

**Board of Directors Meeting Minutes
June 21, 2022, 5:00 PM CST**

I. Welcome & Call to Order at 5:00 PM CST

- a. In Attendance: Eric Smith, President, Allison Thomas, Vice President, Jo Clough, Secretary, Erin Miley, Treasurer, Charlotte Dumford, Director, Matt Jenkins, Director, Danielle Piascik, Director, and Jason Tice, FHANA Executive Director
- b. Absent: None
- c. Conflicts of Interest: Erin Miley relating to a transfer issue and for Danielle Piascik the New England Inspection application

II. Correspondence – Mr. Smith

- a. None

III. Action Items – Mr. Smith

- a. Complete the revised private venue application – Completed Ms. Clough
- b. Revise and update Dashboard – Ms. Clough reminded all of the BOD Directors to discuss goal setting with their respective committees. She indicated that she needs established goals that are measurable, objective, and have timetables for the FHANA dashboard. Ms. Dumford commented that the Sports Committee has focused on goal setting and Mr. Tice will ensure these goals are communicated to the BOD. Mr. Smith commented that the committees will have a sense of accomplishment as they track their progress to meeting established goals, this is important for us as an organization moving forward.
- c. Promote new IBOP fee reduction to \$135 – Completed Inspection Committee
- d. Explore options for chilled semen from the NL – Ms. Thomas reported that the Breeding Committee has this on their agenda for June 22, 2022.
- e. Transfer funds from Membership to Sponsorship for AFHA 25th - Completed Ms. Miley
- f. Bonus restructure to be completed by Dec. 2022 - Ms. Miley indicated that there are no updates at this time.
- g. Discuss/schedule a debrief with the KFPS MC after the 5/20/2022 meeting – Mr. Smith indicated that we need to set a date for the debrief as soon as possible. Mr. Smith asked Ms. Miley to discuss this request with her KFPS MC peers and indicated that this would be a separate meeting, it would not occur in tandem with a BOD meeting. Ms. Miley will reach out to get suggested dates/times from her peers. Ms. Miley is to invite all of the KFPS MC representatives.
- h. Consider responses for the following questions from our consultants, Leading Associates – Mr. Smith. This item was deferred to the FHANA Executive report agenda item.
 - i. How effective is the Board of Directors at providing support to the chief executive?

- ii. How effective is the Board of Directors at ensuring the organization has adequate resources?
- iii. How effectively does the Board of Directors monitor the organization's effectiveness?
- iv. How effective is the Board of Directors at enhancing the organization's public standing?

IV. Treasurer's Report – Ms. Miley

a. Ms. Miley presented an overview of the FHANA budget, she provided a recap for May and supporting documents. Ms. Miley reported that May was a very positive month, memberships are up 4% from prior year. Foal registrations are at 210 to date, this is good news. She indicated that FHANA's Blair investment is significantly down due to the current state of affairs with the economy. FHANA received \$31,000 for an employee retention credit that the association applied for through the federal government. These funds will go to "Other Income" in our budget. Mr. Smith inquired how we did overall with the spring Inspections with respect to income versus expenses. Mr. Tice indicated that \$5,700 was designated for the judges travel for the spring Inspections and indicated he would break out the actual for the BODs.

- i. Statement of Financials
 - 1. May Income: \$53,692.20
 - 2. May Expense: \$29,853.52
 - 3. April Net Income: \$23,838.97
 - 4. Total Assets as of May 2022: \$535,539.69
 - 5. Total Revenue YTD: \$282,643.20
 - 6. Total Expense YTD: \$246,120.51
 - 7. Net Revenue YTD: \$36,522.98

A motion was made by Ms. Miley to approve the Finance report. Ms. Thomas seconded the motion. The motion was approved unanimously.

