

Board of Directors Minutes
Regular Meeting
May 18, 2021 6:00PM EST

I. Welcome & Call to order

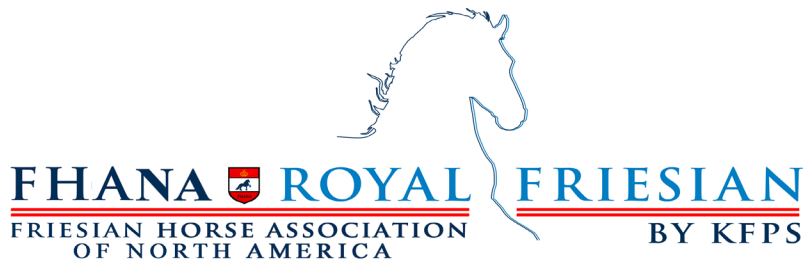
- a. In Attendance: Dr. Rosanne Palermo, President, Marquis Laude, Vice President, Allison Thomas, Secretary, Eric Smith, Treasurer, Charlotte Dumford, Director, Mathew Jenkins, Director, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: Dr. Palermo declared a conflict of interest in the discussion of the Mare Show East location.

II. Correspondence

- a. None

III. Treasurer's Report

- a. Mr. Smith presented the April 2021 Month-End Financials.
 - i. Statement of Financials
 - 1. Total Assets: \$546,312.51
 - 2. Total Liabilities: \$1,303.58
 - 3. Total Liabilities & Equity: \$546,312.51
 - ii. April Profit & Loss
 - 1. Total Income: \$232,269.86
 - 2. Total Expense: \$138,730.77
 - 3. Net Income: \$93,539.09
 - iii. **Motion made by Mr. Smith to accept the April Treasurer's report. Motion seconded by Ms. Thomas. Motion passes unanimously.**
 - iv. Mr. Tice noted that the question had come up in the Inspection Site Host minutes regarding the policy for if attendees need to cancel due to Covid-19 related issues. The board discussed the issue. The board was unanimously in favour of creating a separate policy for this apart from the normal Inspection Cancellation Policy. Ms. Miley will take it to the Inspection Committee to put forth a policy.



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

Board of Directors Minutes April 20 2021

Marketing Committee 3.22.21

Marketing Committee 4.19.21

FMC Minutes April 2021

Editorial Committee 4.30.21

Education Committee 4.27.21

Membership Committee 5.6.21

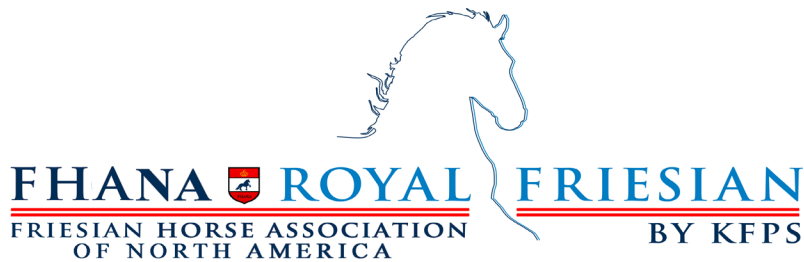
Motion made by Mr. Laude to accept the Consent Agenda as presented. Motion seconded by Ms. Miley. Motion passed unanimously.

V. **Executive Director's Report**

- a. **Membership:** Membership levels at this time of year vary. As of May 1, 2021, membership is at 1416.
- b. **DNA Issues:** None currently.
- c. **Registration Issues:** Fake papers are showing up more frequently. The issue is being looked in to.
- d. **Chapter Renewals:** All chapter renewals are complete.
- e. **Inspection Registrations:** There are currently 25 inspection entries and 2 IBOP entries. Currently online registration is still unavailable.
- f. **Registration Issues:** Mr. Tice noted that there are still ongoing issues with the receipt of fake papers. The issue is being looked into and information has been passed on to the KFPS.
- g. **Staff Review:** Mr. Tice is currently performing a review for Ms. Barnes. He asked for feedback from the board. All board members had positive things to say about Ms. Barnes' performance both in the office and on committees.
- h. **B-Book II Registration Issues:** Mr. Tice reported that despite the website updates with directions, the office is still receiving a disproportionately large number of calls regarding B Book II registrations. The board discussed the problem. Mr. Jenkins suggested making a video clip that could be translated into Spanish and French in order to walk people through the steps in the process. The idea was received positively and Mr. Tice will look into having this done.

