Board of Directors Meeting Minutes

July 14, 2017

Board of Directors: Vern Butler, Joe Crocco, Don Greene, Patty Hasselbring, Steve Hull, Andy Merriwether, Laurel Shouvlin, Mike Vigus, Jeff Williamson

Executive Director: Bud Synhorst

Meeting: Annual Meeting, Marriott Rancho Cordova, Sacramento, California
Face-to-Face—July 14, 2017, 1:30 p.m. EDT

Via Conference Call: Steve Hull joined at 2:30 p.m. EDT

Others Present: Sheri Visani, via conference call

Proceedings: Meeting called to order at 1:35 p.m. EDT by Executive Director Synhorst.

1.0 Meeting Opening:

1.1 Welcome: Synhorst welcomed Board members present, thanking them for traveling to Sacramento for the meeting.

1.2 Introductions: Board Members went around introducing themselves to one another, discussing their alpaca businesses.

1.3 Seating of New Board Members: Being the first meeting of the new members of the Board, the new members were officially seated to the Board.

2.0 Approval/Changes to the Agenda: Synhorst asked for additions to the agenda. Greene asked to add item 4.5—Appoint Immediate Past President; and item 7.1—ratify email votes, moving other items under 7.0 down one each. Greene asked Visani for clarification if there needs to be a motion, second, and vote to make additions to the agenda. Visani advised such a motion is not necessary.

3.0 Duties and Responsibilities of AOA Board Members:

3.1 Discussion of Board Expectations: Visani reviewed with the Board the duties and expectations of members, of which the position description was provided in the packet to members.

3.2 Conflict of Interest: Visani discussed the conflict of interest policy, provided in advance of the meeting, noted Board members should review the policy and sign the acknowledgement form included with the policy and return original form to Synhorst.

3.3 Review and Approve Code of Conduct: Visani presented the code of conduct along with a suggested change from Synhorst. Members discussed the change and the basis for the change suggested and with Synhorst discussing the importance of the change regarding staff in order to allow for better continuity in the office and operations. Members suggested the following changes—add legal counsel to be included for contact by members; to make a modification based on working with staff regarding committee liaison assignments; and to move the portion regarding process to address violations of policy and how it will be handled by the Board. Visani will make the suggested changes to the code of conduct and email the revision to the Board for review.

4.0 Election of Officers:

4.1 Election of President: Vigus nominated Greene to serve as president; Merriwether nominated Shouvlin to serve as president. Both accepted nomination. Each nominee was given an opportunity to give their statements of why they would like to serve. Hull asked each nominee to list their three key objectives to serve, giving each an opportunity to explain their objectives and skills to achieve them. Voting for Greene: Butler, Crocco, Greene, Hull, Vigus, Williamson. Voting for Shouvlin: Hasselbring, Merriwether, Shouvlin. Greene elected president by a vote of 6–3.

Being elected president, Greene took over running of meeting.

4.2 Election of Vice President: Butler nominated Vigus to serve as vice president; Merriwether nominated Shouvlin to serve as vice president. Each nominee was given an opportunity to give their statements of why they would like to serve. Voting for Vigus: Butler, Crocco, Greene, Vigus, Williamson. Voting for Shouvlin: Hasselbring, Hull, Merriwether, Shouvlin. Vigus elected vice president by a vote of 5–4.

4.3 Election of Secretary: Merriwether nominated Shouvlin to serve as secretary; Crocco nominated Williamson to serve as secretary. Each nominee was given an opportunity to give their statements of why they would like to serve. Voting for Shouvlin: Hasselbring, Hull, Merriwether, Shouvlin. Voting for Williamson: Butler, Crocco, Greene, Vigus, Williamson. Williamson elected to serve as secretary by a vote of 5–4.

4.4 Election of Treasurer: Shouvlin nominated Crocco to serve another term as treasurer. There were no further nominations. Crocco elected unanimously to serve as treasurer.

4.5 Appointment of Immediate Past President: Greene presented to the Board the policy on Immediate Past President, and a proposed policy amendment to allow the outgoing President who no longer serves on the Board of Directors to be appointed Immediate Past President. Motion by Vigus, second by Crocco to adopt the policy as amended. Motion carried unanimously.

4.5.1 Appoint Norm Johnson as Immediate Past President: Motion by Merriwether, second by Hasselbring to appoint Johnson as Immediate Past President. Motion carried unanimously. Visani will produce a confidentiality agreement for Johnson serving in this non-voting, advisory capacity.

5.0 Board Procedures:

5.1 Email Expectations, Board Agenda Items, and Other: Visani discussed the general operating procedures for the Board and ability to conduct board votes between meetings.

5.2 Questions/Discussion Related to By-laws, Policies, and Procedures: Visani opened up to the Board for questions related to the by-laws, policies, and procedures provided in the meeting packets.

Visani left the meeting at 3:40 p.m. EDT.

5.3 2017–2018 Monthly Meeting Schedule: Board discussed meeting either one or two times each month. Over the past year the board has been meeting twice monthly, the second and fourth Tuesdays. The meeting earlier in the month dedicated to strategic issues, the one later in the month dedicated to a business meeting. After discussion the Board decided to meet on the fourth Tuesday monthly with the first hour dedicated to the business of the Board, e.g., review of minutes and financials. The remainder of the meeting is dedicated to discussion of policy and strategic matters. The next meeting of the board will be Tuesday, July 25, at 6 p.m. EDT via conference call.

