

**Board of Directors Meeting Minutes
August 16, 2022, 5:00 PM CST**

- I. **Welcome & Call to Order at 5:01 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: None
- II. **Correspondence – Mr. Smith**
 - a. None
- III. **Action Items – Mr. Smith**
 - a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard for their respective committees. We currently have a subset of committee goals; these were taken for their respective minutes. Next meeting this agenda item will require Liaisons to report their committee goals. - Liaisons
 - b. Explore options for chilled semen from the NL. This action item was discussed at the Breeding Committee. They will explore legal issues and have a conversation with the USDA. - Ms. Thomas and Ms. Dumford
 - c. Bonus restructure to be completed by Dec. 2022. This is an agenda item for the next Finance Committee meeting. – Ms. Miley
 - d. Consider responses for the following questions from our consultants, Leading Associates. Mr. Smith noted this action is complete and thanked all for their participation.
 - e. Identify a subject matter expert/mentor for stallion candidate testing. Mr. Smith identified a possible mentor and will get this information to the Membership Committee through Mr. Jenkins. The proposed individual is glad to take on this role and to review the process and update records. – 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. This is to be discussed later in the meeting as a motion. – Ms. Thomas and Ms. Miley
 - g. Obtain FMC feedback regarding their structure/role and submit to Ms. Thomas for committee review. Ms. Miley reached out to the FMC and advised them to contact Ms. Thomas and the Rules and Regulation Committee. Ms. Thomas has not heard yet from the FMC, this may be related to the fact the FMC is on a short summer break. Ms. Miley will reach out to them again. – Ms. Miley
 - h. Purchase office chair for new employee – Completed by Mr. Tice
 - i. Computer request to Finance Committee. The request was submitted to Finance for their review and action. – Mr. Tice

- j. Communicate to committee chairs roles and responsibilities. Mr. Smith attended some committee meetings, communicated expectations, and the committee has a solution. Mr. Smith intends to continue attending these meetings. – Mr. Smith
- k. Establish procedure for processing logo license reviews and approvals. Marketing Committee met last night, and they are currently writing a formal procedure. They would like to automate the procedure; this will require funding. - Ms. Thomas
- l. Draft language on meeting attendance for Mr. Smith. – Mr. Smith will review Ms. Thomas' draft document.

IV. Treasurer's Report

- a. Ms. Miley presented an overview of the FHANA budget, she provided a recap for July and supporting documents. She indicated there is a lot of good news. Inspections are strong. Our goal is for 600 horses to attend, and they are now at 660. There may be 200 more needing to register for the Inspections. Membership dues and registrations are also strong year to date. Travel costs for Inspection Judges are very high, this will have an adverse impact on our budget.
 - i. Statement of Financials
 - 1. July Income: \$60,589.91
 - 2. July Expense: \$56,191.35
 - 3. July Net Income: \$4,398.56
 - 4. YTD Net Income: \$62,117.32
 - 5. YTD Revenue: \$420,431.99
 - 6. YTD Expense Actual: \$358,314.96

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

V. Consent Agenda:

- a. Board of Directors Minutes July 19, 2022, Ms. Clough
- b. Inspection Committee July 2022 & August 2022, Ms. Clough
- c. AGM Committee June 28, 2022 & July 26, 2022, Mr. Jenkins
- d. Health Committee 7.28.22, Ms. Clough
- e. Membership Committee 6.29.22, Mr. Jenkins
- f. Sports Committee July 20, 2022, Ms. Dumford
- g. Youth Committee 8.1.22 & 5.2.22, Ms. Miley
- h. Finance Committee 8.11.22, Ms. Miley

Mr. Tice asked that the Board minutes be pulled from the Consent Agenda and Ms. Dumford requested that the Membership minutes also be pulled. **A motion was made by Ms. Piasek to accept the Consent Agenda with the two items removed. The motion was seconded by Ms. Thomas. The motion was approved unanimously.**

