

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

I. Welcome & Call to Order at 5:02 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: To Follow Ledenraad Review

II. Ledenraad Review with Special Guests: Tiffany van der Kooi, Jack Vanderkooy, and Erin Miley – FHANA's KFPS MC Representatives

- a. This review is from their most recent meeting. Mr. Vanderkooy reported the KFPS MC has an introductory one hour meeting before their meeting with the five member KFPS Board that lasts three or four hours. The one hour pre-meeting is done purposely; the MC representatives can speak openly at their session. The pre-meeting focused on voting for the chair and vice chair positions given there was a recent resignation. Mr. Merk DeJong is presently chair; he functions as chair only at the pre-meeting. Following this session they met with the KFPS Board, and their focus was on Dutch circumstances, not international circumstances. The main discussion dealt with their request for \$235,000 EU for the upcoming year to increase staffing. There were concerns expressed that the staff was not keeping up with their workload. The MC representatives had concerns and needed more details relating to their funding request. It was recommended that a portion be allotted now, and the balance be addressed at a future meeting in 2024 with the KFPS staff providing more details - for example, what would these new staff members do, what are their functions.

Mr. Vanderkooy indicated that there was a lot of discussion to digest, there are more than twenty people in the room with many ideas. He desires more decision making, less talking, and more preparatory work. Ms. Miley reported that they are seeking additional staff to address Friesian health and to develop policies. This would free up office staff to spend more time on improvement projects. Their priority focus areas for 2024 - 2029 are health and the Friesian's life span. They are also seeking a long term budget. Fees and rates are anticipated to increase with inflation. ABFP fees could rise, \$295 up to \$595. During their second session they also appointed committees. There was a conversation on how to make it easier for MC representatives not physically present to improve their interactions. They are considering adding a meeting at the Stallion Show. There are ten foreign members that could meet at that event. Mr. Vanderkooy asked the MC to have more meetings, two meetings is insufficient, and they are always behind. They are planning on two formal and two informal meetings. Mr. Smith inquired if there were any decisions made in the meeting. There was not a formal decision on the price

increase for ABFP. They did make a decision on the first round of funding for the KFPS. Mr. Smith would like to see the automatic fee increases be addressed. Currently it is based on the CPI – that is getting to be problematic. Just because there is inflation, they should consider efficiencies and cost savings rather than just up fees. From FHANA's perspective they should not have automatic increases, this should be challenged. Mr. Tice indicated that there are functions we could do to help their staffing and productivity. We have asked to do things here such as inputting microchips, but they will not allow us to do that. Little things could go a long way to help them, and it would also expedite processing on our end.

- b. The regularly scheduled FHANA meeting followed the KFPS MC Review. The three KFPS MC representatives were excused. Mr. Smith inquired if there were any conflicts of Interest by the Board of Directors, none were reported.

III. Correspondence – Mr. Smith

- a. FMC Minutes - November 1, 2023 - No discussion or questions from the Board.
- b. FMC Minutes – December 13, 2023 – Recommendations were received on staffing FHANA committees; the FMC provided some great recommendations. Mr. Smith noted that our FHANA Bylaws are prescriptive on how this process is managed by the Board. Our bylaws are very straightforward, the Board selects the committee and the chairs. He noted that an outside group should not be dealing with personnel recommendations. Mr. Tice and others commented that there are elements of their recommendations that would help our process. The committee application is a great idea as is the list of guidelines. Their document bears looking at and will be assigned to the Rules and Regulations Committee for review and implementation of a subset of the recommended elements.
- c. FMC Bylaws Revised – January 17, 2024 – No discussion or questions.
- d. B-Book – Ms. Floryn – Mr. Smith will forward to the BBook II Committee.
- e. Ms. Hill Letter BBook II related issue - Mr. Smith will forward to the BBook II Committee.
- f. Letter Regarding the NW 2024 Inspection Site – Ms. Clough will forward it to the Inspection Committee.

