



## Board of Directors Minutes

August 21st, 2018 1:30PM EDT

### A. Welcome & Call to Order - Dr. Rosanne Palermo, President

i. In attendance: Dr Rosanne Palermo, President, Ms. Jennifer McClelland, Vice President, Ms. Charlotte Dumford, Secretary, Ms. Barb Renico, Director, Mr. Eric Smith, Director, Ms. Allison Thomas, Director, Mr. Jason Tice, Executive Director, Absent with notice: Ms. Angie DePuydt, Treasurer

ii. Identify conflicts of interest-No conflicts of interest were identified.

### B. Secretary's Report - Charlotte Dumford, Secretary

i. Ms. Dumford presented the minutes dated July 17th, 2018. **Motion by Ms. Dumford to accept the minutes as approved. Motion seconded by Ms. Thomas. Motion approved unanimously.**

### C. Matters arising from the Minutes

i. Mr. Tice inquired about the 35th Anniversary and the 3 articles that were to be included in the Phryso. He requested a follow up on the additions to the committee. Dr. Palermo reported that the committee agrees the 3 articles will be on the History of FHANA, FHANA Today, and the 35th Anniversary. Dr. Palermo also reported that Mr. Scott Kelnhofer and Ms. Margaret Devetten have been added to the committee.

### D. Correspondence

### E. Treasurer's Report-Angie DePuydt, Treasurer

i. Review of the Financials for August 2018-Mr. Tice reported the following on behalf of Ms. DePuydt:

#### Balance Sheet

Total Assets: \$465,685.92

Total Liabilities: \$2,094.51

Total Liabilities & Equity: \$465,685.92

#### Profit & Loss Year to Date

Total Income: \$478,498.76

Total Expense: \$373,077.56

Net Income: \$105,421.20

#### Profit & Loss July 2018



Total Income: \$116,920.68

Total Expense: \$104,532.92

Net Income: \$12,387.76

**Motion made by Mr. Smith to accept the treasurer's report for July 2018. Motion seconded by Ms. Dumford. Motion approved unanimously.**

## **F. Executive Director's Report – Jason Tice**

Mr. Tice reported our current membership total is 1476. This is still down by about 5% from previous years. The office is currently working on and finalizing all inspection details. Site numbers are as follows: Indiana 94; Central California 63; New England 31; Southern California 27; Wisconsin 47; Tennessee 40; Utah 11; Maritimes 14; Nevada 23; Kansas 33; Quebec 23; Montana 21; Texas 18; Iron Spring Farm 53; Ohio 43; Ontario 55; British Columbia 35; Alberta 26. The Central Mare Show currently has 8 entered to be considered for upgrades. We have exceeded our budgeted number of entries. Our numbers currently stand at 661 with approximately 10 more that should be entered pending resolution of ownership transfer issues. Mr. Tice reported there were 685 horses registered in 2017 and 641 registered in 2016. Mr. Tice indicated that he has personally reached out to the owners of young stallions identified by Mr. Hellinga as possible candidates based on breeding values. Out of the list of 18, 6 young stallions have been signed up. Some did not sign up because the owners could not be reached, and some owners felt their young stallions were not mature enough. Mr. Tice reported that he and the designer are working on the 2019 Calendar and that he has sold all the advertising space in the calendar. Mr. Tice plans to do an assessment at the end of 2018, but he believes this is a positive revenue generator for the association. Mr. Tice reported he is dealing with one DNA issue. He believes the microchips of two horses may have become mixed up when the horses were registered. One horse has had a foal now, and the DNA matches the sister. The office is working through this with the owners of the horses, and Mr. Tice will report back. Mr. Tice has received great reports from the ABFP testing. Mr. Tice reported that the summer intern, Dylan, has completed his time with FHANA. Mr. Tice enjoyed this experience with the intern and will consider doing this again in the future.

## **G. Committee Reports**

i. Inspection Committee (Eric) Mr. Smith presented the minutes dated Aug 14, 2018. Dr. Palermo reported that the runner issues have been resolved. The policy has always been that the runners are independent contractors, not officially arranged or hired by FHANA. The runners originally agreed to run for \$100 per horse, but they have since changed their fees to \$120 per run. Mr. Smith stated this change will be communicated to the site hosts at the site host meeting on September 11. Dr. Palermo suggested that, in future, the site hosts take responsibility and work together to organize runners for the circuits. Ms. Thomas and Ms. Dumford want to assure that that all members have access to quality runners.

a. Review Participant & Site Host Code of Conduct-Mr. Smith reported the Committee is still working on this item and that there is currently no recommendation being presented to the board for discussion.



b. **Motion made by Mr. Smith to refund the North Carolina Site host \$200 of the requested \$400. Motion seconded by Ms. Dumford. Motion approved unanimously.**

ii. Membership Committee (Jennifer) Ms. McClelland presented the minutes dated July 30th, 2018. She reported that the Committee is enjoying membership feedback in the various survey responses. Ms. McClelland requested the Board's input on the best way to benefit the members with the information being gathered. Mr. Smith would like to see the Membership Committee take the lead in this. The Board asked the Committee to summarize and categorize the survey responses and refer the information to the appropriate committees for review and implementation.