VI. **Committee Reports**

- a. **Board of Directors March 31st, 2021 Meeting Minutes:** **Motion made by Mr. Jenkins to approve the March Board of Directors Meeting Minutes as presented. Motion seconded by Mr. Laude.** Mr. Smith asked about the Mare Show Committee Minutes. He felt that it was important that they reflect when Dr. Palermo excused herself for conflict of interest, as well as the direction from the board that the Mare Show East subcommittee was to handle the selection of the Mare Show East location rather than the entire Mare Show Committee. These changes were made. Section 6.was amended to read as follows:
Mare Show East Selection Information: Dr. Palermo excused herself due to 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.*

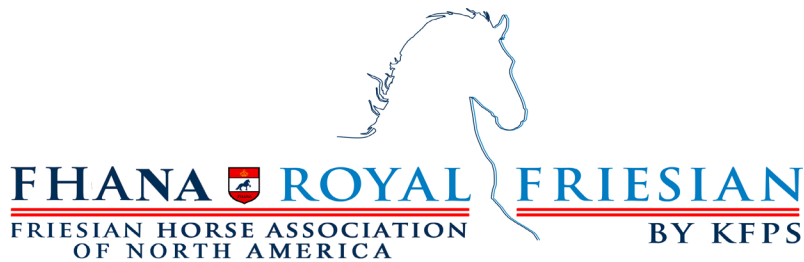
Motion made by Ms. Thomas to accept the March Board of Directors Meeting Minutes as amended. Motion seconded by Ms. Miley. Motion passed unanimously.

- b. **Mare Show Committee:** Dr. Palermo was excused from the call due to conflict of interest. Mr. Laude took over the running of the meeting. Mr. Jenkins presented the minutes from the Mare Show Committee meeting. He outlined the process that the Committee Chair went through in order to investigate and narrow down the selection of a suitable venue. The committee was very favorable about the location in Syracuse, NY but felt that it was too far north and this might deter attendees. Numerous sites did not have the necessary dates available for 2021 but could be considered in future years. The site in Michiana had the dates available but was at a higher price point, which was a concern if attendance was poor due to Covid-19. The Trinity Equestrian Center venue is being offered free of charge as a donation by Dr. Palermo, which would alleviate the concerns of FHANA suffering significant financial loss if Covid-19 made the event have lower attendance than previous years. **Motion made by Mr. Jenkins to hold the 2021 Mare Show East at Trinity Equestrian Center. Motion seconded by Ms. Miley.**

Mr. Smith presented a letter from the Great Lakes Friesian Horse Association requesting the board consider the issues regarding having inspections at private facilities and asking that the procedure for private venues from the Site Host Manual be referenced in this matter. He further mentioned other members who had contacted him regarding this and their negative response to the idea of having a Mare Show at a private venue owned by a member of the Board of Directors. He cited numerous bylaw violations in the way this had been handled, and a direct conflict with the Conflict of Interest document signed by all Board of Directors members. He also questioned why the motion to accept the selection of Trinity Equestrian as the facility was made by the chair of the Mare Show West rather than a member of the Mare Show East committee, as previously directed by the board. Ms. Miley asked how selecting Trinity was different than other private venues used for inspections. Mr. Smith clarified that the other private venues had to go through the private venue selection process, as well as noting that the other private venues do not have a Board of Directors member as their owner.

Ms. Thomas stated that she had been contacted by a variety of members who all expressed concerns about the possibility of Trinity Equestrian being selected to host the Mare Show East. She felt that due to the public perception of such a selection, it was very important that the private venue process from the Site Host Manual be followed. She felt that since it is the process that any FHANA member must go through in order to have a private venue used as an inspection site that this should be no different. She also felt that following the documented process would help show to the membership that if Trinity Equestrian was selected as the site of the event, it was done only after thorough consideration and the ruling out of any other viable locations.

Ms. Dumford felt that making this decision due to a rush was not the correct way to handle it. She expressed deep concern about the words of the chapter and members who had spoken up in opposition to the proposed venue and wanted to ensure they were properly addressed rather than rushed through due to time constraints. Mr. Jenkins stated that there were FHANA power players on the Mare Show



Committee who would be offended if the motion was not approved. Ms. Dumford felt that the members who were against the proposal have equal voice and importance to those who supported it.

Mr. Laude called for a vote. Mr. Smith requested it be a roll call vote.

Ms. Miley – Aye

Mr. Jenkins – Aye

Ms. Dumford – Nay

Ms. Thomas – Nay

Mr. Smith – Nay

Motion does not pass, with 2 Ayes and 3 Nays.

