**Board of Directors Meeting Minutes**

**March 1, 2020**

President Casey West called the meeting to order at 1:09pm. CDT on Sunday, March 1, 2020. Present were: President Casey West, Kansas; President-elect Alison Umberger, Virginia; Vice President Melanie Cox-Dayhuff, Indiana; Senior Board Member David Lands, Virginia; Fifth Board Member Sandy Jirkovsky, Texas; Sixth Board Member Kelly Boles Chapman, Michigan; Immediate Past President Mike Short, Texas and Executive Director Billy Smith. Director of Administration, Jennifer Crites was also present.

**Motion #1:** Mike Short moved and Alison Umberger seconded to approve the minutes from the following meetings:

* + 1. \* February 10, 2020 Conference Call
    2. \* February 14, 2020 (SLACK poll – Gunns On The River)
    3. \* February 14 ,2020 (SLACK poll – reserve names)
    4. \* February 24, 2020 (SLACK poll – Halter Assistance-Paul A. Cook)

In favor: Mike Short, David Lands, Melanie Cox-Dayhuff and Alison Umberger

Abstained: Sandy Jirkovsky and Kelly Boles Chapman

Motion carried

**Motion #2:** Alison Umberger moved and Melanie Cox-Dayhuff seconded to send request to the Nominating Committee to incorporate policy AD.2018.07 into GV.2019.12-9.

**Policy Reference No. AD.2018.07**

**Selection/Nomination of EC candidates**

EC Nominating Committee members should select candidates based on the guidelines and policies below. In selecting candidates, the committee members should not rule out the best possible candidate but may also keep in mind the balance of the existing and future Executive Committee as to geographic representation, male/female balance, business profession, communication skills, director and committee experience, and leadership skills. Candidates should be honest, sincere and passionate about the APHA and the American Paint Horse and be willing to put aside personal or regional interests in favor of the betterment of the Association or breed for all shareholders.

**Guidelines for Selecting Executive Committee Candidates**

1. Has served as an APHA director for at least 5 years and is a current member of the Board of Directors.
2. Served on an APHA Committee for at least three years, preferably as chair or vice chair.
3. Knowledgeable in business. Especially helpful would be management and financial background.
4. Eligible candidates may include a past Executive Committee member who has not served on the Executive Committee for at least two years.
5. A horseman/horsewoman and past or current Paint Horse owner.
6. Able to devote approximately 15 days (plus travel days) each year for meetings.
7. Willing to travel.
8. Willing to abide by the Code of Ethics.
9. The President, President-Elect and their immediate family members, as defined in AM-020 of the APHA Official Rule Book, should not own or exhibit horses at APHA-sponsored shows (i.e., World Championship Shows).
10. Willing to recuse himself or herself from matters or votes in which there may appear to be a conflict of interest.

**Reference No. GV.2019.12-9**

**APHA**

**The Nominating and Leadership Development Committee Policy/Procedure**

**Nominating and Leadership Development Committee Meetings**

All Nominating and Leadership Development Committee (NLDC) meetings are closed, unless a guest is asked to make a presentation with the approval of the NLDC Chair. A quorum of two more than one half of the voting members of the committee is required to conduct committee business. A simple majority of the total number of NLDC members present and voting shall be required to pass motions.

**Selection and Term for Members of the NLDC**

The Immediate Past-President shall serve as the Chair of the NLD Committee. The President and President-Elect shall serve as members of the committee with voting privileges. The 6 members at large will be elected by the State Directors in accordance with policies and procedures established in the Suggested Criteria and Election of NLDC Members. The 9 member NLDC will elect a Vice-Chair from the 6 members elected by the State Directors. The member elected as Vice-Chair will serve in that role for one year.

The six elected committee members will be populated as descried in the attached NLDC Staggered Terms Gantt chart. At subsequent annual meetings of the SD, elections will be held for vacant positions on the NLDC with nominations for open positions being vetted and submitted by the NLD committee.

At the time of election, the President shall read the names of the nominees for the NLDC and the SD will cast votes for the number of open positions. Those candidates receiving a simple majority of the valid votes cast shall be declared newly elected committee members. The President shall announce the names of the newly elected members of the NLDC on the first Selection and Term for Members of the NLDC pg. 15 ballot. If all the open positions are not filled on the first ballot, a second ballot shall be prepared by removing the names of the newly elected committee members as well as the candidate receiving the lowest number of votes on the first ballot. Ballots shall be distributed to each voting member of the SD for a vote on the second ballot.

