



**Board of Directors Minutes**  
**Regular Meeting**  
October 19<sup>th</sup>, 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, Erin Miley, Director, Jason Tice, Executive Director
- b. Conflicts of Interest: None

**II. Correspondence**

- a. None

**III. Action Item Review**

- a. **Dr. Palermo will request feedback from the FMC regarding the Grievance Policy with a due date of November 1st:** Complete and discussed as part of the Review section.
- b. **Rules & Regulations Committee to present completed Grievance Policy rewrite for November Board of Directors meeting:** Moved forward to November meeting.
- c. **Social Media Liaison Investigation: Mr. Tice and Mr. Smith are working on this and expect to present it as part of the 2022 budget:** In progress.
- d. **Volunteer duties – Ms. Thomas, Ms. Dumford, and Mr. Laude are working on the FHANA Volunteer Duties document and will have it completed by the October Board Meeting:** Completed and discussed under Review Items.
- e. **Mr. Tice to move strategic goal 6.4 from Marketing Committee to Sponsorship/Event Committee with all associated subpoints and budget items:** Completed.
- f. **Mr. Tice will make a new form for the Sponsorship/Event Committee's High Point Club submissions and send it to Mr. Laude and Ms. Dumford:** Completed.
- g. **Inspection committee will contact members who have a horse eligible for category 17 to inform them of their eligibility for 2022 spring and fall inspections. Mr. Tice will provide the list of contacts once received from KFPS:** Completed.
- h. **Mr. Tice will follow up with the accountant regarding the possibility of a payroll credit for 2020 and 2021:** Ongoing.
- i. **All board liaisons to have their committees report to the AGM committee on breakout sessions before October Board of Directors meeting:** Complete. All Breakout Session slots have been filled.
- j. **Ms. Thomas to write up the board member election process that will be used to fill the existing empty Board seat:** Complete and included in September 2021 Regular Board Meeting Minutes.
- k. **Dr. Palermo will contact all members named in the grievances to inform them that the grievances have been dropped:** Completed.
- l. **Board Liaisons to contact the newly approved committee members:** Completed.

**IV. Treasurer's Report**

- a. Mr. Smith presented the September 2021 Month-End Financials.
  - i. Statement of Financials
    1. Total Assets: \$497,431.74
    2. Total Liabilities: \$3,572.18
    3. Total Liabilities & Equity: \$497,431.74
  - ii. September Profit & Loss
    1. Total Income: \$429,000.29
    2. Total Expense: \$391,235.07
    3. Net Income: \$38,848.72
  - iii. **Motion made by Mr. Smith to accept the September Treasurer's report. Motion seconded by Ms. Dumford. Motion passes unanimously.**

**V. Consent Agenda – Items included in the Consent Agenda:**

- Board of Directors Regular Meeting Minutes September 21, 2021
- Sports Committee 9.22.21
- Marketing Committee 8.23.21
- Marketing Committee 9.2.21 – pulled for discussion*
- Event Committee 10.6.21
- Inspection Committee 10.12.21 – pulled for discussion*
- Education Committee September 2021
- Editorial Committee 10.14.21
- FMC Meeting Minutes September 2021

Mr. Laude requested that the Inspection Committee meeting minutes be removed. Mr. Smith requested that the Marketing Committee meeting minutes for September be removed from the consent agenda.

**Motion made by Mr. Laude to accept the Consent Agenda as amended. Motion seconded by Ms. Miley. Motion passed unanimously.**

**VI. Executive Director's Report**

- a. **Membership:** Current membership level is 1716. This is the highest number of members we have had since 2013. Also, 60 individuals have used the non-member transfer option to transfer horses.
- b. **DNA Issues:** None currently.
- c. **Registration Issues:** None currently.
- d. **Inspection Registrations:** Spring Inspection schedules are posted and registration has started.
- e. **AGM Breakout Sessions:** All time slots are filled.
- f. **FHANA BOD AGM Retreat:** Mr. Tice asked if the FHANA Board would like to have a two day retreat at the 2022 AGM rather than one, as it was not possible to have a retreat in 2021. **Motion made by Ms. Thomas that the FHANA BOD meet for a two day retreat at the 2022 FHANA AGM. Motion seconded by Mr. Laude. Motion passed unanimously.**
- g. **KFPS Stallion Show Tickets:** The FHANA BOD is given 4 tickets for seats at a table at the KFPS stallion show. Two of the 2022 tickets were sold at the 2020 FHANA AGM. The Board discussed how to handle the remaining 2 tickets. The Board also discussed the importance of FHANA's Executive Director

attending the KFPS Stallion Show. The Board felt that it was extremely important and that it should be prioritized whenever possible within the budget. **Motion made by Mr. Laude that the FHANA Board will expect the Executive Director to attend the KFPS Stallion Show every year and will budget accordingly to account for these expenses. Motion seconded by Ms. Thomas.** The wording of the motion was discussed extensively. Discussion revolved around ensuring that this item be prioritized by future boards while staying within financial constraints of the organization. **Motion withdrawn by Mr. Laude.** This item is tabled until the November Board of Directors meeting.

