

**Board of Directors Meeting Minutes  
November 28, 2023, 5:00 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, 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. FHANA Member Council September 2023 – Erin Miley
  - i. Ms. Miley indicated that there were no items needing discussion.
- b. FHANA Member Council October 2023 – Erin Miley
  - i. Ms. Miley indicated that there were no items needing discussion.
- c. Bert Mourits Letter – Eric Smith
  - i. Mr. Mourits was not requesting specific action(s). This is an informational letter sent to the KFPS, FHANA, and Mr. Smith
- d. Oxana Erokhovets Petition – Eric Smith
  - i. Mr. Smith reported that the correspondence will be shared with the BBII Committee along with Mr. Mourits' letter
- e. AFHA Letter of Support – Eric Smith
  - i. It was remarked that it was nice to see such a positive letter.

**III. Action Items – Mr. Smith**

- a. Bring the correspondence received by the BOD relating to Inspection fees to the Inspection Committee – Jo Ann Clough.
  - i. Ms. Clough reported this will be discussed at the Inspection meeting in December.
- b. Make document edits – change BBook II to Foal Book for licensing application and in the BOD minutes – completed by Jo Ann Clough
- c. Examine rules and regulations pertaining to member conduct, develop action options and a penalty table – Allison Thomas
  - i. This action item is complete and will be discussed in the Review Items section.
- d. Continue to Update Circuit 5 expense and revenue data – Jason Tice
  - i. Mr. Tice remarked that the Circuit 5 East event was successful with respect to expenses and revenue. He is waiting for information from the West.
- e. Health Committee to author an article to help members understand SNP testing – completed by Health Committee Representatives – Jo Ann Clough
  - i. Completed

- f. Reconcile language in the charter and bylaws pertaining to the countries FHANA covers (U.S, Canada, etc.) – Allison Thomas
  - i. Completed and will be reviewed later in the agenda.
- g. Directors to work with their respective committee on budgets. Completed
- h. Finance to continue work on 2024 fees for foal registrations and inspection – Erin Miley
  - i. This will be discussed with the budget presentation.
- i. Amend the website pop up button with new language pertaining to consequences for noncompliance – completed by Jason Tice
- j. Review video recordings process, do we continue videoing the meetings. Agenda item for future meeting.- Eric Smith
  - i. This will be discussed during Round Table time permitting.

#### IV. Treasurer's Report

- a. Per Ms. Miley reported on the October 2023 recap. She indicated that memberships are down negatively impacting on our budget, transfers are also down. A KFPS bill will be coming this December. **Ms. Miley made a motion to approve the October Financial Report and the motion was seconded by Ms. Thomas.** Per Mr. Smith our YTD is a net positive. The KFPS increases are hitting our organization; we will need to discuss this with them. Mr. Tice found a \$2,500 discrepancy that was removed from the KFPS bill. We have one more month to make a positive impact on finances. **A vote was taken, and the motion passed unanimously.**
  - i. October Income: \$41,623.83
  - ii. October's Expense: \$72,666.63
  - iii. October Net Income: - \$31,042.80
  - iv. Total Income \$569,029.29, Budgeted \$568,801.50, with a difference of \$227.79
  - v. Total expense \$566,364.65, Budgeted \$538,583.10, with a Difference of +\$27,781.55

#### V. Consent Agenda:

- a. Board of Directors October 24, 2023 – Jo Ann Clough
- b. Inspection Committee October 2023 – Jo Ann Clough
- c. Breeding Committee September 2023 – Allison Thomas
- d. Editorial Committee October 26, 2023 – Charlotte Dumford
- e. BBII Ad Hoc Committee – Eric Smith
  - i. FHANA Ad Hoc B Book II Meeting Minutes August 8, 2023
  - ii. FHANA Ad Hoc B Book II Meeting Minutes September 20, 2023
  - iii. FHANA Ad Hoc B Book II Meeting Minutes October 3, 2023
  - iv. FHANA Ad Hoc B Book II Meeting Minutes October 17, 2023, Rev 1
- f. Finance Committee Oct. 12, 2023 & November 2, 2023 – Erin Miley
- g. Stallion Committee September 25, 2023, and October 23, 2023 – Will Bron

Mr. Smith inquired if any of the minutes should be pulled from the Consent Agenda. Ms. Piascik requested that the BBII meeting minutes be pulled. Mr. Bron requested a closed

session later in the meeting relating to the Stallion Committee. Ms. Thomas commented that there was a motion in the Breeding Committee minutes, this will be passed if not pulled from the Consent Agenda. **Ms. Thomas made a motion to accept the Consent Agenda with the BBII minutes removed. Ms. Piascik seconded the motion. A vote was taken, and the motion passed unanimously.**

**VI. Executive Director's Report – Jason Tice**

- a. Mr. Tice indicated that Ms. Clough would report on Board elections and nominations.
- b. While processing Circuit 4 Inspections Mr. Tice ran out of his supply of paper. He ordered more product October 1 from the KFPS. It is yet to be received. He is hoping the replacement paper will be sent soon, he has one more site, Wisconsin, to print.
- c. There is also a standstill with transfer printing. These will continue to be processed but he will hold off on printing at this time.
- d. Mr. Tice sought clarification on extending credit to members. He noted that we have not done that before. He has worked with members over a 2 to 3 months period of time, but not longer. Mr. Smith replied we do not extend credit; we have payment deadlines. We are to continue with our past practice.

