# Board of Directors Meeting Minutes

**May 23, 2017**

**Board of Directors:** Norm Johnson, President; Don Greene, Vice President; Vern Butler, Secretary; Joe Crocco, Treasurer; Steve Hull, Director; Andy Merriwether, Director; Bonnie Potter, Director; Laurel Shouvlin, Director; Mike Vigus, Director

**Executive Director:** Bud Synhorst

**Meeting:** Monthly Business Meeting
Conference Call—May 23, 2017, 6:00 p.m. EDT

**Absent:** Steve Hull

**Others Present:** Sheri Visani

**Proceedings:** Meeting called to order at 6:06 p.m. EDT by President Johnson.

**1.0 Document Review with Sheri:**

**1.1 Conflict of Interest Policy:** Sheri Visani (AOA Legal Counsel) reviewed proposed changes she made to the AOA Board Member Conflict of Interest policy. The proposed changes were to broaden the policy to include more than just financial conflicts of interest. The practical application of the proposed policy was discussed. A board member felt that the proposed policy was too broad and outlined a scenario that might constitute a conflict of interest under the proposed policy. After considerable discussion of how the proposed changes will apply to the actions of the board, Shouvlin made a motion to accept the proposed changes, as written by Sheri Visani, to the Board Member Conflict of Interest Policy 01-08. Potter seconded the motion. The motion passed by majority vote 6–2 (Vigus and Greene voted no, Hull absent).

**1.2 Suri Network Agreement:** Sheri Visani distributed an email to all the board members that outlines her recommendation for a letter of agreement describing how AOA will work with the Suri Network in relation to the Suri Breed Standard. There was concern about AOA's ability to change the Suri Breed Standard in the future. The board asked that the letter should specifically state that if we can't agree on the present version or future changes AOA will have the option to create a separate AOA Suri Breed Standard. A board member asked why we are specifying a specific time frame for re-evaluation. The board discussed appropriate time frames for reviewing and made suggestions for changes to the letter. Sheri Visani will make the requested changes and send it to Johnson for board approval.

Sheri Visani left the meeting at 6:45 p.m. EDT.

**2.0 Ratify Email Votes:**

**2.1** Motion made to approve the February 28, 2017, minutes. Motion by Johnson; second by Greene. Approved 8–0 (Hull vote not cast).

Shouvlin made a motion to ratify the email vote listed above, Greene seconded the motion. The motion passed by unanimous vote 8–0 (Hull absent).

Potter requested that a comment be included in the meeting minutes stating that the board has not received any minutes from the secretary since May 8th (minutes from the February 28th meeting) that are ready for a vote. This is a concern because the current board term is nearing the end and the current board members should get a chance to provide feedback on these minutes.

**3.0 Financial Report:**

**3.1 Financials:** Crocco gave an update based on the financial report in Dropbox. As of April the alpaca registrations and show registration income are up. Publications income is up from selling older issues of *Alpacas Magazine* at some of the recent shows. Payroll is down and bank fees are up due to credit card fees. Synhorst worked with the bank to negotiate lower fees on credit card transactions.

**3.2 Dashboard:** Synhorst reviewed the dashboard report that was distributed to the board via Dropbox.

**4.0 Old Business:**

**4.1 AOA Director Summit:** Shouvlin stated that in the past ARI and AOA have had face to face meetings to help the board get a good start for the year. The goals for the meeting were discussed and it was suggested this would also help in team building. The logistics were discussed as it relates to the timing of new board member orientation. A board member stated that this seems like an unnecessary expense and that the membership will see this as wasted money. The feeling is that this should be a budgeted expense next year so that it is a planned expense. It was suggested that the board meet in Sacramento this year as we will already be there. It was felt that doing both at the National Fleece Conference will put additional burden on the AOA staff to arrange and support both events. The concern was expressed that if we don't meet for a separate face-to-face then we need to allocate time at the Sacramento meeting. Synhorst reviewed a possible format for doing some new board member orientation and covering additional board topics while in Sacramento. Synhorst asked the board for any topic suggestions for the meetings in Sacramento.

**5.0 New Business:**

**5.1 National Fleece Conference:** Potter submitted a document to the board via Dropbox related to the upcoming AOA National Fleece Conference. A local affiliate that is providing support for the AOA National Fleece Conference is concerned that the communication about the event is not as good as expected. There is a lot of missing information and with the event this close potential attendees should have all the information they need to make decisions about participation. The show sponsor is disappointed with the level of marketing being done. There seem to be issues with the registration process requiring a show id and password. Synhorst addressed each of the issues raised. He feels we are on track with the process as compared to last year. There is a lot of information gathering going on by Synhorst and the AOA staff related to speakers and educational components of the conference. The participation for the show is also on track with last year. The marketplace will take place even though the Fiber Committee will not be able to support the event. The AOA staff is looking for volunteers to staff the marketplace. The Board discussed how the marketplace works and who typically staffs it. There will be an alpaca selfie booth setup to draw in the public.