V. Consent Agenda:

- a. BOD Minutes 5/17/2022, Ms. Clough
- b. Events and Sponsorship Committee 5/9/2022, Ms. Piascik
- c. Finance Committee 6/9/2022, Ms. Miley
- d. Health Committee 5/26/2022, Ms. Clough
- e. Inspection Committee 5/10/2022, Ms. Clough
- f. Sports Committee 5/18/2022, Ms. Dumford
- g. Future FHANA Committee 6/13/2022, Ms. Miley
- h. Marketing Committee 5/9/2022, Ms. Thomas
- i. KFPS/FHANA Regional Meeting 5/14/2022, Ms. Clough

Ms. Thomas requested that the BOD minutes for May 17, 2022, be pulled from the Consent Agenda. Mr. Tice indicated that there was a recommendation from the Finance Committee relating to paying \$25,000 to the KFPS now to take advantage of the current euro rate, he asked that the Finance minutes from 6/9/2022 be pulled.

A motion was made by Ms. Thomas to accept the Consent Agenda with the BOD and Finance Committee minutes pulled out. The motion was seconded by Ms. Dumford. The motion was approved unanimously.

VI. Executive Director's Report – Mr. Tice:

- a. Mr. Tice indicated that he has been dealing with a couple of transfer issues and that this would be best discussed in closed session.
- b. He reported that there will be a BOD development session on July 26 at 6 pm for two hours and that we should be prepared to answer the questions detailed in our action items.
- c. Mr. Tice would like to expand our volunteer recognition program. It was offered that we could do something for our volunteers in the FHANA magazine and consider regional volunteer awards. Mr. Tice would like to highlight one person per week on social media and send thank you cards signed by the FHANA President. Mr. Jenkins suggested that we think about having T-shirts for the committees. This could be considered for our budget next year and members could wear them at the AGM. Ms. Piascik and Mr. Tice will discuss and develop these ideas. Mr. Smith liked the concepts and indicated Mr. Tice has our unanimous support.
- d. Mr. Tice indicated that looking at the calendar we have a Mare Show on October 15 and 17 and the Alberta Anniversary on the 19TH. Mr. Tice stated that he will attend the two Mare Shows. Mr. Smith and Ms. Thomas will attend the Alberta celebration. Mr. Tice indicated that airfares are very expensive, the budget will not allow him to attend the Mare Shows and Alberta. Ms. Thomas indicated that is important for Mr. Tice to attend the Mare Shows and hopes more Directors will attend the Alberta event.
- e. JP Morgan started the transition to William Blair; it was done today. Mr. Smith's signature was needed for the process and the representative needed to get certified in Wisconsin. The transition will be done early next week.
- f. The Board went into closed session and then returned to the live session to continue with the agenda.

VII. Committee Reports

- a. Ms. Thomas indicated a correction needed to be made in the BOD MAY 17TH meeting minutes. She advised we change the language to state Mr. Jenkins made a motion to add the members as *mentors*. **Ms. Thomas made a motion to approve the May 17, 2022, minutes as amended. Ms. Miley seconded the motion. The motion passed unanimously.**
- b. Ms. Miley indicated that the Finance Committee reviewed the request to pay the \$25,000 we owe the KFPS to take advantage of the strong exchange rate. She

indicated that this is a favorable time to do this when the rate is so good. This was a recommendation, not a motion. Mr. Smith noted that the conversion rate may continue to fall, we should watch the trend and see if it goes down even more. If the rate starts to climb we could pay it right away. The exchange rate was 1.05 today. It was agreed we would watch the rates and let Mr. Tice pull the trigger if the rate begins to rise. Mr. Tice indicated that the President and Treasurer have the authority to approve this. Mr. Smith does not want to pay early and have the rate continue to fall. **Ms. Miley made a motion to approve the Finance Minutes. Mr. Jenkins seconded the motion. The motion passed unanimously.**

- c. FMC Committee April 2022: Ms. Miley presented three motions from the Council:
- i. *Request the FHANA Board create a new tab for the FHANA Member Council on the website. Background: For several months, the FMC has been working on the task of creating a description for the FMC. This is a request from the board that was made of all FHANA committees last year. After discussing how best to accomplish this, the FMC determined it would be more appropriate for the FMC not to be listed under committees on the FHANA website, as it is not a committee. Instead, a new tab can be made under the "About" section for the FMC where their minutes and the FMC bylaws can be listed.*

Ms. Miley made a motion to approve the FMC's request to have a tab on the website where the minutes and their bylaws could be posted. Ms.

