

Board of Directors Special Meeting

Meeting Minutes

July 28, 2019

Present: Mary Forte – President Patricia Kinsey – Treasurer

Mike Engle – Vice President

Jennifer Gilmore – Director

Brenda Landes – Secretary

Gail Macik – Director

Chanel Hammer - Director

Guests: P Jay Fetner invited as show committee chairman to discuss relevant information.

1.0 Meeting Opening:

1.1 A meeting was held via telephone conference call to discuss show sponsor and vendor fees in advance of show registration opening August 1. Mary Forte called the meeting to order at 7:34 PM.

2.0 Business:

2.1 Sponsor & Vendor Fees.

- **2.1.1** New concerns were voiced via email to the BOD regarding how show preparations are proceeding.
- **2.1.2** Due to concerns about the proposed sponsorship levels and fees, Jay (Show Chairman) was invited to discuss the rationale behind the proposed pricing.
- **2.1.3** Prior to the meeting, everyone was sent sponsorship pricing from the Empire NEAOBA double show for comparison.

2.2 Discussion.

- **2.2.1** Concerns expressed via email this morning weren't brought up to the show
- **2.2.2** The planning professionals that we have engaged have serious concerns about the pricing structure and ultimate success (or failure) of the show.
- **2.2.3** We are paying an Event Coordinator and need to listen to him.
- **2.2.4** Members of the show committee felt preparations were proceeding well until this morning.
- 2.2.5 It's okay to introduce new things, but it should be done slowly and as a group. We can't take huge steps in one year. Let's get what's reasonable for vendor fees, and if we do well, let's step it up next year.
- **2.2.6** The show has virtually no sponsors. We have to have this moving forward now.
- **2.2.7** BOD needs to know exactly what the issues are so we can address them.

Event Coordinator was contacted and asked to call in to the meeting. He graciously accepted.

2.3 BOD discussion with Event Coordinator.

- **2.3.1** We can't compare ourselves to Empire Show, because they are a much more long-standing show.
- **2.3.2** The BOD and Show Committee needs to look at budget and determine how many are going to sponsor and at what level. How much would a vendor pay?
- **2.3.3** Registration page has ability to include sponsors another thing that should be in place, and also helps attract more sponsors. Typically charge the same or slightly more than farm stall. That way, get more vendors. Exhibitors are very important to vendors.
- **2.3.4** If the BOD is not ready, VAOBA can open registration without sponsorships and vendor fees on line. Don Tompkins system can send out a notice when sponsorships are open.
- **2.3.5** Show Committee needs to be running the show with the show superintendents that know what to do.
- **2.3.6** It was agreed for the BOD and Show Committee to meet and determine next steps.

3.0 Adjournment.

- **3.1** Meeting was adjourned at 9:14 PM.
- **3.2** Next meeting will be coordinated for tomorrow evening if possible.

Respectfully Submitted by Brenda Landes, VAOBA Secretary



Board of Directors' & Show Committee Special Meeting

Meeting Minutes

July 29, 2019

Present: Mary Forte – President Patricia Kinsey – Treasurer

Mike Engle – Vice President

Gail Macik – Director

Glen Kirby – Show Committee

Cheri Seiler – Show Committee

Patty Fuller – Show Committee

Brenda Landes – Secretary

Chanel Hammer – Director

Jay Fetner – Show Committee

Sue Ives – Show Committee

Kevin O'Leary – Show Committee

4.0 Meeting Opening:

- **4.1** A meeting was held via telephone conference call to discuss show administration and to allow the Show Chairman and the Event Coordinator to share concerns.
- **4.2** A Show Superintendent had written to the BOD with concerns about the show and its administration.
- **4.3** Mary Forte called the meeting to order at 7:34 PM. Mary introduced Mike Engle, VAOBA VP, as moderator. Format is to let Jay speak.
- **4.4** Glen indicated that the vote for the Show Chairman would be done by the Show Committee. Mike indicated that this vote will not be taken tonight. Vote to confirm Event Coordinator will be by BOD tomorrow.
- 4.5 Mike said he hopes we can moderate the meeting efficiently and respectfully. Mike indicated goal is to voice any concerns so they can be recorded and addressed by the BOD, and by Show Committee where needed. Mike indicated that he feels pretty clear on Glen Kirby's issue based on email; Patty Fuller issue based on her email. Now is chance for anyone to speak up.

