

Board of Directors Minutes

April 20, 2021 6:00PM EST

I. Welcome & Call to order

- a. In Attendance: Dr. Rosanne Palermo, President, Marquis Laude, Vice President, Allison Thomas, Secretary, Eric Smith, Treasurer, Charlotte Dumford, Director, Mathew Jenkins, Director, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: Dr. Palermo declared a conflict of interest if the location of the Mare Show East is discussed.
- c. Board Discussion: Dr. Palermo led a discussion about appropriate behavior in board meetings. She emphasized the need for confidentiality of board discussions and the ability for all board members to be able to speak freely. She stressed that professional behavior is required and that meetings will be run in an organized manner where everyone has the chance to be heard.

II. Correspondence

- a. **Letter from Mark McGowan:** The board discussed the letter from Mark McGowan regarding logo usage. It was decided that a letter would be sent in response to provide specific details as to how to request approval for logo usage as well as the requirement that approval be obtained for each individual item. The Board agreed that a phone call to explain the letter would also be beneficial. Dr. Palermo suggested that the Chair of the Marketing Committee be the one to reach out and explain the procedure.
- b. **Correspondence from Dr. Palermo:** Mr. Laude asked why the board had not been included in the correspondence. Dr. Palermo explained that the FMC had requested a meeting with her and this correspondence was the result of that request. Mr. Smith asked why a Canadian representative was not included. Dr. Palermo clarified that the representatives were selected from FHANA members and not specific to the USA or Canada. There was also discussion about whether the KFPS Member Council term was 4 years or 3 years. It was clarified that this was changed from a 3 to a 4-year term in 2018. Dr. Palermo added that if the FMC would like her to attend the meeting, then she will attend as requested.

III. Treasurer's Report

- a. Mr. Smith presented the March 2021 Month-End Financials.
 - i. Statement of Financials
 1. Total Assets: \$533,197.42
 2. Total Liabilities: \$1,071.86
 3. Total Liabilities & Equity: \$533,197.42
 - ii. March Profit & Loss
 1. Total Income: \$186,557.83
 2. Total Expense: \$102,273.05
 3. Net Income: \$84,284.78
 - iii. **Motion made by Mr. Smith to accept the March Treasurer's report. Motion seconded by Mr. Laude. Motion passes unanimously.**

IV. Consent Agenda – Items included in the Consent Agenda:

Board of Directors Minutes March 31 2021 – Removed for discussion

Finance Committee 4.8.21

AGM Committee 4.12.21

Editorial Committee 4.16.21

Ms. Thomas requested that the March Board Meeting Minutes be removed from the Consent Agenda for discussion. **Motion made by Ms. Thomas to accept the Consent Agenda as amended. Motion seconded by Mr. Laude. Motion approved unanimously.**

V. Executive Director's Report

- a. **Membership:** Membership levels at this time of year vary. As of April 1, 2021, membership is at 1320, which is 20% higher than in 2020.
- b. **KFPS Books:** Mr. Tice let the board know that Mr. Laude had helped to arrange another shipment of the KFPS “The Friesian Horse” books that is now on its way to the office.
- c. **DNA Issues:** The DNA issue brought forward in March was resolved.
- d. **Registration Issues:** There is one outstanding registration issue currently being worked on. Mr. Tice will send a registered letter to the owner on record to attempt to resolve this. The board agreed to follow this established procedure.
- e. **Chapter Renewals:** One chapter is still outstanding two renew. All others are complete.
- f. **Inspection Registrations:** There are currently 18 entries and 1 IBOP entry. Per the KFPS, the online registration for inspections should be available in the next few weeks.
- g. **PPP Loan:** As of Tuesday, April 13, 2021, the FHANA PPP Loan has been fully forgiven.
- h. **BoardEffects:** We are currently at our maximum users for BoardEffects. To add more would have a cost of \$500 per year. There is still one committee member who could not be added and two committees that have not been added. **Motion made by Mr. Laude to approve the \$500 annual expenditure to upgrade the BoardEffects license. Motion seconded by Ms. Miley.** Mr. Smith suggested that another expense be moved to later in the year to adjust for this. Mr. Tice stated that he had already identified some options for this. **Motion passed unanimously.**
- i. **Board Recordings:** Mr. Tice and Ms. Thomas are requesting that the board discuss options for storing board meeting minutes recordings in the future. In rare circumstances there is more than 30 days between meetings, and recordings should be kept at least until the meeting minutes are ratified. Ms. Thomas noted that there could be legal ramifications for keeping the minutes past when they are ratified so we need to be cautious. Mr. Jenkins noted it was important that the recordings stay confidential and were for the board only. Mr. Smith added that even if we use transcription software, the minutes should be a summary and not purely transcribed. Dr. Palermo said she felt the minutes needed to be more of a summary and less about what specific people said. Mr. Tice will download the recordings and put them on our Cloud drive for the Secretary to access. It was noted this will mean they must be manually removed after minutes are ratified.

