

Board of Directors Minutes
Regular Meeting
November 16th, 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 Reviews

- a. **Ms. Thomas to draft a letter to the Sponsorship/Events Committee chair with a set date for when the actions must be taken:** This was moved to Discussion items.
- b. **KFPS Member Council committee description is to be discussed by Dr. Palermo and Mr. Laude and presented at the November meeting:** This is scheduled to occur within the next week. The Board scheduled a Special Meeting for November 29th, 2021 at 8pm EST to discuss the revised KFPS Member Council committee description.
- c. **Ms. Thomas to provide the approved versions of Volunteer Duties and Board of Director Duties documents to Mr. Tice:** Completed.
- d. **Bylaws rewrite committee to address the election of Board of Directors officers and propose a new procedure for doing this:** This is to occur in the 2022 rewrite of the FHANA Bylaws.
- e. **Rules & Regulations Committee to present completed Grievance Policy rewrite for November Board of Directors meeting:** This is in progress and has been moved to the December meeting.
- f. **Social Media Liaison position proposal to be included in the 2022 budget:** Completed.
- g. **Dr. Palermo to contact the KFPS regarding possible relief in membership fees for renewing members:** Dr. Palermo has reached out to the KFPS on this matter and is awaiting a response.
- h. **Mr. Tice to arrange a Teams meeting with the KFPS to discuss 2022 fall inspection schedule:** Completed.
- 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:** Completed.
- j. **All Directors to review procedures on the attendance of the Executive Director at the KFPS Stallion Show for discussion at the November meeting:** Moved to the December meeting.

IV. Treasurer's Report

- a. Mr. Smith presented the October 2021 Month-End Financials.
 - i. Statement of Financials
 1. Total Assets: \$494,224.11
 2. Total Liabilities: \$4,176.60
 3. Total Liabilities & Equity: \$494,224.11
 - ii. October Profit & Loss
 1. Total Income: \$472,940.75
 2. Total Expense: \$435,119.04
 3. Net Income: \$38,580.21
 - iii. **Motion made by Mr. Smith to accept the October Treasurer's report. Motion seconded by Ms. Miley. Motion passed unanimously.**

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

Board of Directors Regular Meeting Minutes October 19, 2021 – Moved to Committee Reports

Marketing Committee 9.27.21 – Moved to Committee Reports

AGM Committee 9.27.21 – Moved to Committee Reports

AGM Committee 11.1.21

Inspection Committee 10.20.21

Inspection Committee 11.9.21 – Moved to Committee Reports

Finance Committee 10.14.21

Editorial Committee 10.14.21

Four reports were moved from the Consent Agenda to Committee Reports for discussion. **Motion made by Ms. Thomas to accept the Consent Agenda as amended. Motion seconded by Mr. Smith. Motion passed unanimously.**

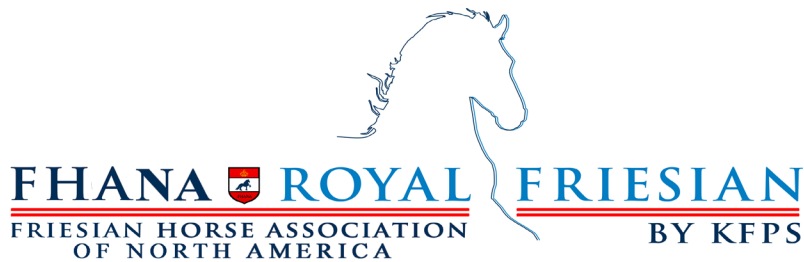
VI. Executive Director's Report

- a. **Membership:** Current membership level is 1736. After Thanksgiving, the 2022 renewals will begin.
- b. **DNA Issues:** None currently.
- c. **Transfer Issues:** There is one transfer issue currently.
- d. **Inspection Registrations:** Spring Inspection schedules are posted and registration has started. The New England site has cancelled.
- e. **FHANA BOD AGM Retreat:** This is scheduled on February 23-24, 2022. Mr. Tice is working on the agenda and schedule.
- f. **KFPS Stallion Show Tickets:** Moved to Discussion items.
- g. **Executive Session Meeting Minutes:** The Meeting Minutes for Executive or Closed Session meetings are held by the Secretary of FHANA. All Motions and Resolutions from these meetings will be kept on the FHANA drive accessible to FHANA Staff and Directors.
- h. **IRS Tax Return:** There was an issue with the way the FHANA Accountant filed the tax return. The accountant is handling the issue and will be responsible for any potential fees incurred.
- i. **Video Inspections:** 6 horses were entered into the video inspection. All were entered into the Studbook.

