

**Board of Directors Meeting Minutes  
September 20, 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 from their respective committees at the next BOD meeting – Liaisons
    - i. Committees such as Sports, Breeding, Marketing, and Education are meeting within the next two weeks, and they will continue their work on goal setting. Ms. Smith asked that their efforts continue in order to accomplish this before next month.
  - 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
    - i. Mr. Smith indicated that timeframes and ideas have been submitted, that this is a good project for those who like to write, and the action item should be maintained on the list.
  - c. Submit article ideas to Ms. Dumford for the FHANA magazine– Liaisons and BOD.
    - i. As above in b.
  - d. Explore options for chilled semen from the Netherlands, exploring the legalities and discuss with the USDA – Ms. Dumford and Ms. Thomas.
    - i. Efforts are ongoing; they are working on a definitive solution and the research to make this possible. It was decided to consider this action item complete.
  - e. Bonus restructure to be completed by Dec. 2022 – Ms. Miley
    - i. Finance meets on Thursday to work on this item.
  - f. Explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
    - i. Work is ongoing, it has been extensively discussed.
  - g. Obtain FMC feedback regarding their structure/role and submit to Ms. Thomas and Rules and Regulations – Ms. Miley
    - i. FMC met last week, and the council determined they do not want to be included in the FHANA Bylaws. They see their role/responsibility to provide recommendations to the BOD, be a sounding board, and see themselves distant from the organization. This action item is complete.

- h. Attend future meetings to monitor the committee's progress – Mr. Smith
  - i. Progress is being made and Mr. Smith will continue to attend meetings.
- i. Establish procedure for processing logo license reviews and approvals - Ms. Thomas.
  - i. Work is ongoing.
- j. Meeting attendance draft review – Mr. Smith
  - i. Mr. Smith has received input from chairs and will review Ms. Thomas' draft. Ms. Thomas reminded all about the volunteer commitment letter, that members should attend all meetings as possible. If absent three times without notice they can be removed from the committee. Mr. Smith will brief the BOD on this issue at our next meeting.
- k. BBook II processing and his proposal to be reviewed and recommendations sent to the BOD – Breeding and Rules and Regulations Committee.
  - i. Deferred to later in the agenda to allow the BOD to get through all agenda items. Mr. Jenkins agreed.

#### IV. Treasurer's Report

- a. Ms. Miley indicated that the Finance Committee planned on meeting in the next few days to reconcile the budget. Mr. Tice indicated that we have \$54,000 in net revenue, we are in a net positive situation.

#### V. Consent Agenda:

- a. Board of Directors Minutes 8.16.22 – Ms. Clough
- b. AGM Committee 8.25.22 – Mr. Jenkins
- c. Health Committee 8.31.22 - Ms. Clough
- d. FMC June 2022 – Ms. Miley
- e. Future FHANA 9.14.22 – Ms. Miley

**A motion was made by Ms. Thomas to accept the Consent Agenda. The motion was seconded by Ms. Clough. A vote was taken, and the motion was approved unanimously.**

#### VI. Executive Director's Report:

- a. Mr. Tice indicated that date changes to the Inspection schedule has presented challenges. One of his number one issues is the Inspection program, getting them to the printer then to Inspection sites. The KFPS was at their Mare Show and no staff was available to send him needed information. Our printer was not pleased with this delay. Mr. Tice stated that the cutoff date should have been on the 9<sup>th</sup>.
- b. Our Inspection numbers are very good, it is above 757 for the fall plus 190 from the Spring Inspections. We could end the Inspection year with over 1,000. This has been the highest since post 911. The Inspections are going very well, and people are being added and are dropping. It is a challenge to keep up with these changes. Mr. Smith indicated that he and Mr. Tice met with the KFPS this morning. It was discussed that the ribbons were a challenge, the supplier sold the company and FHANA went with their

