

## Board of Directors Minutes March 31, 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, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: Dr. Palermo declared a conflict of interest for the selection of the Mare Show East facility as she is the owner of one of the facilities being considered.

### II. Correspondence

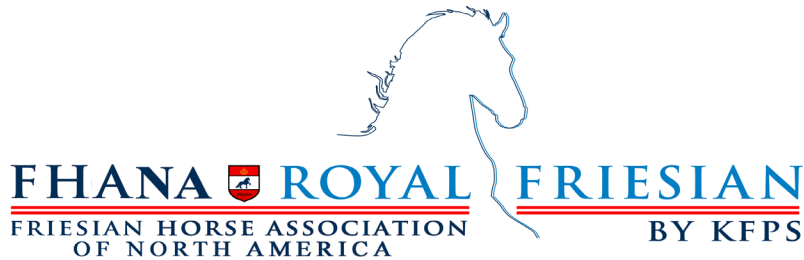
- a. None

### III. Treasurer's Report

- a. Mr. Smith presented the February 2021 Month-End Financials. Currently FHANA is in a positive position on the budget. The finance committee is discussing the best way of re-investing some of the funds in the cash account and is open to suggestions from the Board. Mr. Tice noted that the outlook for the March Financials is good as well.
  - i. Statement of Financials
    1. Total Assets: \$523,901.47
    2. Total Liabilities: \$755.94
    3. Total Liabilities & Equity: \$523,901.47
  - ii. February Profit & Loss
    1. Total Income: \$136,812.58
    2. Total Expense: \$61,507.65
    3. Net Income: \$75,304.93
  - iii. **Motion made by Mr. Smith to accept the February Treasurer's report. Motion seconded by Ms. Dumford. Motion passes unanimously.**

### IV. Consent Agenda – Items included in the Consent Agenda:

*Board of Directors Minutes February 2021 – Removed for discussion*  
Board of Directors Bylaw Discussion  
AGM Committee 3.15.21  
Membership Committee 3.4.21  
Finance Committee 3.11.21  
FHANA FMC Meeting Minutes Jan 13 2021  
FHANA FMC Meeting Minutes Feb 10 2021  
FHANA FMC Meeting Minutes March 17 2021  
Sports Committee 3.18.21  
Editorial Committee 3.11.21



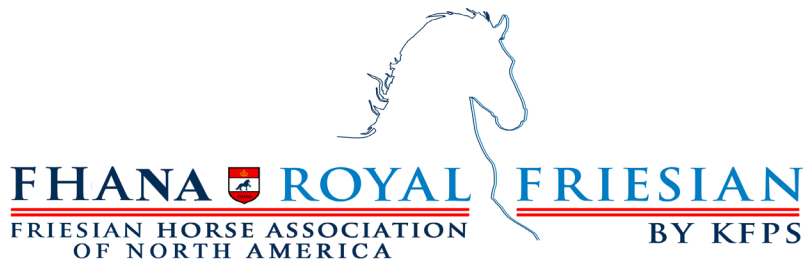
Mr. Jenkins requested that the February Board Meeting Minutes be removed from the Consent Agenda for discussion. **Motion made by Mr. Smith to accept the Consent Agenda as amended. Motion seconded by Ms. Dumford. Motion approved unanimously.**

## V. Executive Director's Report

- a. **Membership:** Membership levels at this time of year vary. As of March 1, 2021, membership is at 1157, which is 12% higher than in 2020.
- b. **DNA Issues:** A DNA issue that dates back to 2016 from a horse dating back to 1995 is now believed to have been resolved. Mr. Tice will keep the board posted as it moves forward.
- c. **Registration Issues:** A set of faked papers was sent to the office. It was identified as a fake and the original papers are currently being sought.
- d. **Inspection Registrations:** The office has begun receiving Inspection registrations. This is significantly ahead of normal. This is currently not available on the website, we are waiting for the KFPS to make it available.
- e. **Chapter Renewals:** Reminders were sent to the chapters who had not renewed. As of the time of the meeting, only one chapter is still outstanding.
- f. **Covid 19 Update:** Mr. Tice is now fully vaccinated. FHANA's tenant is also now vaccinated. Lauren is awaiting her second shot. Once this is completed, mask restrictions in the office can be relaxed unless there are visitors on site.
- g. **PPP Loan:** This has been submitted for forgiveness. There is currently no update.
- h. **Virtual AGM:** Attendance for the Virtual AGM, the Q&A session, and the awards banquet were all strong. Since these have been posted on YouTube even more members have viewed them.
- i. **2020 AGM Refunds:** There are two refunds required from the 2020 AGM Silent Auction. Mr. Tice is working out the details of these with the members involved.

