

Board of Directors Minutes Regular Meeting September 21st, 2021 6:00PM EST

I. Welcome & Call to order

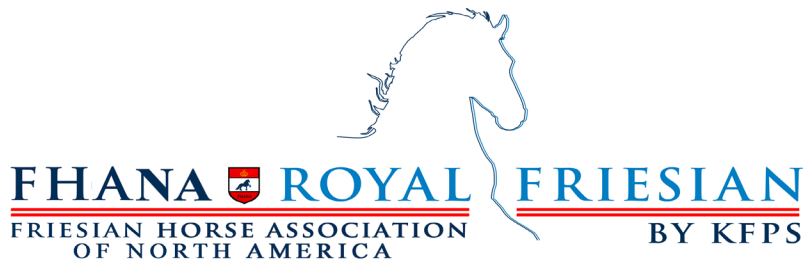
- a. In Attendance: Dr. Rosanne Palermo, President, Marquis Laude, Vice President, Allison Thomas, Secretary, Eric Smith, Treasurer, Charlotte Dumford, Director, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: Ms. Thomas will refrain from participating in discussion regarding her addition to the Marketing Committee.

II. Correspondence

- a. The correspondence to the Sponsorship Committee Chair was sent out by email.

III. Action Item Review

- a. **Rework of Bylaws, Rules & Regulations, Code of Conduct and Grievance Committee:** Reviewed during the **Discussion** portion of the meeting.
- b. **AGM Committee Breakout Sessions:** Education and Breeding Committees have committed to holding a Breakout Session. Membership Committee/Future FHANA is also hoping to do something for the Future FHANA members.
- c. **Social Media Liaison Investigation:** This item has been removed from Marketing Committee duties. Mr. Smith and Mr. Tice are working to finalize the financial impact of the position.
- d. **FHANA 101/Welcome Session at 2022 AGM:** This program will not be happening for the 2022 AGM.
- e. **Committee Advertising Contacts:** Education Committee is the only committee to have provided any leads so far. Board Liaisons are to ask committees for this again.
- f. **FHANA Volunteer Duties Letter:** Ms. Thomas provided feedback on this item. It will be worked on by Ms. Dumford, Mr. Laude and Ms. Thomas for the October meeting.
- g. **Deposit and Off-Site Information for 2023 FHANA AGM:** This item is complete.
- h. **Open Board Position:** Motion made by Mr. Laude to fill the open board position as part of the regular BOD election in 2022. Motion seconded by Ms. Miley. Motion passed unanimously. The board discussed at length how best to fill this position.
Motion made by Mr. Smith to use the following procedure to select who receives the 1 year term: If there are exactly 3 nominees for the 3 open positions, then those three will be asked to volunteer among themselves who will fill the partial term. If there is no volunteer, a member vote will be held, with the nominee with the fewest votes being offered the partial term. If there are more than three nominees for the open positions, then a membership vote will occur. The three nominees with the highest votes will be given the option to volunteer for the partial term seat. If there are no volunteers, the partial term will be filled by whichever of the 3 elected nominees had



the fewest votes.

Motion seconded by Ms. Dumford. Motion passed unanimously.

- i. **Outstanding Grievances:** Dr. Palermo will contact all members named in the grievances to let them know that the grievances have been withdrawn.
- j. **Letter to Ms. McGowan:** This item is complete.

IV. Treasurer's Report

- a. Mr. Smith presented the August 2021 Month-End Financials. There was no completed report due to a Quickbooks error so the report was presented verbally. Mr. Smith let the Board know that if not for inspection refunds being processed in August, the month would have been favorable. The official treasurer report for August will be presented at the October meeting.

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

Board of Directors Regular Meeting Minutes August 17, 2021

Education Committee 7.20.21

Marketing Committee 7.26.21 – removed to Committee Reports

Membership Committee 7.8.21

Membership Committee 8.12.21

Editorial Committee 8.19.21

AGM Committee 8.23.21

FMC Meeting Minutes May 2021

FMC Meeting Minutes June 2021

FMC Meeting Minutes July 2021

FMC Meeting Minutes August 2021

Inspection Committee 9.14.21

Finance Committee 9.16.21

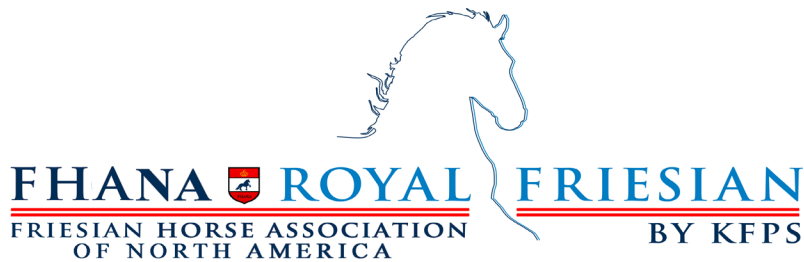
Editorial Committee 9.16.21

Mr. Smith requested that the Marketing Committee meeting minutes be removed from the consent agenda.