recommendation as who to use. Mr. Tice placed the original order in May of 2022. For Circuit 1, some of the ribbons had been redesigned, colors were slightly off. We went with a lighter weight medallion, but the company could not get them to stay on. The vendor has reported to Mr. Tice that they could not fulfill his order. This occurred ten days before the first Inspection. It was decided to go with what we had and also to use the FHANA logo as a button. This approached turned out well, not ideal but it works. Sites will have the FHANA logo except sites such as Texas and Kansas. Due to the ribbon issue, FHANA office staff will now be ribbon suppliers, distribute them from the office, store the ribbons, and send them out. There were issues with the Reserve Champion ribbon, it was not included and there was no Reserve Youth Champions. Circuit 2 and 3 will be reminded of this Champion category and the Inspection manual will be updated to reflect this information. There is concern at some sites about the heavy enrollments and impact it will have on time. Given that, sites should have their horses ready, one horse at the gate and the next ready go so judging can be completed in a timely manner. Most sites are doing well as evidenced by the results in Circuit 1. Categories 5/6/7/12/13, mares and geldings came in at 37% Ster. 35% is considered the standard. Planning is ongoing to have IBOPs at the Mare Shows, work is being done on the logistics. To be eligible the member needed to be registered by the due date on the 10th. IBOPs will only occur for mares and three mares will be allowed per Mare Show. Registration transfers will be first come first serve.

- c. Mr. Tice continues to work on the website with Softhouse. They are working on the member opt out option and the donation button is up. He has a request from the Health Committee to have an option to upload necropsy reports at the time of membership renewal and to verify their information. This has been put on the list for quarter one of next year. This will be part of the database. The website has a front and backside. The backside is controlled by the KFPS. Mr. Tice was shocked to learn the website went down on Wednesday; however, it was back up on Thursday. Friday he learned that the forms were not working, members could continue to use the portal for registrations. The FHANA office mailed the forms to requestors, no late fees were charged. Mr. Smith indicated that the use of the form takes more work for the office. He stated that dual registration options were discussed and that it would be best to have the forms due the week before the online due date to incentivize the use of online.
- d. The calendars are sold out and it will be out to members 11/1. Currently it is missing two of the pictures and that due date is the 15<sup>TH</sup>. If it is not received, we will go in a different direction. Mr. Tice will attend the Mare Show if it fits his schedule. He reported difficulty getting his office covered, Ms. Clough offered to take the phones in his absence.
- e. We have a couple of outstanding invoices, and one is substantial. Ms. Miley will review the invoices and help Mr. Tice get these resolved. Ms. Thomas noted that there is a process for dealing with outstanding fees in the rules and regulations.

## **VII. Committee Reports**

- a. Sports Committee 8.17.22 – Ms. Dumford

- i. Discussion of the Trainer award proposal: the 4th draft of the proposal, based on previous committee discussion. Add increase membership to financial impact statement and ask for implementation in 2023. Gail will make these 2 edits. Motion to send draft 5 of the Trainer award proposal on to the Board for their approval made by Erin and 2nd by Teresa. There were no objections nor abstentions and the motion passed unanimously.”*
  - ii. Ms. Dumford made a motion to accept the Sports Committee proposal for the trainer awards. Ms. Miley seconded the motion.** It was noted that to be eligible they must be FHANA members, this might increase membership. The committee intends to recognize who spent the time and energy getting the horses ready for Inspection(s) or event(s). There are two different awards, show trainer and for the Keuring. There would be two winners in each region and two nationals. Associate members are eligible for these awards. Mr. Smith asked if an individual could apply if they are the horse owner. It was determined that they are eligible and also considered an amateur. **A vote was taken on the motion, and it passed unanimously.**
- b. Inspection Committee 9.13.22 – Ms. Clough**
  - i. The Inspection Committee discussed the feasibility of a Winter/Spring Inspection, overall the committee supported it as long as it did not have an adverse effect on the budget. There were concerns expressed about timing with the 2023 AGM and the workload impact on the office.*
  - ii. The FMC asked its members if there was interest in a Spring 2023 Inspection. If so, they were asked to submit an application for committee review to assess the feasibility (no guarantee) of a Winter/Spring. Mr. Laude sent out this communication to the FMC membership and to the Site Hosts. Mr. Tice stated that the Judges are maxed out with obligations. However, if we were to stick to last year’s schedule they could accommodate one week. This would need to occur in late January or early February. The KFPS was not asked about a late fall or early winter Inspection as of yet. An Inspection at that time would be very difficult given all of the planning and execution that needs to occur. This might be better for 2023 rather than this current year. Mr. Smith noted that we are consumed with website work and Inspections through October. It was advised that applications be submitted now so they can be fully vetted, and we can better understand the interest. Mr. Jenkins stated we should do this a year in advance, that it was too late for a Spring Inspection. He does not believe this would be feasible and indicated they had 65 attendees last year and 35 this year. He believes this would be too challenging to execute. Ms. Piascik offered that this would be a great opportunity for mares early in their pregnancy and those getting ready to be bred. She could not do an Inspection in 2023 but could for 2024. She noted that the 2022 AGM attendance was impacted by the Spring Inspection, they had lower numbers of attendees. Indiana members could not attend because of this. Ms. Thomas indicated we need to be cautious of overloading the office. Ms. Dumford indicated if there is interest we could**

defer to 2024, see how our numbers are running first. We need more information on the financials, it was too short term for planning. It was determined to request applications be completed and sent to see if there is sufficient interest and momentum for the additional Inspection.

