

**Board of Directors Meeting Minutes  
July 19, 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: Danielle Piascik – Committee member agenda item.

**II. Correspondence – Mr. Smith**

- a. Letter from Ms. Oxana Erkoverts - Mr. Smith reported a response had been sent to Ms. Erkoverts, no further action needed at this time.

**III. Action Items – Mr. Smith**

- a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard for their respective committees – Ms. Clough and Liaisons. Ms. Clough urged all liaisons to please discuss this action item with their respective committees and submit goals to FHANA for inclusion in the dashboard. She noted that the project is losing traction, new goals are needed to complete the project.
- b. Explore options for chilled semen from the NL – Ms. Thomas indicated that this is an ongoing action item for the Breeding Committee. They cancelled their most recent meeting and plan to reschedule and catch up on the action item.
- c. Bonus restructure to be completed by Dec. 2022 – Ms. Miley indicated that this item is still in the works.
- d. Schedule a debrief with the KFPS MC after the 5/20/2022 meeting – Completed. Ms. Miley reported that the meeting went very well and that it was beneficial.
- e. Consider responses for the following questions from our consultants, Leading Associates – Mr. Tice reminded all that our meeting is on July 26<sup>th</sup> and that the Directors need to be ready to respond to the below questions.
  - 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 – Mr. Smith will start this initiative by first identifying a mentor. After that, work will begin on a stallion testing manual. Mr. Tice reminded all that there is a KFPS Judges meeting next week, we will get more information on scheduling and action items at that time. The video

process will be utilized again when the Inspections are completed. He indicated we need to be proactive, not reactive in our planning.

- g. Identify a subject matter expert/mentor for stallion testing – Mr. Smith (see f.)
- 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. Ms. Thomas indicated that this topic was discussed at their Breeding Committee meeting, and it is an ongoing discussion. Mr. Tice has provided the committee with additional background information on the topic for the committee to review. The Breeding Committee's recommendation may drive what actions the Finance Committee considers.
- i. Draft and submit an explanation on the Bylaw 13.1 change proposed by the committee to educate membership – Completed Ms. Thomas
- j. Send a copy of the FMC-FHANA agreement to the BOD – Ms. Clough inquired if this document needs to be revisited and updated given things have changed since it was originally written. Mr. Smith agreed that this document should be reviewed and updated.
- k. Send a copy of the FMC Bylaws for a review by the BOD – Ms. Miley indicated that nothing needs to be done with the FMC Bylaws, they are fine as currently written. Mr. Jenkins asked if the FMC is a committee or a separate entity. All were reminded that the FMC took over the Chapter Committee's functions when the FMC was launched. The Directors discussed if the FMC is a fully independent entity and Ms. Piascik asked how the FMC fits in FHANA's organizational structure, indicating we need to flush this out. Ms. Thomas indicated that her committee will be reviewing and updating bylaws and in the meantime we should review and write a draft as to how the FHANA-FMC relationship is structured, asking the Directors what do we want this relationship to look like. She cautioned that any FHANA Bylaw change for this item should not be too specific. If changes occur overtime we do not want to have to make more bylaw revisions relating to the FHANA-FMC relationship and structure. Mr. Smith commented that we can recognize the FMC similarly to our committees and that they do not have powers to supersede the FHANA Bylaws. It was noted that we need to ensure the FMC Bylaws are not in conflict with FHANA's Bylaws. Ms. Dumford indicated we should ask the FMC how they see themselves, how it operates within FHANA. She commented that we should let them clarify these points. Ms. Piascik and Ms. Clough agreed that these questions should be posed to the FMC to receive their perspectives and insights. Mr. Jenkins inquired if the chapters are incorporated given they have their own bylaws. It was noted that a number are not incorporated. Ms. Miley indicated that the FMC plays a vital role within FHANA, that it facilitates working relationships with members and the Board of Directors. Ms. Thomas asked if the Bylaw Committee could hear from the FMC by her August meeting to work on the FHANA-FMC bylaw review and edits. Ms. Miley reported that the FMC took a month off due to busy summer schedules and that they could get the requested information to Ms. Thomas by October or November. Ms. Thomas indicated that timeline would work for her committee. Mr. Smith asked that this item be added to the next Board of Directors meeting agenda.