Motion made by Mr. Smith to accept the Consent Agenda as amended. Motion seconded by Mr. Laude. Motion passed unanimously.

VI. Executive Director's Report

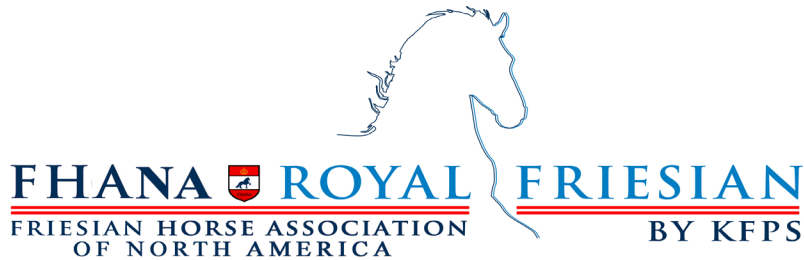
- a. **Membership:** Membership as of September 1, 2021 is at 1660. This is an 18% increase from 2020.
- b. **DNA Issues:** None currently.
- c. **Registration Issues:** The outstanding ownership issue has been resolved.
- d. **Inspection Registrations:** All refunds are complete. Any member who has not received their refund is asked to contact the FHANA Office as soon as possible.
- e. **Release of FHANA BOD Recordings and Addition of Code of Conduct to Renewals:** The Code of Conduct is now live as part of the renewal process. Currently one Board of Directors meeting recording has been posted. Softhouse is aware that we are only able to post one and is working on a solution so that more meetings can be posted.



- f. **Member Issues:** Numerous members have called the office and expressed their frustration to the FHANA staff. This is largely a result of the postponement of the 2021 inspection circuit. Mr. Smith suggested that it could be beneficial to reach out to anyone with stallions that had entered category 17 to inform them that they will still be eligible in 2022. Mr. Tice informed the board that he has requested a list of all horses that meet this criteria in North America so their owners can be contacted.
- g. **Quickbook Issues:** There was an issue with Quickbooks that impacted the production of the August financial report. This issue has since been resolved. While Accountant was working on the issue, Mr. Tice was informed that FHANA may be eligible for a payroll credit for 2020 due to a significant income drop from previous years. **Motion made by Mr. Laude to pursue having the FHANA accountant investigate whether FHANA is eligible to qualify for these payroll credits. Motion seconded by Mr. Smith. Motion passed unanimously.**
- h. **KSAE Leadership Conference:** Mr. Tice reported to the board about the Leadership Conference that he attended. It was a very positive experience. He had numerous ideas from it to share. He suggested the addition of an Onboarding Process for new FHANA Board of Directors member. This process would be mandatory for all new Board members. It could be done in person at the FHANA office or via Zoom. The Board unanimously supported the addition of this step for new Board members. It will also be made available as an optional opportunity for Committee Chairs. Mr. Tice also asked the current Board members to think of three words to describe the existing Board.

VII. Committee Reports

- a. **Marketing Committee:** Mr. Smith noted that the Marketing Committee currently has Strategic Plan Goal 6.4 as part of their mandate. This should be moved to the Sponsorship/Events Committee.
- b. **Education Committee:** Mr. Smith presented the committee's grant proposal as outlined. He requested feedback to present to the committee. The Board was unanimously favorable towards the creation of this grant. Extensive discussion occurred around the funding of the money for the grant. The Committee will be expected to work on ideas for the funding of the grant as part of the budget, however, the Board would like to pursue the creation of the grant.
- c. **Breeding Committee:** **Motion made by Ms. Dumford to approve the Breeder's Achievement Awards as presented. Motion seconded by Ms. Thomas.** The expenses of this awards program is expected to be offset by sponsorships. The logistics of the awards were discussed. **Motion approved unanimously.**
- d. **Sports Committee:** Ms. Dumford presented the new proposed FHANA High Point Club. This award is being developed by the Sponsorship/Events Committee with aid from the Sports Committee. The Board requested some clarifications on the proposal. Eligible horses must meet the existing criteria for FHANA High Point awards. The horse must be registered with the KFPS, must show under its KFPS registered name or have the KFPS registered name included in the show name, must show under the owner of record's name and the owner must be a current FHANA member. It was clarified that members can only be inducted to the High Point Club once. Awards will be handed out by the Sponsorship Committee. These awards have been donated by existing sponsors. Mr. Tice will develop a form for applicants to fill out to apply for this award. **Motion made by Ms. Dumford to approve the Sponsorship Committee's FHANA High Point Club proposal, with the additional criteria that members may only be inducted to the club once. Motion seconded by Mr. Smith. Motion passed unanimously.**