IV. Action Items – Mr. Smith

- a. Schedule a meeting with the two Texas Inspection site hosts to negotiate a plan for hosting in 2024 – Moved to Inspection Committee Report.
- b. Discuss approaches for Circuit 5 schedules for the East and West and submit a proposal – Moved to the Inspection Committee Report.
- c. Ms. Thomas to discuss violations of the use of the logo to the Rules and Regulations Committee to confirm an approach to deal with its improper use – Ms. Thomas
 - i. This is an ongoing action item; the committee will meet in the next week or two.
- d. Present a summary of the Ledenraad meeting – Ms. Miley
 - i. Completed

- e. Verify the approach/process for the training of the two young stallions selected at the viewings with the KFPS – Mr. Bron
 - i. Mr. Bron reported that Mr. Horowitz had a meeting on this topic with the KFPS. There is also an upcoming meeting on Monday, more information will follow.
- f. The letter regarding BBook II registrations is to be reviewed by the BBII Committee at their next meeting – completed by Mr. Smith
- g. Reschedule the January 2024 Board Meeting – completed by Mr. Smith

V. Treasurer's Report

- a. Ms. Miley reported that the Finance Committee is waiting for the end of year (EOY) final numbers, there are no updates for today. The information should be ready in February following an accountant's review. She did report that dashboard metrics were included in the packet. Mr. Tice reported that on paper we had a loss of \$22,000.00 and fortunately our investments were very profitable; the year was not as bad as predicted. We will see what our investments did, he believes it will be near \$25,000. Please refer to the Dashboard for a review of actuals vs. budgeted. Ms. Piascik commented that she really likes the graphics in the Dashboard. These same graphics will be shared at the AGM.

VI. Consent Agenda:

- a. Board of Directors Minutes December 21, 2023 – Ms. Clough
 - b. Finance Committee Minutes Dec 24, 2023 – Ms. Miley
 - c. Sports Committee Dec 2023 – Ms. Dumford
 - d. BBII Ad Hoc Committee Minutes for October 30, December 12, and December 20, 2023 – Mr. Smith
 - e. Events and Sponsorship December 2023 – Ms. Piascik
- Ms. Dumford made a motion to accept the Consent Agenda. Ms. Thomas seconded the motion. A vote was taken, and the motion passed unanimously.**

VII. Executive Director's Report – Jason Tice

- a. Mr. Tice reported that memberships are coming in slowly. Renewal reminders have been sent out to our members. The new sign-ups and renewals are to be processed January 31 and February 1; this is when the bulk of memberships come in. Overall Mr. Tice believes we are doing fine.
- b. Mr. Tice updated all on the website translation project, he hopes it will happen in March or April of 2024 and he reported that he is currently in AGM planning mode. Mr. Smith inquired if the translation services are in the approved budget, and it was verified that it was. It was asked if we need to postpone the project due to budget constraints. Ms. Miley indicated that this is very important despite the cost, this is money well spent. She advised we proceed sooner rather than later. The cost is anticipated to be between \$3,500 and \$5,000. Ms. Thomas agreed this was important and asked if we could obtain a sponsorship to get this done. Perhaps a sponsor could offset some of these costs. Mr. Bron had no comment. Ms. Piascik was indifferent, she would like the project

to be done after we see what are membership revenue looks like this February. Ms. Clough would like to proceed with the services and pursue a sponsor. Ms. Smith advised us to move forward with the project and assign this to the Sponsorship Committee to see if they can find interested parties to contribute. Mr. Tice believes this project needs to be done. The Membership Committee was assigned to look at member numbers and how to get people to renew or sign up. He noted that this is the most important part of our budget.

VIII. Committee Reports

- a. Inspection Committee Minutes December 2024 – Ms. Clough
- b. Inspection Committee Minutes January 2024 – Ms. Clough
 - i. Review of Circuit 5 Schedule:
 1. Circuits 1 – 3 were previously approved by the Board at the December meeting.
 2. Circuit 5 – Mr. Tice heard back from the KFPS regarding the schedule. The West Coast portion will not work as initially scheduled. The judges need to be back in the NL. by November 21. This means the West will have to be Monday and Tuesday November 18-19 and definitely no Mare Show. Dates proposed are:
 - a. Thursday November 14th – East IBOPs
 - b. Friday November 15th – East Inspection and Stallion Viewing
 - c. Saturday November 16th – East Mare Show and Stallion Viewing
 - d. Monday November 18th – West IBOPs and Stallion Viewing
 - e. Tuesday November 19th – West Inspection and Stallion Viewing
 - f. **Ms. Clough motioned that the Board accept the Circuit 5 schedule and Ms. Miley seconded the motion. A vote was taken, and the motion was carried unanimously.**
 - ii. Ms. Clough indicated that they would like to propose that Mr. Horowitz be the Site Host for the Texas Inspection, the committee is seeking the support from the Board. **A motion was made by Ms. Clough to select Mr. Horowitz to be the site host for the 2024 Texas Inspection. Ms. Piascik seconded the motion.** Ms. Piascik commented that he would be a neutral party, she sees no conflicts. Ms. Dumford wanted to ensure the location is accessible to the majority of owners. She requests that we choose a site that can be supported by the concentration of ownership. She commented that Mr. Tice could give us some ideas on this. It was noted that we would like to see the former two sites contribute or cooperate with the third party. Mr. Smith noted the challenges if the event volume is insufficient given some members said that they plan to boycott the event. It is in their best interest to make this a success if they want their horses inspected in the future. The event must be inviting to all. We need to put our differences aside; we can accomplish this. Ms. Thomas noted that the proposed host is a neutral selection. If members boycott and the event is