- j. **Outstanding Invoices:** There are currently a number of overdue invoices. Mr. Tice requested direction from the Board as to how they would like to handle these invoices. The Board discussed the existing Rules & Regulations regarding to handling outstanding invoices. The Treasurer will contact each member with an outstanding invoice in an attempt to get these accounts caught up. A letter will also be sent to each member with an outstanding invoice with due dates and outlining the repercussions for not bringing the invoice up to date.
- k. **Resource Book:** This is complete and ready to print. Advertising funds will cover the cost of the printing.
- l. **KFPS Inspection Representative:** The KFPS has hired a new person who will be working with FHANA for scheduling of inspections.
- m. **AGM Hotel Rooms:** Mr. Tice reported that not many rooms have been booked yet for the AGM but that this is typical for this time of year.
- n. **Chase Bank Update:** Mr. Tice met with a representative from Chase Bank to review the FHANA accounts. A number of changes are being made in order to reduce fees for FHANA. In order to facilitate wire transfers more efficiently when paying KFPS Invoices, the Board discussed increasing the current daily limit on wire transfers. **Motion made by Mr. Smith to raise FHANA's bank account limit for single transaction wire transfers to \$75,000. Motion seconded by Mr. Laude. Motion passed unanimously.**
- o. **Member Difficulties:** Mr. Tice requested direction from the Board as to how he should move forward when handling interactions with members who have displayed aggressive or abusive behaviour towards FHANA Staff. The Board discussed this at length. The Board directed Mr. Tice to forward on any communications from these members to the respective FHANA Board of Directors representative for that region to be handled directly.

VII. Committee Reports

- a. **Finance Committee:** Mr. Smith presented the Finance Committee's proposed budget for 2022. **Motion made by Mr. Smith to accept the 2022 FHANA Budget. Motion seconded by Ms. Miley.** The board discussed pertinent items on the budget. The Marketing Committee plans to grow their income for 2022 and will be required to do so before extra expenses are approved. The budget for the Education Committee's FHANA Research Grant is included and will require sponsorship dollars to balance. The Finance Committee was very conservative on the income side of the budget as a precaution. Also included in the budget is the third staff member as discussed in the October Board of Directors meeting. **Motion passed unanimously.**
Motion made by Mr. Smith to keep the Non-Member Membership fee for the 2022 calendar year. Motion seconded by Ms. Dumford. The board discussed the usage of this membership. **Motion approved unanimously.**
- b. **Sports Committee:** Ms. Dumford presented the two submissions for the FHANA Lifetime achievement Award. This discussion was held in Executive Session to preserve the surprise for potential nominees who are accepted.
- c. **Board of Director Meeting Minutes October 19, 2021:** There was a request for extra information to be added regarding the potential changes to Officer Elections. The following sentence was added under Discussion item A. Officer Elections: "Also discussed were the possible addition of President Elect and Immediate Past President positions." **Motion made by Ms. Thomas to approve the October Board of Directors Meeting Minutes as changed. Motion seconded by Mr. Laude. Motion approved unanimously.**



- d. **Marketing Committee:** The Board discussed the minutes as submitted by the Marketing Committee. Feedback was offered to adjust wording in the minutes. Mr. Smith will take the feedback to the Marketing Committee. **Motion made by Mr. Smith to accept the Marketing Committee minutes as written. Motion seconded by Ms. Thomas. Motion approved unanimously.**
- e. **AGM Committee:** **Motion made by Ms. Thomas to raise the Virtual Attendance fee for the 2022 FHANA AGM to \$175 to match the in person attendance fee. Motion seconded by Ms. Dumford.** Ms. Thomas presented the rationale behind the change as discussed by the AGM Committee. **Motion approved unanimously.**
- f. **Inspection Committee:** The Board discussed the inspection schedule for Spring 2022 as included in the Inspection Meeting minutes. Also discussed was the procedure for private inspection sites. The Inspection Committee is to develop a Private Inspection Site form that all private sites will be required to complete for the site to be considered. This will be in place for sites for the 2022 Fall Inspections. **Motion made by Ms. Miley to approve the Spring Inspection locations and dates that have currently been received. Motion seconded by Ms. Dumford. Motion passed by a 4-1 vote.**
- g. **Education Committee:** Mr. Smith brought the board up to date as minutes for the committee have not been submitted. There has been a request for Education Week Level 2 in February. The time frame to plan this is short. Mr. Smith asked whether a motion was needed in order to move forward on the committee sending out grant applications. The Board agreed that approval of the budget moves the Grant Program forward without a further motion necessary.

