

**Board of Directors Meeting Minutes
November 15, 2022, 5:00 PM CST**

I. Welcome & Call to Order at 5:06 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. Ms. Piascik reported that the Education Committee is actively working on this.
 - ii. Ms. Dumford indicated that the Breeding and Sport Committee is discussing this item and will meet again 11.16.2022. She noted that the Editorial Committee is struggling with goal setting and needs guidance to complete the task.
 - iii. Per Ms. Piascik Events and Sponsorship is struggling on how to put this together.
 - iv. Mr. Smith advised if committees have not submitted their goals to contact Ms. Miley or Ms. Clough for assistance. Ms. Thomas suggested an email stream be started with examples that can be shared with the Board members. We could use Google Docs or Chat.
- 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 almost all committees submitted, and we have a surplus of articles to use in the future. This item is completed.
- c. Explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
 - i. Ms. Thomas reported this is still ongoing. Mr. Smith has some ideas, but they have to be cleared by the KFPS.
- d. Attend future meetings to monitor the committee's progress – Mr. Smith - Completed
- e. Board members to review educational materials on BBook II pros and cons – Directors
 - i. The pro article will be loaded into the website. The items is considered completed.
- f. Determine judges availability for a February 2023 Inspection – Mr. Tice Completed, Not Available

- g. Obtain and verify the number of anticipated horses for a spring inspection for the Michigan/Indiana site – Ms. Clough No Further action required - Complete
- h. Confirm members for the ad hoc committee, obtain their acceptance - Board
 - i. Mr. Smith reported that the new chair has been notified, all members are locked in, and the first invite is going out. The item is considered completed.
- i. Draft a document to direct the work, goals, and referendum for the ad hoc committee – Mr. Jenkins, Ms. Dumford, Ms. Thomas
 - i. This item is considered completed. The document was emailed to the Board.
- j. Develop benchmarks for the incentive award – Board and Ms. Miley will lead this initiative
 - i. Mr. Smith and Ms. Miley had a discussion a week ago and more will follow. This should be ready for our December meeting.

IV. Treasurer's Report

- a. Ms. Miley indicated there was no monthly report, the meeting focused on developing the 2023 budget. We have not yet reconciled the budget.

V. Consent Agenda:

- a. Board of Directors Minutes 10.11.22 – Jo Ann Clough
- b. Board of Directors 10.25.22 – Jo Ann Clough
- c. AGM Committee 10.25.22 - Mathew Jenkins
- d. Health Committee 10.20.22 – Jo Ann Clough
- e. Editorial Committee 11.10.22 - Charlotte Dumford

Ms. Thomas asked that the Special meeting minutes from 10.11. 2022 be removed and Mr. Smith asked that the BOD minutes from 10.25.2022 also be removed from the Consent Agenda. **A motion to approve the Consent Agenda with the two requested minutes pulled was made by Ms. Thomas. The motion was seconded by Ms. Dumford. The motion passed unanimously.**

VI. Executive Director's Report:

- a. Mr. Tice indicated is pleased with the performance of his new hire. She is working Tuesdays, Wednesday, and Thursdays until 3:30 pm. He asked the Board members to call and welcome her. The independent contractor is also doing very well, they are making good progress. They have acquired six new adds for the magazine and spring will focus on awards. Membership renewals are going out and they are moving forward with the research grant, they will have a promotional period to help with this initiative. The Education Committee is missing minutes and Ms. Piascik will follow up. Mr. Tice has not heard anything from the KFPS the past two weeks; staff are out of office, and they experienced a 15% increase in inspections globally. Once the Inspection papers are received it will take two weeks to get them to members.

VII. Committee Reports.

- a. October 11, 2022, Board Minutes from the Special Session
 - i. Ms. Thomas commented that the minutes contain more content than needed, she did not know if they need to be changed. She advised they be more general, less detailed. Ms. Clough indicated she will make minutes briefer with more general statements. **A motion to approve the minutes was made by Ms. Thomas and it was seconded by Ms. Miley. The motion passed unanimously.**
- b. October 25, BOD minutes
 - i. Mr. Smith asked that the mid-section of IX b. i. be removed, keep the first and last sentence, and strike times. Ms. Clough agreed with the change to be consistent with the recording. **Ms. Clough made a motion to approve the 10.25.2022 minutes with the change as discussed and Ms. Thomas seconded the motion. The motion passed unanimously.**
- c. Sports Committee 10.26.22
 - i. Sports Committee would like to add Ms. Lisa Zijlstra to the committee - Charlotte Dumford. **Ms. Dumford made a motion to add Ms. Zijlstra to the Sports Committee and Ms. Miley seconded the motion.** Ms. Dumford indicated that she would replace another member who dropped out of the committee. **The motion passed unanimously.**
- d. Events and Sponsorship Committee 10.24.22 - Danielle Piascik
 - i. Ms. Piascik indicated they would like to bring back their prior motion relating to an on-line auction; **Ms. Piascik made a motion that the Events Committee host a silent auction using FHANA's new platform May of 2023. The motion was seconded by Ms. Thomas.** Mr. Tice demonstrated the on-line auction platform; Board members were impressed. Pictures and videos can be added to this site, one could readily view donated AGM chapter baskets. The initiative will save on shipping costs, allow payments through PayPal, and will utilize a QR code. The on-line site is at FHANA Auctions.com. Mr. Tice, Mr. Jenkins, and Chad were thanked for their efforts. A laptop will be available at the AGM for members who are not familiar with this technology. **A motion to adopt this platform was made by Ms. Thomas and seconded by Ms. Clough. The motion passed unanimously.**
- e. Finance Committee 11.3.22 – Ms. Miley
 - i. Ms. Miley led the budget discussion. She noted that there are several fee increases. Fees for foal registrations and inspections were discussed at length. A flat fee registration fee of \$275 was proposed for all foals no matter the location of the sire. Mr. Smith noted that foal registration benefits from the database, this fee was not built into the cost. Concerns were expressed that we are punishing those who do not take their foals to the Inspections, they would be required to pay for an Inspection with this flat fee even if they do not attend.