**IV. Treasurer's Report – Ms. Miley**

- a. No Financials for June 2022. Ms. Miley will have two sets of Financials for review in August.

**V. Consent Agenda:**

- a. BOD Minutes 6/21/2022, Ms. Clough
- b. Breeding Committee Minutes 6/22/2022, Ms. Thomas
- c. Education Committee Minutes 6/20/ 2022, Ms. Piascik
- d. Membership Committee Minutes 5/25/2022, Mr. Jenkins
- e. Sports Committee Minutes 6/16/2022, Ms. Dumford
- f. Marketing Committee 6/27/2022 & 7/11/2022, Ms. Thomas
- g. Events and Sponsorship Committee 6/13/22 & 7/12/22, Ms. Piascik
- h. Editorial Committee 7/7/22, Ms. Dumford

**A motion was made by Ms. Piascik to accept the Consent Agenda. The motion was seconded by Ms. Dumford. The motion was approved unanimously.**

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

- a. Mr. Tice reported that our memberships are doing quite well and thanked the Membership Committee for their hard work and contributions. (Per the Executive Director's written report - Membership: 1618 for July which is 18% higher than 2020 numbers and we have not achieved this membership number in over 10 years.)
- b. Mr. Tice met with the website consultants, Softhouse, this morning who houses our database. With respect to the opting out option for our members information, he is waiting for a quote from the vendor before proceeding. A donate button is in the works tied to membership renewals. Mr. Tice sent the consultant the codes for the donate button so it should be easy to implement. As with opting out, he is waiting for a quote to perform this enhancement. For the final website addition, he is working on adding the foal forms (not including the microchip) into our database. The consultants thought this would be doable. This update would automatically generate the forms, the FHANA Office would add the sticker to the printed form, and then mail the information to the owner. Work is still needed on this enhancement and a quote is also needed before proceeding. Mr. Smith commented that his will make our office much more efficient. It was noted by Ms. Smith that we continue to add more tasks and jobs to the office, we need to make these functions easier and more efficient. Mr. Tice informed the Directors that he will need to go through Premier Media for the option to assist with language translation for French and Spanish. He indicated that this could be discussed with the vendor in January at a face-to-face meeting.
- c. He commented that the Volunteer Recognition initiative is going well on social media. Mr. Smith received the thank you cards to sign and will drop them in the mail once completed.

- d. Mr. Tice reported that Ms. Lauren Barnes has left her position in the FHANA Office and moved on to a new job. Mr. Tice has had discussions with two individuals who would consider working for the FHANA Office in a part time capacity. He believes that a part time approach would work well for the FHANA office and stated that Ms. Tice will assist in the interim in a part time capacity. He was happy to report that one of the office candidates speaks Spanish. Mr. Tice indicated if he could have two part time employees that this would be workable for the FHANA Office. He noted that it is hard to maintain fulltime employees, people tend to move on to other jobs. Mr. Tice reported that the office will need one more computer at a cost of \$1,500 to \$2,000. The expense would be depreciated over time. Mr. Smith asked if a formal announcement about Ms. Barnes leaving should be made. It was noted that she had a short two year tenure and that we would not proceed with a formal announcement. Ms. Smith and the Director's supported Mr. Tice's plan to hire part time employees and noted the only restriction is our budget. Mr. Smith indicated that Mr. Tice's plan is a great way to grow skill sets and that it was flexible and would enhance stability. It was also noted that it would be helpful to have employees with skill sets in social media and marketing.
- e. Mr. Tice reminded all that the registration deadline for Circuit 1 is tomorrow. He also indicated that FHANA members have been needing help with on-line registrations. Ms. Thomas will draft a post relating to the Inspection deadlines for Mr. Tice.
- f. Mr. Tice will attend the Mare Show West and asked if someone could pick him up in Fresno. The airline cost for Mr. Tice to travel to the January 2023 Stallion Show is \$750. Mr. Smith reminded all that Mr. Tice is authorized to attend the Stallion Show, that it is within our budget and permission is not required.

