Board Meeting Agenda

Board of Directors:
Steve Aitchison, Director
Karen Ball, Director
Vern Butler, Director
Joe Crocco, Director
Patty Hasselbring, Director
Andy Merriwether, Director
Laurel Shouvlin, Director
Mike Vigus, Director
Jeff Williamson, Director

Executive Director: Bud Synhorst

Corporate Counsel: Sheri Visani, via conference call

Meeting: Annual Face-to-Face Board Meeting – Wilson County Expo Center - Lebanon, TN Thursday, July 12, 2018 **9:00 AM Central Time**

1.0 Meeting Opening

1.1 Welcome
1.2 Introductions
1.3 Seating of new board members

2.0 Approval/Changes to Agenda

3.0 Ratify Email Votes

3.1 Motion by Hasselbring; seconded by Vigus to approve President/ED show book message. Approved 7-0-2 (votes not cast by Hull, Williamson**)**

3.2 Motion by Vigus; seconded by Williamson to approve President's message for Annual Report. Approved 8-0-1 (votes not cast by Hull)

3.3 Motion by Vigus; seconded by Greene to approve allowing ARF to utilize AOA's attorney as requested. Approved 8-0-1 (votes not cast by Hull)

3.4 Motion by Vigus; seconded by Greene to approve Minutes of 06-26-18 meeting. Approved 7-0-2 (votes not by Hasselbring, Hull)
Motion by Shouvlin to accept the email votes above; Second by Crocco. Passes 7-0-2 (abstaining: Aitchison, Ball because they weren't on the Board at the time)

4.0 Duties & Responsibilities of AOA Board Members

4.1 Discussion of Board Expectations (Roles & Responsibilities)
4.2 Conflict of interest/Acknowledgment Forms to Complete
4.3 Review Code of Conduct/Complete
Approved Code of Conduct as modified by Sheri Visani: Motion by Shouvlin; Second by Hasselbring. Passed 9-0

5.0 Election of Officers

5.1 President – Mike Vigus (unopposed) Vote: 9-0
5.2 Vice President – Jeff Williamson – Vote: 5 votes Williamson (Vigus, Crocco, Butler, Aitchison, Williamson) – 4 votes Shouvlin (Hasselbring, Merriwether, Ball, Shouvlin)
5.3 Secretary – Steve Aitchison – Vote: 5 votes Aitchison (Vigus, Crocco, Williamson, Butler, Aitchison) – 4 votes Shouvlin (Hasselbring, Merriwether, Ball, Shouvlin)
5.4 Treasurer – Joe Crocco (unopposed) Vote: 9-0

Hasselbring's Motions:

1. Hasselbring moved that we initiate a policy for 2019 to allow prospective officers to make other board members aware of their intent to run for office(s). Bud amended that once the new board is elected, the CEO should open nominations or intentions to run for office can/should be announced prior to our July meeting. Shouvlin seconded. Motion passed 9-0.

2. Hasselbring moved that when there is more than one candidate for an officer position, after they make their formal statements and answer fellow board member questions, they should leave the room so that the voting members can discuss them prior to the vote. Discussion followed. Visani brought up the fact that when a candidate is not present, they are not there to defend themselves against things said that might not be true. Hasselbring withdrew the motion.

3. Hasselbring moved that the outgoing president be present and run the annual meeting until a new president is elected to help facilitate the process and transition. After discussion, Hasselbring amended the motion to say the outgoing president should remain for the remainder of the meeting as a non-voting participant. Shouvlin seconded. Motion passed 8-1-0 (with Merriwether voting no).

6.0 Board Procedures

6.1 Email expectations, board agenda items, and other
Visani - Members are expected to check email often. Directors should be careful about what it put in writing for legal purposes. Legal counsel monitors director email discussions, but unless counsel is officially participating in an email conversation, it is not protected. New topics of discussion should not be initiated in emails unless they are time-sensitive. Discussion covered the need to throw ideas out there so we can have some input on things ahead of meetings.

Discussion continued to how to reduce emails between the board members, particularly around approving the minutes of each meeting. We opted to give Google Docs a test run – the secretary will post the minutes after a meeting and solicit input/edits. Edits will be made and the secretary will submit the final version prior to next meeting for a vote of approval.

Visani - As an informal policy, we have discouraged board members from participating in discussions online in any forums. We have policies in place for how information gets approved and sent out via Executive Director updates, AlpacaGrams, Facebook, etc. There is a standard disclaimer to add to comments where you are expressing your personal viewpoint so that everyone is aware that you are not representing the AOA Board in your comments.

Shouvlin brought up the role of the officers and whether they should ever be meeting separately from the rest of the board. Our rules do not provide any authority for an "executive committee" so the officers cannot provide direction or make decisions without the remaining board. We all agreed that there would be no formal meetings of board members outside of the whole group.

6.2 2018-2019 monthly meeting schedule

Meetings will continue to be on the 4th Tuesday of each month at 6:00 p.m. Eastern.

7.0 Committee Liaisons & Other

7.1 Review Committee Descriptions/Purposes/Function

7.1.1 Changes/Modifications, if necessary

Discussed improving communication and understanding expectations of committees, with a focus on better defining each one's purpose. Must stay focused on working the Strategic Plan. We also need to clarify the role of the liaison in each committee.

