

NFHR BOARD OF DIRECTORS WORKING MEETING MINUTES

Wednesday, December 6, 2023, 6:00 PM (Mountain Time)

CALL MEETING TO ORDER: 6:00 MST

ROLL CALL: Kelsey Sayers, Cynthia Madden, Jim Raabe, Bonnie Morris, Beth German, Holly Durst, Cherrie excused, Lisa on timeout, Margaret suspended pending meeting expectations laid out via email.

STANDING ANNOUNCEMENTS

- There will be 3 open BOD positions at the end of 2023
 - Ballots were delivered to the Bank for counting November 27, 2023. We are awaiting results.
- F2F is scheduled for February 2-4, 2024 in Denver CO.
 - Need to consider having it in Longmont to keep the costs down, 3x more expensive at the Denver Airport.
 - Cynthia suggested that cost quotes be submitted
 - There's a shuttle for \$45 to Longmont.

Meeting operation and expected Director conduct:

- During zoom meetings, Directors may only speak when acknowledged by the President.
- Directors who interrupt after receiving one warning will be sent to the zoom waiting room for a minimum of 10 minutes. Directors who interrupt again will be dismissed from the meeting.
- Discussion after voting has started is not allowed.
- Directors who ignore the operating rules regarding discussions will receive a warning, and if they repeat the offense, they will be placed on timeout from the Board without email access for a minimum of 1 week.

Rationale for changes:

- To provide better structure to the meetings and work of the Board.
- To allow all the opportunity to speak without interruption.
- To keep Directors behaving appropriately and respectfully.

PRESIDENT'S REPORT: Kelsey

Kelsey has been working on getting sticker quotes for the membership renewals. She has also been in discussion with the Executive Committee about the VHIB grant and the location of the face to face meeting.

REGISTRAR'S REPORT: Jeanne

Lots of renewals coming in to process. The membership and foals to date are the same as the last meeting.

TREASURER'S REPORT: Cynthia

Checking: \$19,198.64

Savings: \$18,329.72

See Attachment 1. We might end up with enough to cover expenses. We will not have to dig deeply into our savings account.

COMMITTEE UPDATES: (2 min each)

- **Awards Committee:** Open seat
- **Breeders Committee:** Cherrie Nolden. The outcrossing rule put together by the Breeder's Committee is now on the website.
- **Bylaws Review Committee:** Open seat
- **Education Committee:** Cherrie Nolden. Excused.
- **Elections Committee:** Kelsey Sayers. Jeanne took ballots to bank to be counted
- **Evaluation Committee:** Lisa Otten. On time out.
- **Executive Committee:** Kelsey Sayers (Officer).
- **Finance Committee:** Cynthia Madden. See attachment 1.
- **Herald Committee:** Jim Raabe. The last committee meeting included Kelsey, Michelle Angela, Jessica, Jeanne. For the Winter Herald the Committee decided to meet via zoom to go over the layout and design of the Herald during the proofing process. This proved productive as ideas and opinions were more readily able to be given and stances on things were more easily explained. The winter Issue was published and we have received good remarks from the membership on the content. We are still looking for someone to replace Sara Jongsma as the advertising coordinator after she filled the spot for the past 4.5 years.
- **Membership and Promotion Committee:** Bonnie Morris and Kelsey Sayers. Policies will be covered under New Business.
- **Promotions Committee:** Open seat
- **Fundraising Committee:** Bonnie Morris. The Fundraising Committee is looking forward to a fantastic coming year with a plan that aligns with the mission of the NFHR. In all areas from education, evaluations, clinics, shows, contests something that every member can enjoy and afford. And members that don't own horses anymore can also participate in. Looking forward to a fun prosperous new year.
- **FjHI Liaison:** Cherrie Nolden. Excused.

