

**Board of Directors Meeting Minutes
December 20, 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: Eric Smith and Matt Jenkins, Board of Director candidates for 2023 – FMC Election Conversation

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
 - i. Ms. Clough commented she was pleased to see the goal discussion occurring in the Sports Committee
 - ii. Mr. Smith commented that this should rise to a top of priority for the liaisons. Ms. Miley and Ms. Clough will update the current FHANA committee goal list to determine what is outstanding.
- b. Liaisons explore options to incentivize low kinship breeding and breeding to NA stallions - Ms. Thomas and Breeding Committee
 - i. Ms. Thomas reported progress is being made, final recommendation pending.
- c. Each BOD member is to produce two survey questions to address registration issues and have it ready for the next BOD meeting.
 - i. Mr. Smith indicated this action item is changing. Directors are to submit their two questions directly to Mr. Laude.
- d. Develop benchmarks for the incentive award. Board and Ms. Miley will lead this initiative
 - i. Mr. Smith will present the benchmarks to Mr. Tice.
- e. The 2023 Budget will go back to Finance Committee to explore cost cutting options – Ms. Miley and Mr. Tice
 - i. Ms. Miley reported this will be discussed during the budget agenda item.
- f. Delinquent accounts review and revision assigned to Rules and Regulations. – Ms. Thomas
 - i. Ms. Thomas reported the committee made progress. They will meet after the holidays to complete this action item.

IV. Treasurer's Report

- a. Ms. Miley reported there is good and bad news. Income is above expectations for a number of line items including membership and inspections. However, expenses have risen. Some of these increases occurred with the credit card, shipping, and travel. **Ms. Miley made a motion to approve the Finance Report. Ms. Thomas seconded the motion. The motion passed unanimously.**
- b. Financial Report
 - o November Income: \$74,172.81
 - o November Expense: \$104,674.59
 - o November Net Income: -\$30,501.78
 - o Total expense \$625,325.74. Budget was \$613,842.44. Difference of \$11,483.30.
 - o Net Income was -\$14,428.03. Income budget was \$7,440.82. Difference of (\$21,868.85)

V. Consent Agenda:

- a. Board of Directors November 15, 2022 - Jo Clough
- b. AGM Committee November 29, 2022 - Mathew Jenkins
- c. Finance Committee November 17, 2022 - Erin Miley
- d. FHANA Member Council October 12, 2022 - Erin Miley
- e. Youth Committee October 18, 2022, & Future FHANA November 14, 2022 - Erin Miley
- f. Breeding Committee December 7, 2022 – Allison Thomas

Mr. Smith requested that we bring in the November 2022 FMC meeting minutes.

A motion to approve the Consent Agenda with the FMC's November minutes included was made by Ms. Piascik. The motion was seconded by Ms. Miley. The motion passed unanimously.

VI. Executive Director's Report:

- a. Mr. Tice indicated we have outstanding member debts needing resolution. He inquired about holding the member's registration papers until the invoice is paid. Ms. Thomas commented that this is indeed our policy. Mr. Tice indicated he wanted to ensure we were all on same page. Mr. Tice reported that the AGM Committee is coming along nicely. He requested that the Directors submit their travel plans to him. The AGM auction is up to eleven stallions for breeding! It is great to see that the owners are willing to get involved. The on-line auction is also a benefit for stallion owners, they are getting publicity from this event. Mr. Tice asked the Directors to seek donations for the upcoming event, it would be great to obtain one donation per Board member. AGM sponsorships are at an all-time high. Directors are to report their donations to Mr. Tice by February 1st. On January 13, 2023, at 2 pm FHANA will meet with the KFPS for those attending the Stallion Show. Mr. Tice reported confusion by members on BBII registrations. A member has contacted him twice and is not pleased with the process. The member commented he is not getting the service expected. In addition there have been foal registrations sent incorrectly to the Netherlands with DNA for Mainbook

horses. These have been returned to FHANA by the KFPS. Individuals are confused on the registration process. Mr. Tice asked for a change in this process, not a change in policy. Mr. Smith reported that the Ad Hoc Committee met twice. He indicated that the Board did a good job picking committee members. Mr. Tice reported that the papers for all sites papers are in. Circuit 1 is completed, and Circuit 3 papers went out today. Mr. Tice will start work on Circuit 2. His goal is to be done by week's end. Mr. Tice reported that the KFPS lost one valuable staff member, they have not been replaced as of yet. He is questioning if this is a budget issue. Mr. Smith put this item on the agenda for the KFPS meeting for discussion. Mr. Tice reported that Karen will be covering the phones while he is attending the Stallion Show. Ms. Clough and Ms. Piascik volunteered to help with phones during this time period.

