Board of Directors Meeting Minutes

May 26, 2014

Meeting: Conference Call—May 26, 2014, 6:00 p.m. EDT

Board of Directors: Bonnie Potter, President
Dianna Jordan, Vice President
Laurel Shouvlin, Secretary
Julie Delaney, Treasurer
John Ferrante, Director
Steve Hull, Director
Wayne Jarvis, Director
Andy Merriwether, Director
Scott Miller, Director
Tom Petersen, Director

Executive Director: Darby Vannier

Wayne Jarvis joined the call at 7:02 p.m. EDT.

Andy Merriwether joined the call at 7:35 p.m. EDT.

1.0 Meeting Opening: Meeting opened at 6:10 p.m. EDT. Because it was Memorial Day, Potter asked that the Board observe a moment of silence to remember the sacrifice of those currently serving in our military, and especially to remember those individuals who gave the ultimate sacrifice of their lives for our country and the freedom and inalienable rights of others.

1.1 Ratify Email Votes: Petersen made the motion to ratify email votes, Hull seconded, the motion passed unanimously (8–0, votes not cast: Merriwether and Jarvis absent).

1.1.1 I move that we send out the GIAC AlpacaGram as written. (Motion: Hull/Second: Merriwether) Motion passed (10–0).

1.1.2 I move that we send out the Camelid Community fiber conference AlpacaGram as written. (Motion: Merriwether/Second: Jordan) Motion passed (10–0).

2.0 Old Business:

2.1 Nashville Office Space: The lease for the new office in Nashville is complete, and the move will occur prior to June 23rd. Vannier will drive out to assist with the move and to bring some things back to the office in Lincoln, such as computers. This move to a much smaller space will represent a savings of approximately $20,000 per year to AOA.

2.2 Request for Use of AOA Material in Book: Vannier is still working with AOA Attorney Visani to draft the appropriate paperwork for this request, and when complete, the Board will be able to review and make its decision.

2.3 Strategic Planning Strategy: Vannier provided a brief overview of the tasks of merger that remain to be completed for 2014. The largest and most time consuming project is the new organization website software, integrating the functions of the two separate websites. This has become a much larger project than was anticipated for the functions of both sides (former AOBA and ARI) are more complex than was anticipated. As this project moves closer to completion, more time will be required of staff in the design and testing. The plan is to complete the primary functions of this website project before membership renewal occurs in late fall of this year. Vannier felt that the Strategic Planning that ARI began in 2007 and completed in 2008 was an excellent and beneficial process, with excellent results. It included additional Board meetings and the assistance of a consulting firm and industry stakeholders. Vannier prefers that if AOA were to undertake a Strategic Planning effort similar to ARI's that it occur after 2015 Nationals because of the amount of time the last process took for staff and the Directors, and especially because of the time the current software project is expected to take. The consensus of the Board was that we plan to conduct an extensive strategic planning process in 2015. We can begin this process now by noting ideas, concerns, and actions that AOA has already taken or that we feel might be appropriate for consideration for the future. Vannier will continue to collect and collate the input he gathers from the Camelid Community and other avenues. Vannier will ask Leadership Resources to provide information to the Board at our Face to Face in July, to assist us in working toward a Strategic Planning Process for AOA in 2015, similar to the ARI effort in 2007.

3.0 New Business:

3.1 Category 4 — Non-Affiliate Grant Request: The Southern Tier Alpaca Association (New York/Pennsylvania region) has requested AOA grant money to assist with their Hummdinger Halter, Performance, and Fleece show. Their request meets all of the required elements for such a grant. The maximum award that can be provided to a Category 4 request is $750. Motion to approve the grant request for $750 was made by Hull, and seconded by Ferrante. Motion carries (9–0, vote not cast: Merriwether absent). Vannier will notify the group. Ferrante reminded Vannier that an organization receiving grant money is required to submit a follow-up report after their event to the AOA, and that it might be helpful to remind them of that obligation at the time he informs them of the grant approval.

3.2 Executive Director Compensation: In December 2013, the previous ARI Board conducted an evaluation of Vannier and drafted a recommendation for what they felt was appropriate compensation for the Executive Director (a process that normally would occur at a meeting of the Board at the National Show), but did not feel it was appropriate to institute those changes at the time, since Merger had passed and a new Board would be seated. After an explanation of the process and the package recommended by the previous ARI Board, Hull moved and Ferrante seconded approval of the Executive Director Compensation package recommended by the previous ARI Board. The motion passed unanimously (10–0). Petersen recommended that it might be helpful to perform a market evaluation regarding pay and benefits for similar non-profit executives, for he suspects that Vannier may be under compensated. Potter will pursue such an evaluation with Vannier, and then bring those findings to the Board at an upcoming meeting.

4.0 Committee & Other Reports:

4.1 Government & Industry Advisory Committee (GIAC): Potter reports that there has been no meeting since last Board meeting, so no report.

4.2 Judges Training and Certification Advisory Committee (JTCAC): Miller and Delaney have no report.

4.3 Judges Advisory Committee (JAC): Miller and Delaney have no report.

4.4 Show Rules Advisory Committee (SRAC): There has been no meeting since the last Board meeting, so no report.

4.5 Fiber Advisory Committee: The discussion held at our Face to Face in January regarding our committees was affirmed after some discussion. The Board would like to delay convening this committee until it has an opportunity to better understand it. The Board recognizes the committee as being important and decided that it would be helpful for Vannier, Ault, Potter, and Jordan to meet and become current with the committee's activities and potential projects. They will bring that information back to the Board in July for our Face to Face committee discussions. Potter will also contact the current chairperson and seek their input as well as let them know of this plan.

Hull had to leave the meeting at 7:41 p.m. EDT.

5.0 Financial Report:

5.1 April Financials: Vannier and Delaney reviewed the financials for April and the year to date. Delaney expressed concern that income is running below budget at this time.

5.2 Investment Accounts: The Directors reviewed the investment account statements that were provided by Vannier.

6.0 Secretary's Report: Shouvlin provided the minutes of April 28th for Board review. Motion to accept the minutes was made by Miller, Merriwether seconded, motion carried (9–0, vote not cast: Hull left the call).

7.0 Meeting Wrap:

7.1 Contact the Board Update: The office is still working on a long standing case of parentage validation. A breeder asked for a refund of monies paid for registrations they did not complete, but started three years ago. Potter informed them that they would need to formally petition the Board with their request.

7.2 Next Meeting: June 30th at 6:00 p.m. EDT.

7.3 Adjournment: Motion to adjourn was made by Miller, 8:33 p.m. EDT.

Respectfully submitted,
Laurel Shouvlin, Secretary