VI. Committee Reports

- a. **Board of Directors March 31st, 2021 Meeting Minutes:** Ms. Thomas showed a proposed change to the wording of the Mare Show East selection portion of the minutes. The changes were discussed and are needing more adjustments. The minutes will be revised and brought forward to the May meeting. Ms. Thomas also asked whether the board wanted the vote count for officer elections to be included in the

meeting minutes. Five board members felt strongly about not having the vote count in the minutes – this will be removed and only the results of the election included.

- b. **Board of Directors February 26th, 2021 Meeting Minutes:** Ms. Thomas presented the proposed revision to the February 2021 meeting minutes. There was discussion about the wording and how to make it clearer. Ms. Thomas proposed the following wording for section
“The Board discussed what the KFPS Bylaws require, what the KFPS Rules & Regulations require, and what the KFPS procedure regarding appeals is. This led to some discussion as to what was required for FHANA to remain in line with the KFPS mandates. Upon further discussion, the Board felt it was best to review the Bylaws and the Rules and Regulations of the KFPS.”
 The board discussed and was accepting of this change to the minutes.
 Ms. Thomas asked the board what they would like to do regarding including correspondence in the Board Meeting Minutes. She suggested that when correspondence is included, that wording be added to the correspondence section to verify that it is being included for information purposes only and does not reflect the opinions of FHANA, its staff or Board of Directors. The details on including correspondence were discussed at length. There were concerns about members being less willing to contact FHANA for fear of their correspondence being published. It was decided that before any correspondence is included, the author would be contacted for permission to either include it or summarize it. Then it would be decided on a case-by-case basis whether it would be included in the meeting minutes.
Motion made by Ms. Thomas to approve the February 26th, 2021 Board Meeting Minutes as amended. Motion seconded by Ms. Dumford. Motion approved unanimously.
- c. **Inspection Committee:** Ms. Miley presented the Inspection Committee meeting minutes. Appeals were discussed. These will be discussed with the KFPS as to options and then brought back to the committee for review of options. Ms. Miley also reported that all sites will be proceeding with the outlined Covid guidelines. The board discussed the possibility of having a drop-dead date when a decision would be made regarding inspections. Currently everything is still a go and will move forward as planned unless international travel restrictions prohibit the KFPS judges from attending. The board discussed the development of a backup plan should that occur.
- d. **ABFP/Stallion Committee Update:** The KFPS informed us that none of the stallions in testing in California have been approved. There is still the potential for this to change once the judges are able to see them in person. Dr. Palermo informed the board that we are still waiting on the formal report on the testing from the KFPS.
- e. **Membership Committee:** Mr. Jenkins updated the board on the progress of the Membership Committee. The Youth Committee is now active and planning to hold an event in 2022, with activities and informational clinics for the Youth membership. The Membership Committee also discussed ways to add value to the Business Membership category. **Motion made by Mr. Jenkins to add a new benefit to the Business Membership which is a 10% discount on the AGM attendance fee. Motion seconded by Ms. Dumford.** Mr. Smith asked if this has been discussed by the AGM Committee and accounted for in their budget. Ms. Thomas said that it had not been discussed by the AGM Committee yet. **Motion withdrawn.** This plan will be sent to the AGM Committee for discussion and for review of how it fits in their budget.

VII. Review Items

- a. **2021 Committee Listings:** Ms. Dumford asked about the progress with the member who had wanted to join the Education Committee. The member has been contacted and is now on the committee. Mr.



Laude asked about the process of selecting Committee members and chairs. Dr. Palermo explained the process, which includes reviewing all members who have expressed interest in committees, seeing where their skills best fit, and how the committees will work together. Ms. Thomas noted that Article 12 in the Bylaws that describes how committees are selected is difficult to understand and should be revised when the Bylaws are updated, to make the process easier to understand. It was also requested that committees complete their description and have them submitted for the website as soon as possible.