OLD and NEW BUSINESS:

- F2F meeting
 - **Voted by acclamation for holding the F2F in Longmont this year**
- Fjord Herald committee guidelines (Attachment 2)
 - **Unanimous agreement to table the development of guidelines for the Herald and modification of the list of proposed guidelines to discuss this at a later date, such as at the F2F meeting**
- VHIB Videos – Invoice submitted for payment by videographer hired by Margaret Bogie, \$3,050

- **Cynthia moved to reject paying the videographer invoice and pull out of the VHIB grant. Bonnie seconded. 6 ayes, 0 nays. Motion passed**
- Proposed edit to policy for social media outreach (Attachment 5)
 - **Beth moved to add a rule on the NFHR Facebook pages stating that all group members must comply with the NFHR social media policy. Cynthia seconded. Unanimously approved.**
- The January meeting is the transition meeting, where we welcome new board members and vote on officers; other business is not covered in that meeting. We can discuss having a December working board meeting by email.
- Whistleblower Policy (Attachment 3) and Disciplinary Action Policy (Attachment 4) – Bonnie. Proposed a NFHR Owner’s Manual for the Board. Will discuss by email so we are prepared to discuss at the F2F meeting.
- December 14th is when Margaret’s suspension minimum of 30 days is up. She has not complied with any of the requirements we provided to her to readmit her to the Board. She violated nearly every one of the conditions within 10 hours of being suspended. She has refused to accept the certified letter, delivering the requirements to her. She did read the conditions required by the Board in the approved motion, and responded in the email string where the motion was presented and voted on, so she cannot deny that she doesn’t know what we required of her. She has been posting in chat groups and shared board info on her private chat groups.
- Results of the election will be provided by the Bank, hopefully by the end of this week or early next week.
- **NEXT MEETING:**(Zoom meeting details on NFHR website) Jan 3, 5 pm MST
- **MEETING Adjourned**
Holly moved, seconded by Bonnie at 7:42 pm MST

Minutes produced by Cherrie from the zoom recording.

Attachment 1: Treasurer’s Report and Budget Projection

Attachment 2: Fjord Herald Editor Guidance Policy

Requests from the BOD, needing additions/corrections regarding the Fjord Herald publication:

- Bring on more volunteer editors to clean up content mistakes.
- Allow all authors to review and correct the layout and wording of their work before the final version is made.
- Allow the whole BOD to provide guidance before sending to press.
- Always give space to articles from the BOD committees.
- Make the spring issue the stallion issue, since that’s when mare owners are looking for stallions.
- Try to get all owners of actively used stallions to submit photos of them for the stallion issue.
- Make the winter issue the foal issue, since about half of each year’s foals are born after the spring issue, so a foal feature in spring only highlights the very early born foals that year; pics of late born foals from the prior year were allowed this year but those mostly aren’t even owned by the

breeder anymore. Winter issue comes out so late that everyone would rather have spring/summer photos to look at anyway.

- Don't split articles up so much with advertising. Put more advertising together on pages dedicated to that.
- Treat all members and breeders equally in space given to memorials, or non-advertisement related content.

Attachment 3: Whistleblower policy

Attachment 4: Disciplinary policy

Attachment 5:

Social Media Policy proposal:

Draft addition to existing policy:

Should anyone be proven to bash, belittle, slander, disregard, or post incorrect information on other social media outlets, they will automatically be removed from the NFHR Facebook groups.

Social media is an outreach tool that is not critical nor essential to our work as a Registry. Our official outlets for keeping our members informed about recent events is our website and quarterly publication, The Fjord Herald. Providing the opportunity for members to receive the same information as is posted on the website, and giving members a bit more interaction with the Board is offered by the Facebook groups. With the non-essential offering of Facebook participation by the NFHR BOD comes expectations that the Board has developed and posted, on how members are to conduct themselves, in order to maintain their access to that outreach medium. We have administrators from the Board who enforce these rules.

Attachment 1

NFHR Treasurer December End Year End Report Comments 12/6/2023

In the December 2023 Year End financial estimates, I have tried to present to you an accurate picture of where we stand this close to year end. We have survived a year that has not been an easy one regarding our financial future but we will survive and maybe next year can even thrive.

We may, with final year end numbers, have to access our savings but we ended up better than I thought we would. Next year will be crucial to planning for growth and an improved financial position.

Board member working relations this years have deterred the Board from dealing effectively with real issues pertinent to the growth and survival of the NFHR. Certainly, the Board of Directors has some serious planning and relationship issues to deal with in FY2024.