5.0 Jay Fetner addressed the group:

- Jay indicated that he is trying his best to maintain civility and respect. He understands that most of the comments from last night were directed against him. He pointed out some of these actions.
- **5.2** All of this back and forth comes in a context. A couple of years ago, Jay tried to tactfully address VAOBA because he felt they were running it into the ground. Jay worked hard on bylaws and forming committees. The show was in disarray (not for lack of hard work) and it was losing money.
- **5.3** BOD made a decision they wanted to go to Fredericksburg. Jay was not on the BOD. Jay offered to assist in looking at financials, and the opportunity. Group began to split into Doswell and Fredericksburg venue. Jay had no desire to be Show Chairman...he was way too

- busy. But, several committee members resigned. He made it clear that his agenda was to make the best Fredericksburg show.
- 5.4 Jay has run many shows all over the world not alpaca but he didn't appreciate the comment that he doesn't have alpacas to show. Jay pulled this group together because he wanted them to participate to infuse technical decisions with their knowledge. The Show Committee was also made up of Board Members in order to help streamline decision-making.
- 5.5 The show committee was created after the Fredericksburg decision was made. The show committee was operated by consensus. Jay prepared a long memorandum in advance of each meeting. All subjects were set out at length. Everyone knew the vision. Intermittently, Jay would ask if there were questions.
- 5.6 The emails accusing him of bullying are all rubbish. He can think of no particular subject as elucidated in these emails that wasn't addressed in the show committee meetings. He cannot think of a single thing that any of the Board or Committee took issue with. Our superintendents are very good at their job. He can't think of a single time they weren't given what they needed. Jay asked superintendents for their opinion, but that doesn't constitute a decision. They are hired for technical side. It's unfair to talk about supers being in an uproar.
- **5.7** Jay says his experience with Kevin is mixed. Example was the layout. Rather than worry about a particular layer of vendors, he would have preferred he produce multiple layers.
- **5.8** Jay suggested that those who will resign will, and the rest will carry on. Or, the BOD will ask him to resign and he will. Others can struggle through the show.

6.0 Q&A and Discussion of BOD & Show Committee:

- 6.1 Consensus is to address things that are happening to get the show on the road. Where are the problems? What can we do?
- **6.2** The BOD should be involved in the decisions. Several of the Board members are not on Show Committee.
- 6.3 The Show Superintendents expressed concerns about who's doing what, and receiving correct contracts; and also concern that VAOBA wants to change too much too fast; and that the experience and advice they bring was not being utilized.
- **6.4** Experience of some who have participated in Show Committees in the past, was that BOD typically sets budget, and other parameters, and then the Superintendents take over to implement; VAOBA is not allowing them to do their jobs. It appears that one person is calling all of the shots.
- **6.5** Budget is moveable document with fixed docs, and sponsorship successes constant business decisions that are made as the show progresses. It's not the Show Committee that directs the budget.
- 6.6 Show Committee handles and votes on the details. We need to not alienate the technical people by controlling everything. The Committee reports to the BOD.
- 6.7 The concerns were magnified when sponsorships were posted on website (in public realm) and they didn't reflect previous discussions that sponsorships should be equal to or perhaps slightly lower than Empire.
- **6.8** Discussion about personal difference of opinion regarding running a show.
- 6.9 It was suggested that several of those in attendance were willing to step in and help; and that a new liason to the Board should be chosen.
- **6.10** The Show Committee and BOD needs to make decision on how they want to proceed.

All Show Superintendents left the meeting. The BOD and Show Committee remained on the line.

7.0 Adjournment.

- 7.1 Meeting was scheduled to vote July 30 at 7:30 PM.
- **7.2** Meeting was adjourned at 9:07 PM.

