

Board of Directors Minutes
Regular Meeting
December 21st, 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: Ms. Dumford noted that she may have a conflict of interest for the Volunteer of the Year awards. Mr. Smith and Ms. Miley noted that they are award winners for 2021 which may come up.

II. Correspondence

- a. **KFPS Letter:** The KFPS would like to schedule a meeting with the FHANA Board as the planned meeting at the Stallion Show will not be possible. Mr. Tice will work on scheduling this with a tentative date of February 5th, 2022.

III. Action Item Reviews

- a. **Dr. Palermo will contact the KFPS regarding getting official feedback regarding any possible changes to the logo:** Completed.
- b. **Mr. Tice will contact the printer for the resource book and find out timeframe for including the new logo:** Completed.
- c. **All Board Members are to consider possible nomination for volunteer of the year and have them ready for the December meeting:** This item was moved to Discussion Items.
- 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:** Completed.
- e. **All Directors to review procedures on the attendance of the Executive Director at the KFPS Stallion Show for discussion at the December meeting:** This item was moved to Discussion Items.
- 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:** This item was moved to Discussion Items.
- g. **Mr. Tice and Mr. Smith to produce a letter with due dates to be sent to members that have outstanding invoices:** Completed.
- h. **Nominees for FHANA Lifetime Achievement Award from the Sports Committee will be passed on to the Chapter Presidents for a vote:** Completed.
- i. **The Inspection Committee will produce a Private Site Application form to be used for the Fall 2022 Inspections:** Completed and included for review in Committee items.
- j. **Dr. Palermo will contact all members who have filed a grievance to let them know the resolution of the grievance:** Completed.

IV. Treasurer's Report

- a. Mr. Smith presented the November 2021 Month-End Financials.
 - i. Statement of Financials
 1. Total Assets: \$504,789.91
 2. Total Liabilities: \$3,674.90
 3. Total Liabilities & Equity: \$504,789.91
 - ii. November Profit & Loss
 1. Total Income: \$518,251.44
 2. Total Expense: \$469,362.23
 3. Net Income: \$49,647.71
 - iii. **Motion made by Mr. Smith to accept the November Treasurer's report. Motion seconded by Ms. Dumford. Motion passed unanimously.**

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

Board of Directors Regular Meeting Minutes November 16, 2021
Board of Directors Special Meeting Minutes December 7, 2021
Breeding Committee 10.13.21
Breeding Committee 11.24.21
Finance Committee December 2021
Editorial Committee 12.16.21

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

VI. Executive Director's Report

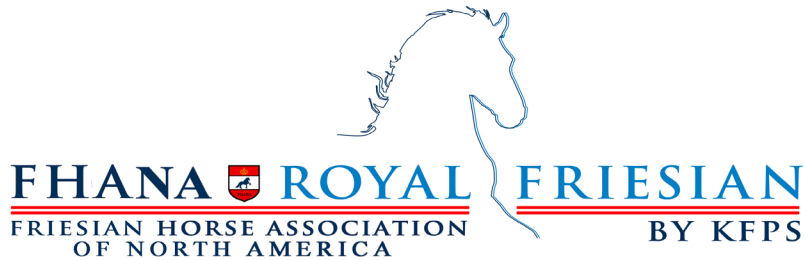
- a. **Membership:** Current membership level is 1785. Renewal process has begun.
- b. **DNA Issues:** None currently.
- c. **Inspection Registrations:** Spring Inspection schedules are posted and registration has started. The New England site has cancelled.
- d. **FHANA BOD AGM Retreat:** This is scheduled on February 23-24, 2022. Mr. Tice is working on the agenda and schedule.
- e. **KFPS Stallion Show:** This has been cancelled.
- f. **FHANA Election:** Biographies have been received from the candidates and the ballots are ready to be sent out.
- g. **FHANA Logo:** Mr. Tice asked how the release of this will be handled. Mr. Smith will talk to the Marketing Committee about the plans to proceed.
- h. **Alberta Friesian Horse Association 25h Anniversary:** The Alberta Friesian Horse Association is celebrating their 25th Anniversary as a FHANA chapter in 2022. Ms. Thomas will follow up for further details.