In May, I was appointed to fill out a term expiring in December of this year. I have tried to promote ideas that would guide the NFHR to enhanced growth by obtaining Board approval for Fundraising Guidelines allowing for better tracking of member-designated donations. I also got board approval for formation of a Promotion Committee. I feel this committee, with the mission to look for NFHR external growth opportunities, has real potential. This is essential to the NFHR's survival. I hope the Promotion Committee will work with other committees such as the Membership & Breeders Committees in this effort.

Also important is the effort to increase membership revenue by appealing to Life Member whose fees have long been exhausted to consider resuming annual member dues. I can't express my dismay at discovering how damaging to the annual budgets this practice has been. I calculated that the loss in annual income is around \$9,000 a year which would have eliminated shortfall sin annual income and/or provide a financial cushion to utilize when necessary. We do not have an extravagant budget and simply cannot afford the loss in income due to life memberships which are exhausted in a few years. Life Memberships in existence will, of course, continue to be honored but once again, I urge Life Members to reconsider resuming annual memberships or a donation the same as membership dues.

Thank you for letting me serve the NFHR. It has been an honor. I love this breed and wish to see it grow in popularity and numbers. That is our job.

Cynthia Madden
NFHR Treasurer (May - December 2023)

P&L January – November 2023

		Dec	Year End
		Projection	Projection
INCOME			
4000 Awards	120.00	0.00	120.00
4005 Sales of Product Income	110.59	0.00	110.59
4010 Evaluatiohn Committee	5,660.00	0.00	5,660.00
4020 NFHR Operations	18,844.44	1,750.00	20,594.44
4030 Promotions	1,349.61	0.00	1,349.61
4035 Herald	11,437.50	1,500.00	12,937.50
4060 Registrar	25,028.25	1,200.00	26,228.25
4090 Youth Committee	25.00	0.00	0.00
4100 Education Committee	0.00	0.00	10.00
4985 Membersio Committee	4,050.00	0.00	4,050.00
Breeders Committee	10.00	0.00	0.00
Uncategorized Income	<u>71.00</u>	0.00	0.00
TOTAL INCOME	66,436.39	4,450.00	71,060.39
GROSS PROFIT	66,436.39	4,450.00	71,060.39
2024 Memberships			
EXPENSES			
5005 Cost of Goods Sold	1,853.68	75.00	1,928.68
6015 Evaluation Committee	1,848.95	0.00	1,848.95
6039 Software	2,434.00	0.00	2,434.00
6041 Travel	2,884.58	0.00	2,884.58
6042 F2F	1,390.00	0.00	1,390.00
6044 Communications	1,020.04	100.00	1,120.04
6056 Postage	2,211.65	400.00	2,611.65
6068 Professional Fees	11,848.72	400.00	12,248.72
6042 F2F	13.00	10.00	23.00
6054 Payroll	30,822.85	2,754.00	33,576.85
6080 Awards	37.10	0.00	37.10
6085 Registrar	25.00	0.00	25.00
7106 Web Site	245.54	0.00	245.54
7125 Publications	14,133.43	3,300.00	17,433.43
TOTAL EXPENSES	77,685.73	7,039.00	84,724.73
Net Ooperating Income	-11,249.34	-2,589.00	-13,838.34
6085 Donation Support	13,052.29	1,500.00	14,552.29
Total Other Income	13,052.29	1,500.00	14,552.29
Misc lexpense	140.00	0.00	140.00
Total Other Income	12,912.29	1,500.00	14,412.29
NET INCOME	1,662.95	-1,089.00	573.95

BANK ACCOUNTS

12/06/23

Checking Account	19,198.64
Savings Account	18,329.72
Membership Comm Funds	4,050.00
Evaluation Committee Funds	570.00

THE NFHR'S WHISTLEBLOWER POLICY

1. POLICY STATEMENT

[The NFHR] is committed to conducting its business with honesty and integrity at all times. If, at any time, this commitment is not respected or appears to be in question, [The NFHR] will endeavour to identify and remedy such situations. Therefore, it is the company's policy to ensure that when a person has reasonable grounds to believe that an employee, Director or any other person related to the company has committed, or is about to commit, an offence that could harm the company's business or reputation, it denounces the wrongdoers in question.

