



Board of Directors Minutes Special Meeting June 29, 2021 6:15PM 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: None

II. Agenda

- a. Dr. Palermo informed the board that the purposes of this special meeting were as follows:
 - i. Discussion of the Social Media posts currently impacting FHANA and its members
 - ii. The FHANA Code of Conduct
 - iii. Releasing FHANA Board of Directors Meeting recordings

III. Discussion Items

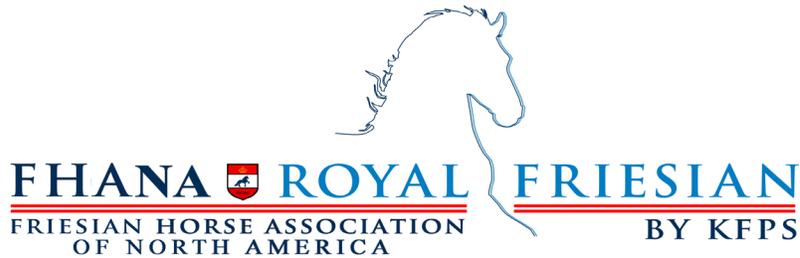
- a. **FHANA Code of Conduct:** The Board was informed that the Code of Conduct adopted in 2021 was not added to the FHANA Bylaws or Rules and Regulations, and therefore it is not binding to the membership. This needs to be reviewed for inclusion in these places, as well as the possibility of including it in the New Member and Member Renewal forms.
- b. **Social Media Issues:** The Board discussed at length the recent incident on Facebook. Each board member spoke in turn about their impression of what had happened. There was extensive discussion about the impact this has had on the FHANA membership and the organization as a whole. Options were presented for possible ways to move forward.

Dr. Palermo asked for the Directors not involved with the social media posts to state how they wished to proceed. Mr. Laude, Ms. Dumford, Mr. Smith, Ms. Thomas, and Ms. Miley each voiced that they felt that Mr. Jenkins should step down from his board position.

Dr. Palermo asked the same Directors to state whether they would like to schedule a special meeting for further disciplinary action should a resignation not occur.

Mr. Laude: Yes
Ms. Dumford: Yes
Mr. Smith: Yes
Ms. Thomas: Yes
Ms. Miley: Yes

Dr. Palermo stated that she would speak with Mr. Jenkins about this and inform the board of his decision. If Mr. Jenkins declines to resign, she will move forward with scheduling a special meeting as agreed.



- c. **Release of FHANA Board of Directors Meeting Recordings: Motion made by Dr. Palermo to release the current and future FHANA Board of Director meeting recordings to the membership. Motion seconded by Mr. Jenkins.** Mr. Tice let the Board know that if the Board votes to adopt this procedure it would become a standing rule and be added to the appendices of the rules. It does not require a bylaw change and can be amended at any time. The Board discussed whether this would cover previous recordings. The lawyer has advised that previous recordings can be included. The motion would cover releasing the meeting recordings that are currently retained which dates back to May 18th, 2021. There was further discussion regarding allowing members to attend meetings in real time. Mr. Tice let the board know that this would require a bylaw change.
- The entire board was favorable towards releasing the recordings. Discussion followed regarding the security of the recordings and how to ensure the recordings are only available to FHANA members. A number of options were discussed. There will likely be a cost involved with allowing these to be accessed through our web portal so that only members are able to access the recordings. There was extensive discussion regarding the wording of the motion. **Motion amended by Dr. Palermo to release the past, current and future FHANA Board of Directors meeting recordings to the membership pending further investigate on the best method to implement this change on the FHANA website.**
- Roll call vote:**
- Mr. Laude: Yes**
- Mr. Jenkins: Yes**
- Ms. Dumford: Yes**
- Mr. Smith: Yes**
- Ms. Thomas: Yes**
- Ms. Miley: Yes**
- Dr. Palermo: Yes**
- Motion passed unanimously.**

IV. Adjourn

- a. Ms. Thomas motioned to adjourn. Motion seconded by Mr. Laude. Meeting adjourned at 7:55 pm EST.