



Board of Directors - Minutes

Nov. 21, 2017 1:30PM EDT

A. Welcome & Call to Order - Jack Vanderkooy, President

i. In attendance: Jack Vanderkooy, President, Dr. Rosanne Palermo, Vice President, Eric Smith, Secretary, Jennifer McClelland, Treasurer, Barb Renico, Director, Amy Austin, Director, Gerben Steenbeek, Director, Jason Tice, Executive Director

ii. Identify conflicts of interest: No conflicts were identified

B. Secretary's Report - Eric Smith, Secretary

i. Mr. Smith presented the minutes date Oct. 17, 2017. **Motion made by Mr. Smith to accept the Oct. 2017 minutes. Motion seconded by Ms. Austin.** Mr. Vanderkooy proposed a change under section H, item I Proposed Bylaw Change. **Motion approved unanimously to accept the minutes as changed.**

C. Matters arising from the Minutes

i. Executive Director attendance at the 2018 KFPS Stallion Show-**Motion made during the Oct. 2017 meeting by Dr. Palermo: Be it resolved that the Board supports Mr. Tice's attendance of the Stallion Show in January of 2018 in Leeuwarden even though our Budget line item "Staff Travel" has been fully spent at this time. Motion seconded by Mr. Steenbeek.** Mr. Tice reported that he would like to withdraw any further consideration from attending the stallion show and meetings with the KFPS representatives. While Mr. Tice does feel this is an important aspect of his position to attend these meetings and meet with KFPS personnel, he wants to be respectful of our budget process and the FHANA member's money; therefore, he withdrew any further consideration from attending. Mr. Steenbeek asked Mr. Tice to reconsider. Mr. Tice reported that while FHANA has had a good year, it was in the best interest of FHANA for Mr. Tice to not attend so he will not reconsider. Mr. Smith congratulated Mr. Tice for the decision and recommends FHANA budget to attend the event in the future.



ii. Proposed Bylaw Amendment (Jack) **Proposal presented by Mr. Vanderkooy during the Oct. 2017 meeting: Motion made by Dr. Palermo: That the FHANA Board of Directors agree to amend the relevant part of Bylaw 6.5 which is titled "Annual and General Meetings" with the new wording found in red at beginning of this memo. If adopted, this Bylaw Amendment will be placed on the 2018 Ballot for ratification by the membership. Motion seconded by Mr. Steenbeek.**

Mr. Vanderkooy presented the memo that was originally presented in October for discussion. Dr. Palermo thinks that opening the AGM up and allowing the board in the future to move the AGM for special events and putting this out to the membership instead of the board making the decision. She believes it is important to see if the membership is willing. It is good for the board to be flexible in the future, and that the board will not do something the membership does not want the board to do. She also sees cost effectiveness for the budget to have one event in the year rather than having two events in a year as well as it would be cost effective for the members to come to both events if they are in one place. It would be a financial gain for members to come to one event. Mr. Tice reported though he feels it is important to have our AGM in the 1st quarter of the year, he reported that he was in favor of the options that were presented to him regarding the changes. He added that he does receive requests from members to move the AGM meeting later in the year to allow for them to attend at the beginning of the breeding season and so close in proximity to the stallion show in the Netherlands. He felt that FHANA would still be able to take care of business in the 1st quarter. He felt that if there was an opportunity to combine an event we should investigate that option but would not be in favor of moving the AGM on an annual basis. Mr. Steenbeek reported that he was in favor of this change. Mr. Smith reported that his conversation with the membership it did not matter if the events were combined. It would not influence their decisions to attend. Ms. Austin had the same response as Mr. Smith. The membership was in favor of having the AGM in the first quarter and there was no benefit in this change. Ms. McClelland reported that there are many pros & cons to this proposal, but the membership in her area reported they are in favor of keeping the AGM in the first quarter. Ms. Renico reported that the members she spoke with were in favor of having an event around the regularly scheduled Annual Meeting and this should be held in the first quarter. **Roll Call Vote: Dr. Palermo-Yes, Mr. Steenbeek-Yes, Mr. Smith-No, Ms. Austin-No, Ms. McClelland-No, Ms. Renico-No. The motion is not approved.**