- iii. FHANA is working on the logistics for IBOPs at Mare Shows. There would be capacity for three mares per show. Participants must have registered by the due date and will need to request a transfer of site. This will be granted on a first come first serve basis. FHANA needs to determine how to do the registrations in the system and if will we charge a \$25 change in venue fee. There was discussion on the pros and cons of the \$25 fee. At the time of the registration this was not an option so why would we charge the member. Mr. Smith indicated that we have administrative costs, even though it was not an option at that time we still have costs.
- iv. Mr. Tice indicated that he spoke to the KFPS about a request for five reinspections. He added this might be a conflict for Mr. Jenkins. A FHANA member wanted these horses reinspected at the Mare Show. The member submitted the required paperwork by the due date. The issue is that one of the original judges would be at the Mare Show. The same judges can not be utilized for reinspection. It was noted that the Spring Inspection was a 2021 Inspection given the postponement due to COVID. Ms. Thomas indicated that the horses could be inspected in the fall. The issue was that the member does not want the spring results on their papers, this is an issue on the linear scores and therefore the request for a reinspection. Mr. Thomas noted that you cannot have a reinspection in different year. Many people interested in reinspection do not have access to a Mare Show where reinspections occur (FHANA rules). Mr. Smith asked Mr. Tice to have the KFPS reevaluate this issue, this is a KFPS decision. The member did the appropriate notifications, and the opportunity is not available. It was again reminded that this is a Herkeuring and according to rules, this is to be performed at Mare Shows.

#### **VIII. Review Items – Mr. Smith**

- a. None

#### **IX. Discussion Items – Mr. Smith**

- a. Mr. Tice attended a conference that touched on changing bylaws in organizations. He learned that we need to get an attorney involved immediately. Mr. Tice spoke with an attorney to see what the charges would be for this activity. Our committee will be working more closely with legal counsel.
- b. BBII discussion – Mr. Jenkins reported this is a customer service issue, it is a complicated process. He noted he and FHANA have a fiduciary responsibility to our members. He noted that there is a gentleman in Santa Maria California who has 150 Friesians, indicating that is the type of individual we would want involved with the organization. He indicated that there is a feeling by some that we are condoning this

behavior, and this is happening if we want it or not. We have a number of people from Mexico and challenges on multiple fronts e.g. the office spends 60% of their time on BBook II, we need to address this. He indicated he pulled back the motion he submitted in his attachment. He would rather see a special meeting be scheduled to appoint a BBook II Committee. He indicated that we need BBook II owners, they have a KFPS horse, they are not a second class citizen. He considers this a disservice to our members. He indicated we have seen a big increase in their membership numbers though he has not seen the data. Mr. Smith indicated he can call a special meeting anytime; he would be happy to do that. He stated that we need a structured agenda, he would like the meeting very focused, stating we need to know where we are going. Ms. Thomas noted this is a volatile topic. She indicated we need to produce a committee with a clear list of goals and set of tasks. It was noted that we need to let members weigh in on this subject. Mr. Jenkins stated that the KFPS rules allows for BBook II. He stated we need to help our office staff with the demands BBook II places on them. The work done by the Breeding Committee on BBook II is as complete as it can be, it is now being handed back to the Board. It was decided that Mr. Jenkins will work with Ms. Thomas on goal setting, to understand what is at risk. Mr. Smith advised that Directors do a SWAT analysis to protect the breed. Directors should review articles on the pros and cons of BBook II when the past referendum occurred. It was noted that we need to avoid giving out breeding licenses and explore how mare owners deal with stallion selection. We need to address the office workload and straighten out our bylaws if we do not do anything. Mr. Smith indicated that we cannot let the bylaws push us into a solution with will end up in disarray. He noted that the past referendum should have changed the bylaws at that time, we need to understand our values and all of the concerns.

