

Board of Directors Minutes

April 25, 2020 1:00PM EDT

I. Welcome & Call to order

- a. In Attendance: Dr. Rosanne Palermo, President, Marquis Laude, Vice President, Allison Thomas, Secretary, Eric Smith, Treasurer, Angie Depuyt, Director, Charlotte Dumford, Director, Mathew Jenkins, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: No Conflicts of Interest were identified for this meeting. Ms. Depuyt mentioned that her membership level was in question due to the passing of her horse, but it was discussed and agreed that her Full membership is still in effect.

II. Correspondence

- a. Email from IFSHA regarding the cancellation of 2020 World Show
- b. Email from Ids Hellinga regarding KFPS inspections in the Netherlands for 2020

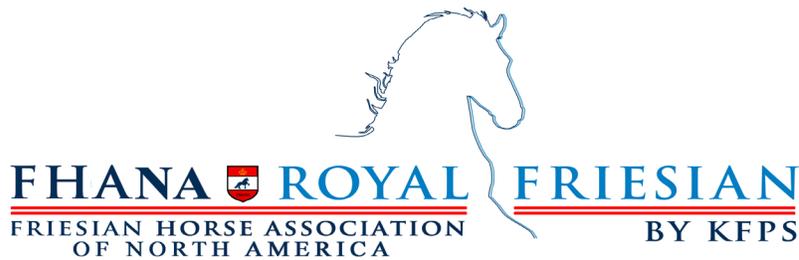
Both emails were tabled for discussion during the Board Round Table.

III. Treasurer's Report-

- a. Mr. Smith presented the March 2020 Month-End Financials
 - i. Balance Sheet
 1. Total Assets: \$385,435.37
 2. Total Liabilities: \$641.80
 3. Total Liabilities & Equity: \$385,435.37
 - ii. March Profit & Loss
 1. Total Income: \$135,078.36
 2. Total Expense: \$164,411.85
 3. Net Income: -\$29,333.49
 - iii. Mr. Laude requested clarification on the AGM financials. One cell had been entered in error and has now been corrected to reflect the correct net amount for the 2020 FHANA AGM budget. For reference, the cost structure from the same hotel in previous years was compared to the 2020 cost structure and costs for the same services were significantly more expensive. This negatively impacted the bottom line for the event despite the highest attendance of any FHANA AGM.
Motion made by Mr. Laude to accept the March 2020 financials as presented. Motion seconded by Ms. Thomas. Motion approved unanimously.

IV. Consent Agenda - Editorial Committee and March Marketing Committee meeting minutes were removed from the consent agenda for further discussion. **Motion made by Mr. Laude to accept the Consent Agenda as amended. Motion seconded by Mr. Jenkins. Motion approved unanimously**

- a. Board of Directors Minutes 3.17.20
- b. Finance Committee 3.12.20
- c. Inspection Committee 3.10.20
- d. Membership Committee 4.8.20
- e. Breeding Committee 4.6.20



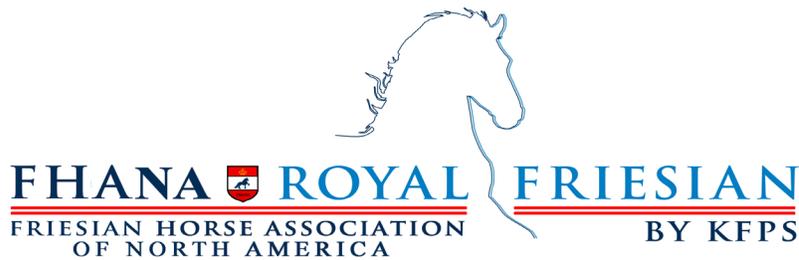
- f. Education Committee 4.16.20
- g. Marketing Committee 4.15.20