VIII. Review Items

- a. **Logo:** Dr. Palermo provided some information to the Board on the situation of the FHANA Logo. Ms. Thomas updated the Board about the status of the logo project. The existing logo would stay in use as part of the letterhead, and a new logo design would still incorporate our ties to the KFPS. Mr. Smith clarified that there is money in the existing budget to support the changeover to a new logo. The Logo Subcommittee has voted to present a logo to the Marketing Committee which, if it passes, will then be presented to the Board. There are some time constraints regarding a logo change due to the upcoming publication of the Special Edition of The Friesian.
- b. **Committee Membership Changes:** The Board discussed at length how committees should be formed. The Board felt that the Committee Chair should have significant input on the makeup of each Committee. The volunteers' skillsets, experience, availability and personality will all be considered. Each volunteer and committee will be considered on a case by case basis.
- c. **New Committee Members:**
 - i. Marketing Committee: Allison Thomas – Approved, MK Holloway - Approved
 - ii. Inspection Committee: Tiffany Van Der Kooi - Approved
 - iii. Sponsorship/Events Committee: Barb Renico and Beth Sharp – Tabled for further discussion and to ask the Committee to provide more possible options

IX. Discussion Items

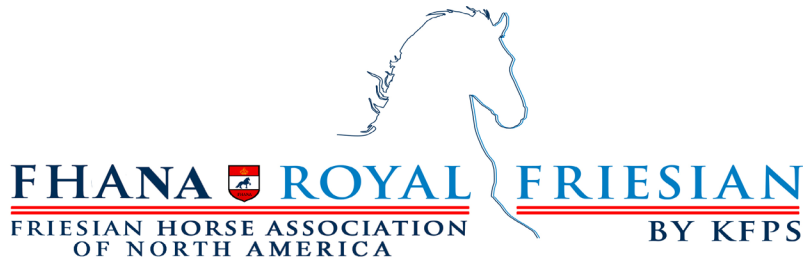
- a. None.

X. Board Round Table

- a. The FMC has expressed frustration that their subcommittee provided recommendations to the Rules and Regulations Committee without them being reviewed by the FMC first. They would like input on the changes. The Board agreed to have the FMC provide feedback on the Grievance Policy with a deadline of November 1st, 2021.
- b. The update of the Bylaws, Rules & Regulations, and Grievance Policy has not been completed. This was too large a task to complete in the time assigned. The revised action item will be for the Rules & Regulations Committee to have a completed Grievance Policy rewrite for the November Board of Directors meeting.
- c. Ms. Thomas and Ms. Dumford will form a subcommittee to work on an update of the FHANA Bylaws. The Board will provide input via email on potential members who can participate in this subcommittee. This task will be slated for 2022.

XI. Action Items

- a. **Dr. Palermo will request feedback from the FMC regarding the Grievance Policy with a due date of November 1st.**
- b. **Rules & Regulations Committee to present completed Grievance Policy rewrite for November Board of Directors meeting.**
- c. **Social Media Liaison Investigation: Mr. Tice and Mr. Smith are working on this and expect to present it as part of the 2022 budget.**
- d. **Volunteer duties – Ms. Thomas, Ms. Dumford, and Mr. Laude are working on the FHANA Volunteer Duties document and will have it completed by the October Board Meeting.**



- e. **Mr. Tice to move strategic goal 6.4 from Marketing Committee to Sponsorship/Event Committee with all associated subpoints and budget items.**
- f. **Mr. Tice will make a new form for the Sponsorship/Event Committee's High Point Club submissions and send it to Mr. Laude and Ms. Dumford.**
- g. **Inspection committee will contact members who have a horse eligible for category 17 to inform them of their eligibility for 2022 spring and fall inspections. Mr. Tice will provide the list of contacts once received from KFPS.**
- h. **Mr. Tice will follow up with the accountant regarding the possibility of a payroll credit for 2020 and 2021.**
- i. **All board liaisons to have their committees report to the AGM committee on breakout sessions before October Board of Directors meeting.**
- j. **Ms. Thomas to write up the board member election process that will be used to fill the existing empty Board seat.**
- k. **Dr. Palermo will contact all members named in the grievances to inform them that the grievances have been dropped.**
- l. **Board Liaisons to contact the newly approved committee members.**

XII. Good of the Order

- a. **Next meeting October 19th, 2021, at 6:00PM EST via teleconference. Future meeting on November 16th, 2021, at 6:00PM EST via teleconference, subject to change.**

XIII. Adjourn

- a. **Mr. Laude motioned to adjourn. Motion seconded by Ms. Dumford Meeting adjourned at 9:49 pm EST.**