Dumford seconded the motion. Ms. Clough inquired if the KFPS MC should also be moved to such a location given they are a council, not a committee. Mr. Jenkins inquired if there would be an expense with this, it was noted that the expense would be Mr. Tice's time. He questioned how important this would be to our membership. Ms. Thomas commented that the FMC did not exist when the FHANA bylaws were overhauled and that we should better understand the FMC role and bylaws. It was noted that if content is added on the FMC this would be placed in the Rules and Regulations section of the website. Ms. Miley noted that the FMC brings a great deal of value and Ms. Piascik agreed with her. Ms. Clough indicated that the FMC has an important role and connection with FHANA, and it is comprised of FHANA chapter presidents. Ms. Piascik inquired if the content should be placed on the chapter page given the involvement of chapter presidents. Ms. Dumford asked to review the FMC documents (bylaws) and indicated that the FMC is FHANA's grass roots. Mr. Smith indicated that this is a reasonable request from the FMC. Ms. Thomas reminded all that FHANA does not control the FMC bylaws, the FMC is their own entity. Ms. Thomas asked who would maintain this proposed tab and it was noted that the admin would post the information just as it is done now on the Committee page. Mr. Smith asked if there was any more discussion, that there was a motion on the floor. It was determined that the BOD will take the time to review the FMC bylaws. Mr. Smith asked if we should amend the motion to create the tab, transfer the information, and any new information would be

reviewed by the admin before posting on the tab. **Ms. Miley restated the amended motion to create the tab, transfer the information, and that any new FMC information would be reviewed by the admin before posting. Ms. Thomas seconded the amended motion.** Ms. Thomas will check to see if the committee description was finalized by the BOD before posting this information and Ms. Clough will send the BOD the agreement between the FMC and FHANA that was made in 2016. **The motion carried.**

- ii. *Request the FHANA Board remove the additional charge of \$75 for registration of foals sired by non-NA stallions. Background: It is the FMC's understanding that this additional fee was added by the FHANA board many years ago to encourage FHANA members to use NA based stallions. In the interest of the recent discussion about health and low kinship, the fee is outdated and should be removed.* Erin indicated this would suggested given we need to focus on lowering kinship and relationship values with breeding. She indicates the current fee counteracts this initiative. **Ms. Miley made a motion to drop the \$75 dollar fee for foals sired by non-NA approved stallions. The motion was seconded by Ms. Thomas.** Ms. Dumford asked when the fee was instituted. Ms. Miley indicated it has been in place since about 2001. Ms. Miley indicated that Finance looked into this and there were 77 foals born at that time and \$5,700 generated. Ms. Miley indicated that is difficult to change fees mid-year and that this could be considered for the next budget cycle. The Finance Committee reviewed this request and recommended no change for this current year. Mr. Jenkins commented that we should be rewarding our North American breeders, he was for the fee. Ms. Miley commented that the fee might impact breeding decisions and perhaps the Breeding Committee should take a look at this. Ms. Dumford asked if the fee goes directly to FHANA, and it was noted that it did. Ms. Thomas and Ms. Clough commented that we need to promote Friesian health by promoting low kinship breedings. It was noted that a fee of \$75 may not make a big difference in breeding decisions. Mr. Smith concurred, that \$75 does not make a difference in choosing a stallion. He was not in favor of changing the rules midstream, it is currently embedded in our budget. Mr. Smith indicated we are missing the data, what is the average kinship in North America versus the Netherlands? He expressed concern that this is speculation at this time, and he was currently not in favor of this request. Mr. Tice agreed from a budget standpoint this should not occur, we have \$6,600 budgeted for this year and if we did this, we would need to send out refunds. It was advised we send it back to the Finance Committee and let them investigate if for our 2023 budget. Mr. Jenkins suggested that we consider rewards for breeding horses at 17.5 kinship or less. It would not matter where the stallion was from, NA or the NL. It was recommended that we ask the Breeding Committee to take a look at options, that there is no rush at this time. Mr. Tice would like to know what the decision was surrounding this fee back in 2001. Ms. Miley tabled her motion so more information and discussion could occur surrounding