**Motion made by Ms. Thomas available tickets for the Board of Directors for the KFPS stallion show will be offered to the FHANA Board member with the most seniority. Once a board member has utilized the tickets, their name will move to the bottom of the list. Board members may claim a ticket for themselves and a significant other. Motion seconded by Mr. Smith. Motion passed unanimously.**

- h. **Executive Session Meeting Minutes:** Mr. Tice reminded the Board that while Executive Session Meeting Minutes are secret, they must be kept. Ms. Thomas stated that minutes have been kept for all Executive Session meetings that she has attended.
- i. **Mass Texting:** Mr. Tice presented a service that can be used to send mass text messages to the membership. The cost of this is \$360/year. The Board supports this option. It will be included in the budget for the 2022 fiscal year.
- j. **FHANA High Point Club Awards:** Mr. Tice asked for clarification on how these awards will be handled. Mr. Laude explained that the sponsors will reimburse the cost of purchasing the awards through the FHANA Marketplace. Further details on the program are required. Mr. Laude will take this back to the Sponsorship/Events Committee for more information.
- k. **Mare Show West:** The Mare Show West Committee Chair has stepped down. A new application for the Mare Show West host/venue has been received and will be reviewed.
- l. **Horse Illustrated Podcast:** Horse Illustrated has reached out to FHANA regarding participating in a podcast relating to Friesian Horses. Mr. Tice will act as spokesman for FHANA for the podcast.

## VII. Committee Reports

- a. **Finance Committee:** Mr. Smith presented the draft budget for 2022. It is not yet completed. The 2021 budget looks like it will finish income positive. It was stated that both the FHANA Coloring Book and the FHANA Resource Book must go to the publisher in 2021 as money for sponsorships have been collected. As FHANA operates on a cash basis and not an accrual basis, income that offsets and expense is to go out in the same fiscal year. Various other aspects of the budget were discussed, including the Marketing Committee budget and the potential options for hiring a Marketing/Sales person for FHANA. The Board felt that pursuing option 2 was the least financially risky for the association. This will be voted on when the completed budget is presented. Employee benefits were also discussed. The finished budget will be presented once the committee can make it net neutral or positive for the year.
- b. **Marketing Committee:** The committee has approved a potential logo. This will be presented to the FHANA Board in a special meeting. They are also working on ways to make the Friesian Marketplace more profitable.
- c. **Inspection Committee:** Spring inspection sites were discussed at length. There have been questions from members regarding the use of public sites versus private sites as well as the covering of costs as not all members will be able to attend inspections in the Spring. The Board unanimously agreed and confirmed that all sites for spring inspections will be required to go through the normal approval process,



whether the site is public or private. This procedure keeps the process fair and accessible to all members.

It was also noted that all Inspection Site Hosts were given the opportunity to decide whether they wished to hold inspections in the spring. Only those who were interested in doing so are on the spring Inspection Site schedule.

## VIII. Review Items

- a. **KFPS Member Council Description:** This item was briefly discussed. Dr. Palermo and Mr. Laude will work on the description and bring it to the November Board meeting.
- b. **Cascadia Friesian Horse Club Application: Motion made by Ms. Miley to approve the Cascadia Friesian Horse Club chapter application as presented. Motion seconded by Mr. Laude. Motion passed unanimously.**
- c. **FMC Grievance Policy Input:** The FMC has provided the FHANA Board with feedback on items they feel should be included as part of the rewritten FHANA Grievance Policy. The Rules and Regulations Committee will take these recommendations into account as the policy is worked on.
- d. **FHANA Volunteer Duties:** Ms. Thomas presented the rewritten FHANA Volunteer Duties document. **Motion made by Mr. Laude to approve the FHANA Volunteer Duties document as presented. Motion seconded by Ms. Thomas.** The Board provided feedback on the document. Some of the terminology was decided to be too broad. **Motion amended by Mr. Laude to approve the FHANA Volunteer Duties document as amended, to remove the word “mislead” in part one of the second page. Amended motion seconded by Ms. Thomas. Motion passed unanimously.** This document will be added to the website so that all members can read and review it. The document will come in to effect in 2022, with all new and returning FHANA Volunteers being required to sign it.
- e. **FHANA Board of Directors Duties: Motion made by Ms. Thomas to approve the FHANA Board of Directors Duties document as presented. Motion seconded by Ms. Dumford.** The Board discussed the document at length. Two bullet points were removed and one was shortened for clarity.