cancelled, next year this may not happen. A vote was **taken, and it passed unanimously.**

- iii. **Ms. Clough motioned on behalf of the Inspection Committee that the Board remove Coggins as a “FHANA requirement” to abide by the state, province, and facility rules and laws. Mr. Bron seconded the motion.** Mr. Tice commented that each venue has health requirements. The site hosts know what they need to collect for health documents when they sign their contract for the facility. Mr. Smith inquired who checks the Coggins and it was reported the Host does. Ms. Clough commented that the Coggins topic was raised in the past. The question was referred to Fenway Foundation for their input. They recommend FHANA continue with the Coggins test requirement. Ms. Clough commented that the Site Hosts checks and collects health documents. She also commented that we need to add a line into the Inspection manual that the Site Host is responsible for abiding by all health rules/regulations and contractual agreements made with the facility. She noted that health requirements in North America are diverse:

1. Beginning in 2022 all states now require a Coggins for interstate travel.
 - a. Coggins needed for horses of a certain age. Nursing foals do not need a Coggins, but their dam's are required to have the test.
2. Some states or provinces require a Coggins every six months, others every twelve months
3. Interstate and international travel also require a health certificate.
4. Rules for intrastate health travel requirements vary across the U.S.
5. Some states require proof of ownership for transport.
6. International travel requirements are also another layer of this topic.

Ms. Dumford indicated she was fine with the language pertaining to governmental rules and regulations. Ms. Miley stated that Coggins are required and that members check with their site host for specifics for their geographical area. We need to follow the strictest laws, state, local or venue pertaining to Coggins. Ms. Clough was asked to bring the motion back to the committee for refinement given the complexities of the health requirements.

c. Membership Committee – Ms. Clough

- i. The Membership Committee would like to add a FHANA member to their committee for 2024 – This will be deferred to the 2024 AGM.
- ii. Ms. Clough reported that a community event to show the love and versatility of the Friesian horse will occur in 2024. Friesian horse lovers across North America will be tracking their saddle or driving time to support the new FHANA health initiative. It is scheduled to occur April 1- July 31. There will be a campaign kick-off at the AGM. Members can purchase t-shirts for \$35. Ten to twelve dollars will go to the Research Grant! The talented Ms. Jess Dodge made the t-shirt logo! These shirts will be showcased at the 2024 AGM.

IX. Review Items – Mr. Smith

a. KFPS recap:

- i. Ms. Dumford provided a recap of their meeting at the January 2024 Stallion Show. She reported that the KFPS assured them they can make decisions despite their three current vacancies. Mr. Smith provided the KFPS with an update on FHANA.
- ii. Fee increases are predicted in September.
- iii. SNP testing will occur for four years, and we will continue with STR testing for parentage verification.
- iv. They discussed issues with the KFPS website, the KFPS is directing efforts at resolving these problems. Most of the old tools are back under the KFPS site, there is however, a problem with the portal. Members cannot see the risk factors. We need to produce some examples to share with the KFPS. Some elements do not show up in portals, examples of the same would be helpful for the KFPS efforts to reach a resolution.
- v. The riding test for stallions seen at the Stallion Viewing was discussed. This was very problematic for FHANA in 2023.
- vi. Also, they discussed the need to get an acknowledgement from the KFPS when the office makes a request. This has not been occurring on a regular basis.
- vii. The KFPS will give a review of Inspection results at the AGM. FHANA does not have the report yet.
- viii. With respect to the papers – good news! Everything is back and sent out.