**6.0 Executive Director Update:**

**6.1 Executive Director Update:** Synhorst provided his Executive Director report to the board via Dropbox. The response to the electronic voting has been mostly positive. There were questions about the dates for announcing the election results. Synhorst reviewed the current status of media productions and projects. Synhorst will be making a trip to DDC for a site visit and to discuss renewal of our contract. Synhorst asked the board if there is anything the board would like him to ask or any concerns that should be discussed during his visit. One board member asked about alternatives to drawing blood for DNA testing.

**7.0 Committee and Other Reports:**

**7.1 Government and Industry Relations Committee (GIRCom):** Potter's report is as follows.

The Government and Industry Relations Committee met on May 17th. Lynn Boak resigned from the committee for personal reasons. She was thanked for serving as she has been an active participant and has made significant contributions, especially on the 3 part series on Things You Should Know About Starting or Operating an Alpaca Related Business. In the USAHA Alerts there was some discussion of animal welfare issues in the cattle industry, which do not apply to the alpaca industry since the primary focus is not on production. EHV virus can survive up to 3 weeks in water. Since many alpaca shows are held in a facility less than 3 weeks after horse events, it is possible that there could be virus still lingering that could potentially infect incoming alpacas. The Estate Planning document is being formatted so that it can be a fill-in-the-blank form for our members. The committee will prepare an eBlast on Hurricane Preparedness for Livestock Owners with links to good resources.

**7.2 Judge Training and Certification Committee (JTCC):** No report, no meeting.

**7.3 Judges Advisory Committee (JAC):** No report, no meeting.

**7.4 Show Rules Committee (SRC):** No report, no meeting.

**7.5 Fiber and Fiber Products Committee:** No report, no meeting.

**7.6 Alternative Products Committee:** Butler's report is as follows.

The AOA Alternative Product Committee met on April 29, 2017. Ian Lutz updated the committee with the information he obtained about getting alpaca listed on the USDA list of inspected species. Ian also spoke with the International Yak Association about their recent experience getting Yak relisted. Based on the feedback received from the sources committee members spoke to, getting alpacas listed is not overly difficult, it is just time consuming and requires significant research to answer the questions needed to apply

for this designation. During our various fact finding sessions the committee discovered that in many cases a consultant was engaged to complete the application process. Since this will most likely be very costly we will have to do much of the research ourselves and possibly look for private funding if it is required. The committee is reviewing the list of questions provided by Ian's contact at the USDA and will make a recommendation as to how we should proceed. The committee also discussed a follow-up item from a prior meeting. We were discussing the possibility of gathering information about the state laws governing the sale of alpaca meat. Ian Lutz informed the group that this task has already been completed by the Alpaca Coalition of America. A summary of state regulations relating to the sale of alpaca meat is listed on their website along with other information related to terminal market options.

**7.7 Leadership Council:** No report, no meeting.

**7.8 Ad Hoc Youth Committee:** No report, no meeting.

**7.9 Ad Hoc Membership Committee:** Potter's report is as follows.

The ad-hoc Membership Committee met on May 10th. The CCC Ground Rules were approved by both the ILR and AOA Boards, so the next step is for the AOA Attorney to draft an agreement. Kutzler suggested that the possibility of having "certification" or "BVDV negative" added to the registration certificate might be something to consider for an additional fee, much like the AKC does with titles that are earned. The possibility of developing a youth membership was discussed. Other llama/alpaca organizations have youth memberships including ILR, LANA, and ALSA. There was discussion about the incentives provided by each organization to encourage youth to join, and more committee discussion will be needed to try to identify the best incentives for an AOA Youth Membership. Getting more youth involved in shows and in other ways is a good way to grow the industry. Questions were raised about how marketing is done to reach more youth, and how successful the youth efforts have been. The committee will try to get additional information from ILR.

**7.10 US Alpaca Fiber Council:** No report, no meeting.

**8.0 Meeting Wrap:**

**8.1 Contact the Board Update:** There have been no contacts since the last meeting.

**8.2 Action Items Review:** Greene reviewed the action items generated by the meeting.

**8.3 Next Meeting:** June13, 2017 — Strategic Plan/Special Topic Meeting

**8.4 Adjournment:**

Submitted by Vern Butler, Secretary