**VII. Committee Reports**

- a. B Book II minutes – Ms. Piascik indicated that she has reviewed their minutes and questioned what the committee is working on. She noted that the focus appeared to be on FB stallions in Canada. Mr. Smith recounted their past efforts such as working on a plan to support the FHANA Office; this is no longer an issue. They have reviewed the FHANA bylaws and determined that our current practice was appropriate based on the 2010 review. He commented that FHANA is not a registrar, and we should consider striking that sentence. He noted that the papers are from the KFPS not FHANA. For example, FHANA cannot register Subsidiary or DBook, fundamentally we cannot register all Friesians. The bylaw statement is misleading at best. With respect to other activities, the committee is seeking information on office costs to process papers including BBII. Once received they will examine costs. Mr. Smith reminded all of what occurred in 2016, a change in our approach could result in the loss of FHANA members. Ms. Piascik requested more detailed BBII minutes. Mr. Smith will request the committee to expand their minute documentation. Ms. Thomas indicated that our bylaw states we perform this registrar function; we need direction from the Board on how to deal with this matter.
- b. 2024 FHANA Budget – Erin Miley
  - i. Moved to the end of the agenda.

**VIII. Review Items – Mr. Smith**

- a. New Chapter - North American Spanish Friesian Horse Association (NASFHA) Chapter Application) - Erin Miley
  - i. A complete application was forwarded to the Board from the FMC. Ms. Miley commented that the application was vetted and approved by FMC. **Ms. Miley**

**made a motion to approve the NASFHA application and Ms. Thomas seconded the motion.** It was noted that the club contact person was a member at large. In addition, she was aligned with another chapter. It was noted that the contact person does not need to be a chapter board member. The contact person serves as an informational source for their membership. Their application listed six individuals, only five are required. If a member is associated with two chapters, they must be an associate at one. Ms. Smith commented that there were enough listed to continue with the application. The member at large is listed as president at another chapter, if they strike her name the application is valid. **Ms. Miley amended her motion – That we approve the new chapter with the contingency the member at large is to be changed to an associate member. Ms. Thomas seconded the motion.** Mr. Smith commented that this chapter application works toward our goal of fostering diversity. **A vote was taken, and it passed unanimously.**

b. Rules and Regulations Changes – Allison Thomas

- i. Ms. Thomas took the Board's previous recommendations and applied them to the new penalty table. The majority of the table is unchanged. The committee included language on rare occasion(s) of intentional offenses. This would allow the BOD to take escalating steps if needed. **Ms. Thomas made a motion to add the penalty table to Rules and Regulations. Ms. Dumford seconded the motion.** Ms. Thomas indicated that they discussed escalating issues as it relates to the requirement for a super majority vote. This requirement would prevent abuse. This is a rule, not a bylaw. Ms. Piascik thanked Ms. Thomas for doing a fantastic job on this action item. A question was raised about violations for the improper use of the FHANA logo. Ms. Thomas indicated that this might be a bylaw violation. It should be covered by the bylaws or code of conduct. Ms. Thomas will take the logo issue back to committee to confirm our approach on improper use. **A vote was taken, and it passed unanimously.**
- ii. Bylaw change as it relates to FHANA members living in North America. The committee made a correction to Bylaw 5.2, removing North America and replacing it with the United States and Canada. Mr. Smith stated that the phrase "whereas North America refers to states and providences" at the beginning of the document to clarify the area FHANA covers. With that anything that follows is superseded by this statement. Ms. Thomas indicated that there were only two sections 5.2 and 3.1 that needed to be changed. **Ms. Thomas made a motion to change 5.2 as presented. Ms. Dumford seconded the motion.** Members were reminded that a bylaw change needs a supermajority, and it goes to membership for voting. Mr. Tice commented that we do not need to pass this by the parliamentarian before we proceed. Mr. Bron thanked Ms. Thomas for her clarification. **A vote was taken, and it passed unanimously**

With respect to the Bylaw 3.1 there are questions. Ms. Thomas commented that we need to fix this; if FHANA is not a registrar, this needs to be amended.