Removed:

- Have the ability to check their personal feelings at the door
- Contribute financially to the organization to the best of one’s ability and seek financial support from others outside of the organization

Amended:

- Maintain the integrity, independence and ideals of FHANA; do not allow individuals or organizations to compromise these principles

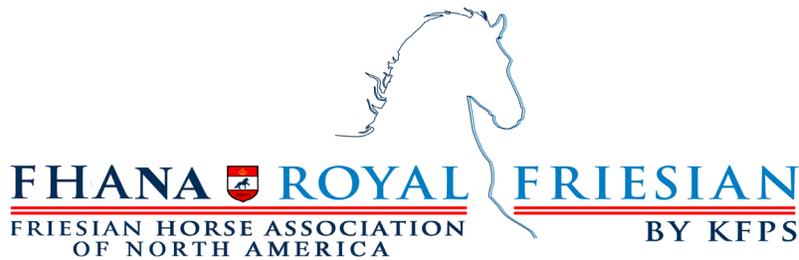
TO:

- Maintain the integrity, independence and ideals of FHANA

**Motion amended by Ms. Thomas to approve the FHANA Board of Directors Duties document as changed. Motion seconded by Mr. Smith. Motion passed unanimously.** This document will be provided to all potential nominees for the FHANA Board of Directors so that they are aware that it must be signed in order to be seated as a Director.

## IX. Discussion Items

- a. **Officer Elections:** The Board discussed the way that Officers are currently elected. It was agreed that the current system leads to issues on the Board that last beyond the election. The Board agreed that the



Officer Election process needs to be revisited. Numerous options were discussed, including whether the Board should elect Officers or the membership should vote for Officers. Also discussed were the possible addition of President Elect and Immediate Past President positions. The existing procedure is outlined in the FHANA Bylaws and so any changes to the procedure will require a Bylaw change. The Bylaws rewrite committee is to investigate options and present options for potential changes to electing Board of Directors Officers. The committee will also review wording on how and when the AGM is conducted.

- b. **Membership Committee Request:** Ms. Thomas presented a request from the Membership Committee. The Committee requests that the Board investigate the possibility of the KFPS offering financial relief for our membership for 2022 membership dues. They wish to offer a discounted membership renewal in 2022 but this is only possible if the KFPS will lower dues for the year. Dr. Palermo agreed to reach out to the KFPS and see if they will consider this.
- c. **2022 Fall Inspection Circuits:** Dates for fall 2022 inspections were discussed. There are no confirmed dates as of yet. Mr. Tice and Dr. Palermo will continue to work on this with the KFPS to find dates that work for our membership.

#### **X. Board Round Table**

- a. None.

#### **XI. Action Items**

- a. **Ms. Thomas to draft a letter to the Sponsorship/Events Committee chair with a set date for when the actions must be taken.**
- b. **KFPS Member Council committee description is to be discussed by Dr. Palermo and Mr. Laude and presented at the November meeting.**
- c. **Ms. Thomas to provide the approved versions of Volunteer Duties and Board of Director Duties documents to Mr. Tice.**
- d. **Bylaws rewrite committee to address the election of Board of Directors officers and propose a new procedure for doing this.**
- e. **Rules & Regulations Committee to present completed Grievance Policy rewrite for November Board of Directors meeting.**
- f. **Social Media Liaison position proposal to be included in the 2022 budget.**
- g. **Dr. Palermo to contact the KFPS regarding possible relief in membership fees for renewing members.**
- h. **Mr. Tice to arrange a Teams meeting with the KFPS to discuss 2022 fall inspection schedule.**
- i. **Mr. Tice will put out a website and email notification to all members regarding the eligibility of Category 17 stallions in 2022. Dr. Palermo will contact the KFPS for contact information.**
- j. **All Directors to review procedures on the attendance of the Executive Director at the KFPS Stallion Show for discussion at the November meeting.**

#### **XII. Good of the Order**

- a. Next meeting November 16<sup>th</sup>, 2021, at 6:00PM EST via teleconference. Future meeting on December 21<sup>st</sup>, 2021, at 6:00PM EST via teleconference, subject to change.

#### **XIII. Adjourn**



- a. Mr. Laude motioned to adjourn. Motion seconded by Ms. Dumford. Meeting adjourned at 9:50 pm EST.