## VI. Committee Reports

- a. **Board of Directors February 26<sup>th</sup>, 2021 Meeting Minutes:** Mr. Jenkins expressed concern with using the words re-keuring in the official minutes in section 6.b, as the correct wording from the KFPS is the term 'appeal'. He was also concerned with the references to the KFPS Bylaws and Rules & Regulations mentioned in the minutes. The Board discussed the wording used and agree that the minutes were confusing due to the conflicting information the Board had at the time. Ms. Thomas suggested that this section of the minutes could be re-written to correct the wording and to reference the confusion around the exact requirements for FHANA to follow the KFPS's Bylaws and KFPS Rules and Regulations. The minutes will be corrected and included for the April Board Meeting.
- b. **Inspection Committee:** Mr. Laude presented the Inspection Committee Meeting Minutes. Mr. Laude amended the motion in the minutes before making it as the committee realized that it is not in line with USDA requirements. **Motion made by Mr. Laude that FHANA will follow the USDA's Coggins testing requirement that nursing foals do not need a Coggins test prior to their inspection but weaned foals are required to be tested. Motion seconded by Mr. Smith.** Ms. Thomas mentioned that the removal of the last sentence was important as requiring that Coggins be done within 30 days of the inspection is inconsistent with local and USDA requirements. Ms. Miley asked if this meant that the timeline for the state would be followed. Dr. Palermo suggested this be added to the motion. **Mr. Laude amended the motion to read that FHANA will follow the USDA's Coggins testing requirement that nursing foals do not need a Coggins test prior to their inspection but weaned foals are required**



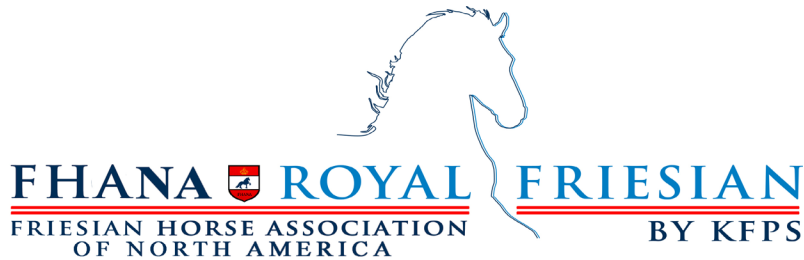
**to be tested. The Coggins test must be valid based on the local jurisdiction of where the event venue is located. Motion seconded by Mr. Smith. Motion passes unanimously.**

c. **Mare Show East Selection Information:**

Dr. Palermo excused herself due to a conflict of interest. The two options presented by the committee were Michiana Equestrian Center in Indiana, and Trinity Equestrian Center in PA. These are the same two locations that were considered in 2020 before inspections were cancelled. Prices were researched and compared. The chair of the committee felt that Trinity was a more central location that would be easier to access for east coast members. **Mr. Jenkins motioned that we accept the Mare Show East Committee recommendation to hold the Mare Show East at Trinity Equestrian Center. Motion seconded by Ms. Miley.** As only three members of the committee were present for the Mare Show East meeting, this came to the board as a recommendation and not a motion. There was discussion about whether or not the Mare Show East should go through the process required for private facilities for inspections. The Mare Shows are events, not inspections, but do allow the re-inspection of mares, and may also be the location for the appeal inspections should that become an option, so the process for selecting a site is not clearly defined. It was also noted that since this private facility is owned by a Board member, we must be sensitive to how that will be viewed by the membership. **Mr. Jenkins withdraws the motion.** This item will be sent back to the Mare Show East Sub-Committee with a request for more information as well as comparison with additional sites.

## VII. Review Items

- a. **Bylaw Voting:** Mr. Tice presented the results of the Bylaw vote. The overall numbers were 129 Yes to 13 No. This is a 90% vote in favor of changing both bylaws as presented. This means that voting for officers can proceed during this meeting.
- b. **Logo Voting:** Mr. Jenkins presented the information to the board regarding the results of the membership vote on the logos. The shield logo was voted first, with the existing logo receiving the second most votes. The votes for options three and four were enough to have swayed the decision in either direction. As such, he recommended that this be sent back to the membership with only the top two options. He suggested that they be presented as either to keep the existing logo, or to proceed with creating the new logo but keep the existing logo for letterhead. He also noted that should the new logo be developed, that the existing logo would need to be modified to contain the new shield versus the old one. Dr. Palermo noted that the KFPS has a preference of us keeping the existing logo. She assured them that if the logo were to change, the existing logo would be used for letterhead and the new logo would be developed only for smaller things such as a lapel pin. Mr. Jenkins noted that the existing logo could lead to us being charged royalties at some point in the future as it contains the KFPS logo. Dr. Palermo let the board know that the KFPS Marketplace will not be shipping outside of Europe soon and has requested that FHANA purchase and sell their items in North America directly. A meeting regarding this will occur soon.  
Ms. Dumford felt that having a suite of images to use for different purposes is a good idea and matches the current trends. She noted that the survey results show how important to the membership it is that we keep connection with the KFPS and that the horse must look like a Friesian. Mr. Smith commented that not all members understand why we would move away from the current logo. He felt it was important that we let the membership know what the reasons are, including that FHANA does not own the logo. Mr. Laude agreed that a suite of logos is important. Ms. Miley felt that we are moving in the right direction and that the connection to the KFPS is important but that FHANA also needs something that it



