Board of Directors Meeting Minutes

August 15, 2016

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: Darby Vannier

Meeting: Face-to-Face Board Meeting — Lincoln, Nebraska
August 15 – 16, 2016

Absent: Steve Hull

1.0 Meeting Opening: Meeting called to order August 15, 2016, 08:45 a.m. CDT, by President Johnson.

1.1 Ratify Email Votes (2015–16 Board): Johnson reviewed the following email votes from the 2015–2016 Board. Potter made a motion to ratify the following email votes, Merriwether seconded the motion. Motion passed by majority vote 6 – 0 – 2 (Johnson,Greene, Merriwether, Potter, Shouvlin, Vigus voted yes; Butler, Crocco abstained as they were not members of the 2015–16 Board; Hull absent).

1.1.1 I move we approve the June 27th minutes. (Motion: Merriwether / Second: Greene) Motion passed 9 – 0.

1.1.2 I move we approve the July 6th minutes. (Motion: Johnson / Second: Merriwether) Motion passed 8 – 0 (Vote not cast: Hull).

1.1.3 I move we approve the July 11th minutes. (Motion: Johnson / Second: Merriwether) Motion passed 7 – 0 (Votes not cast: Greene, Delaney).

1.1.4 I move we approve sending the eBlast for AFCNA (Motion: Hull / Second: Merriwether) Motion passed 7 – 0 (Votes not cast: Greene, Vigus).

1.1.5 I move that we request the SRC review the Fawn and Light Groups and the Color Designations within those Groups. (Motion: Shouvlin / Second: Johnson) Motion passed 7 – 0 (Votes not cast: Hull, Merriwether).

1.1.6 I move that we approve the Potter's AlpacaGram regarding the resignation of Vannier. (Motion: Miller / Second: Johnson) Motion passed 9 – 0.

1.1.7 I move that we invite the newly elected board members (Crocco and Butler) to join the board call discussing the next steps in the Executive Director search. (Motion: Johnson / Second: Vigus) Motion passed 7 – 0 (Votes not cast: Merriwether, Miller).

1.2 Ratify Email Votes (2016–17 Board): Johnson reviewed the following email votes. Merriwether made a motion to ratify the following email votes, Greene seconded the motion. Motion passed by unanimous vote 8 – 0 (Absent: Hull).

1.2.1 I move we approve the latest "From the Board" message to the membership. (Motion: Hull / Second: Crocco) Motion passed 9 – 0.

1.2.2 I move we approve the Autumn *Alpacas Magazine* President's message. (Motion: Shouvlin / Second: Greene) Motion passed 9 – 0.

1.2.3 I move that we approve Johnson's President's message for the AOA AlpacaLink newsletter. (Motion: Shouvlin / Second: Greene) Motion Passes 7 – 0 (Votes not cast: Hull, Vigus).

1.2.4 I move we approve the July 22nd minutes. (Motion: Greene / Second: Crocco) Motion passed 9 – 0.

2.0 Financial Report:

2.1 Financials: Crocco reviewed the financial report with the Board. For more detailed information about AOA finances please refer to the quarterly financial statements available on the AOA website.

Vannier stated that due to the change in presidency and his departure, new signatures must be obtained for the money market account. Greene made a motion to change the signatures on the money market account. Merriwether seconded the motion. The motion passed by unanimous vote 8–0 (Absent: Hull).

3.0 Old Business:

3.1 Executive Director Search: Johnson reviewed the progress identifying a search firm. The goal is to have a recommendation for the meeting on August 29th. Greene is following up with search firm references. The following topics were discussed in relation to this report:

- Whether the Board could take on some of the tasks from the search firm to lower the cost?
- Whether the Board could use someone from the existing staff to take on some of the duties that were being performed by the current Executive Director to lower the salary level? If we reduce the duties required of the Executive Director, can the salary range be lowered?
- How should the Executive Director position be represented to the search firms? The Board will use the trait rankings and detailed position description documents created by the Board with additional input from Vannier and the existing AOA staff.
- Familiarity with aspects of technology relevant to AOA should be more prominent in the job description.
- What are the challenges of the job?
- The Board should consider the idea of putting ads in local papers in an attempt to avoid the cost of using a search firm.
- The Executive Director Search Committee will consider these options and report back to the Board at the next meeting on August 29th.

3.2 National Auction: Johnson stated that over the years, the revenue generated by the auctions at the National Halter Show has seen a steady decline. The Board had a lengthy discussion about the 2017 National Halter Show Auctions, and is considering several options and a potential change in format, but did not come to any conclusions at this time. The Board decided to table this topic and include it as an agenda item for future meetings.

08-15-16 Approximately 1:00 p.m. CDT Break
08-15-16 Approximately 2:20 p.m. CDT Resume meeting

3.3 2016 AOA National Fleece Conference Update: Vannier reviewed the results of the National Fleece Show with the Board. AOA may have made some money from the show but it is still too early to tell. Two separate surveys will be created, one for participants and another for non-participants. A board member received feedback from a participating judge and the staff received feedback from many sources that will be considered for future events.

3.4 Best Head Competition (Letter from JTCC): Johnson read a letter from the JTCC relating their concerns regarding the Best Head Competition. All three of the AOA show related committees, the SRC, JAC, and JTCC are not in favor of offering this class as an AOA certified competition. Based on their feedback the Board does not feel it appropriate to include the Best Head Class in AOA shows at this time. Greene made a motion that the “Best Head” class will not be offered as an AOA certified competition in AOA shows based on the presented information from the three show related committees. Vigus seconded the motion. The motion passed by unanimous vote 8–0 (Absent: Hull).