D. Correspondence

None

E. Treasurer's Report-Jennifer McClelland, Treasurer

i. Ms. McClelland presented the October 2017 Financials. Ms. McClelland reported that as predicted there was a loss in the month of October due to ABFP and inspection expenses coming. We are still having a good year overall and is very optimistic about the year end. **Motion made by Ms. McClelland to accept the financial report for Oct. 2017. Motion seconded by Dr. Palermo. Motion approved unanimously.**

Balance Sheet:



Total Assets: \$444,425.46
Total Equity: \$444,793.33
Total Liability & Equity: \$444,425.46

October 2017 Profit & Loss:

Total Income: \$31,173.99
Total Expense: \$89,208.67
Net Income: \$(52,034.68)

Year to Date Profit & Loss:

Total Income: \$589,372.47
Total Expense: \$449,204.43
Net Income: \$140,168.04

F. Executive Director's Report - Jason

Mr. Tice reported our current membership is 1580 for this year. Mr. Tice has reached out to the Lifetime members and we were able to take 2 off our list of 88 current Lifetime members that no longer have Friesian horses. Mr. Tice reported that there were 31 United States Dressage Federation All-Breed award winners and the office will be sending them their awards which is a Dressage All Purpose Pad embroidered with the FHANA logo. Mr. Tice also reported that we had 2 winners at the USDF Dressage Finals and they are receiving a logo vest along with a Freedman halter with the Dressage Finals engraved along with a high point ribbon. Mr. Tice reported that there is a DNA issue from a horse that attended the inspection. The chip did not match the horse's registration papers and the DNA did not match the parentage. Mr. Tice has asked for a new sample and record of the chip number from the owner. At this point the results of this horse will be voided. Mr. Tice is working with the owner to get this horse fixed so this issue does not occur in the future when she attends her adult inspection. Mr. Smith asked if this issue is resolved can the results be reinstated. Mr. Tice reported this is not an option because the DNA pulled at the inspection and the chip does not match. Mr. Tice also reported there is another issue with a 7-year-old registration. The horse has been gelded but we do not have DNA on file for the dam. The DNA does match the grand sire, so Mr. Tice would like to recommend that we proceed with registration since there is no opportunity for the horse to reproduce. The board was in favor of this course of action. Mr. Tice reported he has negotiated a small decrease in the office rent for 2018. The rent will be \$2,100/mo. plus utilities. This is a savings of \$350/mo. and he has proceeded with this rent option for 2018 based on approval from the finance committee. Mr. Tice reported that he will spend 2018 looking for other options for rental space. Our current agreement will expire at the end of 2018. Mr. Tice reported that Vincent MFR has completed his X-Rays and Semen analysis and this information is being sent to the KFPS. The stallion has been sent to DG Bar and we are waiting for further direction from the KFPS when we can start the testing.

G. Committee Reports



i. Inspection Committee (Eric) Mr. Smith presented the proposed 2018 inspection schedule. **Motion made by Mr. Smith to accept the proposed schedule as presented. Motion seconded by Ms. Austin. Motion approved unanimously.**

ii. AGM Committee (Jennifer) Ms. McClelland presented the minutes dated 10.24.17 & 11.9.17.

iii. Health/Education Committee (Rosanne) Dr. Palermo presented the minutes dated 10.19.17 & 11.9.17. Dr. Palermo reported that the webinars continue to be well received and attended. Mr. Vanderkooy was happy to see the breakdown of the finances for the education week.

iv. Marketing/Membership Committee (Jennifer) Ms. McClelland presented the minutes dated 11.6.17. Ms. McClelland reported that the new booth is very close to being completed which will lead to new printed materials in the future for display. Mr. Smith requested that the new materials and booth reflect the luxury of the Friesian horse. Ms. McClelland reported that the goal is to promote FHANA since FHANA is the oldest most respected association in North America. She feels the board will be very impressed with the new booth display.

v. Central Mare Show Committee (Rosanne) Dr. Palermo presented the minutes dated 10.18.17. Mr. Smith asked if the CMS was cash positive or negative. Mr. Tice explained that the sponsorships do not fall in the financial CMS categories; they report under Sponsorships. Considering the sponsorships for the CMS the event was cash positive.

