



WCHA Board of Directors Meeting
Tuesday, March 20, 2018
6:00 pm CST
Meeting Minutes

Roll Call and

Members Present:

Robin Klover	Jim Groff	Dan Mannion	Kristy Vanderwende
Mark Williams	Kathy Smallwood	Kelley Stone	Anna Horn
Landon Furman	Dawn Shafer	Dan Fox	Debby Brehm
Mike Clites	Bill Huckabee	Luke Castle	Greg Holden
Anne Prince (joined after Roll Call)			

Dava Benyak, Secretary

Members Absent:

Ryan Kail, Randy Jacobs, Ronald Stratton, Jerry Robinson, Beth Johnson Dunlap, Dick Donnelly, Tim Finkenbinder, Wayne Halvorson

Robin Klover, President, called the meeting to order. Roll Call was taken by Dava Benyak.

Agenda:

I. Roll Call

II. Old Business

- Review and approve meeting minutes from the December 20, 2017 Board of Directors meeting.
- Any other Old Business items

III. New Business

- 2017 Annual Financial Report
 - Discuss and Approve
- 2018 Leadership Introductions
 - Executive Committee
 - Board of Directors
 - Standing Committees
 - Administrative Assistant

- Recent Events
 - Resignations
 - Executive Committee Response
 - Discussion
- Any additional items members would like to address.

Robin Klover, President opened the meeting and welcomed the new Board of Directors. He also welcomed and introduced Dava Benyak, Secretary, Rebekkah Herman, overseeing By Laws and Parliamentary process and Laurie Takoff, Advisory Role for Lead discussions.

- **Old Business**

Minutes of December 20, 2017

Meeting Minutes of December 20, 2017 were presented. There were no comments, questions or amendments to the meeting minutes as presented. The motion was made by Dan Fox to accept the Meeting Minutes. The motion was seconded by Kathy Smallwood. The Board of Directors unanimously approved and the motion carried.

There were no further comments or discussions for Old Business.

- **New Business**

2017 Financial Report

Robin Klover presented highlights of the 2017 Financial Report which included:

- Total Income of \$502,926.10
- Total Expenses of \$460,731.12
- Net Income of \$42,189.98
- Cash increased from 2016 to 2017 in the bank account by \$37,846.85

A motion was made to accept the report as submitted by Mike Clites. Bill Huckabee seconded the motion. The Board of Directors unanimously approved and the motion was carried. The fiscal year 2017 Financial Report will be posted to the WCHA website for members to view.

2018 Leadership Introductions

Introductions of the following Committees, Board of Directors and Other positions were made as follows:

- **Executive Committee**
 - Robin Klover, President
 - Mike Clites, President Elect
 - Bill Huckabee and Debby Brehm are the 2 Directors elected from Board of Directors
 - Vacancy in the Past President position
- **Board of Directors**
 - Region I – Ryan Kail, Dan Mannion, Dan Fox, Mark Williams
 - Region II – Kelley Stone, Kathy Smallwood, Landon Furman
A special election will be held to replace Debby Brehm.
 - Region III – Randy Jacobs, Ronald Stratton, Jerry Robinson, Dawn Shafer

- Region IV – Kristy Vanderwende, Anna Horn, Beth Johnson Dunlap, Jim Groff
- **Proposed 2018 Standing Committees and Chairs**
 - Don Falcon – Breeders Futurities and Events
 - Jeffrey Pait – Judges
 - Mike Clites - Governance
 - Anna Horn – Fundraising - Hall of Fame and Banquet
 - Andrea Olson – Finance and Foundation
 - Kathy Smallwood – Membership
 - Laurie Takoff – Marketing and Public Relations

Robin explained he had talked to all the Chairs asking them to identify members to serve on their committees. Members to be reviewed and acknowledged to ensure committees staffed and members wanting to serve positively are included.

- **Administrative Assistant**

Robin introduced Krissy Colbath who joined 2 ½ weeks ago as the Administrative Assistant. She has been working to set up and transition the phones, organizing documents and records from Barbara Linke and started recording financial activities. Krissy served from 2010-2014 in a similar capacity in NRHA. She'll be a tremendous asset to our organization.

Recent Events

Resignations of some Executive Committee members were explained by Robin Klover. The Executive Committee met on March 14, 2018 to begin working on an Agenda for 2018. In an attempt to discuss the agenda items, the discussion digressed and disagreements arose. This resulted in following days, the resignations of Anne Prince, Tim Finkenbinder, Jodi Sullivan, Dick Donnelly and Wayne Halvorson. Prior to any resignations, Robin reached out to each of the Executive Committee members in an attempt to reconcile indifferences during Wednesday's meeting. Without success, written notification was sent to each of the Executive Committee members who resigned accepting their resignation and wishing them well. Wayne Halvorson has been asked for a detailed report of his activities.