VII. Committee Reports

- a. **Sports Committee:** Motion made by Ms. Dumford to accept the committee proposal to suspend the Horse of the Year award for 2021 and honor the nominees as Horses of Distinction. Motion seconded by Ms. Miley. Motion passed unanimously.
Motion made by Ms. Dumford to accept the proposal as presented to accept video tests for the Sport Predicate. Motion seconded by Ms. Miley. The committee wishes to allow a maximum of two video scored tests to count towards the Sports predicate. They believe this is an appropriate balance between allowing videos but still requiring in person tests as well. This has been cleared by Dr. Palermo with the KFPS. This is intended as a permanent addition to the Sports predicate program in North America. Motion passed unanimously.
Motion made by Ms. Dumford to accept the proposal as presented to accept video tests for end of the year FHANA awards. Motion seconded by Mr. Laude. This would also be limited to two video scored tests per year. Motion passed unanimously.
- b. **Inspection Committee:** Motion made by Ms. Miley to approve the three proposed circuits for Fall 2022 inspections. Motion seconded by Ms. Dumford. It was discussed whether these circuits should be approved before the new Private Site Application is approved. Motion amended by Ms. Miley to approve the three proposed circuits, with the four private sites receiving provisional approval until the Private Site process is complete. Amended motion seconded by Mr. Laude. Motion approved unanimously.
Motion made by Ms. Miley to approve the fall 2022 schedule as presented and approved by the KFPS. Motion seconded by Mr. Laude. Motion approved unanimously.
Motion made by Ms. Miley to approve the new Inspection site application. Motion seconded by Mr. Laude. Motion approved unanimously.
 Mr. Tice has been in contact with the KFPS about the Spring inspections. The KFPS confirmed that the judges are prepared to travel. Plane tickets will be purchased by the end of 2021.

VIII. Review Items

- a. **KFPS Member Council Description and Election of Members:** The new documents outlining the duties and procedures for the KFPS Member Council Representatives were discussed. One correction was made to paragraph 10. Motion made by Mr. Laude to approve the document related to the FHANA representatives to the KFPS Member Council. Motion seconded by Mr. Smith. Motion approved unanimously.
 The Board discussed the committee description for the KFPS Member Council representatives. It was decided to remove the chart outlining the seat holders from the description and instead of include the term timeframes with the committee description. Motion made by Mr. Laude to approve the committee description for the KFPS Member Council representatives as amended. Motion seconded by Mr. Smith. Motion passed unanimously.
- b. **FHANA Coloring Book:** This item was discussed at the end of the meeting in Executive Session.
- c. **Member Attendance during Board Meetings:** Ms. Miley presented a request from the FMC for FHANA members to attend the monthly Board meetings on mute to listen. This is currently not allowed within the FHANA bylaws. It will be addressed during the 2022 Bylaw rewrite headed by Ms. Thomas and Ms. Dumford. The bylaws will be rewritten in 2022 and will be on the election ballot at the beginning of 2023.
- d. **Volunteer Duties Agreement:** Numerous members have voiced concerns about the new FHANA Volunteer Duties Agreement. The Board discussed the concerns. Motion made by Ms. Miley to



rescind the Volunteer Duties Agreement document. Motion seconded by Mr. Laude. The Board discussed ways to handle the expectations on FHANA volunteers and how to communicate and enforce those expectations. It was decided to rescind the existing document and revamp it before release.
Motion passed unanimously.