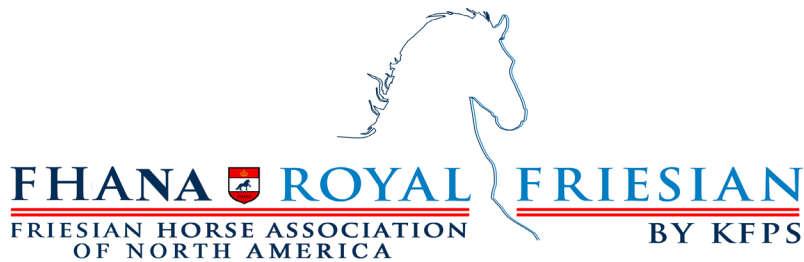
Mr. Jenkins cautioned the Board that he felt that Mare Show Committee members would quit due to the results of this vote. He stated that the committee was to meet the following day and requested that the Board put together an outline of what they would like to see in order to move forward with selecting Trinity Equestrian Center for the Mare Show East venue. He asked for specific criteria to ensure that the Board did not “move the goalpost” when the committee proposes the same venue again. Ms. Thomas stated that the criteria now was the same as she had requested in the March Board of Directors Meeting, that Trinity Equestrian go through the same selection process as any other private venue being considered for inspection. Mr. Smith noted that it needed to address direct and indirect conflict of interest bylaws as well as the average distance of travel for prior participants to each proposed site. It was also discussed that the proposal should include written verification that the site owner would not have any owned horses participate in the Mare Show, that no monetary compensation or benefit would be accepted by the owner, and that no advertising for the event would promote the venue. Mr. Laude agreed to put together a document with the required process and information and send it to the Mare Show Committee.

Dr. Palermo rejoined the meeting.

- c. **Inspection Committee:** Ms. Miley presented four motions that came from the Inspection Committee meeting.

Motion 1: Motion made by Ms. Miley to approve the addition of ‘Nakeurings’, called a Post Inspection in North America, at all FHANA Inspection Sites. To be eligible the horse must have been originally registered at an Inspection Site, was scratched from judging, the member paid the required fees, and is willing and able to travel to another Inspection Site. Motion seconded by Mr. Jenkins. Ms. Thomas suggested a change to the wording to include that the new inspection site must also have available spots for more horses to be inspected. Ms. Dumford proposed the following wording change: *To approve the addition of ‘Nakeurings’, called a Post Inspection in North America, at all FHANA Inspection Sites. To be eligible the horse must have been originally registered at an Inspection Site, was scratched from judging, the member paid the required fees, and is willing and able to travel to another Inspection Site that can accommodate a late entry.* **Motion amended by Ms. Miley to the above wording. Amended motion seconded by Ms. Dumford. Amended motion passed unanimously.**

Motion 2: Motion made by Ms. Miley to approve the addition of Herkeurings, called Re-Inspections in North America, at all Mare Shows. This type of re-inspection allows the member to appeal the judges’ original decision. To be eligible for an appeal, the horse must have been judged by a KFPS jury, the FHANA member must submit the required appeal application to the KFPS through the FHANA Office, pay the required fees, and is willing and able to travel to a Mare Show. Motion seconded by Ms. Dumford. Ms. Thomas requested the addition of wording to ensure that the Re-Inspection happen in the same year as the previous judging. She also asked whether the intent was to allow or deny the re-inspection of horses that had been judged in the Netherlands in the



same year. The Board discussed this and decided that it was unnecessary to bar recently imported horses from being reinspected in the same year. The following wording was suggested: *To approve the addition of Herkeurings, called Re-Inspections in North America, at all Mare Shows. This type of re-inspection allows the member to appeal the judges' original decision. To be eligible for an appeal, the horse must have been judged by a KFPS jury in the same calendar year, the FHANA member must submit the required appeal application to the KFPS through the FHANA Office, pay the required fees, and is willing and able to travel to a Mare Show.* **Motion amended by Ms. Miley to read as above.**

Amended motion seconded by Ms. Thomas. Amended motion passed unanimously.

Motion 3: Motion made by Ms. Miley to have the FHANA Leadership collaborate with the KFPS to formalize a revised re-inspection logistical process given the unique geographical challenges in North America. This revised North American plan would seek to allow the same KFPS Jury to re-judge horses at Herkeurings or Re-Inspections, allow North American members to submit their appeal application to the KFPS through the FHANA Office, and liberalize the required KFPS timeframes (e.g., re-inspection will occur at the time of the next re-inspection and the seven-day requirement to submit an appeal). In addition, the committee recommended that FHANA add a Central Mare Show to expand opportunities for our membership and improve equity and access to Re-Inspections. Motion seconded by Ms. Dumford. Ms. Thomas stated that she felt the last sentence was not connected to the rest of the motion and should be a separate initiative.

Motion amended by Ms. Miley to remove the last sentence. Amended motion seconded by Ms. Thomas.

Mr. Jenkins asked if this meant that re-inspections would be handled by the same judges. Ms. Dumford clarified that it would allow members to choose whether they wished to attend another site with the same judges or travel to a site that had different judges. **Motion passed unanimously.**

Motion 4: Motion made by Ms. Miley that FHANA allows its members to vote on the eligibility of D-Book horses, offspring of affiliated Studbook Approved Stallions, to participate in North American Inspections as was previously done for B-Book II horses in 2012. Members would be provided background education on the D-Book Category in advance to ensure they can make an informed decision. Motion seconded by Ms. Thomas. The Board discussed the ramifications of this idea. FHANA's rules do not currently address D-Book, so they are not prohibited from being registered or attending inspections. Mr. Smith felt that due to the current rules, the motion is not necessary. Ms. Dumford and Ms. Thomas expressed concerns about opening this discussion as it would likely lead to more controversy around B-Book II. Mr. Jenkins felt that the membership should make the decision.

