

## Board of Directors Minutes Annual General Meeting February 24<sup>th</sup>, 2022 1:00PM 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, Danielle Piascik, Director-Elect, Jo Ann Clough, Director-Elect, Mathew Jenkins, Director-Elect
- b. Conflicts of Interest: None declared.

### II. Correspondence

- a. **Letter from Allison Sable:** The board discussed the letter from Ms. Sable. Guidelines around board candidate campaigning were discussed. An investigation into the logistics of adding an opt out option for members to remove their contact information from the Membership Database will be done. The new Board of Directors President will draft a letter to Ms. Sable to address her concerns.

### III. Action Item Reviews

- a. **Volunteer Duty Agreement to be re-vamped by Mr. Laude, Ms. Dumford, and Ms. Thomas:** This item is moved to the March meeting.
- b. **FHANA Directors will provide Agenda items for the KFPS meeting to Mr. Tice by January 31<sup>st</sup>:** Completed.
- c. **Dr. Palermo will provide an update on the progress on the FHANA Coloring Book:** Dr. Palermo reported that 20 pages of the coloring book are scanned and ready to be sent. The remaining 6 are expected within one week.
- d. **The Editorial Committee will create a release form for articles and photos submitted for The Friesian:** In progress. This form may also be used for older articles and photos in order to have them digitized for the website.
- e. **Mr. Tice will put a call-out on the FHANA website looking for people interested in becoming a mentor to new FHANA members:** Complete.
- f. **Mr. Tice will add a Paypal hyperlink on the FHANA website to allow donations to the FHANA Research Grant Fund:** Complete.

### IV. Treasurer's Report

- a. Mr. Smith presented the January 2022 Month-End Financials.
  - i. Statement of Financials
    1. Total Assets: \$551,941.21
    2. Total Liabilities: \$2,832.92
    3. Total Liabilities & Equity: \$551,941.21
  - ii. January Profit & Loss
    1. Total Income: \$89,737.31

2. Total Expense: \$33,864.32
3. Net Income: \$55,872.99

iii. **Motion made by Mr. Smith to accept the January Treasurer's report. Motion seconded by Mr. Laude. Motion passed unanimously.**

b. Mr. Smith presented the 2021 Year End Financials.

i. Balance Sheet

1. Total Assets: \$505,262.01
2. Total Liabilities: \$8,694.37
3. Total Liabilities & Equity: \$505,262.01

ii. December YTD 2021 Profit & Loss:

1. Total Revenue: \$580,483.00
2. Total Expense: \$545,155.00
3. Other Income: \$13,244.00
4. Net Income: \$48,572.00

iii. **Motion made by Ms. Smith to approve FHANA's 2021 Year End Financial Report. Motion seconded by Ms. Dumford. Motion passed unanimously.**

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

Board of Directors Regular Meeting Minutes January 18, 2022  
 FHANA Member Council November 2021  
 FHANA Member Council January 2022  
 Marketing Committee Minutes 1.24.22  
 Sports Committee Minutes 1.19.22

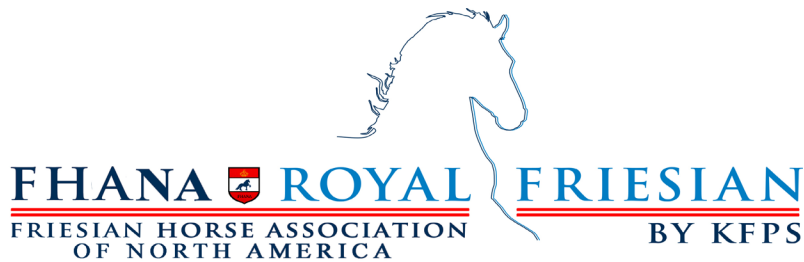
**Motion made by Mr. Laude to accept the Consent Agenda as presented. Motion seconded by Ms. Thomas. Motion passed unanimously.**

**VI. Executive Director's Report**

- a. **Membership:** Current membership level is 952.
- b. **DNA Issues:** None currently.
- c. **Transfer Issue:** One outstanding transfer issue has arisen. Ms. Thomas will work with Mr. Tice to resolve the issue.
- d. **Registration Issue:** Mr. Tice informed the Board of a longstanding registration issue. Ms. Dumford and Ms. Thomas will review the file on this horse and investigate ways to resolve the issue.
- e. **Wage Credit:** FHANA has been approved for Employee Retention Credits totaling \$37,108.68 from the IRS for 2020 and 2021.
- f. **Alberta Friesian Horse Association 25h Anniversary:** The Alberta Friesian Horse Association is celebrating their 25<sup>th</sup> Anniversary in 2022.
- g. **Outstanding Invoices:** Mr. Tice informed the Board of one remaining outstanding invoice. Mr. Smith and Ms. Miley will work on resolving this with the Chapter.