V. Executive Director's Report

- a. **Membership:** Renewals currently taking place. Current total is 1065, compared to 1230 in 2019.
- b. **DNA Issues:** Mr. Tice reported that he continues to work on this issue and will report when he has an update.
- c. **Chapters:** There are current three Chapters with outstanding paperwork issues. Mr. Tice expects these to be resolved in the near future.
- d. **Insurance:** Our insurance company has requested a list of events that our Chapters will be attending in order to better price out our yearly premium. This information will need to be collected from the chapters at renewal for the 2021 year.
- e. **Event Cancellations:** Due to Covid-19 concerns, a number of equestrian events have been cancelled. Ohio Equine Affair fees that were already paid have been applied against the 2021 event fees.
- f. **Translation Project:** Numerous FAQs as well as the forms and explanations for registering a B Book II horse have been translated into Spanish for the website. Forms for this have also been translated to French. These updates have been made available on the website.
- g. **COVID-19:** Currently, Jason and Jessica have been working in the office in the mornings to do things that must be done on site. They then return and work from home for the remainder of the day. This has been working well for the membership.
- h. **Teleconference Lines:** Jason has arranged both a Zoom account and a freeconferencecall.com account for future committee and board meetings.
- i. **KFPS Books:** We have the opportunity to bring over another shipment of 250 of The Royal Friesian books. The cost for doing this would be around \$750. The board discussed the financial investment of doing this in order to offer copies for sale to our members. Dr. Palermo suggested that we poll the membership to see if we have enough people interested in copies to bring them over. This will be put on the website as a pre-order to see if there is enough interest.

VI. Committee Reports

- a. **Marketing Committee 03.18.20:** Minutes were amended to correct the wording "Membership minutes" to "Marketing Minutes".
- b. **Editorial Committee:** Clarification was requested to ensure that it was clear that the writers of the article about essential oils were not distributors of the product. Verification was made that neither Dr. Palermo nor Dr. Steehler stood to make any financial gain from writing the article and were writing as long-term users of the products with their own horses.
- c. **Finance Committee**
 - i. The Committee put forth the motion to suspend the collection of the \$50 ABFP testing fee while there is no testing occurring in North America, and to refund any 2020 ABFP testing fees that were already paid. **Motion made by Mr. Smith. Motion seconded by Mr. Laude. Motion passed unanimously.**
 - ii. The Committee put forth a revised budget for 2020 to reduce expenses. Changes were made in advance of expected financial difficulties regarding COVID-19. Education weeks and ABFP testing have been removed, while marketing, membership, payroll, and clinic budgets have been reduced. **Motion made by Mr. Smith. Motion seconded by Mr. Laude. Motion passed unanimously.**



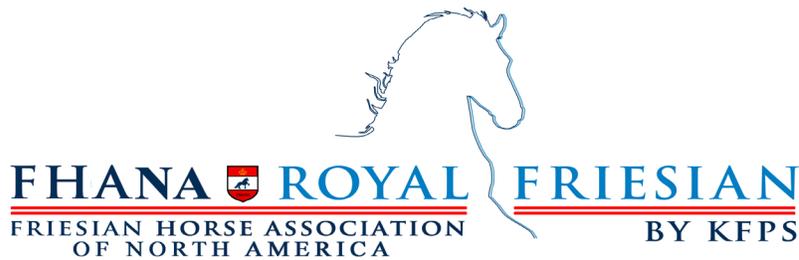
- iii. **Motion made by Mr. Smith to reinvest the Certificate of Deposit for into a revolving 30 day investment. Motion seconded by Ms. Thomas. Motion passed unanimously.**
- d. **Inspection Committee:** Mr. Laude presented the new Inspection Handbook. **Motion made by Mr. Laude to accept the handbook as presented. Motion seconded by Ms. Thomas. Motion passed unanimously.**
- e. **AGM Committee:** Ms. Thomas presented the Mystic Marriot Hotel proposal for the 2021 AGM. Ms. Dumford and Ms. Depuyt expressed concerns about the cancellation policy in the final contract. The board would like to review the final contract before it is signed to ensure that FHANA is protected in the event that the 2021 AGM plans would need to be modified. **Motion made by Ms. Thomas to accept the Mystic Marriot proposal for the 2021 FHANA AGM, pending approval by the board of the final contract once received. Motion seconded by Ms. Dumford. Motion passed unanimously.** Jason will email the contract to the board once it has been received from the Mystic Marriot, and the contract will be voted on by email before it is signed.

