



WCHA BOARD OF DIRECTORS MEETING
March 14, 2022 – 6:30 PM Central Time

Agenda
Roll Call

I. Old Business

- Board meeting minutes
 - Special meeting minutes
- Continuation of Interim Board through 2022

II. New Business

Announcements

- Internet posting of “Code of Conduct” policy
- Independent Contractor Contract Update
- Posting of meeting minutes and financial statements
- Conformation Standard Pamphlet
- Invitation to participate in Committee work

III. Standing Committee

- Name Chairperson Of Each Committee
- Breeder’s Committee: Don Falcon
- Versatility Ranch: Marty Simper
- Membership: India Champion
- Judge’s Committee: Jeffrey Pait, Luke Castle – Vice Chair
- Governance Committee: Mimsi Coon – Rebekah Herrmann – Vice Chair
- Hall Of Fame Auction: Dan Fox
- Hall Of Fame Banquet: Berta Falcon
- Futurity Reception/Entertainment: Kate Jackson
- Youth Programs: Rebecca Halvorson
- Foundation: Robin Klover
- Form to Function: Anne Prince

IV. 2021 Year-End Review

- 2020 WCHA & Foundation Tax Returns
- Financial Statements & 2022 Pro-Forma Budget
- Futurity Summary
- Hall of Fame Recap
- Other Association Activities

Meeting Minutes Of March 14, 2022
Meeting Called To Order At : 6:34 PM

Agenda

Roll Call

- All EC Members & Executive Director Present
- All Directors Present With Exception Of Excused Absences Of Matt Claypool, Debi Donnelly.
- Governance Chair Mimsi Coon Present

I. Old Business

- Board meeting minutes
 - Special meeting minutes
 - Motion To Approve Minutes Of Special Meeting, Second: 12 Yea, 10 Opposed. Motion Failed 2/3 Majority
 - Motion To Table Approval, Second, Motion Carried
 - Email Vote On March 20, 2022 To Approve Summary Of Special Meeting Minutes, Summary included in these minutes on page 3.
- Continuation of Interim Board through 2022
 - Motion To Approve Interim Board Through 2022, Second. Motion Carried Unanimously

II. New Business

Announcements

- Internet posting of "Code of Conduct" policy
 - Governance Committee found slightly different versions of Code Of Conduct Policy posted on web site. The version different than what is in Bylaws was taken off web site.
- Independent Contractor Contract Update
 - Klover announced an addendum was drawn up by attorney with the terms agreed to by Falcon and Executive Committee and parties have signed agreement.
- Posting of meeting minutes and financial statements
 - Executive Director reported all Executive Committee minutes and BOD minutes, Financial Reports are posted on web site after approved as written.
- Conformation Standard Pamphlet
 - Executive Director stated WCHA sends out our Conformation Standard Booklet to various 4-H, FFA, College judging coaches upon request and wanted directors to be aware this is available educational tool.
- Invitation to participate in Committee work
 - President Klover invited directors to contact committee chairs if they have desire to serve on a specific committee for 2022.

III. Standing Committee

- Name Chairperson Of Each Committee
 - Breeder's Committee: Don Falcon
 - Versatility Ranch: Marty Simper
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 - Judge's Committee: Jeffrey Pait, Luke Castle – Vice Chair
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IV. 2021 Year-End Review

- 2020 WCHA & Foundation Tax Returns
- Financial Statements & 2022 Pro-Forma Budget
 - Klover attached full financial report of 2021 with ProForma Budget for 2022 to meeting agenda and explained in detail summary of report during meeting.
 - Motion To Approve Report, Second. Motion Carried Unanimously
- Futurity Summary
 - Falcon attached extensive futurity report to meeting agenda
 - Nominations For 2021 increased by \$51,000. Stallion Nominations increased by \$15,000, Sponsorships were \$120,000.
 - Entries into our futurities have increased by 220% since 2016
 - Total Payouts in futurities were \$803,450 in 2021, this is a 200% increase over 5 years with each year exceeding the previous year.
 - Motion To Approve Report, Seconded. Motion Carried Unanimously
- Hall of Fame Recap
 - Falcon attached extensive financial report of HOF Banquet to meeting agenda
 - Falcon gave summary of report in this meeting. Net proceeds of banquet was \$40,114.00 with most attendees at this event than ever before. Falcon thanked those who donated items to the auction, those who purchased and our auctioneer and bid spotters. The induction ceremony was very entertaining, fellowship within the room made for a great social gathering.
 - Motion to accept report, seconded. Motion carried unanimously.
- Other Association Activities
 - Falcon gave report on Trainer's Auction. This auction was primarily led by Kate Jackson and Falcon thanked Kate, the participating trainers for donating training services and those who purchased these services. \$17,000 net income to the association.

Meeting Adjourned



Summary of WCHA Special Meeting Minutes of the Board of Directors
for
January 31, 2022 and March 3, 2022

Motion Made To Approve By Email Vote By Anne Prince on March 20, 2022, Seconded By Erin Henderson.
Motion Carried.

Summary Of Special Meeting:

In late January several requests were made to have a special meeting of the Board of Directors. Members of the Board met on two separate occasions, January 31st, 2022, and March 3rd, 2022, to address ongoing concerns.

Conversations addressed more immediate concerns related to:

- circumstances surrounding the relocation of the Executive Director to the incoming Presidents farm and potential conflicts of interests
- the contract between WCHA and the Executive Director
- a recent letter sent to the Board by the Executive Director

Concerns looking forward were:

- potential updates to our Bylaws and Code of Conduct Policies
- a renewed effort in providing educational forums and developing community outreach programs for growth and development of the general membership
- addressing administrative duties and potential contingency plans if duties and responsibilities could not be performed on behalf of the association.

Through discussion members worked to identify solutions of ongoing concerns by the Board. Many of these will be presented to the Board as orders of business in upcoming meetings. Meeting Minutes of these conversations were recorded and approved for archive as internal orders of business conducted by the Board on behalf of WCHA.