**VII. Committee Reports – None**

**VIII. Review Items -**

- a. Education Committee Strategic Goals – Ms. Piascik reported that the Education Committee believed that their goal should be implementation of FHANA 101. This has been the focus of their discussions the last couple of meetings, progress has been slow. There are ongoing discussions on how to move forward e.g., should they move from a Power Point format to a video format. She predicts this may not be complete by the AGM. It was asked if a written format could be ready for the AGM and the video for 2023. Ms. Piascik is having communication challenges; she is not included in all committee communications, and she has noted challenges with the discussion format at meetings. It has been challenging to provide direction and input. She asked for input from the Board on how to proceed. Mr. Smith indicated that he would be glad to assist, that he attended the last meeting. He indicated that the written format for FHANA 101 is the foundation of this initiative and needs to be completed; the video will not work in lieu of. It was noted that the AGM would be an excellent place to pilot this initiative. Ms. Clough inquired if their FHANA 101 goal could be broken down into smaller sub goals to facilitate completion of this project and assign specific timeframes and individuals to



tasks. With this approach the committee could see progress being made which may serve to motivate and facilitate progress.

Ms. Piascik reported that they have FHANA 101 content from the previous committee and planned to add more content. She indicated that they would like to collaborate with other committees like the Inspection Committee to get their content ready. They are examining 101 content at their next meeting.

It was noted that FHANA goal 7.47, *Make all FHANA educational material available*, is on hold at this time. This is a five year goal, and we are on year three. This is not related to a manpower issue. They do have experienced and knowledgeable members to complete this task.

Mr. Smith inquired about FHANA's Education Week, one week is complete, and a second course is coming up. This question was posed because the budget season is coming up soon. Mr. Smith inquired if we want to ask the Education Committee if they have the appetite to conduct Education Weeks next year and if we want the committee to start working on it. Ms. Thomas stated that Education Week is arranged by the KFPS and asked if this is really under Education's purview. It was noted however, that the committee is responsible for the budget. Mr. Tice reported that the KFPS would like to do educational offerings electronically in the future. Mr. Tice and Mr. Smith will discuss this topic next week. This initiative would need to be part of an Inspection schedule. It was again asked if the KFPS really wants to continue to do this.

The Board of Directors went into closed session. Recording stopped at 6:10 PM.

- b. The meeting began once again with the Logo License agenda item – Ms. Thomas reported that the Marketing Committee met early July and that this document has went through committee review twice. The intent is to have FHANA members fill out the form to request use of the FHANA logo if it was for a function that does not have pre-approved (e.g. use at FHANA Inspections). Chapters can use the logo for Inspection posters, they do not need to ask the office each and every time. Other than that, they must fill out the form indicating what they will use it for. The goal of this initiative is to ensure requests are processed and approved by FHANA. If members make items with the logo, they must get pre-approval and assess if there are royalty fees in support of FHANA. This document is the starting point for requests. A motion was made by the committee for the Board to review and approve its use. **Ms. Thomas made a motion that the Board approve the logo use policy with the recommendations that a lawyer reviews the document. Mr. Jenkins seconded the motion.** Ms. Miley inquired who within FHANA approves the requests. Ms. Thomas commented that the committee discussed this at length, it is not for the Marketing Committee to decide. It was offered that this could be delegated to the FHANA Office. The committee is seeking guidance from the Board on their recommended approach to approve or deny requests. One idea

