

**Board of Directors Meeting Minutes
October 24, 2023, 5:00 CST**

I. Welcome & Call to Order at 5:00 PM PST

- a. In Attendance: Eric Smith, President, Allison Thomas, Vice President, Jo Clough, Secretary, Erin Miley, Treasurer, Charlotte Dumford, Director, Danielle Piascik, Director, Will Bron, Director, and Jason Tice, FHANA Executive Director.
- b. Absent: None
- c. Conflicts of Interest: None

II. Correspondence – Mr. Smith

- a. Correspondence from Gerda Van der Goot
 - i. The correspondence focused on the cost of inspections. Ms. Clough will take this information to the Inspection Committee for discussion.
- b. Correspondence from Mathew Jenkins
 - i. Typically, personal resignation letters have not been shared in the correspondence section in the past, the precedence of doing so moving forward was briefly discussed.
 - ii. It was advised FHANA should respond to the correspondence although a response was not specifically requested. It was suggested that we provide a response that includes a thank you for his service to the FHANA committees and the Board of Directors, to wish him the best moving forward, and to encourage him to renew his membership in the future.
 - iii. Mr. Bron remarked that he was mentioned in the communication that he made racist comments. Ms. Piascik stated that she would like to make a statement for the record that the comment is considered racist.
 - iv. Mr. Smith commented that the letter contained misinformation. He noted that the 2010 Board legally determined that FHANA was not violating bylaws on the handling of BBII.
 - v. With respect to Circuit 5, we have approximately 130 entries, we filled the judging clinics, and that we have an exciting new stallion viewing process that is bringing us closer to what is occurring in the Netherlands. Mr. Smith noted that we are looking to be in the black for Circuit 5.
 - vi. Ms. Clough spoke of the importance of member education, inclusion and diversity.

III. Action Items – Mr. Smith

- a. Proposed Lifetime Achievement Award modifications to be returned to committee for more discussion and refinement - Charlotte Dumford
 - i. The motion will be made during the Sport Committee report.

- b. Process for Foal Book licensing application - Eric Smith clarified that this should be labeled a Foal Book, not a BBII process.
 - i. It was noted that the committee minutes for BBII did not make it on time. The committee is actively working on these.
- c. Examine rules and regulations pertaining to member conduct, develop action options and a penalty table - Allison Thomas
 - i. She reported that the first draft is completed, it was sent to all Directors today. She thanked those who were able to review the document and provide feedback already. This action item will be ready for review at next month's meeting. Please send your comments as soon as possible.
- d. Continue to Update Circuit 5 expense and revenue data - Jason Tice
 - i. Mr. Tice noted that this is a fluid, working budget. Expenses are starting to come in, it looks quite good at this point in time. He noted that it is hard to comment on specifics given it changes daily.
- e. Health Committee to author an article to help members understand SNP testing – Jo Ann Clough
 - i. There are two Health Committee members collaborating on this article. It was asked that the article be submitted as soon as possible, not to delay. The magazine issue will not be mailed out to members before the holidays, we may not receive it before January 1. Mr. Smith thanked the Editorial Committee for their efforts.
- f. Reconcile language in the charter and bylaws pertaining to the countries FHANA covers (U.S, Canada, etc.) - Allison Thomas
 - i. This action item will be ready for November.
- g. Stallion process draft to be returned to committee for refinement and completion - Will Bron
 - i. The content has been reviewed by the committee and agreed upon via email.
- h. Directors to work with their respective committee on budgets. They are due to Mr. Tice.
 - i. There are a few committees who have not yet submitted their budgets. FHANA is proceeding with the budget process; cuts can occur if there is not a submission. Ms. Piascik will follow up to see where their submission is.
- i. Directors are to notify Mr. Tice if they will attend the Stallion Show by Oct 15 - Completed
- j. Mr. Tice, Mr. Smith, and Ms. Thomas will prepare to meet with the KFPS Oct 12.
 - i. The meeting occurred and the content is posted in the Board packet. This information contains what we submitted; their responses are not listed in this document.
 - ii. Timeliness of invoices – the KFPS will begin to send monthly rather than quarterly invoices moving forward.
 - iii. They discussed the KFPS BOD resignations, the KFPS talked about what happened but not why.
 - iv. SNP testing – this process is running behind. There are ongoing conversations about implementation.

