

Planning and Review meeting August 26, 2019 3:00 PM Pacific

Meeting held via ApHC conference call in line.

Committee members present—Megan Disselkoen, Ken Johnson, Luke Northway, Tom Hodges, Ray Burchett

Absent Kevin Griner

Also present—Dena Raggio, Lynette Thompson

Update- No strategic planning today, Dennis and Megan are compiling the information into a useable form.

Today was a discussion meeting about changes to the Complaints and Disputes page of the Directors Manual. Disputes between directors have caused many different problems this year.

Many different topics on disputes were discussed including Executive Committee structure and duties, what needs changed in the document and what does not and the need to shared information in a timely fashion with the entire Board.

The consensus of the committee is that there does need to be some form of guidelines to handle complaints against directors and disputes among directors.

Ray presented the committee with changes he suggests to the Complaints and Disputes section of the Directors Manual. Much discussion took place about these changes with most members saying this is a good starting point for further discussion. (see attachment 1)

The next meeting of the Planning and Review committee will be September 23, 2019 at 3:00 PM Pacific. Committee members are to gather information on the views of other directors and their suggestions on todays suggested changes and the topic in general.

Ken Johnson moved and Luke Northway seconded to adjourn the meeting at 3:56 PM Pacific

Respectfully submitted,

Lynette Thompson

Attachment 1

Disposition of Complaints and Disputes Involving Directors

- The ApHC Executive Committee, **ApHC CEO and the ApHC Treasurer**, 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, Appaloosa Horse Club~~ Policies, Director Code of Conduct including its conflict of interest provisions, and/or Oath of Office. **The committee shall send the issue to the full ApHC board for decision if the complaint has enough prima facie evidence supplied to warrant action.**
- ~~The Executive Committee shall similarly review~~ A disputes between members of the Board that interferes with the ability of the Board to carry on its business **shall be reviewed by the ApHC Executive committee. The Executive committee may send the issue to the full ApHC board for decision or may try to arbitrate the issue.**
- If necessary and/or appropriate, ~~complaints~~ **such disputes between members of the Board** 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 **or the Board of Directors** 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.~~