



WCHA EXECUTIVE COMMITTEE MINUTES

January 19, 2022

6:00 PM Central Time

Meeting Called To Order At 6:03 pm

Agenda

- I. Appoint Region I Board Member to fill Susan Voegle vacancy.
 - The Nominating Committee has put forward Leslie Lawrence
 - Please see the attached file for the Director Region
- II. Don's Position with WCHA
 - Don is willing to continue to serve as Executive Director for 2022 & 2023
 - In conversations with Don over the past couple of weeks, Don has expressed that he would like to work towards a transition to a new position with WCHA
 - This new position he would continue to lead the promotion and development of our Futurities. Additional responsibilities would be continued oversight of our relationship building with Affiliate Associations and Organizations but less oversight of committees of which additional staff member would take on.
- III. Incoming President – Dan Fox
 - We have a couple of options here:
 - o Address potential conflicts of interest (see attached) while Dan continues to serve on the Executive Committee
 - This would involve Dan refraining from voting on certain business items.
 - o Accept Dan's Resignation
- IV. New Executive Board Member if Fox chooses to resign.
 - Please see the attached list of our current Board of Directors

Minutes:

Roll Call: All Members Present

Interim President: Robin Klover

First Past President: Mark Niebrugge

Second Past President: Bill Huckabee

President Elect: Dan Fox

Members: Randy Jacobs and Jennifer Jubb

Executive Director: Don Falcon

New Business:

- Appointment of Director to Fill Susan Voegle vacancy in Region
 - o Nominating Committee put forth the name of Leslie Lawrence
 - o Jacobs made motion to accept nominating committee recommendation to appoint Leslie Lawrence to fulfill the remainder of S. Voegle term, Jubb seconded and motion approved unanimously.

- Review Falcon's performance as Executive Director for 2021.
 - Discussion from EC recognizing significant growth in memberships, futurity entries and participation, significant sponsorships, very successful HOF Banquet, the association's strong financial growth, building successful outreach programs with our affiliates and other futurity programs all reflect excellent performance from Executive Director.
 - Jubb made motion to renew Independent Contractor Agreement with Falcon as Executive Director for 2022 and 2023 under the same terms as agreed upon in January of 2021. Huckabee seconded the motion. Motion carried with Fox abstaining from the vote.
 - Discussion to start a search for additional staff to develop youth and performance/conformation programs.
- Further review of 2022 Executive Committee Officers and Members
 - On December 29, 2021 Board Of Directors Meeting the board was made aware of potential conflict of interest with Falcon residing at ranch owned by Dan Fox, President Elect. To give all parties time to appropriately assess the Board of Directors approved an interim EC Board.
 - Following December 29 BOD meeting Interim President Robin Klover held discussions with various members, sent update to Board of Directors and invited all parties with concerns to contact him.
 - Discussion on Article XI, Section 3 of our WCHA Bylaws. Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.
 - In discussion the group recognized the many years of dedication and support of WCHA: financially, through committee work and a tremendous effort from Dan and his family supporting our association events. The group discussed how potential conflicts of interest could be addressed while Dan served in a leadership role relating to the decision making process, the spending of funds, and participation in our events. The group felt that denying individuals the right to serve in a leadership role or participate in our events was establishing a precedence that would discourage individuals in the future from volunteering their time. With the absence of a current Conflict of Interest Policy, the Executive Committee will remain committed in monitoring any such issues that may arise. There was a motion and second made, during further discussion members of the committee moved to seek a continuation of the recommendation that was approved by the Board on December 29th, 2021.
 - Huckabee made motion to request Board of Directors to keep interim Executive Committee in place for the remainder of 2022 with Robin Klover – Interim President, Mark Niebrugge – First Past President, Bill Huckabee – 2nd Past President, Dan Fox – President Elect, Randy Jacobs – EC Member, Jennifer Jubb – EC Member. Motion was seconded by Randy Jacobs. Discussion. Motion Carried, Dan Fox Abstained from Vote. Motion will be presented to Board of Directors for approval on January 31 board meeting.
- Position as Treasurer.
 - This is an unpaid, non-voting appointment and has been performed by Robin Klover with oversight by accounting firm that is paid to file tax returns.
 - Discussion within EC how meticulously the financial picture is presented to our Board of Directors with Robin's presentations. Financial stability and trust within our association membership is vital to the growth of our association, the EC thanked Klover for his dedication to the association and numerous hours spent performing the duties of treasurer.
 - Fox made motion that we retain R. Klover as treasurer for 2022 in dual role as interim President, motion was seconded by J. Jubb. Motion carried unanimously.
- Meeting was adjourned at 7:10 pm.