- c. Events and Sponsorship Committee Request for the addition of a co-chair Ms. Lauren Riehle, who is presently on the committee. – Ms. Piascik.
  - i. Ms. Piascik asked for Ms. Riehle to be upgraded to committee Co-chair. She would be sharing this role with the Chair, Ms. Groom. Mr. Smith advised that Roberts Rules discourage Co-Chairs, it is better to have a Vice-Chair. The Vice could back-up the Chair if they could not fulfill their role. Ms. Piascik indicated that the justification for adding Ms. Riehle is that she has experience with sponsorships and that Ms. Groom is their events expert. Mr. Jenkins indicated it is smart to groom a second individual for the future. Ms. Thomas agrees with Mr. Jenkins. **Ms. Piascik made a motion to appoint Ms. Riehle as Vice Chair of the committee. The motion was seconded by Ms. Dumford. A vote was taken, and it passed unanimously.**
- d. Stallion Committee Reinstatement – Ms. Miley indicated that the FMC believes that the committee should be reinstated. She stated we need to go beyond just a mentor. There has not been a stallion selected for further evaluation the last three years. She reminded all that the candidates are required to go to California and asked if there are other accessible facilities in North America that could be utilized that would be more cost effective for other regions. She sees these questions as more of a committee

discussion. It was noted that the Board is not adverse to this recommendation but there are not stallions referred at this time. It was asked if it would be fair or appropriate if they do not have anything to work on at this time. It was asked if it would be better to reinstate the committee if a stallion is entered into the selection process. Mr. Smith indicated that it is a good idea to start soliciting members at this time but to start their work at this time would be an exercise in futility. Ms. Miley indicated that there is a stallion in Circuit 1 that the KFPS wants to see again. She asked if logistically if a stallion candidate is on the east coast could they be evaluated in that region. It was noted that Mr. Arts is the only approved trainer in North America for the KFPS. We would need to go through the KFPS to switch or add trainers. Mr. Tice indicated that a vetting process would need to be done and this might be an option for 2024. This is the type of topic that lends itself to committee work. Ms. Thomas indicated that they would go through the video testing, vetting, and semen process. We could reinstate the committee when the need presents. Mr. Jenkins advised we need to do this correctly; we should address this at the AGM. Mr. Smith indicated that it would take time to find people for the committee, we should inquire who would be interested. We are not ready to make the committee today. It was decided to ask for nominations this month and then add this to the next agenda. Directors felt this to be the right approach. Mr. Tice will post the announcement seeking candidates for the committee.

**X. Round Table Discussion – Mr. Smith**

- a. Mr. Jenkins asked that the Board be mindful about the economy and the impact it is having on the membership. He indicated we need to be fiscally responsible for our members.
- b. Mr. Tice reminded all to work on their budgets, deadlines are coming up.

**XI. Action Items – Ms. Clough**

- a. Liaisons are to submit measurable, objective goals with timeframes for the FHANA dashboard from 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. Bonus restructure to be completed by Dec. 2022 – Ms. Miley
- d. Explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
- e. Attend future meetings to monitor the committee's progress – Mr. Smith
- f. Establish procedure for processing logo license reviews and approvals - Ms. Thomas.
- g. Meeting attendance draft review and report to the Board next meeting – Mr. Smith
- h. Schedule a meeting with the KFPS and FHANA on reinspections – Mr. Tice
- i. Post request for potential committee members for the Stallion Committee – Mr. Tice
- j. Agenda for special meeting on BBII on OCT 11 – Ms. Thomas, Ms. Dumford and Mr. Jenkins
- k. Board members to review educational materials on BBook II pros and cons– Directors
- l. Formulate budgets for submission to the FHANA Office – Committee Liaisons

**XII. Meeting Evaluation – Mr. Smith**

- a. Attendees felt the meeting was productive and efficient and that members were effectively problem solving and working cohesively. It was noted that the meetings are a safe place, that there is trust, respect, and self-control.

**XIII. Good of the Order**

- a. Next meeting: October 25, 2022 @ 5PM CST, Future Meeting November 15, 2022, at 5:00 CST.

**XIV. Adjourn**

- a. Motion to adjourn was made by Ms. Dumford. The motion was seconded by Ms. Thomas. Meeting adjourned at 7:02 CST.