suggested in the past was to have these go to the Marketing Chair. Ms. Piascik commented that this is somewhat tied to the Sponsorship Committee. Mr. Smith did not believe that was the case, indicating this is not a sponsorship activity. Events and Sponsorship has a form that asks if the logo will be utilized. It was determined that the Marketing Committee is the foundation for the use of the logo. Once signed and approved, the requestor will get the appropriate logo materials, this will control quality. Mr. Tice indicated he is on board with the logo use policy and form and the request process. After the discussion, the **Motion Passed Unanimously.** This will now go back to the Marketing Committee for a recommendation on how processing should occur. Mr. Tice expressed that he is fine with the requests coming into the FHANA Office and if there are questions, it could be referred back to the committee. Ms. Dumford agreed with this approach. Ms. Miley and Ms. Clough agree with using this form and the process of going thru the office. It was asked if there should be a formal announcement soon given the Inspections are rapidly approaching and members are working on preparations. Mr. Smith indicated it should be available as soon as possible. Ms. Dumford inquired if it needs to be reviewed by the attorney given we approved Ms. Thomas' motion. It was suggested we could communicate this information and direct members to contact the FHANA Office for the interim form. Mr. Tice indicated that there is not much for legal review with this document. It was noted that the trademark was submitted May 2022. Mr. Smith commented that it is critical that these requests go through the FHANA Office. Mr. Tice will send it to the attorney tomorrow morning. He anticipates it will be 2 – 2.5 hours of work and the fee would be \$1000. The attorney prefers to have email communications, not a phone call. Ms. Thomas asked if she should rescind or modify her prior motion. **Ms. Thomas withdrew her previous motion and motioned to approve the logo license agreement document as presented. The motion was seconded by Mr. Jenkins. The motion passed unanimously.**

- c. FHANA Dashboard – Mr. Tice reported that he, Ms. Miley and Ms. Clough met to work on the dashboard. He indicated that the dashboard can be found on Google Drive, that you can access it anytime. The dashboard contains budget information including actuals, Inspection data and the like and is updated monthly. He added specific tabs for committee work goals and progress. There is currently a tab for Health, Sports, and Marketing Committees. He reminded all that the goal for merchandise sold affects our budget. More metrics will be added as the goals come in from our liaisons. This tool is very helpful, committees will know where they stand with their goals. This item will be added to next month's agenda.

## **IX. Discussion Items -**

- a. Committee Member Additions – Mr. Smith  
The Education Committee would like to add: Mr. Mathew Kissack & Ms. Deanna Arbucci. **Ms. Piascik made a motion to add Mr. Kissack and Ms. Arbucci to the Education Committee. Ms. Thomas seconded the motion.** Ms. Miley indicated that these two individual were guests at last committee meeting. Mr. Jenkins trusts the committee's recommendation. It was asked if this should be deferred to address

committee structural changes. Mr. Smith indicated he can see this moving forward and structural changes will be addressed concurrently. **Motion passed unanimously.**

- b. Members not attending meetings – a member has missed three straight Inspection Committee meetings and has yet to attend a Sports Committee meeting. Mr. Smith indicated that no motion was required for this attendance item. It was asked what the maximum was for missing scheduled meetings before action should be taken. Mr. Smith indicated that we do not have a precedent for the attendance issue. It was noted that not attending meetings can be problematic for ensuring a quorum. It was noted that if a Director missed three meetings they can be removed and perhaps the same rule should apply to committees. Mr. Smith asked if we address this expectation in our committee orientation. Mr. Tice indicated he addressed a number of these topics at the Chair Orientation meeting this year. The committee document states members need to attend but it does not give a number of how many meetings can be missed. Ms. Miley thought the benchmark of three missed meeting sounded reasonable. It was noted that a member contacting the committee chair and indicating they cannot make the meeting is different than not showing up for a meeting. It was discussed about the importance of communicating an attendance rule at the beginning of a year versus making standards or expectations during a year. Ms. Clough and Mr. Tice expressed that committees were functioning despite the absences. It was advised that we develop a written notice for the individual that if there are future absences that they could be replaced. The member then can make their decision if they want to continue or not. Ms. Thomas will write the draft language and send it to Mr. Smith; he will contact the individual. There is a FHANA Chair meeting on Monday the 25<sup>th</sup>. Mr. Tice indicated that the issue of attendance, roles and responsibilities can be addressed at that time.