- v. The stallion tool is now available again. It is a bit different how you get there but it is workable.
- vi. Horse search tool – the KFPS does not know why this was not functional, more research needs to be done
- vii. KFPS calculations for the Breeding Committee and breeder award was discussed.
- viii. The KFPS inquired about the 2024 AGM. They wanted to know where the location is in 2025. Neal and/or Marieka will attend.
- ix. We have preliminary 2023 inspection feedback:
 - 1. The Judges noted the horses had better training and better conditioning.
 - 2. There were really nice premie awards this year, there were three models, a number of Kroons, and Julius offspring looked very good.
 - 3. One of the Judges ran stallions at the Kansas Inspection, this was quite an experience for him.
 - 4. The Judges like the shorter Circuit trips; less than 2 weeks is easier on them.
 - 5. Circuit 5 – FHANA discussed why the stallions need to go to an Inspection before viewing. North America does not have the two parts to stallion viewing. Part 1 is considered the Inspections, Mr. Smith commented that is what we will do this year.
 - 6. There was no feedback on improvement opportunities for Inspections at this time. We will wait for their final report.
 - 7. They liked the credit cards, the hotel check in, and other 2023 improvements.

IV. Treasurer's Report

- a. Per Ms. Miley reported on the September 2023 recap. She indicated that net income was \$1,341.61. Overall expenses are trending over the budgeted amount. We are experiencing increases in expenses such as postage fees. Memberships are down but we anticipate renewals coming end of year. **Ms. Miley made a motion to approve the September Report. Ms. Thomas seconded the motion.** The net income of \$40K is a positive and Finance is directing their efforts at staying in the black; however, forecasting is showing a negative. There are members working on this and next year's budget. **A vote was taken, and the motion passed unanimously.**

- i. September Income: \$60,208.36
- ii. September Expense: \$58,866.75
- iii. September Net Income: \$1,341.61
- iv. Total Income \$527,405.46 , Budgeted \$533,181.35, with a difference of minus \$5,775.89
- v. Total expense \$487,909.41, Budgeted \$485,124.79, with a difference of +\$2,784.62
- vi. Year-to-date income is \$39,496.05

The Dashboard was included in the packet for informational purposes. The Dashboard does not need to be approved by the Board. Directors find the Dashboard helpful, and they like the visual format.

V. Consent Agenda:

- a. Board of Directors September 19, 2023 – Jo Ann Clough
- b. Inspection Committee September and October 2023 – Jo Ann Clough

Mr. Smith inquired if any of the minutes should be pulled from the Consent Agenda. Ms. Piascik asked that the BOD minutes be pulled. **Ms. Piascik made a motion to accept the Consent Agenda with the Board minutes removed. Ms. Dumford seconded the motion. A vote was taken, and the motion passed unanimously.**

VI. Executive Director's Report – Jason Tice

- a. Mr. Tice reported that there was not much to report this month. The positives – we changed the phone message; it is now user friendly. There have been no issues since the conversion back to short messages. He reported that BBII phone calls on how to register horses has dropped tremendously. He remarked that whatever the BBII committee is doing, it is working. This has appeared to eliminate a lot of frustrations. With the KFPS DNA change to SNP, this has stopped all BBII registrations in Holland. We cannot do anything during this process change. He does expect BBII registrations will start any day now. All countries are delayed, it is not just North America. We would have appreciated more of a heads up before the KFPS implemented this change.
- b. Mr. Tice reported that we paid \$250 less by using our UPS account, this is a more economical option.
- c. SNP testing will start, and Finance is working on the fees.
- d. Circuit 5 is coming together really well. It has caused stress on the office staff and himself. There has been a lot of catch up the last couple of days. The Inspection results have been received and need to be printed, members may need to wait until later in November to receive them. Circuit 2 is done and printed.
- e. Ms. Piascik will cover the office Friday and Karen will cover Monday.
- f. Mr. Smith reported that the KFPS agreed in principle to allowing us to use a printable file for education week books. No shipping costs will be incurred with this approach, this will save FHANA and the KFPS money.

