



Board of Directors Meeting Minutes via Teleconference

Sept. 12, 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, Gerben Steenbeek, Director, Barb Renico, Director, Jason Tice, Executive Director. Absent with notice: Amy Austin, Director

ii. Identify Conflicts of Interest: No conflicts were identified

B. Secretary's Report - Eric Smith, Secretary

i. Mr. Smith presented the minutes dated Aug. 15th, 2017. Mr. Vanderkooy presented a change to the minutes under section H. I 35th Anniversary. **Motion made by Mr. Smith to accept the minutes as changed. Motion seconded by Ms. Renico. Motion Approved Unanimously.**

C. Matters arising from the Minutes

No matters identified.

D. Correspondence

No correspondence submitted.

E. Treasurer's Report-Jennifer McClelland, Treasurer

i. Ms. McClelland presented the August 2017 Financials

Balance Sheet:

Total Assets: \$501,099.53

Total Liabilities: \$5,874.63

Total Equity: \$495,224.90

Total Liabilities & Equity: \$501,099.53

August 2017 Profit & Loss

Total Income: \$69,475.73

Total Expense: \$37,070.77

Net Income: \$32,404.96

Year to Date Profit & Loss

Total Income: \$519,662.70

Total Expense: \$329,063.09

Net Income: \$190,599.61



Ms. McClelland reported the financials are very strong so far and very encouraging. There are 464 foals registered to date. Mr. Tice reported that this is slightly higher than previous years. Ms. McClelland reported that overall the inspection numbers are up which has resulted in an increase profit and loss compared to budget. **Motion made by Ms. McClelland to accept the Aug. 2017 Financial report. Motion seconded by Dr. Palermo. Motion Approved Unanimously**

F. Executive Director's Report - Jason

Mr. Tice reported the current membership total is 1497 this is on par for the past few years. FHANA has 665 horses registered for the inspections and we continue to add horses daily with the members paying the \$300 late fee. Mr. Tice reported there have also seen an increase in members switching sites due to various mother nature issues such as fires in Montana. Mr. Tice reported that there are 7 Bene and Date offspring scheduled for the California ABFP testing and 8 Bene and Date offspring for Michigan. There are other horses that are standing in the wings to attend. Everything from the office standpoint is on schedule and functioning perfect. Mr. Tice reported the calendar is on schedule and moving forward. They are finishing up a few last minutes details with it, and are hopeful to move forward with the printing early next month with distribution in December. Mr. Tice reported the Central Mare Show is coming along nicely.

G. Committee Reports

i. Inspection Committee (Eric) Mr. Smith recapped the site host meeting that took place on Sept. 7. This meeting was to inform the site hosts possible changes, orders of go, and answer their questions and review the rules. Ms. McClelland inquired if the IBOP scores would be printed in the programs. Mr. Tice reported that ABFP and IBOP scores will be printed in the programs. Mr. Tice reported that there were 12 site hosts who attended the meeting.

ii. Central Mare Show Committee (Rosanne) Dr. Palermo presented the minutes dated 9.7.17. She reported that the committee is currently waiting for the inspections to see if entries will start to increase. Dr. Palermo reported that the committee is still looking for volunteers to help during the event. Currently there are 3 entries.

iii. Health/Education Committee (Rosanne) Dr. Palermo presented the minutes dated 9.7.17. Currently the Education Week has 17 signed up to attend. Ms. McClelland inquired if the registration fee has been reviewed since it looks like there may be a profit from the event. Dr. Palermo responded that the KFPS is helping with some of the expenses and they may not be so willing to help in future years with the judge's expense. Any leftover funds from the event will be applied for future years to help keep the registration fee down.



iv. Finance Committee (Jennifer) Ms. McClelland presented the minutes dated 8.17.17. Ms. McClelland inquired about a membership fee increase and how the Board felt about raising the fee for 2018. Mr. Steenbeek inquired what the forecast will be in our finances for 2018. Mr. Tice responded that he felt we would have a healthy bottom line for 2018. Mr. Smith inquired what will be the value proposition to the membership that justifies the raised fee besides inflation? Mr. Smith felt this needs to be addressed while discussing the raising of fees. Dr. Palermo would like to let the membership know that the KFPS continues to raise our fees due to inflation and FHANA continues to maintain our current fee structure. Mr. Vanderkooy suggested that Ms. McClelland bring this issue back to the committee for further discussion and a recommendation based on the boards comments. Ms. McClelland will bring additional information to the next meeting regarding the increase in the Business membership fees to \$250. The 2018 fee structure must be set by the start of the enrollment period, November 1st.

