission to update the Site Host and inspection Manuals to include wording regarding horses whose microchips can not be located. The procedure will be changed so that horses whose microchip are not found will be inspected, but they will not receive their premium or predicates until their identity has been DNA verified. They will also not be invited to participate in any Championship rounds at the inspection. This procedure will be handled on the judges' side and by the FHANA office. Jason informed the board that this is a rare occurrence so can be handled on a case by case basis. The board was comfortable with this. **Motion made by Mr. Laude to accept the Inspection Committee Meeting Minutes for January 12, 2021 as written. Motion seconded by Mr. Smith. Motion passes unanimously.**

VII. Review Items

- a. **2021 AGM:** Jason provided an update for the planned 2021 AGM in Kentucky. The retreat on Friday had been planned to occur at the Pony Club but they have been closed on Fridays. They have agreed to allow us the use of the room but social distancing requirements must be met. On Saturday the virtual AGM will occur with the membership able to watch and ask question. On Saturday evening there will be a virtual awards banquet. Award winners will either provide a prerecorded video or be able to speak live to accept their awards.
Dr. Palermo stressed that no Board Member should feel obliged to travel to the AGM this year. With extensive restrictions on travel in place, the safety of board members and staff is the most important thing. Jason added that any members not able to attend in person will still participate via Zoom as per usual. Currently, Mr. Jenkins, Mr. Smith, Mr. Laude, and Dr. Palermo intend to attend in person. Ms. Dumford is uncertain of her plans. Ms. Thomas will likely be unable to attend due to international travel restrictions and requirements. Ms. DePuydt will not be attending as she is currently deployed.
- b. **FHANA Board of Director Elections:** Jason reported that the elections are proceeding as expected. Currently about 18% of the membership has voted. This is on par with other years.
- c. **Getting Involved Website Page:** Ms. Thomas presented an outline for a new page for the FHANA website titled "Getting Involved". This page outlines a variety of different ways that members can become more involved with FHANA. Jason suggested that a link to this page be added to the AGM program along with a link to the new committee descriptions. The board responded favorably to this idea.
- d. **Stallion Testing Update:** Two stallions are continuing with the testing. The current intent is that the KFPS stallion judges will attend the testing in February to evaluate the stallions.
- e. **Tjaarda 483 Sport Elite Approval Status:** Contact from the KFPS indicates that they have rejected the request by both Tjaarda 483 Sport Elite's owners as well as from the FHANA Board to extend his license. The decision was reached based on the current low number of offspring that have been to the ABFP and to the inspections. The KFPS felt that even had inspections proceeded in 2020 there would



not have been enough inspected, As such, Tjaarda 483 Sport Elite will be on hold until more of his offspring have been inspected and participated in ABFP testing.

VIII. Discussion Items

- a. **Grievances:** There have been two grievances filed with FHANA. The board entered a closed session to discuss these at the end of the meeting. Board members Ms. Thomas and Ms. Dumford were excused from this portion of the meeting due to potential Conflict of Interest.

IX. Board Round Table

- a. Officer Positions: Dr. Palermo asked if there were any current board members who would like to declare their interest in running for an officer position at the AGM. A number of board members expressed their interest. Officer positions will be elected at the AGM meeting in February, 2021.

X. Good of the Order

- a. Next meeting February 26th, 2021, at 8:30AM EST in Lexington, KY. Future meeting March 16th, 2021, at 6:00PM EST via teleconference, subject to change.

XI. Adjourn

- a. Mr. Smith motioned to adjourn. Motion seconded by Mr. Laude. Meeting adjourned at 8:45pm EST.