Board of Directors Meeting Minutes

July 27, 2015

Meeting: Special Meeting—Business/Operations, Conference Call—July 27, 2015, 6:00 p.m. EDT

Board of Directors: Bonnie Potter, President
Scott Miller, Vice President
Laurel Shouvlin, Secretary
Mike Vigus, Treasurer
Julie Delaney, Director
Don Greene, Director
Steve Hull, Director
Norm Johnson, Director
Andy Merriwether, Director

Executive Director: Darby Vannier

Meeting opened at 6:05 p.m. EDT.

1.0 Meeting Opening:

1.1 Ratify Email Votes:

1.1.1 I move that we allow the Alpaca Coalition of America to send an eblast to AOA's membership at no cost, with the understanding that the message will be from ACOA, not AOA, and that this is a one-time courtesy until and unless we can agree on a policy to handle such future requests from nonprofit industry organizations. (Motion: Greene / Second: Hull) Motion passed 5–3. (Yes: Miller, Vigus, Delaney, Greene, Johnson / No: Potter, Shouvlin, Hull / Vote not cast: Merriwether)

1.1.2 I move that we approve the June 22nd minutes. (Motion: Miller / Second: Shouvlin) Motion passed 5–0–3. (Abstain: Greene, Johnson, Vigus / Vote Not Cast: Delaney)

1.1.3 I move that we approve sending the disaster preparedness eblast for GIRCom. (Motion: Merriwether / Second: Miller) Motion passed 7–0. (Votes not cast: Delaney, Greene)

1.1.4 I move that we approve the June 24th minutes. (Motion: Shouvlin / Second: Merriwether) Motion passed 6–0–1. (Abstain: Johnson who was not on the board at the time / Votes not cast: Delaney, Vigus)

1.1.5 I move that we approve the President's message for the autumn edition of *Alpacas Magazine*. (Motion: Merriwether / Second: Shouvlin) Motion passed 9–0.

1.1.6 I move that we approve the June 26th minutes. (Motion: Miller / Second: Merriwether) Motion passed 9–0.

The motion to ratify email votes was made by Hull, seconded by Miller, and passed unanimously (8–0, Merriwether absent).

Merriwether joined the meeting at 6:10 p.m. EDT.

2.0 Old Business:

2.1 2015 National Fleece Conference Update: Vannier informed the directors that although all of the figures are not quite complete, he is certain that the National Fleece Conference did make money for AOA. The purchase of the audio visual equipment earlier in the year helped eliminate the expense of renting the equipment from the facility and paid for itself at this single event. Running the equipment did require a great deal of staff time, so we will need to keep that in mind for future conferences.

2.2 Affiliate Policy Addition: This policy is an old AOBA policy that had not yet been added to the AOA policies. The policy is AOA Policy 07-03 and refers to the relationship between AOA and an AOA affiliate. It had been reviewed and modified by the previous Board to clarify and ease the restrictions placed on affiliates. Miller recommended that this new policy be sent to each of the affiliate presidents to inform them of the changes. The motion to accept the policy was made by Hull, Miller provided the second, and the motion passed (9–0).

2.3 2016 National Show & Auction Update: Vannier provided the Board with a copy of the 2016 National Halter Show location's brochure. The dates for the event are March 17th to 20th and the location is in Fort Wayne, Indiana. For comparison, Vannier provided the facility costs for the previous National Halter Shows he has been involved in as AOA Director. He said the facility cost in Harrisburg, Pennsylvania, in 2014 was approximately $40–43,000; Grand Island, Nebraska, in 2015 was $33,000; and the negotiated cost for the Ft. Wayne facility will be approximately $20,000. The Fort Wayne facility is very well lit, and is currently building an addition that will serve very well for the auction. Vannier is currently working on the vendor contracts for judges, superintendents, barn managers, auctioneers, and the vendors for meals. The Board will be having a special meeting regarding location and timing of future National Halter Conferences in order to plan for the years ahead. Vannier is working on a survey to be sent to AOA Show System members in order to include their input in the decision making process. Johnson recommended that each stall should automatically have an electrical drop and that the cost of that drop would automatically be included in the stall fees.

Greene requested that the Board actively review the Bylaws for potential amendments to be voted upon in the 2016 election cycle.

2.4 2015 Budget: Potter expressed concern that in the very near future Bylaw 9.3.2 will be come into play and will adversely impact the services AOA provides. To prevent violating this Bylaw, the Board would have to approve all expenses. Vigus was unable to provide the Board with the revised budget that was requested of him last month to help the Board address this issue. A lengthy discussion ensued in an attempt to create consensus to avoid placing the organization in violation of Bylaw 9.3.2. Johnson moved to re-approve the current budget, Miller provided the second, and the motion passed 7–2. (Vigus and Delaney voted against)

2.5 Code of Conduct: Potter reminded the Board that she had provided them with the AOA Board Code of Conduct for their review and signatures and to get those to Vannier as soon as possible.