IX. Discussion Items

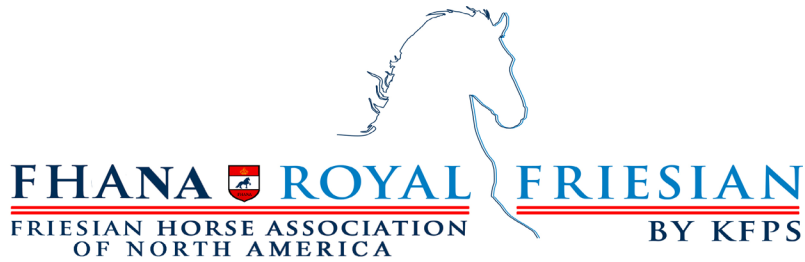
- a. **Executive Director Attendance at the KFPS Stallion Show:** The Board discussed options for how to handle this. It was agreed that the Executive Director attending an event in person with the KFPS was important for FHANA, and that this event should not be constrained to the Stallion Show. This will be a budget item for continuing education at events in the Netherlands to be used at the discretion of the Executive Director. After further discussion, it was decided to add this in to the job description for the Executive Director. Mr. Tice and Ms. Thomas will update the Executive Director job description to be presented at the January Board of Directors meeting.
- b. **KFPS Member Council Representative Elections:** The Board discussed the logistics of getting nominations for the open KFPS Member Council representative seat as well as the one that will be up for election in 2022. The following schedule was agreed upon:
January 15, 2022 – January 31, 2022: Nominations are open
February 1, 2022 – February 10, 2022: Nominees submit their biographies to the office
March 15, 2022 – March 30, 2022: Voting occurs
This schedule allows time for the FHANA office to get ballots and biographies out to members without impacting Spring Inspections and the FHANA AGM. Nominees will be announced at the FHANA AGM. Ballots will be counted by Mr. Tice and the FHANA Board of Directors.
In future years, the timing of the nominations and voting for KFPS Member Council representatives will occur alongside the FHANA Board of Directors election.
Motion made by Ms. Thomas to accept the proposed timeline for the KFPS Member Council Representatives election as presented. Motion seconded by Ms. Miley. Motion passed unanimously.
- c. **2022 FHANA Board of Directors Retreat:** Mr. Tice presented a proposal for the Board retreat. The Proposal was from Leading Associations and World Class Boards. The proposed options were discussed at length. **Motion made by Ms. Thomas that FHANA proceed with the one day educational session for the Board at the 2022 FHANA AGM. Motion seconded by Mr. Smith. Motion passed unanimously.**
- d. **WFHO/KFPS Meeting:** The timing of this meeting at the KFPS Stallion Show was discussed. It was decided to have Mr. Tice request February 5, 2022 as an option for the meeting.
- e. **Volunteer of the Year:** This item was discussed in Executive Session.

X. Board Round Table

- a. None

XI. Action Items

- a. **Board liaisons for the Education and Membership Committees will contact the committees to ensure meeting minutes are provided for the January Board of Directors meeting.**
- b. **Volunteer Duty Agreement to be re-vamped by Mr. Laude, Ms. Dumford, and Ms. Thomas.**



- c. **Mr. Tice and Ms. Thomas to add continuing education at an event in the Netherlands to the job description for the Executive Director.**
- d. **Mr. Tice will work on arranging the meeting with the KFPS Board and the FHANA Board for February 5, 2022.**
- e. **Mr. Tice will post the information and schedule for the KFPS Member Council Representative election to the FHANA website.**
- f. **Dr. Palermo will follow up with the artist for the FHANA Coloring Book to establish a timetable.**
- g. **The Board of Directors will sign up for the FHANA AGM and make travel plans.**

XII. Good of the Order

- a. Next meeting January 18, 2022, at 6:00PM EST via teleconference. Future meeting on February 24th, 2022, at the 2022 FHANA AGM in Mashantucket, CT, subject to change.

XIII. Adjourn

- a. Mr. Smith motioned to adjourn. Motion seconded by Ms. Dumford. Meeting adjourned at 8:52s pm EST.