VIII. Review Items

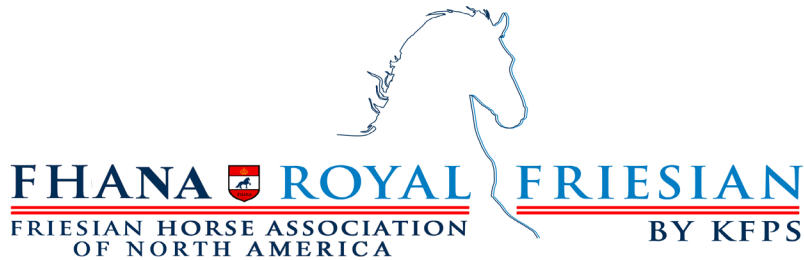
- a. **KFPS Member Council Description and Election of Members:** The updated description and election process has not been completed. A Special Meeting of the Board was scheduled for November 29th, 2021 at 8pm EST in order to discuss the description and election of members to the KFPS Member Council.
- b. **Proposed Logo Design:** Mr. Smith updated the board on the status of the proposed new logo. He is working on a contract to outline the details of the intellectual ownership of the logo to protect both the designer and FHANA. Mr. Tice will contact the printer and find out what the timeframe is for this to be completed in time for the new logo to be included in the FHANA Resource Book.
- c. **FHANA Petition to Suspend Member:** This discussion was held in Executive Session.

IX. Discussion Items

- a. **WFHO/KFPS Meeting:** The timing of this meeting at the KFPS Stallion Show was discussed. The Board is to consider scheduling options to discuss at the December Board of Directors meeting.
- b. **Volunteer of the Year:** Mr. Tice requested that Board members send suggestions for Volunteer of the Year to him to be discussed at the December Board of Directors meeting.
- c. **Resolution of Member Misconduct:** This discussion was held in Executive Session.
- d. **Executive Director Attendance at the KFPS Stallion Show:** Moved to the December Board of Directors meeting due to time constraints.

X. Board Round Table

- a. **FHANA Coloring Book Update:** This discussion was held in Executive Session.
- b. **Stallion Committee:** Ms. Miley informed the Board that this committee is scheduled to have its first meeting on December 2nd, 2021.



- c. **Member Attendance to Board Meetings:** Ms. Miley reported that the FMC has requested that the Board revisit allowing members to listen to Board of Directors meeting on Mute. This will be discussed further and addressed as part of the FHANA Bylaw rewrite happening in 2022.

XI. Action Items

- a. **Dr. Palermo will contact the KFPS regarding getting official feedback regarding any possible changes to the logo.**
- b. **Mr. Tice will contact the printer for the resource book and find out timeframe for including the new logo.**
- c. **All Board Members are to consider possible nomination for volunteer of the year and have them ready for the December meeting.**
- d. **Mr. Tice will arrange a Special Meeting for the Board to discuss and approve a new description for the KFPS Member Council representatives for November 29th, 2021 at 8pm EST.**
- e. **All Directors to review procedures on the attendance of the Executive Director at the KFPS Stallion Show for discussion at the December meeting.**
- f. **Board members to come up with proposed time slots to have the KFPS/WFHO meeting at the 2022 KFPS Stallion Show and bring them to the December meeting for discussion.**
- g. **Mr. Tice and Mr. Smith to produce a letter with due dates to be sent to members that have outstanding invoices.**
- h. **Nominees for FHANA Lifetime Achievement Award from the Sports Committee will be passed on to the Chapter Presidents for a vote.**
- i. **The Inspection Committee will produce a Private Site Application form to be used for the Fall 2022 Inspections.**
- j. **Dr. Palermo will contact all members who have filed a grievance to let them know the resolution of the grievance.**

XII. Good of the Order

- a. Next meeting December 21st, 2021, at 6:00PM EST via teleconference. Future meeting on January 18th, 2022, at 6:00PM EST via teleconference, subject to change.

XIII. Adjourn

- a. Mr. Smith motioned to adjourn. Motion seconded by Ms. Dumford. Meeting adjourned at 10:35 pm EST.