Shouvlin suggested giving liaisons a bigger leadership role in the committees by actively coordinating the committees' objectives with the BOD, while keeping them focused on the bigger Strategic Plan. Hasselbring suggested we have a definition written for the liaisons, and Synhorst added that we should have a definition of what the committee chair role is as well. Building better structure via improved flow of information. Hasselbring, with help from Shouvlin, will write the definitions of the liaison and the chair roles. Shouvlin suggested we consider having a meeting between the board liaison, chair and staff liaison to develop the agenda before each of that committees meeting.

7.2 Selection of Show Rules Committee Liaison – Shouvlin

7.3 Selection of Judge Training & Certification Liaison – Williamson

7.4 Selection of Judges Advisory Committee Liaison – Aitchison

7.5 Selection of Government & Industry Relations Committee Liaison – Merriwether

7.6 Selection of Fiber & Fiber Products Committee Liaison – Ball

7.7 Selection of Alternative Products Committee Liaison – Butler (who will write a new description/purpose)

7.8 Selection of Membership Committee Liaison – Hasselbring

7.9 Selection of Ad Hoc Youth Committee Liaison – Shouvlin

7.10 Ad Hoc Committee to evaluate shows

It was decided to table further discussion until after we redefine the existing committees

7.11 Affiliates Council – Vigus

7.12 US Alpaca Fiber Council – Ball

7.13 Selection of Registry Petitions & Appeals Committee Representatives (3 board members) – Merriwether, Shouvlin, Butler

7.14 Grievance Review Committee – Hasselbring, Vigus, Crocco

8.0 Old Business

8.1 Strategic Plan Update

Hasselbring and Williamson met with Agcellerate prior to our meeting to help refine their presentation.

8.1.1 Review Strategic Planning calendar

8.1.2 AOA Membership survey

Hasselbring recapped the Membership Survey – 585 responses

One of the main concerns members had was with the web site. Shouvlin brought up creating an ad hoc web site committee. Quick discussion pursued on new possibilities for cheaper fiber color charts. Discussed doing better targeted marketing to new members to let them know all the benefits of membership in AOA. Review the gift certificate membership option.

8.2 Future fleece show/Fiber Extravaganza Plan

Shouvlin and Synhorst proposed that AOA continue having the Extravaganza at the same venue in Nashville for the next three years (2019, 2020, 2021). Shouvlin moved that we sign a contract, pending any disasters this weekend, to commit to the next three years in this venue. Hasselbring seconded. Motion passed 9-0.

8.3 Member fee discussion

Discussion tabled.

8.4 Judge Conflict Issue

Board reviewed the proposed letter from Shouvlin to the JAC and SRC about conflicts and approved it.

9.0 Financial Report

9.1 Financials

This is the first year since the merger that AOA hasn't had to draw money from savings to operate. We have increased revenue and decreased expenses versus this point in 2017.

9.2 Investments

Bud discussed the investments of $1.5 million in Money Markets, CDs, etc. and how we're getting better rates and better able to commit money for longer periods of time to get more profitable investments.

10.0 New Business

10.1 Orientation in Lincoln

New Board Members will attend orientation at the AOA offices and the BOD meeting will tentatively take place on Monday, Aug. 27 unless combined with a Board Strategic Planning Meeting (see 10.3 below).

10.2 2018-2019 Board Goals

Vigus will work on this.

10.3 Board Retreat

Shouvlin advocated for a board retreat annually to help build improve teamwork with the board. Discussion surrounded how to do it cost-effectively and concluded that coupling it with the new director orientation in Nebraska. Bud will work with the consultants to set out a timeline for the SP to be sure that mid-September makes sense for us to possibly have the meeting.

10.4 Communication Structure

Shouvlin proposed the communication structure be thoroughly defined between the committees

and the board (via the liaison & chair) and as an internal structure for us as a board.

10.5 International Alpaca Fiesta – Peru October 22-27, 2018 Arequipa, Peru

Discussion concerning usefulness of Synhorst attending the Alpaca Fiesta, decided money could be better spent elsewhere.

10.6 Board appointments, if necessary

Synhorst proposed that we have established policies on honorary appointments. Shouvlin moved that we bestow Steve Hull with the title of Honorary Industry Historian. Ball seconded it. Motion passed 9-0.

10.7 New Committee members

Membership Committee: Hasselbring moved that Elden Harms be approved as a new member of the Membership Committee. Butler seconded. Motion passed 9-0.

10.8 New informational communications to members

Hasselbring proposed adding new AlpacaGrams that would cover short topics, like "Did You Know?" about the web site, and a couple of emails on EPDs written by a possible member. Synhorst suggested that we look at doing these types of things via social media and other means.

11.0 Executive Director 2018-2019 Update/Outlook

11.1 AOA Staff Introductions

11.2 June 2018 Dashboard

11.3 2018-2019 outlook

11.4 RFP project status

Registrations/transfers are staying fairly consistent with this point last year. RFPs are going out for Accounting and for printing of *Alpacas Magazine*. Synhorst has discussed with Deb Hill about moving our magazine to another level with new, better articles. Bud is pursuing finding an insurance provider that will potentially offer discounted insurance plans to our members (and potentially employees).

12.0 Meeting Wrap

12.1 Review weekend schedule

12.2 Contact the Board Update

Shouvlin was approached with the idea of having a separate class for novices with each color class to allow the novices a chance to compete.

12.3 Action Items

12.4 Next Meeting (select usual meeting time)

13.0 Adjournment

Shouvlin moved that we adjourn, seconded. Motion passed 9-0.

Submitted by Steve Aitchison, Secretary