Those candidates receiving a majority of the valid votes cast shall be declared new committee members. The President shall announce the name(s) of the newly elected committee members on the second ballot. If all open positions are not filled on the second ballot, the process used for developing a second ballot will be repeated until all open positions are filled by candidates who have received a simple majority of the votes cast. No sitting member of the NLDC may be a candidate for election to a Board position.

**Generation of Board Member Nominees**

The nominees for Board member positions may be selected from recommendations submitted by individual APHA members as well as the NLDC’s own recommended names. Nominations will be solicited by a member-wide “call for nominations” stating eligibility requirements, description of position and skills, process for nomination and deadline. The call shall be repeated at least two times in order to ensure a competitive slate for each open position.

**Evaluation and Selection Process**

Once the NLDC has received suggested names from members as well as having developed its own list of suggested names, it will ask the individuals on that list to complete a candidate information form which shall include information about the candidate as well as the candidate’s answers to questions that include items related to assessing the degree to which potential candidates possesses one or more of the most recently approved list of Board Competencies as developed and published by the Board from time to time. The content and makeup of the candidate information form will be reviewed and approved by the Board annually. Using the candidate information form as a basis, each nominee will be asked to prepare and submit a packet consisting of:

o Candidate information form

o Bio and/or resume

o History of APHA activities and/or engagement with other clubs or associations

o Statement of willingness and ability to serve if elected

o Statement addressing how nominee meets the sought competencies

After receiving the completed information packets from the nominees, the NLDC shall select persons to enter into the next phase of the nomination process. The selection process will be based on procedures that are agreed to prior to receiving candidate names. Only those that meet the specified procedures will be included in the NLDC next phase which includes a personal interview. There must be at least one candidate for each open position, however, as many candidates as meet the criteria can move into the interview phase of the process.

The personal interview shall consist of an interview of the potential candidates by the members of the NLDC to investigate the nominee’s suitability, interest, and ability to serve. The interview process shall be the same for each of the candidates. A common set of questions for all nominees will be generated by the NLDC. These questions will be largely guided by the information the nominees submitted; however, this set of questions must address the extent to which the nominee fulfills each competency area in the Essential Competencies for the APHA Board. In addition, specific questions for each nominee may be asked, as appropriate.

Based on the information collected from all previous phases, the NLDC shall, by a majority of the votes cast, determine which names shall be placed on the ballot for open positions on the Board. If there are not enough candidates to fill the open positions, the NLDC shall actively recruit members so that a complete slate can be presented.

The Executive Director shall ensure that the list of nominees created by the NLDC shall be communicated to the membership within two business days of receipt of the list. Any member or club/association may submit additional names for consideration as nominees. Such names must be received by the NLDC at least 60 days prior to the date of the regular election to be held at the SD meeting. The NLDC shall use the same process it used to create the initial list of nominees to vet the names submitted within 60 days. The NLDC shall have the sole authority to decide whether further names shall be added to the list of nominees. The final list of nominees will be published at least 30 days prior to the regular election.

Motion carried

**Motion #3:** Sandy Jirkovsky moved and Mike Short seconded to approve the World Show Advisory Committee mission.

Motion carried

**Motion #4:** Melanie Cox-Dayhuff moved and Alison Umberger seconded to approve a Breeders’ Futurity Platinum Yearling division starting at the 2020 APHA Open Amateur World Show according to the following:

-Stallion fees will remain at $5,000 per year (75% allocated to weanling purse and 25% allocated to yearling purse).

-Mare nominations will follow the weanling payment schedule. All mare nomination late fees will be waived in Year 1.

-Entry payments will follow the weanling payment schedule. All entry late fees will be waived in Year 1.

-Classes and purse calculations will mirror the weanling Platinum program.

-There will be no weanling eligibility restrictions in Year 1. The Platinum Stallion Task Force will evaluate if eligibility restrictions are needed after the first year of classes.

Motion carried

**Motion #5:** Alison Umberger moved and Melanie Cox-Dayhuff seconded to approve the December 2019 financials.

In favor: Mike Short, David Lands, Melanie Cox-Dayhuff and Alison Umberger

Abstained: Sandy Jirkovsky and Kelly Boles Chapman

Motion carried

**Motion #6:** Mike Shortmoved and Alison Umberger seconded to approve the December investment financials.

In favor: Mike Short, David Lands, Melanie Cox-Dayhuff and Alison Umberger

Abstained: Sandy Jirkovsky and Kelly Boles Chapman

Motion carried

**Motion #7:** Alison Umberger moved and Melanie Cox-Dayhuff seconded to approve the 2020 Association Priorities as provided.

Motion carried

**Motion #8:** Alison Umberger moved and Sandy Jirkovsky seconded to move into Executive Session.

Motion carried

Meeting adjourned from Executive Session at 5:00pm.