The whistleblowing policy has been put in place to:

- Encourage employees, employees, Directors, officers, members, volunteers to disclose this information or behaviour;
- Protecting complainants from reprisals;
- Treated all parties to an investigation in a fair and equitable manner;
- To ensure confidentiality as much as possible;
- Take corrective and disciplinary action if wrongdoing is discovered.

2. PURPOSE

The purpose of this whistleblowing policy is to encourage current and former employees ,Directors, officers, members, volunteers to communicate events that raise serious concerns about [The NFHR]. [The NFHR] encourages and will support staff who report illegal practices or individuals who violate the organization's policies.

3. SCOPE

This policy applies to all employees, Directors, officers, members, volunteers of [The NFHR], as well as contractual third parties or partners doing business with the company.

4. DUTY TO REPORT MISCONDUCT

It is the duty of all employees, Directors, officers, members, volunteers , contractual third parties or partners to report misconduct or suspected misconduct, including fraud and financial impropriety to the board. This includes misconducts such as but not limited to:

- Providing false or misleading information, or withholding material information on [The NFHR] financial statements, accounting, auditing or other financial reporting fraud or misrepresentation;
- Pursuit of material benefit or advantage in violation of [NFHR]'s Conflict of Interest Policy;
- Misappropriation or misuse of [NFHR] resources such as funds, supplies or other assets;
- Unauthorized alteration or manipulation of computer files
- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal, provincial or state law or regulations or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal, provincial or state law or regulations

- Violations of federal, provincial or state laws that could result in fines or civil damages payable by **[The NFHR]**, or that could otherwise significantly harm **[The NFHR]** 's reputation or public image;
- Unethical business conduct in violation of any **[The NFHR]** policies and/or **[The NFHR]** Code of Conduct;
- Danger to the health, safety, or well-being of employees, Directors, officers, members, volunteers and/or the general public
- Forgery or alteration of documents
- Authorizing or receiving compensation for goods not received or services not performed, or paying for services or goods that are not rendered or delivered
- Authorizing or receiving compensation for hours not worked
- Embezzling, self-dealing, or otherwise obtaining an unlawful private benefit (i.e., **[The NFHR]** assets being used by anyone in the organization improperly for personal gain).

5. ACTING IN GOOD FAITH

Any person who files a complaint alleging misconduct must act in good faith and have reasonable grounds to believe that the information disclosed indicates wrongdoing.

No employees, Directors, officers, members, volunteers, third party contractor or partner who makes a denunciation in good faith will be subject to retaliation. Retaliation is any direct or indirect harmful action that threatens a person or is taken against a person who has reported an event or action. Anyone who retaliates against a person who has made a report in good faith is subject to disciplinary action up to and including dismissal from the BOD, revocation of membership or termination of employment.

However, making allegations that are deemed unfounded and malicious or knowingly false may result in disciplinary action up to and including termination of employment or membership.

6. PROCEDURE

A complaint may be submitted in writing to **[The NFHR Executive committee or the NFHR Membership]**.

The written statement must include the following information:

- Description of the offence
- Date on which the complainant became aware of the offence
- Name of the person suspected of the offence
- Actions taken (if applicable) before filing a complaint or allegation (i.e. talk to the Executive committee and or President)

6.1 The declaration must be sent in writing to **[The President of the Membership]** by e-mail or by post. The complainant should expect to receive confirmation of receipt of the complaint within **[5]** working days.

6.2 The complainant will not be dismissed, demoted, suspended, threatened, harassed or otherwise discriminated against because of the communication of a genuine concern. Any employees, Directors, officers, members, volunteers **[The NFHR]** who contravenes this policy when dealing with a complainant may be terminated. Similarly, any member of the Board who violates this policy in his or her dealings with a complainant may have his or her relationship with **[The NFHR]** terminated.

- 6.3** A person is not required to prove the truth of an allegation but is required to act in good faith and provide sufficient evidence to the person contacted to demonstrate that there are sufficient grounds for concern. The number of contacts between the complainant and the investigative body will depend on the nature of the question and the clarity of the information provided. The investigating body may request additional information from the complainant.
- 6.4** All complaints will be treated in a confidential and sensitive manner. In addition, the complainant must be able to remain anonymous, except in cases where the nature of the disclosure and/or resulting investigation makes it necessary to disclose his or her identity (e. g. investigations or judicial proceedings). In such cases, all reasonable measures must be taken to protect the complainant from any prejudice resulting from a disclosure.