this topic. Finance and Breeding Committees will further analyze this request before it comes back to the BOD.

- iii. *Request the FHANA Board reinstitute the Stallion Testing Committee. Background: In recent months, the FMC has had several lengthy discussions about member concerns regarding the stallion testing process, cost of testing, and the length of time it has been since there has been a NA stallion successfully complete testing and become approved. The FMC sees this as an opportunity to stand this committee back up in order to assist FHANA in addressing these concerns and help make the process smoother for stallion owners to navigate. Potential projects for the Stallion Testing Committee include developing a breakdown of the average costs stallion owners incur for testing and later ABFP testing, developing an owner's guide/handbook to the stallion testing/approval process, investigating ways communication can be improved between the jury or FHANA and stallion owners, and consolidating the testing information between the KFPS website and FHANA's website in an easy to read manner so there is less confusion about the process.* **Ms. Miley made a motion to reinstate the Stallion Testing Committee. Ms. Dumford seconded the motion.** Ms. Miley indicted that stallion testing was a hot button topic and that members were questioning the cost and the process. The FMC inquired where members go for guidance if they have a stallion candidate. They would like more data on the cost involved and have more of a sounding board for the organization. Ms. Dumford would like to see the process outlined better along with the costs involved. Mr. Smith inquired if they looked at the current process that was adopted last year. Mr. Tice reported that there is a outline under rules and regulations, this covers the requirements and the costs, and the like. Ms. Miley reiterated that members are seeking mentors and guidance on this process. It was suggested that this could reside with the Inspection Committee. Ms. Piascik noted this request could have been a result of some of the issues with prior stallion candidates, she prefers to look forward rather than to the past. Ms. Thomas noted that there is great information on this topic already available for members and perhaps we need a point person/mentor that members could go to. Ms. Miley recommended that we have a sounding board to assist our members. Ms. Piascik asked if a stallion testing manual be developed. Mr. Jenkins indicated he was involved with the development of the stallion testing documents as a proofreader and that this information could be taught to our mentors to disseminate to interested individuals. Ms. Dumford asked if the costs listed in the document were averages and Mr. Tice indicated that they were listed on the high end. If they are less than that the member would get a refund check. It was asked that given the changes in the KFPS, is the current process still relevant. Mr. Jenkins indicated if there are changes we would refer to the KFPS rules and regulations. Ms. Clough indicated that this discussion highlights the need for more transparency and education for members. Ms. Dumford asked what the Stallion Testing Committee would do

specifically. Ms. Miley indicated that the committee would assist members along this journey, this could take on a number of forms. Mr. Smith commented this might be better suited with mentors versus a committee and suggested we select a mentor who has experience in this area rather than from our new mentor pool. Mr. Tice indicated he has functioned as the POC for this function. Ms. Miley noted there had been hard feelings in the past with stallion testing and that the committee could be helpful in supporting stallion candidate owners. Ms. Thomas noted when the difficulties occurred in past that the committee was active. Ms. Piascik indicated that she did not feel a committee was needed. **Ms. Miley withdrew her motion.** This request might be best served with mentors, manuals, and the like.