VI. Executive Director's Report:

- a. Mr. Tice indicated he included Inspection numbers in his report (below item i.) and that there are 510 horses. He is also feeling very positive about the outlook for Circuits 2 and 3. Mr. Tice contacted Mr. Vanderkooy who indicated that the Inspection went very well in Circuit 1, FHANA members are pleased. Half of the Inspection was done with one Judge since the second Judge returned to the Netherlands for a family emergency. As a consequence, Quebec and Nova Scotia have only one Judge for their Inspections. With this travel issue we will need to work on finances with the KFPS. There will be another \$2,300 for air travel on top of what was already expended. Mr. Tice was pleased we were able to get the Judge back to his family quickly. Additionally, there are also non-refundable, non-transferable costs for Judge Hellinx in Circuit 2. He will not be able to come to the Inspections as initially planned. Given tickets are non-transferable, he is the only one who can use them. FHANA will work with the KFPS to determine what can be done moving forward. Currently we do not know who will be the Circuit 2 Judge to replace him. These issues will be on the agenda for the next KFPS-FHANA meeting.
 - i. Inspection Numbers: ON-41, NS-13, QE-13, BC-33, AB-45, MT-11, MI-35, NY-20, OH-27, IN-36, S TX-7, N TX-7, WI-21, KS (FULL) -32, TN-7, NV-3, OR-4, FL (FULL)-26, NC-9, S CA-12, PA-39, C CA-27, NE-42, Total 510
- b. Mr. Tice is having challenges with the FHANA calendar, he needs two more advertisers. If these spots remain open he may need to use a FHANA picture to fill a gap. Despite that we are financially stable. The cost per page is \$750. Mr. Smith asked if we could try another outreach, could we do a marketing post on Face Book. Mr. Tice will, and he reminded all that the deadline is September 15.
- c. Mr. Tice is having ongoing challenges with B-Book II and is asking for assistance from the Board of Directors. Registrations are being sent to the FHANA Office and 60% of their time is spent on phone calls answering questions on B-Book II. He asked how do we move forward with this, indicating that it is a sensitive subject. He has sent a proposal to the Breeding Committee for dealing with this challenge, he is seeking direction from the Board. Mr. Smith indicated that we need to make this an action item, that we need to be accountable. He indicated that we have rules and regulations to follow before we change our policy. He acknowledged that the process in place is not working. He indicated that we should reach out to the Rules and Regulation Committee to start the review process, asking what do we do to fix the office situation. Ms. Dumford asked Mr. Tice what he would like to see from us. Mr. Tice expressed that he is focused on providing quality customer service and that this is difficult with current practices. He noted that there is a lot to do with registrations, answering calls, looking up horses for members, and sending paperwork. Mr. Smith felt that there is no problem with forwarding their paperwork to the KFPS rather than returning it to the sender. Ms. Piascik questioned if we are on the hook if for some reason the KFPS does not receive the forwarded mail. It was asked if we should have a special meeting to develop a plan moving forward, indicating we could start with Mr. Tice's proposal. Mr. Smith would like to see what the Breeding Committee and Rules and Regulations would advise first. Ms.

Thomas will forward Mr. Tice's proposal to the BOD. Ms. Dumford noted that this is a sensitive subject and that we need to tread lightly. Mr. Smith indicated that we could place this on the January ballot, we could discuss if it would be binding or non-binding referendum. The plan is to have the two committees review the proposal and issues and bring it back to the BOD for action. Mr. Tice indicated that this is a good start, we need to begin the discussion.