**X. Action Items – Ms. Clough**

- a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard for their respective committees – Liaisons and Ms. Clough
- b. Explore options for chilled semen from the NL – Ms. Thomas
- c. Bonus restructure to be completed by Dec. 2022 – Ms. Miley
- d. Consider responses for the following questions from our consultants, Leading Associates – Mr. Tice. The meeting is scheduled for July 26<sup>th</sup>, 2022.
  - 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?
- e. Identify a subject matter expert/mentor for stallion testing – Mr. Smith

- f. 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
- g. Obtain FMC feedback regarding their structure/role and submit to Ms. Thomas for committee review – Ms. Miley
- h. Purchase office chair for new employee – Mr. Tice
- i. Computer request to Finance Committee – Mr. Tice
- j. Communicate to committee chairs roles and responsibilities - Mr. Smith
- k. Establish procedure for processing logo license reviews and approvals - Ms. Thomas
- l. Draft language on meeting attendance for Mr. Smith – Ms. Thomas

**XI. Round Table –**

- a. Mr., Smith inquired who is going to the January 2023 Stallion Show. Ms. Dumford and Ms. Piascik will attend. Ms. Thomas, Ms. Miley, Mr. Jenkins, Ms. Clough might attend. In the past Ids Hellinga allowed four chairs for FHANA Directors at the Stallion Show table. Mr. Smith will lobby for six chairs for the upcoming show. Ms. Dumford plans to sit with others as does Ms. Piascik. Mr. Smith commented that the KFPS expects only Directors to utilize these chairs. Directors would have to commit to sit at the table, the KFPS pays attention to who is sitting there.
- b. Mr. Tice indicted that not all who can are using BoardEffect. If he needs to add people to this program it will cost additional funds. Ms. Thomas reported she now has access and will use the application, Events and Marketing will begin to utilize it more as well. It is yet to be determined if the Education Committee will be using BoardEffect.
- c. Health Committee Highlight – Ms. Clough reported that In an effort to promote equine health, she was happy to report that ~ 18 equine research projects seeking participants across the country have been identified for a range of equine health issues. These include asthma, infectious diseases, metabolic syndrome, muscle disease, obesity, sarcoid, gastric rupture, megaesophagus, degenerative suspensory ligament disease (DSLDD), and corneal stroma loss. The Health Committee hopes to have this list posted on the FHANA website in the near future to facilitate member involvement and advances in science. Contact information will be included.
- d. Ms. Dumford is seeking articles for the magazine; the deadline is August 1. Ms. Miley asked if the Youth Committee submitted an article, she will follow up on this submission. Ms. Clough will reach out to Dr. Ketover to see if he has time to work on the trailer accident article.

- XII. Meeting Evaluation –** Mr. Smith stated that he will focus on getting the meetings to end on time given we ran over this evening. Ms. Dumford cautioned the Board about focusing on personal issues, we should focus on governance. Mr. Jenkins liked how we kept the logo discussion moving forward, that is important to support our Directors during difficult situations, and that we should be strong on our feedback. He commented that it was a great meeting. Ms. Clough indicated that the meeting was efficient, and she did not mind running over to cover important information. Ms. Miley expressed her support to Ms.



Piasek. Ms. Thomas indicated that we moved through some difficult topics, that we keep the focus on governance, and that the meeting went well. Mr. Tice indicated that he forgot to add meeting times to the agenda and will correct that in the future and second, to not overlook meeting minutes in the future.

**XIII. Good of the Order -**

- a. Next meeting: August 16, 2022 @ 6PM EDT. Future Meeting September 20, 2022 @ 6PM EDT.

**XIV. Adjourn -**

- a. Motion to adjourn was made by Ms. Clough. The motion was seconded by Ms. Thomas. Meeting adjourned at 7:28 CST.