- d. AGM Committee 6/7/2022. Mr. Jenkins was pleased to report that planning for the AGM is going very well. He indicated that the upcoming AGM would be more experiential and that there will be relevant, hands-on activities for participants. The committee has confirmed, and approved sponsors and they have rented the Mob Museum and will have a catered meal at that venue. There will be costumes, and a roaring 20 gangster theme. It was reported that the following AGM is being considered at the Marriott Griffin Gate, there is a contract in the works. Mr. Tice would be able to obtain reasonable rates, \$149 per room. It was noted about the struggles people are having with hotel rates at this time and that the expense for technology is high, many have moved this function off their sites. **A motion was made by Mr. Jenkins to have the 2024 AGM in Lexington, KY at the Marriot Griffin Gate. The motion was seconded by Ms. Thomas.** It was noted that this would get us back to Lexington once every three years. **The motion passed unanimously.**
- e. Inspection Committee 6/14/2022
- i. Inspection Applications – Changes in Public Venue Locations: The Inspection Committee reviewed and approved Montana's and New England's revised public venue Inspection applications. No action is required from the BOD for public venue changes.
 - ii. The Inspection Committee voted on and approved the Southern California request to have a private venue Inspection. The motion passed unanimously in committee. **Ms. Clough made a motion to approve the private venue request for Southern California and it was seconded by Ms. Miley.** Mr. Jenkins reported that it is almost impossible to find venues in southern California and supported their request. Mr. Smith indicated that we need to move on this request given how quickly the Inspections will be occurring. **The motion passed unanimously.**
 - iii. Quebec's' private venue request. Ms. Clough indicated that they were able to determine that the fee for the Quebec site would be \$40 and that they have 30 stalls available. **Ms. Clough made a motion to approve Quebec's request**

for a private venue. Ms. Dumford seconded the motion. The motion passed unanimously. Ms. Miley indicated that the revised Private Venue application form looked great. Mr. Smith requested more detail on what a private venue was, Ms. Clough and Mr. Tice have been working on expanding the description in the application.

f. Bylaw Committee

- i. Ms. Thomas indicated that the Bylaw Committee met and selected 13.1 as their first bylaw needing a revision. This was decided so that other bylaw changes could logically follow. The revision states:

3.1 Amendments. The Board shall have the power and authority to initiate alterations, amendments, or repeals of these Bylaws by the vote of a super majority (two thirds) of all the members of the Board. Each such change to the Bylaws shall then be voted on by the membership, whereby 75% of the voting membership who cast votes must vote in favor of the change for it to succeed. The Board shall send notice and explanation of any proposed change to the Bylaws to the membership via electronic mail (if possible) or regular mail. The membership will be given a minimum of seven (7) days to review the proposed change. Ballots will then be sent to the membership via electronic mail or regular mail. The membership will have fourteen (14) days from the date of the ballot to vote in favor of or opposition to the proposed change to the Bylaws. The results of the vote will be published to the membership within three (3) business days.

Ms. Thomas made a motion to accept the revision to Bylaw 13.1. Mr. Jenkins seconded the motion. During the discussion Mr. Smith indicated that the revision should state 2/3rds majority rather than the term super majority. **The motion was amended to include the suggested change in language e.g. 2/3rds majority.** Mr. Smith asked if this motion is approved by the BOD do we present this to membership now or hold it till the end of the year. Ms. Thomas commented that is important that we send this out now. This is needed so the committee can continue updating other bylaws. Mr. Tice indicated that the fee for proceeding with the bylaw change with our membership would be \$300 for the electronics and that there would be mailing charges to consider as well. It was suggested that we could use Constant Contact to reduce costs. Ms. Thomas indicated it would be very important to send out an explanation as to why this bylaw change is recommended, we need to get this right. Ms. Dumford commented that we need to get out from under this bylaw so we can make changes to other bylaws more efficiently. **The motion passed unanimously.**

Ms. Thomas indicated she would take the responsibility to draft an explanation for our membership. Mr. Tice will send out this communication on July 11, 2022, so that this process can be completed by the end of the July.

VIII. Review Items -

- a. Education Committee Strategic Goals - tabled due to time constraints.