VII. Committee Reports

- a. BOD Minutes – Page 4, Item E, items 1-5 should be deleted on upcoming events and vacation. This item was deemed not germane for the minutes. **Ms. Clough made a motion that the July 19, 2022, minutes be approved as amended. Ms. Miley seconded the motion. The motion passed unanimously.**
- b. Membership Committee – Ms. Dumford inquired if a new member, Ms. Corrine Hill needs to be approved by the BOD. Ms. Thomas inquired why they were adding another member to their committee. Mr. Jenkins reported she wanted to get involved, she has an interest in this committee, that meeting attendance had been light, and they could use additional help. **Mr. Jenkins made a motion to add Ms. Corrine Hill to the Membership Committee. Ms. Thomas seconded the motion. The motion passed unanimously.** Ms. Thomas inquired about item #2 on the survey for non-renewals, specifically about the renewal fee. It was noted that fees are never prorated. The survey will be released in October and if they chose to renew at that time, it will cover the last two months of this year when there are no inspections and no magazine in the queue for release and 2023. Ms. Thomas hopes we have good responses, and they renew. Ms. Thomas inquired about the FHANA mentor template, and it was clarified that this is an internal document between the committee and their mentors. Mr. Jenkins indicated that the welcome letter will be released in the preferred language, being released in French or Spanish too.
- c. Breeding Committee July 27, 2022 – Ms. Dumford indicated that the committee recommended that we rescind the fee for using stallions outside of North America. She understands that this change would not occur this year. Finance is also involved in this action given the budget impact. **Ms. Dumford made a motion that the \$75 fee for stallions outside of North America be rescinded. Ms. Thomas seconded the motion.** Ms. Thomas and Ms. Dumford indicated that the fee is not doing what it was intended to do. We should be supporting action that are effective, this is not. They noted we should incentivize rather than penalize. Ms. Dumford indicated that all of the committee members oppose the fee approach. She noted that mare owners chose who is best for their mare, the fee plays no role in their decision-making. It was voiced that we need to focus on health and low kinship. Ms. Dumford reported that the statistics show we have overall lower kinship in our foals in North America than in the Netherlands as do our North American stallions. We need to develop an initiative to promote North American stallions. It was asked how do we promote our stallions and also promote low kinship. **Ms. Dumford motioned that we redirect this to the Finance Committee for investigation and send it back to the Breeding Committee.**

Ms. Thomas indicated that while she understands the removal of the fee, we should not be using fees to make money if it is not promoting what it was intended to do. She cautioned billing members if this is not meeting our stated goal. Ms. Dumford reiterated that the response from the committee members will be the same when they understood the fee went to FHANA it was unpopular with the committee. Ms. Miley reported that FHANA receives \$5,000 per year from this fee. It is not as significant as one might think. Mr. Smith questioned if we are speculating that there are a lot of feelings and emotions, asking are they true. Ms. Thomas indicated that in her conversations with members not a single breeder took the fee into account when choosing a breeding stallion. Mr. Tice advised Ms. Dumford to withdraw the motion. **Ms. Dumford withdrew the motion.** The Finance Committee will look at this item for the 2023 budget. Mr. Smith felt this to be an appropriate course of action.

- d. Finance Committee July 21, 2022 - **Ms. Miley motioned that we approve the website development project. Ms. Dumford seconded the motion.** Mr. Smith expressed that he is in full support of the changes, why they are being made, and noted there are timing issues with respect to membership renewals. Ms. Dumford indicated that the proposed development cost came in lower than she expected. The deadline on the proposal passed but was extended by the vendor. **The website motion passed unanimously. Ms. Miley motioned to purchase a new computer for part time office staff. Ms. Thomas seconded the motion.** Mr. Tice reminded all that he has two part time employees, and their work schedules overlap. He has used a dinosaur computer to make this work. **The motion passed unanimously.** Mr. Tice inquired about the dollar amount approved. **The motion was amended by Mr. Miley to purchase a computer that did not exceed \$2,300. Ms. Thomas seconded the motion. The motion passed unanimously.**
- e. Events/Sponsorship 8.8.22 - **Ms. Piascik made a motion to allow the Events/Sponsorship Committee to host an online auction as a fundraiser.** She indicated that she has a proposal that she submitted for review. **Ms. Dumford seconded the motion.** Ms. Thomas inquired how would the monies work. Ms. Piascik indicated that ideally funding events would be self-sufficient. Ms. Thomas asked what would happen to excess funds. Ms. Piascik indicated that they would reach out to the Finance Committee to see how that would work, determine if it would go into the general fund. Mr. Tice indicated that another bank account would not be created for this. This could come in as cash and hit the general finance ledger. It was noted that the committee would be responsible for keeping track of the funds, what is coming in and what is being spent. Mr. Smith indicated that the committee would need to budget accordingly. Mr. Tice reminded all that we just hired an independent contractor, we could use him for this initiative. Mr. Tice will see what he would be willing to do. Ms. Smith questioned the motion, asking what option specifically they would pursue from their proposal. Ms. Piascik will send it back to committee so they can further refine the option. Mr. Smith indicated that this is a good cause and that the motion needs to be concise with respect to the option. **The motion was withdrawn by Ms. Piascik,** it can

