

Board of Directors Minutes Regular Meeting August 17th, 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, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: None

II. Correspondence

- a. **Letter from Marvel Jeffcoat:** Dr. Palermo mentioned this letter and asked what follow up had occurred. Mr. Laude updated the Board on the conversation he had had with Ms. McGowan. The Board discussed the situation extensively. It was decided that correspondence would be sent to Ms. McGowan regarding this matter. Ms. Thomas agreed to draft the letter and send it to the Board for review.

III. Treasurer's Report

- a. Mr. Smith presented the July 2021 Month-End Financials. The Finance Committee expects that with the postponement of inspections into 2021 and the cancellation of the Mare Shows and Education Weeks, will be a net income loss of around \$27,000. Refunds were also issued. They expect the budget to remain balanced but the committee recommends not making any unnecessary expenditures until the full impact is seen.

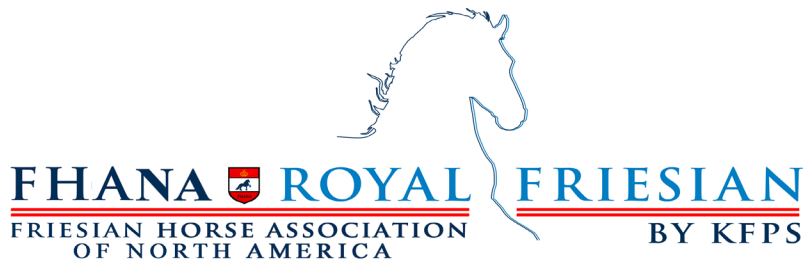
Dr. Palermo brought up the proposed expenditure for adding the Board recordings and Code of Conduct to the website. Funding has been re-allocated for this from excess in the Marketing Committee budget.

Motion made by Mr. Laude to approve the expenditure that Mr. Tice got the quote for to put the recordings and Code of Conduct on the website. Motion seconded by Ms. Miley. Mr. Smith asked whether he needed to abstain due to the Finance Committee asking the Board not to make more expenditures. Dr. Palermo felt he could still vote. There was a long discussion regarding the logistics of putting the recordings on the website and how to make those recordings secure.

Motion amended by Mr. Laude to approve the expenditure of the funds for adding the code of conduct to renewals on the website, to add secure viewing of the Board of Director recordings through the FHANA portal, and addition of verbiage and checkbox for members to agree not to copy or disseminate the recordings for any reason. Motion seconded by Ms. Thomas. Motion passes unanimously.

July 2021 Month-End Financials

- i. Statement of Financials
 - 1. Total Assets: \$528,633.94
 - 2. Total Liabilities: \$3,825.41
 - 3. Total Liabilities & Equity: \$528,633.94
- ii. July Profit & Loss



1. Total Income: \$392,013.41
2. Total Expense: \$318,672.18
3. Net Income: \$73,341.23

- iii. **Motion made by Mr. Smith to accept the July Treasurer's report. Motion seconded by Mr. Laude. Motion passes unanimously.**

IV. Action Item Review

- a. **Rework of Bylaws, Rules & Regulations, Code of Conduct and Grievance Committee:** The Committee has reviewed a proposed grievance policy change and feedback has been provided. The direction for the way these should be laid out is not yet agreed on. The FMC group that worked on this has also been contacted for feedback. The process is ongoing.
- b. **AGM Committee Breakout Sessions:** Dr. Palermo asked the Board Liaisons to follow up with their committees to ensure all committees let the AGM know whether they will hold a breakout session at the AGM.
- c. **Social Media Liaison Investigation:** A sample job description has been received from the KFPS, but it is in Dutch so Mr. Tice is working on translating and adapting it to FHANA's needs. The Finance Committee has been made aware that this is in the works.
- d. **FHANA 101/Welcome Session at 2022 AGM:** The Committee Chairs of Education and AGM will meet to discuss this.
- e. **Committee Advertising Contacts:** Numerous committees have discussed this but no advertising leads have been forwarded to the FHANA office. Board Liaisons are to follow up with their committees.

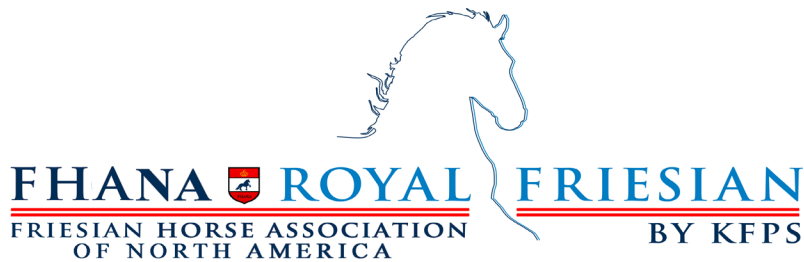
V. Consent Agenda – Items included in the Consent Agenda:

Board of Directors Regular Meeting Minutes July 13, 2021
Event Committee 7.15.21
Sports Committee 7.21.21
Mare Show Committee 7.28.21
Inspection Committee 8.10.21
Editorial Committee 7.29.21

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

VI. Executive Director's Report

- a. **Membership:** Membership as of August 1, 2021 is at 1603.
- b. **DNA Issues:** None currently.
- c. **Registration Issues:** There is a dispute over transfer paperwork that the office has received. The office will wait until both owners have signed off before proceeding with the transfer.
- d. **Inspection Registrations:** There were 408 inspection entries as of August 10, 2021. All inspection entries have been refunded as of the meeting date.
- e. **2022 FHANA Calendar:** The calendar is sold out.
- f. **Release of FHANA BOD Recordings and Addition of Code of Conduct to Renewals:** The quoted cost for the website change is 2,250 Euro.
- g. **Postage Rates:** The postage meter has been updated. Rates will increase as of August 29, 2021.
- h. **Phone System:** The new phone system has been installed and is functioning normally.