The ongoing communication of the situation during the past week to the Executive Committee Members, Board of Directors and Committee Chairs was explained. Robin indicated he had been in touch with all standing Committee Chairs informing them of the recent changes in the WCHA leadership and that the Executive Committee was ready to move forward with a 2018 agenda . Committee Chairs were excited about the future and ready to begin work on the 2018 activities.

During the past week, the Alliance Partners were informed of the recent changes within WCHA. The various Board of Directors and other leaders reported for each Alliance Partners they contacted along with responses. All the feedback from the Alliance Partners was very supportive and positive.

It was explained that the Executive Committee will be working in step with the Board of Directors. Each person was encouraged to come forward and serve in the capacity they want to. The vision of the Executive Committee is the empowerment of a larger group of people in order for the benefit of WCHA. The Executive Committee will continue to work in accordance with the By Laws as posted on the website . The

Governance Committee to come back with a recommendation for approval in 90 days for the By Law issues being dealt with over the past 2-3 years.

The floor opened for discussion. Key discussions evolved around a By Laws document of 4/16/17 that were reported by some members to have been voted on by the Executive Committee and Board of Directors. There were conflicting positions on whether the referenced By Laws document of 4/16/17 had followed the required processes. Such processes were defined to include the Board of Directors, Executive Committee and Membership to review, vote, subsequently approve along with posting on the WCHA website. This led to different positions by people in the meeting whether to follow the By Laws as posted on the website or to follow the document of 4/16/17. It was acknowledged that there is a trail of some things on By Laws that go back several years. President, Robin Klover, stated that his position was, and has always been, to follow the By Laws posted on the website until the Governance Committee comes forward with their recommendation for changes or amendments to the By Laws. Anne Prince requested the record to show she objects and disagrees that it (By Laws document of 4/16/17) did not follow the procedures and had been posted.

A discussion ensued expressing the appreciation for the time, commitment and all the efforts of everyone over the past years to make WCHA successful. Members expressed emotionally how concerned they were regarding the current situation of losing valued members of the organization. Members asked how to solve the issues in order to not fracture the organization and to get people back into the fold. The digression and subsequent resignations are deeply regretted. All efforts being made to try and reconcile and move forward in a positive way to solve issues and work in step with the Board of Directors and our membership.

Since there were some new Directors on the meeting, a history of the By Law issues from the past 3 years was explained. What had been underway (reference 4/16/2017 document) was to move control, Governance and Day to Day management of WCHA to the Executive Committee with the Board of Directors acting in an advisory board. The actual document voted on in 2017 was stated on by one member to have been for the legal firm, Spencerfane, to complete drafting actual By Laws. It was stated that the actual By Laws were not completed by Spencerfane until October 2017. The October 2017 draft By Laws by Spencerfane were just presented last week to the Executive Committee for review. The Governance Committee was asked to review the new draft By Laws. Further discussion raised that there were actual By Laws that were passed in 2016 and 2017 which are not to be confused with the Spencerfane draft By Laws. A request was made if documents could be reviewed and voted on now. It was requested that if someone could produce such documents from past years, we could then follow proper procedures. Proper procedures were explained to the attendees in the meeting including voting, posting and publishing requirements.

Other Discussions

Concerns were expressed that there is a disconnect between our Executive Committee and our membership. Ways to bridge that disconnect such as website, eblasts, other social media, newsletter, and a magazine were suggested. Board of Directors were concerned and wanted to ensure we keep the membership informed and engaged in the WCHA. An example was shared that there are only ~ 5100 "likes" on the WCHA Facebook page whereas the NSBA Facebook page has over 100,000 "likes". A

challenge was made to all the Board of Directors and to the Executive Committee to “like” the WCHA Facebook page and share it to get the word out on WCHA.

Discussion was raised in how to engage with the Best in the West Futurity which could in turn get new people engaged with WCHA. This will go thru the Futurity Committee who can then made a recommendation.

Closing

Robin Klover stated he heard the concerns from the Board of Directors about the importance to communicate better with them and with our membership. He made the commitment to put this front and center on the Executive Committee’s work. He invited the group to serve and do the good work on behalf of WCHA. He encouraged all to go out and share with members what is going on and the good that WCHA can bring to the Industry.

A motion was made to the close the meeting by Debby Brehm. The motion was seconded by Mark Williams. The Board of Directors unanimously approved and the motion carried.

Meeting Adjourned: ~ 6:15 pm

Next Meeting Date: To be announced

Respectfully submitted by: Dava Benyak, WCHA Secretary