It was noted that registrar means you are the owner of the registry. If we owned the registry, it would say FHANA not the KFPS. Mr. Tice commented that we are not considered the registrar. FHANA cannot register BBook, DBook, Subsidiary, or Auxiliary per KFPS rules. Mr. Smith recommended that we strike that sentence. It would be too confusing or difficult to draft a clarification along with it relating to the number of KFPS books. Mr. Tice recommended we strike this, so it does not get muddier. Ms. Thomas is seeking guidance from the Board, there is a lot of interest in this bylaw. Mr. Smith again commented that we cannot provide registrations for all eligible Friesians. FHANA is not allowed to do this per the KFPS. This is difficult one to clarify for the reader's understanding, which might make it more complex. It was clarified that 75% of the *voting membership* is required, not all of the membership to change a bylaw. It was noted that the BBook committee is looking into this. Our current language is written in such a way that cannot be executed and the Rules and Regulations Committee can consider these factors and determine what makes the most sense. It was suggested that we look at how England and Australia deal with this. FHANA is a designated representative for KFPS; however, not for all eligible Friesians. Ms. Thomas will bring this back to committee as they were seeking guidance from the Board.

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

- a. KFPS Meeting Agenda – Mr. Smith reported that there will be a meeting with the KFPS at the Stallion Show. All Board members are invited. If you are not attending, please forward your ideas and topics for discussion to Mr. Smith.
- b. Ms. Piascik reported that Mr. Horowitz drafted a letter to send to stallion owners that includes information on x-rays, semen analysis, and other procedures. All of the information is in one place. The letter could be readily used in the future as well. Ms. Miley commented that the letter looked great, it provides something tangible and helps the owners through the process. Mr. Smith extended his gratitude for their work and granted his support to move forward with the letter.
- c. Lifetime Achievement Award nomination. Ms. Dumford provided background on the nomination. The Board went into closed session.
- d. Returned to open session.
- e. 2024 Budget – Ms. Miley commented that there were items to note, we need a balanced budget. The important areas highlighted:
  - i. Memberships are down by 200. The committee accounted for this in the 2024 budget. The working assumption is it will be close to the 2023 numbers, we hope it will be better.
  - ii. A foal \$280 registration fee is the only one she is anticipating for an increase. It was \$265, this covers SNP testing too. The Inspection fee is broken apart, it will be \$50 fee for foals. Some folks do not attend an Inspection with their foals; however, we will still encourage them to come to Inspections.



- iii. Grant proposal income was budgeted \$2,500 in escrow for future research projects. Mr. Tice stated they formulated the budget based on last month's Board comments. He stated that things had to be cut. He acknowledged that this is a strategic item; however, this item needed to go. Mr. Tice indicated that we have to raise grant money. Ms. Clough commented that she was disappointed, she sees the grant program as an investment in the future. She commented that this activity spoke to our role as a charitable organization, this cut takes away from that. Fund raising as the responsibility of the Health Committee is not feasible given the committee focuses on drafting articles, hosting webinars, drafting research applications, and the like. This task needs to be assigned somewhere else as a priority for action. The committee has tried to raise funds during the 2023 AGM, posted QR codes, solicited at Inspections, and via FB posts. A button on the website was added to help automate the donation process. Raising \$10,000 is a significant task to take on. It was offered that Finance does see a value in the grant. Ms. Miley commented that they were faced with the task of making budget cuts. She noted that this is a strategic item; however, it had to go, and we will now need to raise the funds. Ms. Clough indicated that she understands the budgeting process; however, for our membership studies like the Bravecto research on parasites benefit our members and will save them money related to having treatment strategies. She commented that this type of research draws members to FHANA. Research is a tangible member benefit. Mr. Smith commented we need to wrap up the past two studies before moving on, that the results have yet to be received. Ms. Clough stated results are in, and the committee is working on a presentation for the 2024 AGM.
- iv. Expenses – Ms. Miley stated that there would be a surcharge for postage. We would ask for assistance with postage. Promotional materials and banners would be covered by FHANA.
- v. Office operations - \$4,200 could be saved if we cancelled Board Effect. Ms. Miley noted that it was used in a limited fashion. Second, we could consider dropping Google Drive, it costs \$3,800. Mr. Smith noted it would be a time and labor burden to transfer all of the data if this were to occur.
- vi. Inspection supplies – we could have cost avoidances by using stockpiled items.
- vii. Spanish and French translations would be an asset for the website. This could be deferred till later when we have a better sense on the direction of our budget.
- viii. 2024 AGM hotel payments - fewer nights will be needed to cover, these dollars could go to those who are flying to the event.
- ix. It was calculated with these changes we would have a net Income of \$620.
- x. Mr. Smith noted this is quite painful, the Finance Committee made a difference from the last meeting. There were speculations expressed that perhaps memberships are down because our fees went up.