- i. **Meeting Minutes:** Mr. Tice has not received minutes from the FMC. He requested that Ms. Miley follow up on this. There was also a reminder that all items for the Board of Directors meeting packet needed to be received by Mr. Tice by no later than noon the Friday before the meeting, preferably earlier than that.
- j. **Inspection Video Submissions** Mr. Tice and Dr. Palermo are working on getting a sample video to provide to members who wish to have their foalbook mare moved to the studbook by video.

VII. Committee Reports

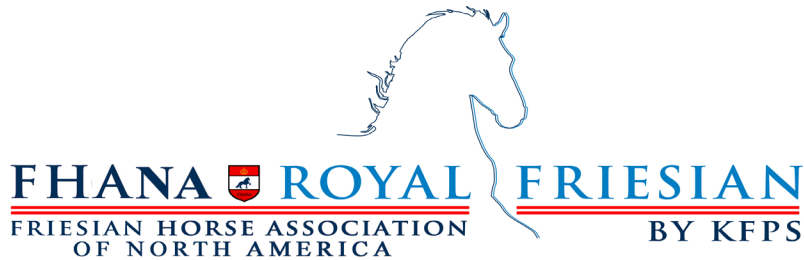
- a. **Finance Committee: Motion made by Mr. Smith to adopt the Finance Committee description as included in the Committee minutes. Motion seconded by Ms. Thomas. Motion passes unanimously.**

VIII. Review Items

- a. **Committee & Board Duties:** Dr. Palermo, Mr. Laude and Mr. Tice put together a document outlining FHANA volunteer duties. **Motion made by Mr. Laude to approve the document. Motion seconded by Ms. Miley.** Concerns were voiced about parts of the document setting expectations that could deter members from volunteering. **Motion withdrawn by Mr. Laude.** The document will be worked on by Mr. Laude, Ms. Dumford and Ms. Thomas and sent to the Board for review.
- b. **2023 FHANA AGM:** Mr. Tice investigated the Phoenix, Arizona area for potential venues and discovered that prices in the region were prohibitively expensive. A number of other locations were discussed and investigated. Mr. Tice presented proposals from one venue in Denver, Colorado and one in Las Vegas, Nevada. The Board discussed positives and negatives for both venues. Mr. Tice will investigate whether a deposit is needed for the proposal from Southpoint in Las Vegas, as well as what offsite options are available. **Motion made by Mr. Smith to withdraw Phoenix, Arizona as the location for the 2023 FHANA AGM. Motion seconded by Mr. Laude. Motion amended by Mr. Smith to withdraw Phoenix, Arizona as the location for the 2023 FHANA AGM due to cost. Amended motion seconded by Mr. Laude. Motion passes unanimously.**
- c. **2023 FHANA Elections:** Ms. Thomas presented the 2023 election schedule for review. She also mentioned that there is an open Board position and the remaining Directors will need to decide how and whether to fill it. All Directors will consider this and be prepared to discuss it at the September meeting.

IX. Discussion Items

- a. **Grievances:** The Board discussed the existing grievances and what actions needed to be taken regarding them. Dr. Palermo and Ms. Miley will meet to discuss and make a decision regarding the outstanding grievances.
- b. **Committee Selection:** Concern was brought up about how committee members were being assigned. **Motion made by Mr. Laude to turn all committee assignments back over to the entire Board of Directors. Motion seconded by Ms. Thomas.** The Board was unanimously in support of this. Logistics were discussed, including the option of assigning committee chairs and members before the AGM so that exiting Board of Directors members as well as Director-elects could take part in the process. **Motion passes unanimously.**
- c. **Video IBOP Submissions:** Ms. Miley asked if there was any progress on this. Dr. Palermo reported that she will be talking with the KFPS President regarding this and will report back to the Board. The Site Hosts are to meet August 25th and report back on interest among their members for early 2022 inspections.



X. Board Round Table

- a. None.

XI. Action Items

- a. Ms. Thomas will help draft the letter regarding the Sponsorship Committee/Site Host correspondence and send it to the board for review.
- b. The Rules and Regulations Committee will continue to work on the rewrite of the Bylaws, grievance Policy, and Rules & Regs and provide an update for the September Board Meeting.
- c. All committees must let the AGM committee know whether they intend to do breakout sessions at the 2022 AGM.
- d. Mr. Tice will work on creating the job description for the Social Media Liaison position. The Finance Committee will keep this in mind when budgeting for 2023.
- e. Chairs of AGM and Education to discuss what will be done in place of FHANA 101 at the 2022 FHANA AGM.
- f. Board Liaisons are to remind every committee chair to provide their committee's advertising contacts to Mr. Tice for followup.
- g. Mr. Laude, Ms. Thomas and Ms. Dumford will work on the FHANA Volunteer Duties and Commitment Letter and email to the board when complete.
- h. Mr. Tice to investigate whether a deposit is needed and what offsite locations are available for Southpoint in Las Vegas for the 2023 AGM.
- i. Board members to consider whether to, and how to fill the open board position.
- j. Dr. Palermo and Ms. Miley to meet and make a decision regarding the outstanding grievances.

XII. Good of the Order

- a. Next meeting September 21st, 2021, at 6:00PM EST via teleconference. Future meeting on October 19th, 2021, at 6:00PM EST via teleconference, subject to change.

XIII. Adjourn

- a. Mr. Laude motioned to adjourn. Motion seconded by Mr. Smith. Meeting adjourned at 8:25 pm EST.