7. INVESTIGATION

All relevant cases, including suspicious but unproven cases, will be reviewed and analyzed by a competent person designated by **[The President or the membership]**. In some cases, this may involve an investigation by a legal adviser or an accountant. All investigations will be kept confidential to the extent possible. Appropriate corrective action will be taken, if necessary, and the findings will be communicated to the whistleblower and his or her supervisor.

Attachment 4

NFHR DISCIPLINARY ACTION POLICY

1. PURPOSE

The purpose of this Disciplinary Action Policy is to establish a clear framework and guidelines for addressing board of director, employee, volunteers and member misconduct, policy violations, and performance issues in a fair and consistent manner. This Policy aims to promote a positive work environment, ensure compliance with NFHR'S policies, and provide opportunities for growth and improvement.

2. SCOPE

This Policy applies to all employees, directors, officers, members, volunteers at [The NFHR], including full-time, part-time, temporary, and contract workers. It covers a wide range of infractions, including but not limited to misconduct, violation of company policies, insubordination, unethical behavior, harassment, discrimination, poor performance, and any actions that may negatively impact the workplace or the organization's reputation.

3. PRINCIPLES OF DISCIPLINARY ACTION

- **Fairness:** All disciplinary actions will be conducted in a fair and unbiased manner, providing employees, directors, officers, volunteers members with an opportunity to present their side of the story and defend themselves against allegations.
- **Consistency:** Disciplinary actions will be applied consistently throughout the organization, ensuring that similar infractions are treated similarly.
- **Progressive Approach:** Whenever possible, a progressive approach to discipline will be followed, with escalating consequences for repeated or severe infractions. However, the organization reserves the right to skip progressive steps in cases of serious misconduct.
- **Confidentiality:** Disciplinary matters will be treated with strict confidentiality, only shared with individuals who have a legitimate need to know, while maintaining compliance with applicable privacy laws.

4. DISCIPLINARY PROCEDURES

- **Investigation:** Before initiating any disciplinary action, a thorough and impartial investigation will be conducted to gather facts and evidence regarding the alleged misconduct or performance issue. The investigation may involve interviews, document review, and any other relevant means of gathering information.

- **Notice and Meeting:** If the investigation substantiates the allegations, the employees, directors, officers, volunteers, members will be provided with a written notice specifying the nature of the misconduct or performance issue and the intended disciplinary action. A meeting will be scheduled with the person to discuss the concerns, allow them to respond, and provide an opportunity for them to present any mitigating factors or evidence.
- **Corrective Action:** Based on the findings of the investigation and the persons response, appropriate corrective action will be determined. This may include verbal or written warnings, performance improvement plans, training, counseling, temporary suspension, demotion, or termination of employment, membership, office, director depending on the severity and frequency of the infraction.
- **Documentation:** All disciplinary actions, including warnings, performance improvement plans, and any related correspondence or documentation, will be recorded and maintained in the person's personnel file. These records will serve as a reference for future actions or decisions.
- **Appeals Process:** Persons who disagree with disciplinary actions have the right to appeal the decision. The appeals process will be clearly defined and communicated to the person, outlining the steps and timelines for lodging an appeal and the subsequent review process.

5. Employees, ,Directors, Officers, Members, Volunteers **SUPPORT AND DEVELOPMENT**

[The NFHR] recognizes that disciplinary actions should not only serve as punitive measures but also provide opportunities for growth and improvement. The President and Directors will work with employees, ,Directors, officers, members, volunteers to identify areas for improvement, provide guidance and support, and offer training or resources when necessary.

6. **REVIEW AND REVISION**

This Disciplinary Action Policy will be periodically reviewed to ensure its effectiveness and alignment with legal requirements and best practices. Any necessary revisions will be made in consultation with relevant Directors and Officers and communicated to all employees, directors, officers, members, volunteers.

By implementing this Disciplinary Action Policy, we aim to maintain a productive and respectful work environment while upholding the organization's values, policies, and standards of conduct.

NFHR

Authorized Signature

Print Name and Title