- a. Video statistics reviewed
- b. Membership Survey sorted by Committee

iii. Finance Committee (Angie) Mr. Tice presented the minutes dated Aug. 9th, 2018 on behalf of Ms. DePuydt.

a. Mr. Tice updated the board on how the previously approved budget freeze is progressing for the year. Mr. Smith was happy to see this information and looks forward to ongoing updates.

iv. Central Mare Show (Charlotte) Ms. Dumford presented the minutes dated Aug. 7th, 2018. Mr. Tice presented a request from Mr. Bruce Griffin regarding a sponsor who wants to donate \$1500.00 to the 2-year-old class at the show. This would award \$1000 to the winner and \$500 to the reserve champion. Ms. Thomas asked how many 2 year olds are being inspected. Mr. Tice reported that the total now stands at 20 with 2 in Ohio. Ms. Dumford questioned if this award will carry forward through future years or if the sponsorship is for the current year only. The board felt it was best to send this item back to the committee for further discussion and recommendation.

v. Editorial Committee (Angie) Mr. Tice presented the minutes dated July 19th, 2018, on behalf of Ms. DePuydt. Mr. Tice inquired about a potential conflict of interest with Mr. Smith writing a breeding article for an upcoming issue of the magazine. Mr. Smith responded that writing the article, tentatively titled, "Selecting a Stallion for your Mare," would be a conflict of interest for him. Mr. Smith reported that he could collaborate on the article but that he does not feel comfortable co-authoring the article. The board decided to send this back to the Editorial Committee.

vi. AGM Committee (Charlotte) Ms. Dumford presented the minutes dated July 25th, 2018. Currently, the committee is on schedule but still needs to finalize the offsite facility for live demonstrations. More information will be available at the next meeting.

## H. Review Items



i. Changes to Bylaw 6.3.8 & 6.4.4 (Angie/Eric) Ms. Depuydt and Mr. Smith have been updating the language to the approved changes to these by-laws. Mr. Smith presented the language change to 6.4.4. **Motion made by Mr. Smith to adopt the proposed changes to Bylaw 6.4.4. Motion seconded by Ms. Thomas. Motion approved unanimously.** Mr. Tice was directed to add this to the ballot for the upcoming elections.

Mr. Smith presented the 3 versions of the proposed changes to bylaw 6.3.8 for discussion. Mr. Smith recommended that we only look at versions 1 and 2 for discussion. He explained that version 1 represents an actual recall, requiring a special election, while version 2 is a member-driven directive, forcing the Board to take removal action. The board discussed these versions at length, and members agreed that greatest concern is setting an appropriate percentage required for action. Several Board members requested more time to consider all aspects of the change. Mr. Smith expressed his frustration and disappointment with the continued delay in settling this proposed by-law change. Upon further discussion, the Board agreed to call a special meeting via teleconference the first week of September to discuss solely this item and bring it to a motion and a vote.

## **I. Discussion Items**

i. Election Dates (Charlotte) Ms. Dumford presented the dates for the 2019 FHANA Board of Directors Elections. Dr. Palermo and Ms. Renico are both up for reelection in 2019.

ii. Hall of Fame (Jason) Mr. Tice presented a Hall of Fame nomination for consideration. **Motion made by Ms. Smith to accept the nomination per the election guidelines for the Hall of Fame. Motion seconded by Ms. Thomas. Motion passed unanimously.** The Board directed Mr. Tice to send this nomination out to the FHANA chapter presidents for a vote.

## **J. Board Round Table Discussion**

## **K. Good of the Order**

- i. Next Meeting September 18, 2018 at 1:30PM EDT via Teleconference
- ii. Special meeting via teleconference. Date and time to be determined by email
- iii. Future Meeting October 16, 2018 via Teleconference.

## **L. Adjourn**

**Mr. Smith motioned to adjourn. Ms. Dumford seconded. Meeting adjourned at 3:40 EDT.**



## **Draft Bylaw Language – Board Member Recall (6.3.8)**

### **VERSION 1**

6.3.8. A Director may be recalled by the membership provided a recall petition is submitted to the Executive Director. The petition must name the Director being recalled, state the reason for the recall, name of the petitioner, and include ten percent (10%) general voting members signed with name and membership number. The Executive Director has five (5) business days to validate the petition and respond to the petitioner. If the petition is valid and meets the requirements of recall the board shall call a special election in accordance with 6.4 except the process will begin on the first of the month one full month after the petition is validated.

### **VERSION 2**

6.3.8. A Director may be brought for removal from the Board by the membership provided a removal petition is submitted to the Executive Director. The petition must name the Director for removal, state the reason for removal, name of the petitioner, and include fifteen percent (15%) of the eligible general voting members signed with name and membership number. The Executive Director has five (5) business days to validate the petition and respond to the petitioner. If the petition is valid and meets the requirements of removal the board shall call a special board meeting in accordance with 6.3.6 within 7 days after responding to the petitioner.

### **VERSION 3**

6.3.8. A Director may be brought for removal from the Board by the membership provided a removal petition is submitted to the Executive Director. The petition must name the Director for removal, state the reason for removal, and the name of the petitioner. The petition must meet one of two thresholds:

- A petition that is signed by 15% of the eligible FHANA voting members will prompt a vote of the Board of Directors regarding recalling the Board member in question, in accordance with Bylaw 6.3.6

- A petition that is signed by 30% of the eligible FHANA voting members will prompt an immediate recall of the Board member in question. A special election of the membership will be held at the earliest possible time in order to fill the open seat on the Board.



Any petition submitted must include the member's name and membership number. The Executive Director has five (5) business days to validate the petition and respond to the petitioner.

#### **Proposed Bylaw Language Change – Election of Directors (6.4.4.)**

**6.4.4.** To avoid conflicts of interest, nominees for the Board of Directors shall not be board officers for any ~~other non-FHANA~~ horse related association for a period of one (1) year prior to receiving a nomination to the Board and shall not serve as a board officer for any other **FHANA or non-FHANA** horse related association while serving on the Board, if elected.