Respectfully Submitted by Brenda Landes, VAOBA Secretary



Board of Directors Special Meeting

Meeting Minutes

July 31, 2019

Present: Mary Forte – President Patricia Kinsey – Treasurer

Mike Engle – Vice President

Gail Macik – Director

Brenda Landes – Secretary

Chanel Hammer – Director

Jennifer Gilmore – Director

8.0 Meeting Opening:

8.1 A meeting was held via telephone conference call to discuss show administration and vote on show committee.

8.2 Mary Forte called the meeting to order at 7:34 PM.

9.0 Business:

9.1 Meeting Minutes.

- **9.1.1** The May 2019 meeting minutes had not been officially approved. Mary made a motion to approve the May minutes. Mike seconded the motion. Brenda agreed.
- **9.1.2** The June 22, 2019 annual meeting minutes had not been officially approved. Mary made a motion to approve the June minutes. Mike seconded the motion. All approved.
- **9.1.3** A motion was made by Chanel to approve the July 11 meeting minutes. Gail seconded the motion. All approved.

10.0 Special Meeting Business:

10.1 Substance of Meeting.

- 10.1.1 Jay Fetner sent the BOD a letter of resignation as the Show Chairman via email.
- **10.1.2** There is the appearance of a conflict of interest that having four Board members on the Show Committee, which allows them to make decisions apart from the full BOD.
 - **10.1.2..1.** Gail would like to limit the number of BOD members sitting on the Show Committee.
 - **10.1.2..2.** Mike indicated that when we started the Show Committee, there were no other people available to be on the Show Committee. He didn't believe that Bylaws restrict the number of Board members on this committee.
 - **10.1.2..3.** One option was proposed to disband and restructure the Show Committee.
 - **10.1.2..4.** Brenda indicated that she is willing to step down from the Show Committee.
 - **10.1.2..5.** The show Committee has the right to vote on most things and then it's sent back to the Board for approval.

- **10.1.2..6.** Chanel made a suggestion that all items that require a Board vote must come back to full BOD for approval.
- **10.1.3** Donna Higgason, Glen Kirby, Judy Howe, Elaine Simpson have asked to be on the Show Committee.
 - **10.1.3..1.** There are concerns about some members that have asked to be on the Show Committee.
 - **10.1.3..2.** The Board voted individually on each of the above members. All were approved by the Board. Actual vote is filed.
- **10.1.4** Voting versus non-Voting members of Show Committee was discussed.
 - **10.1.4..1.** Voting Members are VAOBA members only Judy, Elaine, Glen, Donna H, Chanel, Mike, Mary, Brenda
 - **10.1.4..2.** The following are adjunct and non-voting, advisory to show Patty, Sue, Kevin, Cheri
 - **10.1.4..3.** Gail made a motion that adjunct members are serving as non-voting members of the Show Committee. Mike 2nd. All approved.
- **10.1.5** Superintendents, Judges and Event Coordinator.
 - **10.1.5..1.** Mary indicated that all of the Superintendents and Judges have signed Contracts. It was mentioned Cheri Seiler said she does not have a signed Contract. Mary will check with Sue to be sure and get this corrected if necessary.
 - **10.1.5..2.** The Event Coordinator is normally chosen by the Event Committee Chairman, then the Board gives approval.
 - **10.1.5..3.** The Budget must be created by the Show Committee, then the Board gives approval.
- **10.1.6** Finances.
 - **10.1.6..1.** Glen is still on the account. Patricia is the administrator. She has all credit and debit cards in hand. No one else is authorized at this time per Patricia. Judy's card was cancelled.
 - **10.1.6..2.** The Show Committee will need to decide if anyone else should be authorized and make recommendation to the BOD.
- **10.1.7** Other.
 - **10.1.7..1.** Chanel asked that the Youth Show not be AOA sanctioned. This will require a waiver for an Exhibition Youth Show. AOA Judges cannot be used. This should be decided in the Show Committee.
 - **10.1.7..2.** Brenda to notify people who have been appointed to committee and call for Show Committee to select a Chair and notify BOD of the meeting. Show Committee needs to select Chair and approve Sponsorships.

11.0 Adjournment:

11.1 Meeting adjourned at 8:49 PM.

Respectfully Submitted by Brenda Landes, VAOBA Secretary