wait until after the Inspections as they have time to work out the details. Ms. Dumford indicated that this is a great initiative, she applauds the committee.

VIII. Review Items

- a. 2022 Board Election Dates, Ms. Clough.
 - i. Ms. Clough, Ms. Ms. Thomas, and Ms. Piascik will be working on revising the questions for the candidates' bios and for the FHANA Townhall. Mr. Smith reminded all of the calendar of events.
 - ii. Board of Directors Elections 2023
 - November 1, 2022-Call for Nominations
 - November 30, 2022-Close Nominations
 - December 7, 2022-Email/Mail Campaign Questions
 - December 15, 2022-Town Hall Session
 - December 16, 2022-Return of Campaign Questions and Biographies
 - January 1, 2023-Mail/Email Ballots, Campaign Question Responses & Bios to Membership
 - January 31, 2023-Election Closes
 - February 6, 2023-Count Ballots and Announce Results

Positions:

2023: Mr. Smith, Mr. Jenkins

2024: Ms. Thomas, Ms. Dumford, Ms. Miley

2025: Ms. Clough, Ms. Piascik

IX. Discussion Items

- a. Stallion Candidate Mentor - The FMC requested a stallion mentor and Mr. Smith found an experienced candidate for this role who has lots of ideas and recommendations. Mr. Smith identified Lana Markey to be the Stallion Mentor. Mr. Jenkins will inform the Membership Committee of the selection. **A motion was made to selection Ms. Lana Markey as the new FHANA Stallion Mentor. Ms. Dumford seconded the motion.** Ms. Miley stated she is perfect for this role. **The motion passed unanimously.** Mr. Smith indicated that Ms. Markey would be available to all owners of stallion candidates should they choose to use her. The Breeding Committee and Mr. Tice would continue their work with these individuals as well as done in the past, responding to their questions and issues.
- b. FMC-FHANA Bylaws - Ms. Thomas indicates that three options relates to this action item on the FMC structure and their role: the FMC becomes a committee, The FMC is a stand-alone organization, or the FHANA Incorporates the FMC into the FHANA Bylaws. She indicated that we do not have FMC feedback on their perspectives at this time; we need their feedback as to where they see themselves before moving forward. She noted that they are their own entity. Mr. Smith indicated we do not have anything on this in our Rules and Regulations, they are not part of us. He asked how does the FMC want to work with us. This is a discussion for the FMC to contemplate. Mr. Smith indicated that

we need to make this legally appropriate. Action will follow once the FMC provides their perspectives and recommendations.

- c. Marketing Committee Chair - Ms. Thomas reported that the Marketing Committee has not had a Chairperson since May. The Chair has been unable to participate due to personal reasons. It is uncertain when she will be able to come back and that the committee needs a Chair, that they should not continue with an interim. It was decided to discuss options during a closed session at the end of the meeting. Ms. Thomas is seeking Board input on who would be a good Chair. This item is tabled until the end of the meeting.
- d. June 17th minutes review regarding the owner of Erryt 488 - Mr. Smith indicated that we need to make a correction for our minutes. The wrong owner was stated for Erryt 488. The correct owner is Rancho MC, Mario Casarez, and there are no issues to address. . Mr. Smith apologized for the error on the BOD meeting recording.