6.0 Committee Liaisons and Other:

6.1 Review Committee Descriptions/Purposes/Functions:

6.1.1 Changes/Modifications, if Necessary: Board discussed the current committee structures and committees. Assigned Synhorst to contact each committee chair for a description of the purpose/function of the committee and future vision of the committees. Those are to be completed by August 15, with a report to the Board for the meeting on August 22.

Motion by Hasselbring to rescind the Ad Hoc science panel as previously created and engage the assistance of Shauna Brummet to develop a list of science advisors for the Board to contact regarding scientific matters. Seconded by Butler. Motion carried unanimously.

Motion by Shouvlin to appoint Norm Johnson as a member of the Fiber and Fiber Products Committee. Seconded by Williamson. Motion carried unanimously.

6.1.2 Continuation of Ad Hoc Membership Committee: The Board discussed the importance of the membership committee for the advancement of AOA and the industry and to increase membership with AOA. Motion by Shouvlin to make the Ad Hoc Membership Committee a standing committee. Seconded by Hasselbring. Motion carried unanimously.

6.2 Selection of Show Rules Committee (SRC) Liaison: Mike Vigus

6.3 Selection of Judge Training and Certification Committee (JTCC) Liaison: Steve Hull

6.4 Selection of Judges Advisory Committee (JAC) Liaison: Jeff Williamson

6.5 Selection of Government and Industry Relations Committee (GIRCom) Liaison: Andy Merriwether

6.6 Selection of Fiber and Fiber Products Committee Liaison: Laurel Shouvlin

6.7 Selection of Alternative Products Committee Liaison: Vern Butler

6.8 Selection of Registry Petitions and Appeals Committee Representatives: Andy Merriwether, Don Greene, Laurel Shouvlin

6.9 Selection of Grievance Review Committee Liaison: Joe Crocco

6.10 Selection of Membership Committee Liaison: Patty Hasselbring

6.11 Selection of Ad Hoc Youth Committee Liaison: Laurel Shouvlin

6.12 Selection of Leadership Council Committee Liaison: Motion by Shouvlin to change committee name from Leadership Council to Affiliate Council. Seconded by Butler. Motion carried unanimously. Don Greene assigned as Committee Liaison.

7.0 Old Business:

7.1 Ratify Email Votes: The following meeting minutes have been reviewed and approved by the board: May 23 (Motion by Butler, Second by Shouvlin, carried unanimously); June 13 (Motion by Shouvlin, Second by Greene, carried unanimously); and June 27 (Motion by Greene, Second by Vigus, carried unanimously).

Motion by Shouvlin to ratify the email votes. Seconded by Vigus. Motion passed 7–0 with 2 abstaining—Hasselbring and Williamson.

7.2 Communications Policy: Board discussed the policy presented by Shouvlin to address social media policy. After discussion the Board asked Synhorst to work with Cindy Berman Morrow to develop a social media policy to be presented to the Board.

7.3 Future Fleece Conference Vision: The Board and Synhorst discussed the future of the fleece conference and how AOA wants to present the conference. Discussion surrounded around the paper presented from the Fiber and Fiber Products Committee. The Board directed Synhorst to work with staff to work on a fiber festival concept, focused on alpaca fiber and include other fiber and fiber enthusiasts. Synhorst will work with staff to bring a recommendation for location and concept to the Board.

8.0 New Business:

8.1 Orientation in Lincoln: Synhorst working with Hasselbring and Williamson to determine date for orientation.

8.2 2017–2018 Board Goals: Greene asked the Board to consider their top goals for AOA and the industry, and submit in advance of the August meeting for discussion.

9.0 Executive Director 2017–2018 Update/Outlook: Synhorst indicated most items were covered in discussions during the meeting. He shared with the board that Dr. Enns will be presenting at the August meeting, the EPD research project assigned by the Board late 2016. Synhorst is working with the University of Nebraska—Lincoln on a project to do an economic impact study of AOA and the Alpaca Industry to have good data to address matters in the future. Finally, the staff is looking into technology matters and will develop a technology plan for presentation to the Board. Synhorst gave an overview of his first seven months on the job and his travels to shows and education events.

10.0 Financial Report:

10.1 Financials: Crocco gave an update on the financial reports as of June 30, 2017. The revenues are ahead of budget projections, especially with respect to registrations and transfers. Expenses are over budget because of some timing issues related to paying for the magazine and the fleece conference. Overall the financial health of the association is good.

10.2 Investments: Synhorst gave an update on the investment account. Money market has roughly $300,000 with roughly $740,000 in CD investments. The investments in CD's are staggered for maturity every 6 months and working with Wells Fargo on monitoring banks where investments are held. Because of the staggered maturity dates, investments are being made in the longer term, yielding greater return on investment.

11.0 Meeting Wrap:

11.1 Review Weekend Schedule: Synhorst gave a review of the weekend events, annual meeting, meet and greet, and fashion show/auction.

11.2 Contact the Board Update: Synhorst shared a contact from a member regarding the alpaca meat market.

11.3 Action Items Review: Synhorst and Vigus will put together an email of the action items for the Board.

11.4 Next Meeting: Tuesday, July 25, at 6:00 p.m. EDT.

11.5 Adjournment: Motion by Butler, seconded by Shouvlin to adjourn. Motion carried unanimously. Meeting adjourned at 8:24 p.m. EDT.

Submitted by Jeff Williamson, Secretary