



Board of Directors Minutes

October 15, 2019 1:30PM EDT

No Consent Agenda

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

i. In attendance: Dr. Rosanne Palermo, President, Angie DePuydt, Vice President, Charlotte Dumford, Secretary, Amy Rogala-Hobbs, Treasurer, Eric Smith, Director, Allison Thomas, Director, Marq Laude, Director, Jason Tice, Executive Director

ii. Identify conflicts of interest- No conflicts with the agenda were identified.

iii. Mr. Tice reported that we are not using the Consent Agenda for this meeting.

B. Correspondence

i. Mr. Tice reported there is no correspondence to discuss for this meeting.

C. Treasurer's Report-Amy Rogala-Hobbs, Treasurer

i. Ms. Rogala-Hobbs presented the financials for month end September 2019

Balance Sheet

Total Assets: \$452,438.07

Total Liabilities: \$4,303.64

Total Liabilities & Equity: \$452,438.07

Profit & Loss September 2019

Total Income: \$44,414.58

Total Expense: \$58,464.10

Net Income: \$(14,049.52)

Profit & Loss YTD September 2019

Total Income: \$623,765.40

Total Expense: \$524,463.37

Net Income: \$99,302.03

Ms. Rogala-Hobbs motioned to accept the Treasurer's report as presented. Mr. Laude seconded the motion. Motion approved unanimously.

D. Board of Directors Minutes-Charlotte Dumford, Secretary

i. Ms. Dumford presented the Board Minutes dated 9.17.19. **Motion made by Ms. Dumford to approve the minutes as presented. Motion seconded by Ms. Rogala-Hobbs. Motion approved unanimously.**

E. Executive Director's Report - Jason

DNA Issues: No DNA issues currently.



Registration Issue: No registration issues currently.

Chapter: No issues currently.

2020 Budget Items-Please remind committees and chairs to start submitting 2020 budget requests. The only committee budget submitted to this point is Membership.

Pending Legal Issue- The insurance company and our attorney want to mediate. Plaintiff's attorney has done nothing with the case since Mr. Tice's deposition in June. KFPS council wants to mediate but is looking to see if they can proceed with mediation without a KFPS representative here. Hoping Plaintiff's council will agree. FHANA has received the refund from our insurance company. It was deposited Oct. 1 and will be displayed in the Oct. financials.

Stallion Update-No new information on the stallion Zeus. Mr. Tice has heard of 3 prospective stallion candidates selected through the 2019 inspections. Willy Arts is still willing to conduct the training for us.

Trademark Update-FHANA has received approval for both Friesian Horse Association of North America and FHANA, and those have now been submitted for public approval. Assuming no one opposes the trademark, we should have our certificate in January.

Website update- Please see the link for the website which is supposed to launch Nov. 1. Some details still need to be inputted, but they have assured me that it will be ready to launch. <https://fhana.staging.equis.dev/>

Reminder-Sarah will be out of the office from Oct. 24th and return Nov. 25th. She is very appreciative of what the board has granted her. Jessica will be available on a limited schedule of 5-7 hours a week.

G. Review Items

i. Stallion Show (Rosanne) Mr. Laude, Dr. Palermo, and Ms. Dumford intend to attend the show in 2020.

ii. Strategic Planning Initiative (Jason/Angie) Mr. Tice followed up on the questions that were presented during the September meeting. Mr. Tice reported that the facilitator will only be charging us a 10% fee for office materials since the facilitator is local to Lexington. There will be no additional expenses. Mr. Tice also reported that we will receive 2-4 priority statements from our meetings and that he will base our action plan on those statements.



iv. Board Effect (Jason) Mr. Tice reported that he is still in training with this and that he hopes to have a better understanding of the system for our November meeting. This current meeting was set up on the system just to give the board an idea of how the system will look and work. Mr. Tice reported that we will continue to use Gotomeeting.com for our conference call system until our subscription runs out in April, at which point, we will move a free conference call system. The Board Effect will be in place for the November meeting.

H. Discussion Items

i. Hall of Fame Ballot for Leo Zylstra (Jason) Mr. Tice presented a revised nomination for induction into the FHANA Hall of Fame. Mr. Tice reported that this needs to be voted on by the board before it can proceed to the Chapter level. The board discussed that this and future nominations needs to fit this criteria: "It is reserved for FHANA members that have, through personal or economic sacrifice, put the Association before their personal or economic gain." The board felt this bio is not currently meeting this standard. After additional discussion, the board determined that Ms. Thomas would reach out to this chapter and help them understand what the requirements are with the hope that this will be resubmitted in 2020.

ii. Bylaw Change (Allison) Ms. Thomas per the recommendation of the 35th Anniversary Committee: **Motion made by Ms. Thomas that The Annual General Meeting of the Board shall be held at such time and place as the President may direct upon at least thirty (30) days prior notice in writing, given personally, by mail, e-mail, 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. Motion seconded by Ms. Rogala-Hobbs.** This motion was previously presented in November 2017. Please see discussion from that meeting below.



Transcript from Nov. 21, 2017 BOD Minutes-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 receives 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 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.***



Ms. Thomas reported that with the current wording of the bylaw, this event cannot be held in conjunction with any other event unless the event takes place in the Winter. This could also limit the locations the AGM could take place. Ms. DePuydt asked Dr. Palermo to restate her position on this change. Dr. Palermo reported that she did not like the limitations on the event and that it would be nice to have the ability to move it. She added this would give us more flexibility, but she did not have any club or location in mind with her reasoning. Dr. Palermo would like to see it taken out of the bylaws so it is no longer a board decision on when and where the event will take place but put back into the hands of the membership. Mr. Smith reported that the AGM is a business function for the membership, that over time we have made an event of it, and that it was put in place for its current time of year for several reasons such as foaling season, breeding season, and inspections. **Motion approved. Mr. Smith opposed.** Mr. Tice was directed to place this on the upcoming election ballot.

I. Board Round Table Discussion

i. Inspection Recaps-Mr. Tice reported there are 16 ster stallions with 3 of them be looked at for future consideration. We have 3 new Model Mares, 3 Kroon Mares, 16 1st Premium Colts, 21 1st premie fillies, 13 1st premie Youth, 8 Ster Geldings, and 39 ster mares with 4 being awarded 1st premium. Mr. Smith reported that he will run a comparison based on 2018 and share these with the board.

ii. Mare Show East/West Recap-Mr. Tice reported we had 13 participants on the West and 18 for the East. Both events went very well, and it was great to see such a high quality of horses in both locations. It was great to see a 2-year-old compete for the West Crown.

J. Good of the Order

- i. Next Meeting: November 19th, 2019 via Teleconference
- ii. Future Meeting: December 17th via Teleconference

K. Adjourn

i. **Motion made by Ms. Dumford to adjourn. Motion seconded by Ms. Rogala-Hobbs. Meeting adjourned at 2:46PM EDT.**