2.6 Strategic Planning Priorities: Board members were to review the list of priorities that they felt needed to be moved up or down in terms of starting time and completion. Directors suggested that a couple of items be moved. Vannier will re-collate the list, and then will provide a mini plan for some of the 1 to 12 month priority items to provide an idea of time, manpower, and cost. Some of the prioritized items might have to be moved to a later date based on manpower and cost. Greene made the suggestion to add investigating permitting the registration of alpacas conceived through the use of embryo transfer (ET) and artificial insemination (AI) to the Strategic Planning Priorities. It was explained that while that AI and ET cannot be specifically added to the Strategic Plan, it is something that might be addressed in other Strategic Planning Goals as AOA moves through the process. Permitting the registration of ET and AI alpacas is something the Board could explore separately.

3.0 New Business:

3.1 Policy 03-04 Update—Records Retention: Vannier provided a copy of an updated version of this policy referring to AOA record keeping. The policy now includes specifics regarding the retention of paperwork generated by activities within the AOA show system. Motion to approve the changes in Policy 03-04 was made by Miller, seconded by Shouvlin, and passed (9–0).

3.2 Policy 03-03 Update—Expense Reimbursement: The purpose of this revision is to ensure that AOA is not responsible for covering Board member travel and hotel expenses to attend a National Halter or Fleece Conference or Show if there is no official AOA Board business being conducted at the event. Motion to approve Policy 03-03 was made by Shouvlin, seconded by Johnson and passed unanimously (9–0).

4.0 Committee & Other Reports:

4.1 Government and Industry Relations Committee (GIRCom): Potter had no report for there had been no meeting since her last report. The eblast written by the committee regarding disaster preparedness was sent to the membership. There has been an uptick in mosquito born viruses in such as equine encephalitis.

4.2 Judge Training and Certification Committee (JTCC): Miller reports that the JTCC approved updates on ring procedures.

4.3 Judges Advisory Committee (JAC): Delaney stated there was no report because no minutes have been approved.

4.4 Show Rules Committee (SRC): Shouvlin reported that work on the Show System Handbook revisions are moving along well and Vigus reported that there was discussion regarding the logistics and special considerations necessary for two shows that are going to be held in the same venue this fall in New York and that they will be overlapping somewhat in terms of timing. The committee approved the concept of holding two shows side by side, and will work with show management to ensure both shows run smoothly.

4.5 Fiber and Fiber Products Committee: Johnson reported that the committee appreciated the AOA President coming on the call to express her gratitude for the committee's work at the National Fleece Conference. The committee is reviewing the recent National Fleece Conference to assist with bringing ideas forward to the Board for consideration as planning begins for the 2016 National Fleece Conference.

4.6 Alternative Products Committee: Miller reported that he participated in his first meeting, was impressed with the committee, and that this past meeting focused on the nutritional analysis of alpaca meat. The committee formally requested that the Board investigate the potential to have a university do a study to compare the nutritional values of alpaca versus the values of other meat sources. It was mentioned that some studies have already been performed regarding alpaca meat and that the committee should research those as well. Motion to move forward with looking into having a university do a study to analyze alpaca meat and compare its nutritional value to other meat sources was made by Miller, seconded by Greene and passed unanimously (9–0).

4.7 Revenue Task Force: Greene reports that he has created an outline for the task force and that he and Miller are reviewing the Board recommended candidates.

4.8 Executive Director Update: Because Vannier was on vacation the week previous to this meeting, his Dashboard report was not ready for this meeting, but will be available in the next week. An eblast announcing the signup for National Alpaca Farm Days will be coming out in the next few days.

5.0 Financial Report:

5.1 Financials: Vannier provided the financials for June and the year-to-date. Greene suggested that the financials be presented earlier in the meeting, for they might impact discussion of topics discussed over the remainder of the meeting. The Board agreed that this would be fine.

6.0 Meeting Wrap:

6.1 Contact the Board Update: A concern was brought to the Board by an AOA member regarding a law in Arkansas that might impact the use of livestock guardian dogs. The concern has been forwarded to GIRCom for their review.

6.2 Next Meetings: August 10th with one hour strategic planning and one hour on budgetary issues and also August 24th.

6.3 Adjournment: Motion to adjourn was made by Miller, Johnson seconded. Meeting adjourned 9:53 p.m. EDT.

Respectfully submitted, Laurel R. Shouvlin