VII. Review Items

- a. **Chapter Letters:** To letters to chapters regarding chapter behavior had been drafted and reviewed by the board. Both letters were discussed. It was decided that at this time, there was no reason to send the letters. The member code of conduct is forthcoming and should address any future issues.
- b. **New Chapter Approval:** The North Michigan Friesian Club application has been approved by the FMC. It is noted that there was strong support from the other chapter in the region that this new chapter be approved. **Motion made by Mr. Laude to accept the North Michigan Friesian Club as a new FHANA chapter. Motion seconded by Mr. Jenkins. Motion passes unanimously.**

VIII. Discussion Items

- a. Strategic Planning: The completed Strategic Planning document was presented to the board. Ms. Depuyt suggested that this document be sent to all committees and included on their agendas as part of each meeting. **Mr. Jenkins motioned to accept the FHANA Strategic Planning document. Ms. Thomas seconded the motion. Motion passed unanimously.**
- b. The primary topic for round table discussion was on how COVID-19 will impact the year for FHANA and its members. Dr. Palermo presented a communication from Ids Hellinga regarding the KFPS inspections in the Netherlands being cancelled until at least September 1, 2020. Jason shared with the board a letter from IFSHA regarding the cancellation of the IFSHA 2020 Show Season, including the World Show in Ohio that happens in conjunction with the FHANA Mare Show East. The Finance Committee is currently working to outline as many potential impacts on FHANA as can be made, including the possibility of 2020 inspections not being possible. The Education Committee is working on a way to educate members on presenting horses if runners are not able to attend inspections. USEF is currently working on a plan for how any future events will function during social distancing. FHANA will consider the USEF plan, once published, to use as a guideline for FHANA events. The Inspection Committee is also working to develop guidelines for running the inspections with social distancing guidelines in place.
Currently, discussions between Jason and the KFPS have been focused on making a decision about inspections in June. Dr. Palermo expressed her support of the plan to make a decision in June and felt that making a decision sooner would be hasty. Mr. Jenkins felt that maintaining an optimistic outlook on the chances for events to happen as planned was important, and that even if restrictions in the Netherlands do not lift before fall, those in North America may. Ms. Depuyt agreed with the June decision date and stressed that we needed to plan for as many things as we can predict in advance



whether inspections happen or not. She also commented that it was not solely the KFPS and EU decisions that would impact inspections, but also travel restrictions between countries and states. Ms. Thomas voiced her concerns regarding waiting until June to make a decision. Cited were issues about inter-state and international travel for the judges, runners, and FHANA members. Other concerns included whether or not enough members would be able to or choose to attend to make it financially viable to hold the inspections. She also commented on issues with waiting to make a decision such as inspection site deposits. Dr. Palermo felt that we do not run inspections in order to make money and that fewer sites would lead to lower cost.

Mr. Smith brought up questions regarding the potential impacts on the Mare Show East due to the cancellation of the IFSHA World Show. Discussion about the logistical issues this could raise followed. This has been referred to the appropriate committee for further investigation.

It was noted that all FHANA performance awards will need to be rolled forward to 2021. Also, any social distancing plans put in place for 2020 events will likely carry forward into 2021.

Mr. Laude expressed that there are a lot of questions that can currently not be answered regarding what will happen, and that we need to let the membership know that FHANA is working through it as best we can.

Jason will prepare a new letter for the membership and will provide updates on COVID-19 related issues on a bi-weekly basis.

The decision about inspections will also impact the hiring of another employee at the FHANA office. There was extensive discussion about whether or not this could be done by bringing our new employee on as a part time employee until January 1st, 2021, but that we cover her benefits while she was part time as well. It was decided that Jason would contact our attorney to ensure that we can make that offer to her on a contractual basis. In addition, Jason will put together a proposal regarding the cost impacts of her coming on full time, part time with benefits, and part time without benefits.

IX. Board Round Table

- a. The board discussed the benefits of having weekend meetings or evening meetings. Meetings will be arranged on a month by month basis to see what time and day of the week works best for all attendees.

X. Good of the Order

- a. Next meeting May 19, 2020, at 7:00PM EST via teleconference. Future meeting June 16, 2020, at 1:30PM EST, subject to change.

XI. Adjourn

- a. Mr. Laude motioned to adjourn. Ms. Dumford seconded. Meeting adjourned at 2:52 PM EST.