- ii. Ms. Miley indicated the fee for adults is currently \$135, and we lowered the IBOP fee to \$135. The adult inspection fee has not changed since 2012. Given inflation she would propose we raise the fee to \$150. Though the IBOP had been dropped to \$135 it would increase to \$150 with this proposal.
- iii. It was noted that we do not want to increase membership renewal fees, we are not the cheapest association available.
- iv. With respect to other line items income from membership dues, genetic testing, and transfers are the same. There is no anticipated ABFP for 2023. With respect to Education Week, Mr. Tice is concerned that this may not happen. The KFPS has a limitation of the judges availability and that we might have to tie it to an event. The KFPS prefers to do this on-line. The grant program is set at \$10,000. The Mare Shows did not generate the income hoped, Marketplace income has not met expectations, and interest and dividends is viewed as a wild card.
- v. Expenses are up. Office operations increased as did Inspection supplies because we used a different ribbon vendor. Shipping costs to Canada needs to be done more economically. Travel, hotel, and car costs are higher. With respect to costs for judges, if we remove the two travel changes with judges, we met expectations.
- vi. The AGM is budgeted at a loss, and it is imperative we hit higher numbers for attendance. Projections were around 125 attendees, but it was felt we could hit 200 given the event location. It was projected that BOD travel might be cheaper this year to and from Los Vegas.
- vii. Labor increased 3.5% for cost of living (COL), it was calculated using federal data and the private sector. It was noted that labor has a bonus built in.
- viii. Mr. Smith advised we look for AGM sponsorships; we need help on the income side to be cost neutral. BOD members need to be cost effective in their travel especially for the AGM, all were advised to ride share when possible. **A motion was made by Ms. Miley to approve the budget as presented. The motion was seconded by Ms. Thomas.** Mr. Tice indicated that last year we registered 425 foals and only 125–150 attended Inspection; more do not attend than do. Mr. Jenkins received negative feedback from a member relating to these charges. It was asked what would the split cost be if we used an ala carte approach, split the registration from the Inspection fee. This could be \$275 for foal registration and \$75 for the inspection. Concern was expressed this could discourage members from taking their foals. It was noted that if we split the foal registration fee from the Inspection fee it spreads the cost for owners. Ms. Smith reiterated we need to account for the \$9,000 database charge; this covers the cost to operate the backside of database including foal registrations. It was noted that Softhouse is its own line item. We would need to let our members know why this charge exists. It was noted that we have had no increase in the Inspection costs in over a decade, but yet we do need to hold down costs. All were reminded we are facing a deficit this year. Ms. Piascik

inquired if we could move to digital to avoid shipping costs? The meeting moved to closed session and subsequently returned to open session, recording started. Ms. Thomas inquired if we could offer the magazine digitally due to the high costs. If we were to do that we would need to find a new editor. **A roll call vote was taken on the motion, the motion did not pass.** The budget will be taken back to the Finance Committee to explore cost saving options.

VIII. Review Items – Mr. Smith

- a. Stallion Committee discussion – Eric Smith
 - i. The Board moved to closed session and subsequently returned to open session, recording started.

IX. Discussion Items – Mr. Smith

- a. Delinquent Accounts 1.3.3. – Mr. Jenkins reported that he does not like the 1.3.3. process. He advised we take this to Rules and Regulations and Bylaws for review and revision. Mr. Jenkins is concerned that this is not in our association's best interest. We need to ensure regulation changes are legal and reconcile this with any other ties. It was noted that publishing has a lag time, and the member with a delinquent account might have paid and unfortunately the magazine already went out. It was advised the notice to be placed in the portal and not the magazine.
- b. The meeting moved to closed session and subsequently returned to open session, recording restarted.

X. Round Table Discussion – Eric Smith. No items.

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
 - i. Add this as a first agenda item at the next committee meetings.
 - ii. Start the conversation on goal setting online using Google chat.
 - iii. Ms. Miley and Ms. Clough will assist committees.
- b. Explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
- c. Each BOD member is to produce two survey questions to address registration issues and have it ready for the next BOD meeting. These questions will be submitted to Mr. Laude
- d. Develop benchmarks for the incentive award – Board and Ms. Miley will lead this initiative
- e. The 2023 Budget will go back to Finance Committee to explore cost cutting options – Ms. Miley and Mr. Tice
- f. Delinquent accounts review and revision assign to Rules and Regulations. – Ms. Thomas

XII. Meeting Evaluation – Mr. Smith. Deferred due to time constraints.

XIII. Good of the Order

- a. Next meeting: December 20, 2022. Future Meeting January 24, 2023
- b. All were reminded of the KFPS meeting this upcoming Saturday.

XIV. Adjourn

- a. Motion to adjourn was made by Ms. Clough. The motion was seconded by Ms. Piascik .
Meeting adjourned at 7:30 CST.