VII. Committee Reports

- a. September BOD Minutes – Ms. Piascik asked about late committee minute submissions. July 2023 are the last minutes for BBII. It was reported that we are trying to get them timelier. Ms. Smith is aware that they just approved two sets of minutes; however, they did not get them turned in on time. The chairperson apologized to the committee for their lateness. They understand this is an area for improvement. Ms. Thomas indicated timely minutes will help our members understand what actions are

taking place. Without the minutes, members cannot see their accomplishments. The minutes will be sent to the BOD before the next meeting. We cannot approve them; we can distribute them as a draft until approved. An edit needs to be made in the minutes, Page 1 3c – it should read Foalbook, not BBook II. Item 11b – BBook II should be changed to Foal Book. **Ms. Thomas made a motion to approve the minutes with the recommended edits. Ms. Miley seconded the motion. A vote was taken, and it passed unanimously.**

- b. Finance Committee September 23, 2023. During the last meeting there was a lengthy discussion on foal registration fees and other areas related to our 2024 budget. Ms. Rogalla Hobbs did market research on foal registration fees - are we in line in the industry? Our registrations were found to be average to slightly lower than average. Moving forward, we should move to the industry average of \$305 and second, split the Inspection fee off of the foal registration fee. With this, members are not being charged if they do not go to the Inspection. Finance is looking for a comfortable foal Inspection fee.
 - i. Motion **1- Ms. Miley made a motion to increase the foal registration fee from \$265 to \$305. Ms. Thomas seconded.** Discussion - To accommodate SNP testing this has to be done to make it financially feasible. KFPS is not requiring the mares to be SNP tested, FHANA will make it an option for a \$75 fee. Mr. Smith inquired if this is a permanent rate change. Ms. Miley feels it will be permanent. She stated that SNP testing is advantageous for our breed. Ms. Thomas asked about the splitting of the foal inspection fee, what does that look like - \$305 plus another discounted fee for Inspection. Ms. Miley noted that we will have more information following the 2024 budgeting discussions. She remarked this is the cost of doing business, she sees it as a necessary evil in these financially challenging times. FHANA has a rule that we do both STR and SNP. KFPS only does it if they anticipate a problem, they did not do 100% testing. There will be cost savings if the mare is SNP testing, including parentage. If you do not do this, it is \$40 dollars every year for the mare. If you do it up front you do not have the recurring cost. It was decided it was premature to vote on this motion, we need more pricing recommendations. **The motion was withdrawn.** Ms. Miley stated we do not want to increase fees; however, you have to pick something. It has to come from somewhere; the Finance Committee will look for other options during the upcoming meeting. We do need more income with costs raising. Mr. Smith commented that this is a good conversation, and he appreciates the feedback. We will look at this more holistically.
 - ii. Motion 2 on testing mares is no longer applicable.
- c. Sports Committee October 11, 2023 – Charlotte Dumford
 - i. Motion from Ms. Dumford for the Lifetime Achievement Award (LAA). **Ms. Dumford motioned that after much discussion they would like to replace the LAA presidential vote procedure with the same procedure used for the Horse of the Year Award. Ms. Piascik seconded the motion.** Ms.

Thomas believes this to be a positive change. This will be more focused on the horses accomplishments than about owners. Ms. Piascik and Ms. Clough agree. **A vote was taken, and the motion passed.**

- d. Stallion/ABFP Committee – Will Bron
 - i. The amended process was completed, and changes were approved by the committee members via email. Mr. Horowitz made edits to ensure our content was factual. The document was sent to Mr. Tice. This now needs to be approved by the BOD. **Mr. Bron made a motion to approve the document. Ms. Dumford seconded the motion.** Ms. Thomas asked about the title Friesian Fall Festivities for November. She indicated that this should be removed so future edits do not need to be made, it should be more general. Official stallion judging will occur as scheduled. **A vote was taken, and it passed unanimously.**

VIII. Review Items – Mr. Smith

- a. 2023 FHANA Board of Directors Elections - Jo Ann Clough.
2024 Term ends for: Allison Thomas, Charlotte Dumford, Erin Miley
2025 Term ends for: Jo Ann Clough and Danielle Piascik
2026 Term ends for: Eric Smith and Will Bron
- i. Important Election Dates:
 - 1. November 1, 2023-Call for Nominations
 - 2. November 30, 2023-Close Nominations
 - 3. December 5, 2023-Email/Mail Campaign Questions
 - 4. December 14, 2023-Town Hall Session December 15, 2022-Return of Campaign Questions and Biographies
 - 5. January 1, 2024-Mail/Email Ballots, Campaign Question Responses & Bios to Membership
 - 6. January 31, 2024-Election Closes
 - 7. February 6, 2024-Count Ballots and Announce Results

Ms. Clough reported that the subcommittee is working on the questions for the Town Hall and discussing how to best inform candidates of what the obligations look like for a Board member.