v. Sports Committee (Gerben) Mr. Steenbeek presented the minutes dated 9.6.17. Mr. Steenbeek asked if any board members had questions about the Horse of the Year program. Currently, the committee is presenting the methodology of the award. The board requested the committee discuss the criteria for the award and present this additional information at the next meeting.

vi. Marketing/Membership Committee (Jennifer) Ms. McClelland reported that there has not been a formal meeting. Currently the committee is trying to complete the FHANA booth design, but there have been some hurdles that need to be overcome. Ms. McClelland reported that she will have more information at the next meeting.

vii. ABFP/Stallion Testing Committee (Rosanne) Dr. Palermo presented the minutes dated 8.23.17. **Motion made by Dr. Palermo that the ABFP fee for Non-Offspring Entries be officially set at \$2250.00. This fee includes board, feed, training and judging costs. It does not include personalize costs such as blacksmith and potential vet visits. Motion seconded by Mr. Steenbeek.** Ms. McClelland inquired about the short program that is offered in the Netherlands. Dr. Palermo reported that at present time this program is not available in North America. Mr. Steenbeek asked what the plan is for future years when we do not have offspring to be tested. Mr. Vanderkooy responded that as long as there is a stallion approval program in North America, FHANA is obligated to have an ABFP program. Currently policy allows 3 years to present (20) Bene 476 and (20) Date 477 offspring through the program. Mr. Smith pointed out the term non-offspring should be changed to a more correct term such as non-provisionally approved stallion offspring. **Amended Motion made by Ms. Renico that the 2017 ABFP fee for Non-Provisionally Approved stallion entries be officially set \$2250.00. This fee includes board, feed, training and judging costs. It does not include personalize costs such as blacksmith and potential vet visits. Motion seconded by Mr. Smith. Motion Approved unanimously.** Mr. Tice presented the FHANA ABFP Testing-Requirements & Regulations for the General Aptitude & Utility Test for Friesian Horses along with the Boarding/Facility Usage Agreement between both facilities.



viii. FHANA Member Council (Amy) Mr. Vanderkooy presented the minutes dated 7.26.17.

a. Review of FMC letter submitted to FHANA Board Aug. 2, 2017. Mr. Vanderkooy presented the response letter he prepared in response to the letter sent to the FHANA Board of Directors.

b. FMC Sub Committee Minutes

ix. Rules & Regulations (Eric) Mr. Smith reported that the committee has reviewed their master document to match the website and the committee is currently working on the appendices.

H. Review Items

i. Proposed Bylaw Change (Jack) Mr. Vanderkooy presented a Bylaw change to Bylaw 6.5 Annual and General Meetings. Please see proposal attached at the end of these minutes. To have some flexibility in our Annual General Meeting (AGM) we need to change the current verbiage which only allows the meetings to take place in the "Winter". For this to be presented to the membership, this proposal needs to be approved during the October meeting so it is available for the membership vote. After a discussion, it was determined this item will be tabled for further discussion and brought forward at the next meeting.

ii. 2018 Board of Directors Elections (Eric) Mr. Smith presented the questionnaire for the upcoming Board of Directors Elections. **Motion made by Mr. Smith to accept the questionnaire as presented. Motion seconded by Ms. Renico.** Upon further review, the questionnaire had not been distributed. Therefore, **Motion made by Mr. Smith to table the original motion until the Oct. 17th, meeting. Motion seconded by Ms. Renico. Motion approved unanimously.**

I. Discussion Items

i. 2018 KFPS Stallion Show (Jason) Mr. Tice presented the 2018 stallion show information to the FHANA Board. Currently Ms. Austin and Ms. Renico have committed to attending and utilizing two of the 4 open spots at the FHANA table. Mr. Vanderkooy stated Mr. Tice will be utilizing one seat which Mr. Tice responded yes and he requested that he would like to bring his wife with him this year. It was determined that Ms. Austin, Ms. Renico, and Mr. Tice would utilize the FHANA table at the stallion show for 2018.



ii. IBOP Rules (Jack) Mr. Smith reported that there was a request to have 4 horses moved from the inspection site to participate in the IBOP testing that will take place at the ABFP testing site. The KFPS rules state that no more than 2 IBOPS can be done in one year. However, the KFPS has a rule for international associations that a horse can only participate in an inspection once per year. Mr. Smith considers IBOPS to be an inspection category therefore we cannot allow for a re-inspection if a horse participates in an IBOP during the regular inspections. Further, the Inspection Handbook clearly states only one IBOP per horse is allowed in a year. Also, the inspection application requires owners to signoff that each horse will participate in no more one judging per year. It was determined after a discussion that the board would continue to follow the rules in place and only one IBOP will be allowed per year per horse in North America. Mr. Vanderkooy suggested that the Inspection Committee review the rules for the inspections for the future. FHANA has evolved since the rule was put in place and this is an opportunity for FHANA to address the rules and make changes where necessary.

