



# APPALOOSA HORSE CLUB EST. 1938

*The International Breed Registry for Appaloosa Horses*

## **Planning and Review Committee Conference Call**

Sept 23, 2019

3:00pm PT

Roll Call was taken.

- Members present for all or part of the call include: Megan Disselkoen, Kevin Griner, Ken Johnson, Tom Hodges, Ray Burchett
- Also present: Dena Raggio, Lynette Thompson, Jenny Knutson

Old Business

1. Any changes to previous minutes?

- Griner requests the addition of his email to Disselkoen dated Aug 26, 2019 with his recommendations for changes to Disposition of Complaints and Disputes involving Directors.

Business

1. Discussion of changes to Disposition of Complaints and Disputes involving Directors.

- Discussion on procedures to handle complaints against Directors and disputes among Directors.
- Review of one proposal drawn up by Griner and one proposal drawn up by Burchett and Thompson.
- Members in agreement to merge the two proposals See attachments 1 and 2.
- Griner to draw up new proposal for members to review at next meeting.

Meeting adjourned at 3:58pm.

*Meeting Minutes created by Jenny Knutson, Executive Assistant*



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Attachment 1

## Recommendation One

### ~~Disposition of Complaints and Disputes Involving Directors~~

- ~~• The ApHC Executive Committee, in a meeting duly called for the purpose, shall review any written complaints that a director has violated any provision of the Corporation's Articles, Bylaws, Rules and Regulations, Policies, Director Code of Conduct including its conflict of interest provisions, and/or Oath of Office.~~
- ~~• The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.~~
- ~~• If necessary and/or appropriate, complaints may be referred to an independent arbiter.~~
- ~~• Credible allegations of illegal activity shall be immediately referred to law enforcement or other appropriate authorities for investigation. Any director against whom such allegations are made shall, on request of the ApHC Executive Committee, take a leave of absence from the Board pending completion of the investigation.~~
- ~~• The review of such complaints or disputes shall include an opportunity for the Director concerned to present their positions in a special executive (closed) meeting of the ApHC Executive Committee called for this purpose, with due notice provided to all parties.~~
- ~~• Every attempt should be made to resolve such matter expeditiously and fairly.~~
- ~~• If the ApHC Executive Committee so determines, recommendations by the ApHC Executive Committee regarding resolution of any such matters may be brought to the Board for final determination, otherwise the ApHC Executive Committee may make the final determination.~~
- ~~• The ruling of the ApHC Executive Committee or the Board of Directors, as the case may be, shall be final. Such final determination may include, but is not limited to, formal or informal censure or suspension from service on a Board committee or committees for up to six (6) months by the ApHC President or the ApHC Board of Directors, suspension of the Director concerned for a definite or indefinite period from service on the ApHC Board of Directors, and/or a request for the said Director's resignation from the ApHC Board of Directors.~~

## **Eliminate this Policy**



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Attachment 2

## Recommendation Two

### Disposition of Complaints and Disputes Involving Directors

• **The ApHC Board of Directors understands that from time to time there will be disputes between Directors and recognizes that expression of opposing viewpoints is often healthy to ultimate decision making. The ApHC Board of Directors recommends the following steps be used for disposition of complaints and disputes involving Directors.**

- 1. It is encouraged that Directors exhaust every option to settle complaints or disputes among themselves.**
- 2. Only after completing step one, a Director may submit to the ApHC President his\her written complaint. The ApHC President will attempt to resolve the dispute or complaint between the Directors involved.**
- 3. As a last resort, a Director may submit a written complaint to the ApHC Board of Directors.**

• ~~The ApHC Executive Committee~~ **(ApHC Board of Directors)**, in a meeting duly called for the purpose, shall review any written complaints that a director has violated any provision of the Corporation's Articles, Bylaws, Rules and Regulations, Policies, Director Code of Conduct including its conflict of interest provisions, and/or Oath of Office. **(After reviewing the alleged complaint, if prima facie evidence is determined, a majority vote by the current ApHC Board of Directors will refer the complaint to the Executive Committee for disposition.)**

~~• The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.~~

~~• If necessary and/or appropriate, complaints may be referred to an independent arbiter.~~

• Credible allegations of illegal activity shall be immediately referred to law enforcement or other appropriate authorities for investigation. Any director against whom such allegations are made shall, on request of the ~~ApHC Executive Committee~~ **(majority of the ApHC Board of Directors)**, take a leave of absence from the Board pending completion of the investigation.

• ~~The review~~ **(hearing)** of such complaints or disputes shall include an opportunity for the Director concerned to present their positions in a special executive (closed) meeting of the ApHC Executive Committee called for this purpose, with due notice provided to all parties.

• Every attempt should be made to resolve such matter expeditiously and fairly.

• If the ApHC Executive Committee so determines, recommendations by the ApHC Executive Committee regarding resolution of any such matters may be brought to the Board for final determination, otherwise the ApHC Executive Committee may make the final determination.



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