owns. Ms. Thomas agreed with this and felt that going back to the membership one final time is important and an opportunity to better explain to the membership as to why the change is suggested. Mr. Jenkins added that there would be a media kit put together to provide to members who request permission to use the logo. This would include a release to sign. He will discuss it further with Mr. Tice and Ms. Thomas to ensure the wording is correct.

- c. **Grievance Update:** Dr. Palermo updated the board regarding the grievances. She has spoken with two of the three members involved and is still working to reach the third. The conversations have been productive and positive.
- d. **Lease Agreement:** Mr. Tice presented the new lease agreement for the FHANA office space. It is a three year agreement. There are no changes from the previous agreement. Mr. Smith mentioned that this is accounted for in the budget. **Motion made by Mr. Smith to accept the lease agreement from the Pony Club for another three years. Motion seconded by Mr. Laude. Motion passed unanimously.**

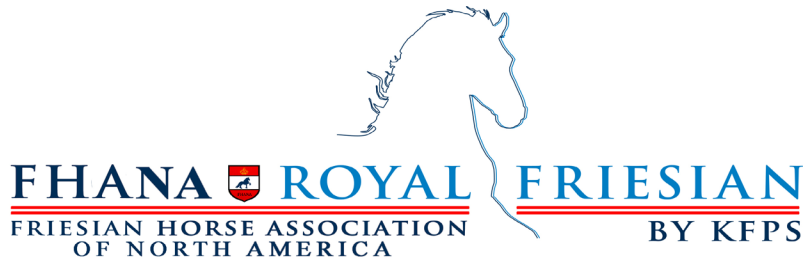
## VIII. Board Round Table

- a. **Sport Committee:** Ms. Dumford brought up that there have been discussions regarding the new KFPS decision to allow online tests towards the Sports predicate. For FHANA to follow suit, the KFPS would need to agree, as well as the USDF would need to agree to judge video submissions. The committee requested direction from the board about how they should proceed. She noted that if this change could be a permanent option for FHANA, it would be a huge benefit to our members, especially those who have geographical limitations for showing.  
Dr. Palermo felt that the committee should approach the KFPS first as this would benefit them to offer it. With the approval from the KFPS, the USDF would be more likely to agree. Ms. Dumford asked whether this should be a contact from the committee to the KFPS or whether it should come from the Board. Ms. Miley felt it should come from the board. Ms. Thomas agreed that this would carry more weight. Mr. Laude also agree. Mr. Jenkins also agreed, and asked who would perform the test judging in North America, and if there is an organization here that FHANA can partner with to judge video tests. Ms. Dumford said that there is the possibility to use the same judges the KFPS uses, but that would only be an option for the European tests, not the USDF tests. This will go back to the committee for further work.
- b. **Editorial Committee:** Mr. Tice and John Dumford have come up with an idea to create a special edition of The Friesian that would contain a 'best of' selection of articles. It would also contain and be funded by advertising. Some of the articles would also be translated to other languages, including Spanish. This special edition would have an extra print run that would be used as collateral to have at events and to provide to new members. Mr. Tice mentioned that this would be an item to sell at that booths rather than a giveaway, and proceeds would go to the chapters manning the booth. Mr. Jenkins suggested that the centerfold be a poster that can be removed and hung up. Mr. Tice is working to finalize costs on this and then a formal proposal will be made to the board. Ms. Dumford added that this is planned to be ready by the FHANA AGM 2022.
- c. **Lifetime Achievement Award Requirements:** Ms. Thomas asked about the requirements for the Lifetime Achievement Awards for ridden dressage versus driven dressage. She felt that the level required should be equivalent regardless of discipline. Mr. Smith agreed that the requirements for driven dressage should be the same as for ridden dressage. Ms. Dumford will take this to the committee to ensure the requirements are consistent.