VII. Committee Reports.

- a. Health Committee November 30, 2022 – Jo Clough
 - i. The committee is working on options to raise grant funds including an AGM basket, silver & orange awareness pins, and use of QR code for obtaining on-site donations. Committee goal is to raise \$10 per attendee at the AGM.
 - ii. She reminded all to consider their Friesian as a candidate for much needed health research. There are 23 projects listed on the FHANA Research tab.
 - iii. Ms. Clough reported that the committee needs additional resources. A couple of the current members are very busy with competing, high priority demands. The committee will need to backfill these two appointments. The three individuals the committee is recommending would serve the committee well.
 - iv. **Ms. Clough made a to approve the appointments of Ms. Karpus, Ms. Bent, and Ms. Jewell to the Health committee. Ms. Dumford seconded the motion. The motion passed unanimously.**
 - v. **Ms. Clough made a motion to remove Dr. Melgey and Ms. Maxwell from the committee. Ms. Dumford seconded the motion. Motion passed unanimously.**
- b. Sports Committee Awards November 16, 2022 – Charlotte Dumford
 - i. Meeting moved to closed session.
 - ii. Meeting returned to open session.
- c. Inspection Committee Schedule for 2023, December 8, 2022 – Ms. Clough did a brief overview of the proposed circuits for 2023 detailed below.
 - i. Circuit 1 w/ 5 sites, Canada: August 31 – September 9 West Mare Show in Alberta.
 - ii. Circuit 2 w/ 6 sites, Texas to Wisconsin: September 29 – October 10
 - iii. Circuit 3 w/ 5 sites, Indiana to New England: October 3 -13
 - iv. Circuit 4 w/ 5 sites, South Dakota to Arizona: October 4 -12
 - v. Circuit 5, Sacramento California and Ohio, starts and ends in Ohio
 - Option 1: November 6 – 18, 2023. Education and Mare Show included.
 - Option 2: December 4 – 16, 2023. Education and Mare Show included.

Ms. Clough made a motion to accept the proposed 2023 Inspection schedule. The motion was seconded by Ms. Dumford.

Ms. Thomas reported she spoke with Ms. Muilwijk about the Canadian West Mare Show. She indicated that they were honored to have this opportunity and to be considered. However, they did not feel it will bring value; they were hesitant to proceed. She noted that it would be the exact same horses that would be seen at their Inspection. Ms. Thomas indicated that it would be a lot of extra work and extra cost. Mr. Tice reported that the KFPS is aware of the proposed dates and that this could work for them. Ms. Clough commented that the KFPS indicated that their schedule would accommodate a late Inspection. Mr. Jenkins expressed concern about the budget and costs associated with the Inspection schedule. Ms. Clough agreed that we need to be good stewards with respect to our spending. Mr. Jenkins noted that Hanford is three hours away from Sacramento, he predicts low participation in California. He indicated that November is their rainy season and because of that it would not be a good fit. He also commented that Sundays are not a good day for Inspections in California due to members' religious activities. Ms. Clough commented:

- Ms. Clough thanked the Editorial Committee for the recent edition of the FHANA magazine that covered Inspections. It demonstrated the interest in and success of our Inspections and its importance to our membership.
- With the proposed 2023 schedule California will have two Inspection locations, Hanford and Sacramento. Increasing access for members.
- They have secured a sponsorship to pay for two round trip tickets from the Netherlands to Ohio and back for Circuit 5.
- CCL Lodging would be used to obtain discounts for lodging. Discounts could be as much as 50%. One can rent a car without purchasing insurance as it rides with the account, and you do not have to prepay, no cost to cancel or change.
- Significant efforts will be made to obtain sponsorships and to increase participation by the Inspection Committee.
- The Inspection Committee now has conducted Mare Shows in 2022 and are knowledgeable about the logistical challenges and needs to ensure a successful event. They have more time for planning for 2023 compared to what they were afforded in 2022.
- An increase in Inspection Fees was proposed by Finance effective January 1, 2023. The increase is supported by the Inspection Committee.
- Ms. Clough reported that the Inspection schedule was approved by the Finance Committee. Ms. Miley confirmed the comment was correct.

Ms. Miley commented that for categories 1-17, and 20 a/b there is a proposed increase of \$15 from \$135-\$150. The last increase was 2015. (It

was clarified that the fees for foals are not included in this particular fee structure. This fee is meant for Category 3-20 a and b). Foal registration is proposed to be the same for all approved stallions whether they are from NA or the NL. Foal registration is proposed to increase \$35 from \$225-\$260. The last increase was prior to 2007. Mr. Tice and Mr. Jenkins indicated he had concerns about the schedule, there were too many zig-zags in the travel schedule and that we should keep the sequence of travel when possible in the same time zone. He is concerned with the schedule in Circuit 3 with respect to the timing and travel to Wisconsin. Ms. Piascik expressed that New England could not do a December circuit due to winter weather, November might be a possibility. Ms. Thomas cautioned that we need to be careful about sponsorships, this could lead to a negative perception on the part of our members e.g. that you can buy an Inspection. Ms. Miley indicated that the person who offered will not have horses at the 2023 Inspections. It was noted that the financial make or break point for Inspections is twenty-four horses. There is no participation benchmark currently for Mare Shows. Ms. Clough indicated that they are working with Site Hosts to secure the required number of participants to make this financially viable. It was noted by Mr. Tice that some of the larger sites such as Shipshewana offset the lower volume sites. When asked about having two Inspections at Ohio, Mr. Smith indicate that members were seeking one Inspection for in-hand and the second for performance testing. Mr. Smith advised that we drop the December Circuit 5 option and only propose one. He asked if she would table this motion and take these comments back to the Inspection Committee. She was in agreement. Ms. Clough will share this feedback at their Inspection meeting and consider scheduling adjustments. She will report back to the Board January 2023.