- xi. **Ms. Miley made a motion to accept the proposed 2024 Budget.** Ms. Piascik inquired if we had gotten a quote for the website translations. Mr. Tice stated we received a quote. She then inquired if it was worth \$3,000. Mr. Smith commented it was discretionary and we could put it in later in the year. There is a licensing fee for five years of \$1,000 per year. We would need to agree to a five year licensing fee. It was remarked we should hold off on this at this time.
- xii. Ms. Clough inquired about Circuit 5 revenue, if positive and additional revenue gained could those funds be used. It was noted that this was not easy to shift, it would be carried over till next year. If we have another Circuit 5 next year we are starting over. She inquired what the sponsorships raised; Mr. Tice commented \$18,000. However, he does not know what are expenses were for the West Circuit. Ms. Clough thought it might be as much as \$22,000 in sponsorships. She indicated that she wants the Board to consider that because the grant was a strategic initiative. We need to be creative as we can. Ms. Thomas commented that our budget challenge is significant, and we have to give some things up. It was noted that member benefits will be affected. Ms. Thomas commented that this is a matter of what is best for *most* members. She commented that she hated increasing the foal fee, she would prefer to say no. She wanted to say no and commented that our fiscal responsibility is to keep in budget. We need funds to grow our organization. Money is not there for the want. Mr. Smith asked about the vote on the motion. Ms. Clough commented that she was struggling with this and understands the need to be prudent and that she spoke her peace about the grant. **A vote was taken, and the motion passed.** Five voted for the budget and one did not.

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

- a. Mr. Bron indicated that Mr. Hoekstra has new information on semen processing to improve outcomes. He recommended that he be asked to give a presentation at the AGM. It was inquired if this could be done virtually. Mr. Bron indicated that he will be contacting the Breeding Committee about this opportunity. It was noted that the Education Committee could do a webinar with Mr. Hoekstra. Mr. Bron would like to see a face-to-face presentation and then possibly virtual after.
- b. Ms. Clough reported on the election. A summary of the election nominations:
  - 1. Six candidates accepted and returned their paperwork.
  - 2. One has yet to accept.
  - 3. Two candidates have one nomination each

#### **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
- c. Ms. Clough reported on Circuit 5:

Event	West	East	Total
Inspection	31	47	78
Mare Show	12	33	45
Stallion	9	16	25
		<b>Total Entries</b>	<b>148</b>

- The Education Course had a total of thirty students, nine in the West and twenty one in the East.
- Four stallions were selected to move on – Congratulations to Annette Carpenter, Kai and Lisa Zijlstra, Roger and Dana Hartle, and the Markey family.
- There has been over 88K views of an Instagram post from the East event.
- 10% of sales from the East photographer will be donated to Fenway
- Ms. Clough thanked the many generous event sponsors of the West and East.
- Ms. Clough commented on how exciting it was to have nine approved stallions for demonstrations, this was simply incredible.
- She extended her thanks to the Board for their support of the event and all of the individuals who ensured its success.
- She noted that there were opportunities for improvement that will be used for planning in the future.

Mr. Smith thanked Mr. Laude and Ms. Clough for their efforts with Circuit 5. He thanked Mr. Tice given he was put in a hard administrative position with this difficult task. He extended heartfelt congratulations on how this turned out so successfully and he noted the time he and everyone put into this first time event. Mr. Smith heard many thanks and many compliments. Mr. Tice commented that it was a terrific event; however, he is struggling on the finances with his spreadsheet. Also, he does not have all of the numbers for today. He commented that overall it was a great event; he was glad we pulled it off and he looks forward to 2024. Ms. Clough will set up a meeting with Ms. Miley, Mr. Tice, and Mr. Laude to reconcile the data. Ms. Miley stated it was a wonderful event, she remarked about all of the smiles and energy she witnessed. She commented that it was a bonding event and extended her congratulations.

#### **XI. Action Items – Ms. Clough**

- a. BBook II minutes - Mr. Smith to ask for additional content and details from the committee.
- b. Ms. Thomas to discuss violations of the use of the logo to Rules and Regulations committee to confirm approach to deal with its improper use.



- c. Ms. Thomas to discuss with the Rules and Regulations Committee the Board's input on the registrar language concerns.
- d. Ms. Dumford to obtain photos for the Lifetime Award submission
- e. Mr. Tice to assist with processing the Lifetime Achievement Award.

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

- a. Board members remarked that the meeting was time went well despite the length of the agenda. Members expressed their concern about handling the 2023 budget discussion and that all comments were valid. It was noted that there were some sections that we needed to work on. Ms. Miley was thankful for the budget approval.

**XIII. Good of the Order**

- a. Next meeting: Thursday Dec. 21, 2023, at 6PM EST, Future Meeting Jan. 23, 2023, at 6PM EST

**XIV. Adjourn**

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