4.0 New Business:

4.1 Consulting Agreement with Vannier: Johnson proposed to the Board that an independent contractor agreement be entered into with the departing Executive Director in order to have his knowledge, experience, and expertise available to the Board and a new Executive Director for a period of time. It was proposed any consulting services be at the request of the president or approved by the president if requested by staff. At the request of the president, AOA Attorney Visani and Vannier have created a consulting contract for Board approval. Shouvlin made a motion to execute the consulting agreement with Vannier. Crocco seconded the motion. The motion passed by unanimous vote 8–0(Absent: Hull).

4.2 New Overtime Rules: Recent changes to federal overtime compensation rules have created some issues with the compensation of some of our salaried employees. These rules will take effect 12/1/16. These changes require that a salaried employee be paid overtime if their salary is not above a certain level. Because a few of our employees do work a tremendous amount of overtime, adjustments are necessary to bring compensation of some of our salaried employees into Federal compliance. Potter made a motion to accept the salary changes recommended by Vannier effective immediately. Greene seconded the motion. The motion passed by unanimous vote 8–0 (Absent: Hull).

4.3 AI-ET Policy: Vannier stated that there will be a need to create policies and procedures related to AI/ET. In order for the software development to continue on schedule, a decision related to the basic business rules for AI/ET needed to be made immediately. There were two key items that needed to be addressed. Should ET be included as part of the registered name for ET alpacas? The discussion that followed outlined the basics of why and how this should happen. Shouvlin moved that the Registration Certificates for all ET alpacas will have ET appended to the registered name. Vigus seconded the motion. The motion passed by unanimous vote 8–0. The second item was to insert check boxes during the registration process for AI, ET and specifying that recipient is an alpaca. Vannier explained that these are necessary to provide the parameters for processing a registration as the answers will determine what other information must be gathered. Merriwether moved that we include checkboxes in the registration process for AI, ET and recipient is an alpaca. Greene seconded the motion. The motion passed by unanimous vote 8–0 (Absent: Hull).

4.4 AOA Affiliate Request: Johnson reviewed the letter received from an AOA affiliate organization with the Board. The affiliate organization requested that they be given 2 seats on the AOA Board outside of the normal nomination and election process. Johnson will draft a reply stating the affiliate organization should use the current process to nominate and elect board members.

4.5 Alternative Products Committee Members: Johnson reviewed the status of this committee and suggested we may want to start over and reform the committee from scratch. Vannier stated that an eblast will go out to the membership stating that we are looking for alternative products committee members and asking them fill out an application if they wish to participate.

4.6 2018 National Show & Auction: Vannier reviewed the current options for locations with the Board. The discussion changed to possible alternative dates that will allow for better location options. The Board will look at other dates and discuss in a future meeting.

4.7 Board Process in Absence of Executive Director: Johnson gave an overview of how the AOA offices will operate in the absence of the Executive Director. As a follow up Johnson and Vannier discussed each item that was considered in the transition plan and how it will be handled.

4.8 Letter from Member: Johnson reviewed with the Board the content of the letter from a member. The member communicated the need to create an AOA scientific team. The following topics were discussed:

- Is there a need to create something like this and where does it fall on the priority list,
- Pros and cons of setting up such a team.

The Board decided that we should try to set up a scientific advisory panel made up of members to be determined by the Board. Merriwether will follow up with the member to get a better understanding of the concerns.

08-15-16 Meeting paused at 5:00 p.m. CDT
08-16-16 Meeting restarted at 8:50 a.m. CDT

5.0 Committee Liaisons & Other:

5.1 Government and Industry Relations Committee (GIRCom): Potter reported no meetings took place since last board meeting.

5.2 Judge Training and Certification Committee (JTCC): Hull was not present to provide a report.

5.3 Judges Advisory Committee (JAC): Vigus reported that no meeting took place since the last board meeting.

5.4 Show Rules Committee (SRC): Vigus reported that there was discussion about not being in favor of a Best Head class. The committee continues to discuss potential changes in preparation for publication of the 2017 AOA Show System Handbook.

5.5 Fiber and Fiber Products Committee: Johnson stated this committee doesn't meet again until October.

5.6 Alternative Products Committee: Did not meet.

5.7 Leadership Council: Did not meet.

5.8 AFCNA Update: No report, Hull was not present to provide one to the Board.

6.0 Meeting Wrap:

6.1 Contact the Board Update: Johnson reviewed a member email with Board. The member stated it is likely that the registry will see a greater degree of problems with parentage validation when working within the current and past DNA marker panels. This is primarily due to a limited US based genetic pool and a higher degree of inbreeding. The member feels that exploring genomic testing linked to specific phenotypic traits will create testing that will be more valuable to breeders than the current DNA system we have in place today. Johnson will draft a response and Merriwether will call the member about the concerns expressed in the letter.

6.2 Action Items: Documented by Vice President, Greene.

6.3 Next Meetings: (August 29th — Strategic Plan Items / Executive Director Search)
(September 12th — Strategic Plan Items / Executive Director Search)
(September 26th — Business Meeting)

6.4 Adjournment: August 16, 2016, 11:40 a.m. CDT, Merriwether made a motion that we adjourn the meeting. Greene seconded the motion. The motion passed by unanimous vote 8 – 0 (Absent: Hull).