Discussion Items

IX. Action Items – Ms. Clough

- a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard for their respective committees – Liaisons
- b. Explore options for chilled semen from the NL – Ms. Thomas
- c. Bonus restructure to be completed by Dec. 2022 - Erin Miley
- d. Schedule a debrief with the KFPS MC after the 5/20/2022 meeting – Ms. Miley and Mr. Tice
- e. Consider responses for the following questions from our consultants, Leading Associates – BOD
 - i. How effective is the Board of Directors at providing support to the chief executive?
 - ii. How effective is the Board of Directors at ensuring the organization has adequate resources?
 - iii. How effectively does the Board of Directors monitor the organization's effectiveness?
 - iv. How effective is the Board of Directors at enhancing the organization's public standing?
- f. Create a manual for stallion testing similar to the Inspection Manuals – TBD
- g. Identify a subject matter expert/mentor for stallion testing - TBD
- h. Breeding and Finance Committees to do additional fact finding on the FMC request to remove the charge of \$75 for registration of foals sired by non-NA stallions and to explore options to incentivize low kinship breeding. Ms. Thomas and Ms. Miley.
- i. Draft and submit an explanation on the Bylaw 13.1 change proposed by the committee to educate membership – Ms. Thomas
- j. Send a copy of the FMC-FHANA agreement to the BOD – Ms. Clough
- k. Send a copy of the FMC Bylaws for a review by the BOD – Ms. Miley

X. Round Table –

- a. Ms. Miley inquired about the Membership Committee meeting minutes. Mr. Jenkins will follow up with Ms. Eccard to determine where they are in the process.
- b. Mr. Jenkins suggested that a tutorial be created on navigating the FHANA website. Mentors could advise new members to take advantage of such a learning opportunity to help them better understand how to use the site and understand its options. Second,

Mr. Jenkins would like to see the formal agreement between the FMC and FHANA and also have the Bylaw Committee review it.

- c. Ms. Dumford asked the Directors to remind their committees of the August 1, 2022, due date for submissions to the FHANA magazine. The Sports Committee has done very well on their submissions and Future FHANA will be submitting an article for the next addition. Ms. Dumford liked Mr. Jenkin's idea about the tutorial and suggested that this be passed on to the Education Committee or consider for social media communications. Ms. Piascik and Ms. Thomas will take this back to their committees for further discussion and action.
- d. Ms. Piascik reported that Ms. Robbins will no longer be on the Events and Sponsorship Committee.
- e. Mr. Smith inquired where we are with the FB page we discussed. This Events FB page is not administered by FHANA. Mr. Smith indicated that he will be having a conversation with the FB site owner in the near future.
- f. Ms. Piascik inquired if a committee revamps a form does it need to be approved by the BOD. Mr. Smith indicated that forms would not need to be voted on by the BOD.

- XI. **Meeting Evaluation** – Ms. Miley indicated that the meeting went very well and that the extra time needed to complete the meeting was warranted. Mr. Jenkins liked the problem solving that occurred and that we were all putting our brain power together. Ms. Clough indicated that the meeting was both productive and efficient. Ms. Piascik was pleased that we stayed on track and for Mr. Tice keeping us in-line. Ms. Dumford's only criticism was timing, the length of the meeting and that for some topics there was not quite enough background information. Ms. Thomas commented that we do go over the set meeting time it did not feel that way. She was pleased all were engaged. Mr. Tice commented that the BOD worked cohesively and was pleased that all were showing respect for each other. He noted that we are keeping the emotions out of our discussions and were problem solving very well. Mr. Smith agreed more background information would be beneficial and apologized for running over but was happy with the outcome.

XII. **Good of the Order**

- a. The July 2022 meeting will be on the 19th at 6:00 CST. Future meeting is August 16, 2022.

XIII. **Adjourn**

- a. Motion to adjourn was made by Ms. Clough. The motion was seconded by Ms. Piascik. Meeting adjourned at 7:15 CST.