IX. Discussion Items – Mr. Smith

- a. There is a new chapter that formed in Texas. They have started their club activities but are not considered a FHANA chapter until approved by the BOD. It was noted that they will not use the FHANA logo or anything association-related until formally approved. The FMC has approved the chapter request. The application will be submitted when the FMC minutes are approved and forwarded to the Board. The BOD will address the request at our November meeting.

X. Round Table Discussion – Mr. Smith

- a. Mr. Smith indicated that there is a FHANA recording agreement, you click on the pop up window that states you cannot reproduce or share the BOD meeting videos. The agreement has been broken. He inquired what should we do and added we have no way to enforce this agreement. It was suggested that we could add a penalty to Ms. Thomas' draft penalty table. Mr. Smith indicated that when you read an agreement and you click on it one expects compliance. It was suggested that we apply penalties or stop posting the videos. It was offered that if you are purposely violating, there should be a penalty. It was asked how many members watch the videos; it is 6 to 8 members per month. Only FHANA members are allowed to access Board videos. There is a statement that the content is owned by FHANA. It was asked how do we find out if there was a violation. Typically a breach or violation of the code of conduct is reported. It was asked if it can be determined who did the breach by looking at the "r" number. It was advised that we should consider this a breach, not a violation of the code of conduct. It was asked what we would do if they are not a member? You have to be a FHANA member to sign in. If there is a breach we could consider making the former member a member in poor standing if they return to FHANA. It was also suggested that we take this to the Rules and Regulations Committee for their assessment. It was asked if there is something in the rules and regulations that applies to this situation.
- b. AGM committee meeting 2024 - it will be an evening and one day. It is one day less for 2024. We are looking for two speakers. We need to find speakers from the area to ensure costs are not excessive.
- c. Closed session
- d. Return to open session
- e. **Motion unanimously approved: Viewing of the FHANA Board of Directors Meeting Videos is governed by the agreement to not copy, record or share the videos in part or in whole. Breach of this agreement is subject to an immediate suspension of FHANA membership for a time period of two years from the date of the violation. Any subsequent violations will incur further penalties as determined by the FHANA Board of Directors.** Mr. Tice will work with the database professionals; he hopes to have it done by the end of this week. This will also be included in 1.2.6 Rules and Regulations. The benefits and downside of posting videos was briefly discussed. It was asked what if a member gives it to a non-member, a hole still exists in our proposed plan. Maybe the date and time of viewing may help identify who was involved.

XI. Action Items – Ms. Clough

- a. Bring the correspondence received by the BOD relating to Inspection fees to the Inspection Committee – Ms. Clough
- b. Make document edits – change *BBook II* to *Foal Book* for licensing application and in the BOD minutes – Ms. Clough
- c. Examine rules and regulations pertaining to member conduct, develop action options and a penalty table - Ms. Thomas

- d. Continue to Update Circuit 5 expense and revenue data – Mr. Tice
- e. Health Committee to author an article to help members understand SNP testing – Ms. Clough
- f. Reconcile language in the charter and bylaws pertaining to the countries FHANA covers (U.S, Canada, etc.) – Ms. Thomas
- g. Directors to work with their respective committee on budgets. They are due to Mr. Tice - Directors
- h. Finance to continue work on 2024 fees for foal registrations and inspection – Ms. Miley
- i. Amend the website pop up button with new language pertaining to consequences for noncompliance– Mr. Tice
- j. Review video recordings process, do we continue videoing the meetings. Agenda item for future meeting - Directors

XII. Meeting Evaluation – Mr. Smith.

- a. Board members remarked that the meeting was respectful, there was a lot to unpack, we worked through tough agenda items, and members were pleased we stayed on task. It was noted time management was good.

XIII. Good of the Order

- a. Next meeting is November 28. Future meeting change to Thursday Dec. 21, 2023

XIV. Adjourn

- a. The motion to adjourn was made by Ms. Clough. The motion was seconded by Ms. Dumford. The meeting adjourned at 7:30 pm.