X. Round Table Discussion

- a. Spring Inspection 2023 Recommendation – Ms. Miley and Ms. Clough reported a number of members have asked for a Winter/Spring Inspection in 2023. They feel an Inspection this time of year would help owners with Inspection preparation, more easily obtaining trainers to assist. Currently trainers are booked with clients preparing their horses for the fall Inspections, they are unable to accommodate all of our members' needs. Another Inspection would smooth out their workload, accommodating more members. It was decided to add this request to the Inspection Committee agenda for 9/13/2022 . Also, Mr. Smith indicated that applications must be submitted by Site Hosts as an official request, be vetted by the committee, and the committee would come forward with a motion. Concerns expressed about a Winter/Spring Inspection included high travel costs and that it could affect the AGM. Mr. Smith reminded all owners are allowed one Inspection per year. It was reported that the KFPS would come if there is interest and that they might find it appealing at a time when they are not so busy. Mr. Smith commented this was up for endorsement by the Inspection Committee.
- b. Mr. Jenkins reported that the AGM Committee is doing well.
- c. Ms. Dumford reported that the Editorial Committee needs more committee members, that we need to put out a solicitation both for members and for articles and pictures.
- d. Closed Session at 7:00 PM.
- e. The meeting returned to the regular session. **Ms. Thomas made a motion to appoint Ms. Valenchi to the Chair of the Marketing Committee. Ms. Dumford seconded the motion. The motion passed unanimously.**

XI. Action Items – Ms. Clough

- a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard for their respective committees at the next BOD meeting – Liaisons
- b. Submit contributions to the FHANA magazine, articles and photos. One article per year should be submitted to the Editorial Committee by FHANA committees – Liaisons
- c. Submit article ideas to Ms. Dumford– Liaisons and BOD

- d. Explore options for chilled semen from the Netherlands, exploring the legalities and discuss with the USDA – Ms. Dumford and Ms. Thomas
- e. Bonus restructure to be completed by Dec. 2022 – Ms. Miley
- f. Explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
- g. Obtain FMC feedback regarding their structure/role and submit to Ms. Thomas and Rules and Regulations – Ms. Miley
- h. Attend future meetings to monitor committee progress – Mr. Smith
- i. Establish procedure for processing logo license reviews and approvals - Ms. Thomas
- j. Meeting attendance draft review – Mr. Smith
- k. BBook II processing and his proposal to be reviewed and recommendations sent to the BOD – Breeding and Rules and Regulations Committees

XII. Meeting Evaluation

- a. Mr. Jenkins felt the meeting flow was great and that we went over important procedural items. Ms. Dumford indicated that it flowed well. However, we got lost in the weeds on the BBook II issue. Ms. Thomas indicated that the tone was good, and it went well. Ms. Miley stated that the meeting went well. Ms. Piascik said it went well, there was good flow, and everyone had something to add. Ms. Clough indicated the meeting went well and was pleased how members present their information. Mr. Smith indicated he would continue to work on the meeting flow, stating he apologized for the flow tonight. He challenged all to not be afraid of critical conversations and not be afraid of differing opinions. He indicated we do not need to rubber stamp all, be free to be open to talk about tough things. Mr. Tice indicated that the round table discussion on the Winter/Spring Inspection should have been an agenda item and tabled until the next meeting.

XIII. Good of the Order

- a. Next meeting: September 20, 2022 @ 6PM EDT, Future Meeting October 25th, 2022, at 5:00 CST.

XIV. Adjourn

- a. Motion to adjourn was made by Ms. Piascik. The motion was seconded by Ms. Thomas. Meeting adjourned at 7:19 CST.

j.