VIII. Discussion Items

- a. None

IX. Board Round Table

- a. **Live Meeting:** Mr. Tice mentioned the importance of having a face-to-face meeting of the Board as soon as possible. Options were discussed as to how this could happen. Travel restrictions from Canada are still problematic but within the USA a meeting may be possible for summer.
- b. **July Meeting Date:** The July meeting date may need to be moved. The Board discussed this and decided on July 13th, 2021 as the date for the July meeting, moved from July 20th, 2021. It was noted that this may provide a problem for the June financials to be ready by that date. If June financials are not completed for July 13th, they will be moved back to the August meeting.
- c. **IFSHA Event:** Ms. Miley mentioned that she had been speaking with an IFSHA Board Member about the possibility of having a FHANA event or showcase during the evenings of the IFSHA Worlds Sept 29th to Oct 3rd. The possibilities of this were discussed. FHANA would need to know if there was a fee involved. It may need to be considered for 2022 rather than 2021 but the Board was interested in looking at options to make this happen.
- d. **2023 AGM:** Mr. Jenkins brought up potential sites for the 2023 AGM. The bid for the event will go to the FMC to see if any chapters are interested. If not, the possibility of having it at a vacation destination as a uniquely different type of AGM was discussed. This will be revisited once the board knows if any chapters are interested in hosting.
- e. **Virtual Testing for Sport:** Ms. Dumford asked about progress on the ability for FHANA members to use virtual testing as an option towards Sport scores. Dr. Palermo will pursue this with the KFPS.

X. Good of the Order

- a. Next meeting May 18th, 2021, at 6:00PM EST via teleconference. Future meeting on June 15th, 2021, at 6:00PM EST via teleconference, subject to change.

XI. Adjourn

- a. Mr. Smith motioned to adjourn. Motion seconded by Ms. Dumford. Meeting adjourned at 9:22 pm EST.

There has been a change to the FHANA representation for the KFPS member council. As you may be aware, the North American Region of the KFPS Member Council has not been in compliance with their bylaws. If you have followed our FHANA published meeting minutes you would know your FHANA Board of Directors over the last year has been working on remedying the situation.

The representation by the North American region for the KFPS member council is governed by certain statutes provided by the KFPS member council.

The representatives for the member council are to be elected by the members they represent, presently the only representatives elected by the FHANA members are the FHANA board of directors, who are active FHANA Members. Therefore, at this point the correct selection would be from the seven members of the FHANA BOD.

The new representatives for our region on the KFPS member council are two directors and the president.

The FHANA BOD have a clear understanding of the whole organization and are aware of all of the committee's activities. They know the direction the organization is heading and are willing to listen to the membership to help lead the way.

It is important that we follow the bylaws of the KFPS Member Council which clearly states we need elected members, and an annual meeting.

These meetings are to take place with a KFPS BOD Representative. These meetings are designed to give our Region, FHANA members an opportunity in the influence the governess of the KFPS. Our entire membership will be invited to these meetings.

Currently our three-member council representatives were appointed by the FHANA Board of Directors, not elected and our FHANA members had no vehicle to be heard. In staying with compliance with the KFPS Bylaws, these representatives must be elected by the FHANA membership.

We will in the future elect the members to the member council, but some changes need to happen first. This is just our starting point of correcting our noncompliance.

One of the requirements of the member council is to have annual meetings, the KFPS actually has biannual meetings with each region. North America, FHANA, is considered a region of the KFPS member council and we have not been functioning according to the KFPS bylaws. we have been in talks with the KFPS on getting in compliance and proper representation of this region.

We are planning on hosting biannual meetings with an agenda set by the KFPS member council and customized to FHANA. The agenda will have the KFPS financials, any rules and regulation changes, information and ideas to be brought forth from our membership and information from them to our membership.

Hosting the meeting will be a member of the KFPS BOD, our 3 representatives, Jason Tice and the meeting is open to all FHANA members. This will certainly give our FHANA members a chance to have a voice in important KFPS matters.

Presently our membership has not had the influence derived from a formal a meeting with our representatives and our memberships message carried back to the member council. You will see in the near future this will be rectified; it is important to your FHANA BOD that our membership has a clear voice in this arm of the KFPS.

Shortly after the elections this year I started contacting the committee chairs and committee members, as you may realize there are many phone calls and contacts to be made. I regret that the three members of our region found out through KFPS members rather than a personal contact from me. I was concentrating on contacting the members and the chairs of the committees that needed to get to work now and get their committees organized, up and running.

This committee does not have any active meetings scheduled with the member council for a few months, so I had more time before contacting them. I am sorry that they found out that way. I had no idea someone from the Netherlands would be contacting them with the change, otherwise they would have been contacted sooner.

The KFPS sent me a copy of the message, on Tuesday April 13th, that they sent to Will Bron in response to his email to them. I sent a personal message to our representatives also on April 13th.

The message from the KFPS explained the situation and the necessary changes. Our message to them also offered an explanation and thanked them for their service.

I am also sorry that they did not contact us with questions rather than the KFPS.

We certainly appreciate all the time and effort that the three members have put in and we want to thank them for their time. I offer, the FHANA Board and my sincere apology, for their not hearing from us first about the changes in representation.

We look forward to continuing to serve our organization, while keeping in mind our mission statement and remembering that it is all for the benefit of the Friesian horse.