- d. **Committee Membership:** There was a concern raised regarding a claim that a member had been refused the ability to join the Education Committee in 2020. None of the FHANA office, the Committee, or the Board were aware of this member's desire to join the committee. The member in question had incorrect contact information in the database which has since been corrected. The Education Committee has attempted to reach out to the member but been unable to reach them. Dr. Palermo suggested that if contact by phone was not possible to attempt sending a letter to the member.

## IX. Discussion Items

- a. **Officer Elections: Motion made by Mr. Smith to have the 2021 Annual Meeting by virtual teleconference for the purpose of officer elections. Motion seconded by Ms. Thomas. Votes: Ms. Miley – Aye, Ms. Thomas – Aye, Mr. Smith – Aye, Ms. Dumford – Aye, Mr. Laude – Aye, Mr. Jenkins – Nay, Dr. Palermo – Aye. Motion passes by 6-1 majority.**  
**Motion made by Mr. Jenkin to vote by viva voce rather than secret ballot. Motion seconded by Dr. Palermo.** Ms. Thomas felt that the election process already causes a lot of hard feelings on the board and that this would only make that worse. Ms. Dumford commented that she had understood the plan to be through BoardEffects. Dr. Palermo noted that whatever the board decides to do should be outlined in the Rules and Regulations as the procedure is not currently outlined there. Ms. Dumford asked for clarification on what would change. Mr. Jenkins explained that the votes would be done outloud or by raising of the hand rather than by secret ballot. The rest of the procedure would not change. **Votes: Mr. Jenkins – Aye, Dr. Palermo – Aye, Ms. Miley – Aye, Mr. Smith – Nay, Mr. Laude – Nay, Ms. Dumford – Nay, Ms. Thomas – Nay. Motion fails with votes 3-4 against.**
- i. **President:** Dr. Rosanne Palermo and Mr. Marquis Laude were nominated for the position of President.  
 Dr. Rosanne Palermo was elected President.
  - ii. **Vice President:** Mr. Mathew Jenkins and Mr. Marquis Laude were nominated for the position of Vice President.  
 Mr. Marquis Laude was elected Vice President.
  - iii. **Treasurer:** Mr. Eric Smith was nominated for the position of Treasurer. There were no other nominations.  
 Mr. Eric Smith was named Treasurer.
  - iv. **Secretary:** Ms. Allison Thomas was nominated for the position of Secretary. There were no other nominations.  
 Ms. Allison Thomas was named Secretary.
- b. **Bylaw Change Document:** Ms. Thomas presented the idea of creating and maintaining a Bylaw Change Document to contain the information of when Bylaws were changed and the reasons behind such changes. The purpose of this would be to allow future Board members to understand why the Bylaws are written the way they are, why certain changes have been made, or why Bylaws were left with their existing wording. This would prevent confusion and allow for the proper passing forward of information. This document would be kept in Board Effects and managed by the Rules and Regulations Committee. The Board was favorable towards adding this document.
- c. **Future Bylaw Changes:** Mr. Jenkins expressed concerns about the existing procedure to change bylaws. He felt that the existing procedure makes it nearly impossible for the membership to prevent a bylaw from being changed once the board votes to change it. **Motion made by Mr. Jenkins that before any further bylaws are changed by this board, that the bylaw amendment process be amended.**



**Motion seconded by Ms. Thomas.** Mr. Smith felt that committing to amending the bylaw without first reviewing why it is written the current way would be unwise. Mr. Laude agreed. Dr. Palermo felt that there could be a misconception about the reasons for the existing bylaw as it was intended to put more control in the hands of the membership. Mr. Jenkins noted that while that may have been the intent, as written it requires 75% of the voting membership to vote No to overturn a bylaw change. Mr. Tice explained that this was a change from previously when 75% of the entire membership was required to vote No to overturn a bylaw change. Mr. Smith stated that he is neither for nor against changing the bylaw but feels that committing to changing it is premature. Dr. Palermo suggested sending the wording of the bylaw to committee to be reviewed. Ms. Thomas asked whether Mr. Jenkin's intent with his motion was to require that the bylaw be changed or that it be reviewed. Mr. Jenkins clarified that he wants the bylaw reviewed before any further bylaw changes are made. **Motion amended by Mr. Jenkins to state that before any further bylaws are changed by this board, that the bylaw amendment process be reviewed. Amended motion seconded by Ms. Thomas. Motion passed unanimously.**

**X. Good of the Order**

- a. Next meeting April 20<sup>th</sup>, 2021, at 6:00PM EST via teleconference. Future meeting on May 18<sup>th</sup>, 2021, at 6:00PM EST via teleconference, subject to change.

**XI. Adjourn**

- a. Mr. Laude motioned to adjourn. Motion seconded by Mr. Smith. Meeting adjourned at 8:44 pm EST.