Motion withdrawn by Ms. Miley.

- d. **Finance Committee: Motion made by Mr. Smith to purchase a new laptop computer for Office Registrar position. Motion seconded by Ms. Thomas.** The need for the new laptop is due to Ms.

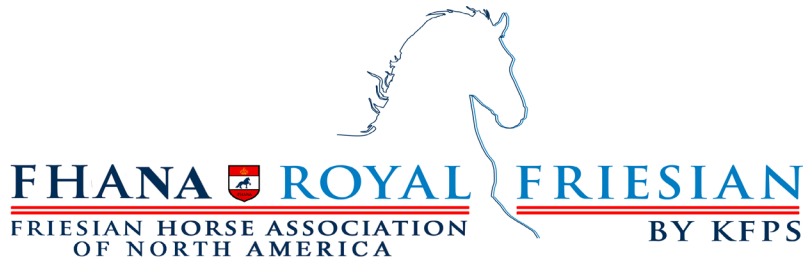
Barnes having some difficulty in working when weather, power outages or Covid-19 restrictions prevent her from attending the office. **Motion passed unanimously.**

Motion made by Mr. Smith to invest an additional \$50,000.00 into a William Blair Fixed Income Account. Motion seconded by Ms. Thomas. Mr. Smith explained that this would be a direct transfer from the existing savings account. Ms. Miley asked whether the committee had investigated a laddering strategy. Mr. Smith explained that this had been considered, and the committee has been investigating options all year. With interest rates very low, the committee felt this was the most beneficial option.

Motion passed unanimously.

- e. **Events Committee:** Mr. Laude presented the meeting minutes from the newly formed Events Committee. They have outlined goals for the year. Dr. Palermo noted that she had directed a Site Host to be in touch with the Events Committee regarding help with finding sponsorships.

- f. **Sports Committee: Motion made by Ms. Dumford to add a Mare category to the FHANA Horse of the Year award. Motion seconded by Ms. Miley. Motion passed unanimously.**
Motion made by Ms. Dumford to add a Halter/Showmanship/In-Hand Performance Award. Motion seconded by Ms. Thomas. Ms. Dumford explained that the reason for this award was that numerous



members had requested it. In hand classes are common at many shows. It also opens an award up to members who do not compete in riding in driving or have younger horses. She clarified that this award would be offered as both a Regional and National Award. **Motion passed unanimously.**

Ms. Dumford mentioned that the committee has been discussing ways to update the Chapter of the Year award with the help of Mr. Tice. The Board responded positively to the ideas that have been produced so far. The goal is to incentivize more participation in the award and reward the efforts of our Chapters and their members.

VII. Review Items

- a. None

VIII. Discussion Items

- a. None

IX. Board Round Table

- a. Mr. Tice noted that putting the Board of Directors meeting packet together is difficult if meeting minutes from committees arrive right at the deadline. He requested that they come in earlier if possible. As part of the work involved at that time is related to the financial report for each committee, the Finance Committee will work to have that information prepared beforehand to reduce the workload.
- b. Dr. Palermo brought up the need for a face to face meeting of the board. Options were discussed. Concerns were expressed about the meeting while the current grievance is still outstanding. Ms. Thomas updated the board on the current status of international travel from Canada. She hopes to be able to travel by summer time. After the first week of July, Mr. Tice would likely not be able to attend as inspection season will be in full swing. This will continue to be discussed until there is a way for the board to meet.
- c. Dr. Palermo let the Board know that a way has been found to get the KFPS merchandise in North America without FHANA having to purchase and stock it. Vrielink Equestrian Store is willing to supply these items to FHANA members in North America. She also informed the board that there is a joint effort with the KFPS to provide more news from the KFPS for the FHANA website and vice versa. There is also the potential for French and Spanish translations of the KFPS news.
- d. Mr. Tice informed the Board that Inspection sign up is now available online, but that IBOPs were not yet available to schedule online.
- e. Mr. Jenkins presented an idea from FHANA member Joe Michielli regarding have the Committee Chairs meet periodically throughout the year so that different committees know what others are working on. This would keep everyone up to date on what projects are underway and facilitate and promote the sharing of key information. The Board was unanimously favorable towards the idea.

X. Good of the Order

- a. Next meeting June 15th, 2021, at 6:00PM EST via teleconference. Future meeting on July 13th, 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 9:09 pm EST.