**VII. Committee Reports**

- a. **Inspection Committee:** A Private Site Application form has been completed for the private sites or Fall inspections. Three of these are existing private sites that have been approved for multiple years. Two



new sites are still awaiting review. **Motion made by Ms. Miley to approve Signature Friesians, Maddi's Friesian Ranch, and Young Living private site applications. Motion seconded by Ms. Dumford. Motion passed unanimously.**

- b. **Finance Committee: Motion made by Mr. Smith to move FHANA's investments from William Blair to JP Morgan Securities and have JP Morgan Securities to manage our investment solutions as provided. Motion seconded by Ms. Miley.** Mr. Smith explained the Finance Committee's recommendation. It is expected that this change will result in a more responsive financial institution as well as higher returns on investment. **Motion passed unanimously.** Mr. Smith reported that the KFPS had agreed to dismiss the outstanding invoice for membership information entry that the FHANA office has been performing. **Motion made by Mr. Smith to accept the 990 & 990-T form for FHANA for 2021 as presented. Motion seconded by Mr. Laude. Motion passed unanimously.**

### VIII. Review Items

- a. **Perkins Lawsuit:** The judge in this case has given Ms. Perkins 30 days from February 4<sup>th</sup>, 2022 to find new counsel. If new counsel is not obtained, the case will likely be dismissed.
- b. **FMC Description:** **Motion made by Mr. Laude to approve the FMC and BOD document as presented. Motion seconded by Ms. Miley.** It was clarified that this document has not been review and approved by the FMC. **Motion withdrawn by Mr. Laude.** The document will be taken to the FMC for approval then returned to the Board.
- c. **Election Results:** Mr. Tice presented the results of the Board of Directors Election. 368 total votes were received, which is 23% of the membership. The Board discussed releasing the election results. **Motion made by Ms. Miley to have the results of the election made public to the membership including candidate names and number of votes. Motion seconded by Mr. Laude.** It was confirmed that all candidates have approved the release of this information. **Motion passed unanimously.**
- d. **Volunteer Duty Agreement:** This has been tabled until the March meeting.

### IX. Board of Directors Change

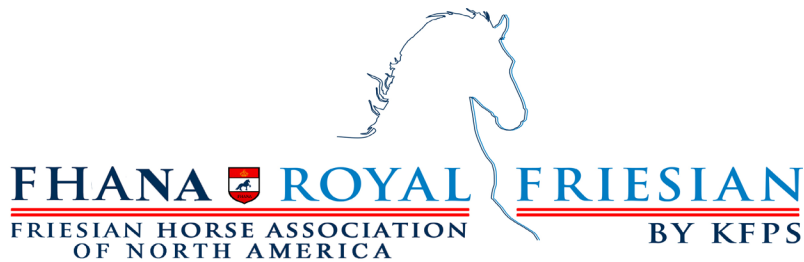
- a. Dr. Palermo and Mr. Laude stepped down from their Board of Directors positions. The Board thanked them for their years of service.
- b. Ms. Piascik, Ms. Clough and Mr. Jenkins were seated as Directors.

### X. Officer Elections

- a. Election of Board of Directors Officers was conducted in Executive Session.
- b. Officer Positions Elected:
- i. President: Mr. Smith
  - ii. Vice President: Ms. Thomas
  - iii. Treasurer: Ms. Miley
  - iv. Secretary: Ms. Clough

### XI. Discussion Items

- a. **Committee Assignments:** Committee assignments were discussed in Executive Session. The committee list as currently completed was approved by the board unanimously.
- b. **Board Regions:** The Board discussed the newly updated FHANA regions assigned to each Director.



## **XII. Board Round Table**

- a. **Spring 2022 Inspections:** It was noted that not all members realize that the spring 2022 inspections were the postponed 2021 inspections. This means that horses presented in February 2022 may still be inspected in the fall of 2022 if the owner wishes. A Site Host debrief will be conducted.
- b. **Promotional Video:** Ms. Miley noted that there is not currently a promotional video that FHANA can use at the FHANA booth for events. Ms. Thomas let the board know that the Marketing Committee has this on their task list.
- c. **Stallion Presentation at Michiana Inspection:** FHANA is looking for a writer to produce an article about the presentation of 7 approved stallions at the Michiana inspection.
- d. **FHANA Staff Goals:** Ms. Miley mentioned that the FHANA Staff should have clearly defined criteria for awarding bonuses annually. This task is assigned to the Finance Committee to work on criteria.
- e. **Social Media Presence:** This has improved significantly with Ms. Piascik's help for the 2022 AGM. The Marketing Committee will work on expanding this further.
- f. **Spanish Speaking Community:** Mr. Jenkins noted that the Mexican community is moving strongly into Friesians. A campaign was discussed to actively involve and educate new people to the breed who primarily speak Spanish.
- g. **B Book II:** This continues to be a primary source of phone calls and email contacts for the FHANA Office. The Board discussed ways to alleviate this drain on office resources as well as to educate non-members about the different registration books within the KFPS.

## **XIII. Action Items**

1. **Volunteer Duty Agreement to be re-vamped by Ms. Dumford and Ms. Thomas.**
2. **Dr. Palermo will provide an update on the progress on the FHANA Coloring Book.**
3. **The Editorial Committee will create a release form for articles and photos submitted for The Friesian.**
4. **Ms. Thomas will aid Mr. Tice with resolution in the existing horse transfer issues.**
5. **Ms. Thomas and Ms. Dumford will review the file for the registration issue.**
6. **New president will draft a letter to respond to the Correspondence from Ms. Sable.**
7. **Directors will work on finding candidates for the remaining committee chair positions.**
8. **Finance Committee will work on developing measurable criteria for bonuses for FHANA Staff.**
9. **Directors will work on recruiting mentors for the Mentorship program.**
10. **Mr. Smith and Ms. Miley will work on resolving the outstanding chapter invoice.**

## **XIV. Good of the Order**

- a. Next meeting March 15<sup>th</sup>, 2022, at 6:00PM EST via teleconference. Future meeting April 19<sup>th</sup>, 2022, at 6:00PM EST, subject to change.

## **XV. Adjourn**

- a. Ms. Piascik motioned to adjourn. Motion seconded by Ms. Clough. Meeting adjourned at 3:42 pm EST.