vi. ABFP/Stallion Testing Committee (Rosanne) Dr. Palermo presented the minutes dated 10.25.17. Ms. Austin inquired about paying the trainers. Mr. Tice reported the issue has been resolved to the satisfaction of the trainers and the FHANA accountant.

vii. Sports Committee (Gerben) Mr. Steenbeek the Horse of the Year criteria. **Motion by Mr. Steenbeek to accept the Horse of the Year program as presented. Motion seconded by Dr. Palermo.** Mr. Smith inquired about the cost of the voting. Mr. Tice reported that the voting should take place through our current Constant Contact subscription at no extra cost. **Motion approved unanimously.**



viii. Finance Committee (Jennifer) Ms. McClelland presented the 2018 budget and motions. Ms. McClelland reported the Budget will be discussed and voted on during the December 2017 meeting. Ms. McClelland reported that the entire budget is based on the proposal to increase the membership dues for 2018. Mr. Vanderkooy reported that the committee had made some decisions but the budget was not finished. Mr. Steenbeek reported that based on the most recent KFPS Member Council meeting the KFPS will be increasing their fees 1.5% for 2018. Ms. McClelland reported that the committee did look at the budget and tried to make it work without a membership increase. Unfortunately, the committee felt it was necessary as the last increase was in 2011 since the last membership increase. It was time to raise this fees since other fees were raised in 2016. The committee also addressed the associate membership fee and felt it was best to increase this to \$90 and allow associates full access to the FHANA website and KFPS data. **Motion made by Ms. McClelland to raise the membership dues to the following: Associate \$90, Full \$140, Business \$180. Motion seconded by Ms. Austin.** Ms. Austin requested that the membership needs to be made aware of these changes so there is not a surprise to the members. Ms. McClelland suggested that as a board we help promote this based on the information that was previously discussed in the Friesian magazine. **Motion approved unanimously.**

ix. Rules & Regulations (Eric) Mr. Smith presented the appendices C, D, & E for review. Mr. Vanderkooy suggested that the committee review these appendices and document the changes as a motion for the December meeting.

x. FHANA Member Council (Amy) Ms. Austin presented the minutes from September 27 and October 18. Ms. Austin reported that Lesley Ann Vanderen is now the president of the FMC.

H. Review Items

i. 2018 FHANA Board of Directors (Jason) Mr. Tice reported the following nominations have been accepted: Allison Thomas, Angie DePuydt, Amy Austin, Dan Dali. There are two others that he is currently waiting for 2 others to accept their nominations.

I. Discussion Items

i. KFPS Member Council (Gerben) Mr. Steenbeek presented the materials from the KFPS member council that took place on November 17th, 2017. All three FHANA representatives were present at the meeting. There is a change for provisionally approved stallions in the Netherlands. If a stallion has less than 80 breeding the stallions will have three years to test and approve on offspring. A stallion with more than 80 breedings will have two years to test for approval. North America is not affected by this rule.

ii. KFPS meeting agenda items (Jason) Mr. Tice requested any agenda items to be discussed with the KFPS during the meeting that will take place on Jan. 12 at 9AM. He reported that this agenda will be sent over at the end of December.



J. Board Round Table Discussion

i. Election of Board Positions (Jennifer) Ms. McClelland reported that she has considered how other organizations vote for their officers and was curious how the current board members feel about the process that FHANA uses. Mr. Vanderkooy reported that there is a discussion amongst board members who have an interest in a position especially in the position of president. This normally takes place at a board meeting or two prior to the AGM. Ms. McClelland inquired why the membership does not vote for the positions. Mr. Vanderkooy reported that is how it is reflected in the FHANA Bylaws. Ms. McClelland asked about the positions of secretary and treasurer and to make sure others are aware of a member's interest in these positions. Ms. Austin reported that it is difficult to make your intentions known until the new board is fully seated. She also stated the vice president should have the same service requirements as the president. The Rules & Regulations committee can make a motion and address if they wish. Ms. McClelland requested that newly elected board members have the chance to speak up if they are interested in a position.

K. Good of the Order

i. Next Meeting December 19th, 2017 at 1:30PM EST

ii. Future Meeting January 23rd, 2017 at 1:30PM EST***This is not our normal date

L. Adjourn

Motion made by Ms. Austin to adjourn the meeting. Motion seconded by Ms. McClelland.