X. Discussion Items – Mr. Smith

- a. Bylaw Changes – It has been brought to the attention of the FHANA Board that an oversight was made regarding the new procedures for changing bylaws, outlined in Bylaw 13.1. As such, the results of the existing vote was taken under advisement by the FHANA Board. An official vote in accordance with Bylaw 13.1 will be conducted beginning February 1, 2024, until February 15, 2024. FHANA apologized for our error in this matter.
- b. Ms. Thomas reported that members saw the emails that were circulated on the bylaw change. She took full responsibility for communication. This bylaw change related to the language specifying that North America refers to the US and Canada. She commented that the proposal should have gone out seven days before the voting began. We now need to do our voting properly now that the information was presented to our membership. The old vote is considered informational. It did, however, give our members a heads up to ask relevant questions. **Ms. Thomas made a motion that we use the results of the bylaw change on January 1 as an advisory vote and that we do a proper, normal vote on February 1, 2024, through February 15, 2024. Ms. Dumford seconded the motion.** All Board members expressed their agreement. Ms. Thomas commented that we need to send out communications to membership as to what happened, so it is clear, not confusing. Members deserve to hear that for

transparency. Information has already been sent out that triggered conversations. We need to inform the membership now; background information will be included with the ballot. The ballot will look the same. **A vote was taken, and it passed unanimously.**

c. AGM Schedule – Mr. Tice

- i. Retreat agenda – The meeting will start Friday 8:30. There will be a recap of what we did with the organizational consultants. This information is important to review, we should rehash what we did. This will be an opportunity for team building. The incoming Board of Directors will learn what our goals are. We can highlight how we got there. There is not a firm plan as of yet whether to do a budget review.
- ii. At 4:00 pm there will be a meeting with the two KFPS representatives - Neal and Marieke to discuss current issues.
- iii. Ms. Thomas and Ms. Dumford will not be in physical attendance at the 2024 AGM. Mr. Tice stated that the two outgoing members will be missed. They could, however, be part of the meeting virtually. All were reminded that our bylaws states (6.5) we need to meet in person, face-to-face. Ms. Thomas does not feel that it will be financially responsible for FHANA to incur costs for her to attend just a couple of hours on Friday morning. In the past, there have been outgoing members who did not attend such as Mr. Gerben Steenbeek. It was asked if excused absences are applicable in this case. All were reminded that FHANA did make a provision for virtual meetings for national emergencies. This has also come up when a Director was deployed based on her military commitments. Ms. Piascik said that it is not worth the FHANA expense for a Director to attend for a couple of hours, virtual attendance is sufficient. Ms. Dumford and Ms. Thomas are deemed Board members until the Old Business section of the AGM agenda. It was voiced that we should let them attend virtually. Mr. Bron sees this as a tricky situation and that we need to change the rule for the future. Ms. Miley agrees we need to modify the rule. (Bylaw 6.25 states that the Board must meet eight times a year, the annual meeting is in person.) Ms. Thomas will be absent or attend virtually. Outgoing Directors could be available for AGM, they are no longer a Board member at the time of the Annual Meeting, after the new officers are installed. Mr. Smith commented that we have set precedence and that one attended virtually.

XI. Round Table Discussion – Mr. Smith

- a. Closed Session
- b. Back to Open Session

XII. Action Items – Ms. Clough

- a. FMC Committee guidelines to be sent to Rules and Regulation Committee for discussion and possible implementation. – Ms. Thomas
- b. Ms. Hill's BBook II related issue - Mr. Smith will forward it on to the BBook II Committee.

- c. NW Inspection Letter – Ms. Clough will take it to the Inspection Committee for discussion.
- d. Verify the approach/process for the training of the two young stallions selected at the viewings with the KFPS – Mr. Bron
- e. Sponsorship and Events Committee to see if they can find interested parties to sponsor translation expenses – Ms. Piascik
- f. Membership Committee to examine memberships and into getting people to renew or sign-up. Ms. Clough
- g. Ms. Clough to bring back the Coggins recommendation to the committee for clarification and further refinement.
- h. NW Region Inspection letter - Ms. Clough to take the letter to the Inspection Committee for discussion.
- i. Rules and regulations to take a look at the physical attendance requirement for AGM Board members moving forward – Ms. Thomas

XIII. Meeting Evaluation – Mr. Smith.

- a. Board members remarked that the meeting was productive, it was longer than we like but the time spent was needed. It was noted that it was a good meeting, all had input.

XIV. Good of the Order

- a. Next meeting: Next meeting: Feb. 23, 2024, Marriott Griffin Gate at 8:30AM; Future Meeting: March 19, 2024, at 6:00PM EST

XV. Adjourn

- a. The motion to adjourn was made by Ms. Clough. The motion was seconded by Ms. Dumford. The meeting was adjourned at 7:45 pm.