- d. Finance Committee December 14, 2022, Presentation of 2023 Budget - Erin Miley
 1. Ms. Miley reported that we face fee increases. The KFPS is increasing theirs by 12%, this of course impacts FHANA. The Finance Committee wanted limited increases in membership fees. They are proposing \$10 for full and business memberships. Inspection fees would increase to \$150 from \$135. Foal fees would be \$260, up from \$225. This would lower fees for those stallions not from North America. Import and duplicate fees would also rise. **Ms. Miley made a motion to approve the 2023 budget. The motion was seconded by Ms. Thomas.** It was clarified that the cost savings measures listed would not come out of budget if there were no increase in fees. Ms. Dumford indicated that she does not like to increase fees; however, we are in a similar situation as others. Mr. Jenkins supports an increase in import and lost paper fees. Mr. Jenkins advised we look at the budget after the AGM and the membership drive. Mr. Smith

noted that the FHANA President can move money from one category to another if needed. FHANA has had emergency meetings were changes were made. The Finance Committee could closely monitor the budget, anticipating any unfavorable trends. With this we could anticipate and make timely, needed adjustments. The budget could be reassessed Quarter 1 to see where we are. Ms. Miley noted that some fees have not been changed in more than a decade. It was noted of the importance of the travel line item for Mr. Tice, it is important for him to get out with the membership. Mr. Jenkins will not be submitting expenses for his travel to the AGM as a cost savings measure. Mr. Tice noted we are planning on three night stays in Las Vegas and the air fare. It was noted that in 2008 – 2010 it was another similar financial time. FHANA sustained it for two years, membership subsequently declined in 2011. Mr. Tice has concerns with the 2023 budget but if we monitor it closely it is doable. **The motion passed unanimously.**

e. FMC Minutes November 16, 2022 – Erin Miley

- i. The FHANA Board of Directors approve the Friesian Horse Association of Oklahoma's chapter application.
 1. Mr. Smith indicated that we do not have the minutes associated with this recommendation we do not know how this was vetted at the FMC. He advised we table this and wait for receipt of the minutes. Ms. Miley commented that the application was complete, and it was approved unanimously by the FMC. Ms. Thomas advised we wait for the minutes before taking action. She asked if there was a critical timing issue or can it wait for the minutes.
 2. **Ms. Miley made a motion to approve the Oklahoma application. The motion was seconded by Mr. Jenkins.** Ms. Dumford indicated she knows this group of individuals and that they would do a great job. **Ms. Miley amended the motion to approve the Oklahoma application once the FMC minutes are approved.** It was noted that if we do not take action this evening this would not be addressed until February 2023 due to the January Stallion Show. It was again noted that this is procedural, we need to take this into account. Members noted that we do respect policy, but it is not a FHANA committee, we have no agreement in our bylaws. **A vote was taken, and the motion passed.**
- ii. The FMC election recommendations pertaining to posting nominees and how they appear on the ballot will be addressed at the next meeting. This a proposed to for future elections.

VIII. Review Items – Mr. Smith

- a. KFPS Meeting Agenda – Mr. Smith sent out his thoughts and ideas for the pending meeting. He asked that all Directors give him feedback on his email suggestions by the 27th of this month, this needs to be quickly finalized.
- b. Committee Descriptions - There is a discussion about completing the committee descriptions for all active committees. Sponsorship Committee needs to complete this action item.

IX. Round Table Discussion – Eric Smith

- a. No items

X. 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. This is a high priority action item.
 - ii. Ms. Miley and Ms. Clough will obtain current list of those needing to submit.
- 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 submit these to Mr. Laude. This action needs to be completed before January 3.
- d. Develop benchmarks for the incentive award – Ms. Smith will discuss with Mr. Tice.
- e. Assist with closure of delinquent accounts – Board of Directors
- f. Revisit the Inspection schedule – Ms. Clough
- g. KFPS Meeting Agenda – Give Mr. Smith feedback, additions, deletions, let him know. We need this finalized by the 27th.
- h. Submit donations for the AGM by February 1, 2023, one per Director - Directors
- i. Contact award nominees and complete write ups and obtain photos for Mr. Tice – Mr. Smith and Ms. Dumford
- j. Submit travel plans to Mr. Tice - Directors

XI. Meeting Evaluation – Mr. Smith.

- a. Directors felt the meeting was respectful, it was on time, it was productive and efficient, and we got through a lot of topics. Finance was complimented for their work on the 2023 budget. Concern was expressed that we were delaying the chapter application review and approval. The work of FHANA committees was complimented. Mr. Smith appreciated the constructive feedback.

XII. Good of the Order

- a. Next meeting: January 24, 2023. Future Meeting Feb. 23, 2023

XIII. Adjourn

- a. Motion to adjourn was made by Ms. Piascik . The motion was seconded by Ms. Dumford. Meeting adjourned at 7:08 CST.