J. Board Round Table Discussion

i. Election of Board Positions (Jennifer) It was requested this item will be tabled until the following meeting.

K. Good of the Order

- i. Next Meeting October 17th, 2017 at 1:30PM EST
- ii. Future Meeting November 21st, 2017 at 1:30PM EDT

L. Adjourn

Motion made by Mr. Steenbeek to adjourn the meeting. Motion seconded by Ms. McClelland.



*This proposed Bylaw change comes to the Board from your President, Vice President, and Executive Director.
Sept.1/2017*

Bylaw 6.5: Annual and General Meetings

The relevant part of Bylaw 6.5 presently states:

ANNUAL and GENERAL MEETINGS. The Board of Directors shall meet a minimum of eight (8) times per year, including one time in person. Meeting via teleconference is permissible for all meetings except that meeting designated as the Annual meeting. The Annual meeting of the Board shall be held in the winter at such time and place as the President may direct upon at least thirty (30) days prior notice in writing, given personally, by mail, email, or fax, to all of the Directors of the Association for the purpose of electing officers and the transaction of such other business as may properly come before the meeting.

Suggested amended version:

ANNUAL and GENERAL MEETINGS. The Board of Directors shall meet a minimum of eight (8) times per year, including one time in person. Meeting via teleconference is permissible for all meetings except that meeting designated as the Annual Meeting. The Annual Meeting of the Board shall be held annually at such time and place as the Board deems appropriate. The main function of the Annual Meeting is to introduce in person the Members of the Board to the general membership of the Association and to present the prior year's Annual Report and Financial Statements of the Association. The Annual Meeting will also allow for the transaction of such other business as may properly come before the meeting.

Reasons for this proposal:

1. The original version is too restrictive as to timing of the Annual Meeting.
2. The original version does not reflect our present procedure for the election of officers.
3. The revised version also includes improvements unrelated to points 1. and 2.

Future benefits if we are successful in having this Bylaw amendment adopted:

1. FHANA will be able to schedule future Annual Meetings in conjunction with other planned events, regardless of the season of the year.
2. It will offer FHANA more flexibility in planning special events.

Potential down sides to this proposal:

1. None

Why does this proposal come before the Board at this time?

1. The 35th Anniversary Committee is planning to ask the Board to combine the 2019 AGM with the 35th Anniversary Celebration in July, 2019. There are many advantages to such a plan. But before



we discuss and decide that proposal, the Board needs to make a decision regarding amending this Bylaw.

Procedure going forward:

1. The Board decides to amend the Bylaw. If the proposal receives a vote in favor then
2. The Bylaw change is placed on the upcoming Ballot for support by the membership
3. After January 31st, hopefully, the Bylaw is officially amended.

PROPOSED MOTION TO THE FHANA BOARD OF DIRECTORS, MOVED BY DR. ROSANNE 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.



FHANA Member Council Chapter Sub-Committee

Letter Forwarded to Ms. Austin on August 2nd 2017:

After informal discussions between FHANA Member Council members (FMC) and FHANA board members during the AGM 2017 the FMC unanimously approved July 2017 submitting a request to the FHANA Board to clarify if the FHANA Board would like the FMC to make recommendations on the following:

- 1) Chapter application form
- 2) Current chapter renewal form

In addition, following FHANA approval of FMC recommendations regarding the Chapter Applications and Renewal forms, FMC would be willing to create a Chapter Application Handbook, similar to the Keuring Handbook, to assist and guide potential new chapters through the process.

The council agreed a FMC working committee would create a revised/streamlined chapter application process. Before starting work it was agreed to request to Amy Austin, FHANA Board Representative for the FMC, to present a request that the proposal be placed on the agenda for the August 15th FHANA Board meeting. FMC would appreciate a formal request of the FMC and details on what is expected/requested by FHANA with respect to the above mentioned processes/forms. Ms. Austin agreed to request an extension on the 120 days suspension of new chapter applications which began on June 20th, 2017, when she presents this item to the FHANA Board at the August 15, 2017 board of directors meeting.

Respectfully submitted by the FMC Chapter Committee Working Group
Greg, Jo Ann, Julee, Lesley-Ann and Nina