

AMERICAN SADDLEBRED HORSE ASSOCIATION, INC.

Board of Directors Meeting By Secure Teleconference

Monday, November 2, 2009
5:00 p.m. Eastern Time

MINUTES

[DRAFT of December 26, 2009]

Members Present: President Judy Werner, Vice President Vicki Gillenwater, Vice President Barbara Molland, Secretary Paul Treiber, Treasurer Jim Ruwoldt; Directors Betsy Boone, Louise Gilliland, Nelson Green, Charles Herbert, Carl Holden, Germaine Johnson, Scott Matton, Dr. Margaret McNeese, Mary Ann Pardieck, Dr. Alan Raun, Jimmy Robertson, William Whitley, Art Zubrod. (Mary Anne Cronan attended as a member of the Executive Committee.)

Members Absent: None.

(Guests) Registry

Directors Present: Brian Reimer

Others Present: UPHA President James Nichols; Saddlebred Museum President Laurel Nelson.
Counsel Jeff Streepey; Executive Secretary Alan F. Balch

- I. **The meeting was called to order by** President Werner at 5:00 p.m. Mr. Balch called the roll and noted that all directors of the Association were present. Mr. Holden moved the agenda be adopted, Ms. Johnson seconded, and the motion was carried without objection or abstention. Ms. Werner mentioned that inasmuch as this was a secure teleconference, and that sensitive matters would be discussed, confidentiality was important until the minutes were considered, approved and published.

- II. **Introduction of Guests**
Guests (above) were introduced.

III. Consideration of Association Minutes

The minutes of the Joint Meeting of Association and Registry on October 5-6, 2009, in Lexington, were considered as to the Association. *Mr. Ruwoldt moved the approval of the minutes as corrected, and Mr. Herbert seconded the motion, noting that Ms. Gillenwater seconded Dr. Raun's motion in that meeting as to the advice of counsel, Item IV.* Following discussion, *the motion carried, with directors Gilliland, Pardieck, Treiber, and Zubrod abstaining.*

IV. Report of Nominating Committee/Recommendation by Executive Committee

Ms. Werner called upon Dr. McNeese to deliver the report of the Nominating Committee, as previously considered, earlier in the afternoon, by the Executive Committee, per procedures outlined in the bylaws. Dr. McNeese shared the contents of the report with the directors in some detail, and noted the Executive Committee had approved the report and recommended its adoption to the Board of Directors as a whole. Following discussion, noting that the Nominating Committee was putting forward eight highly qualified nominees from around the nation, from many different backgrounds, for the six seats available for election, *Ms. Pardieck moved approval of the nominees proposed, Dr. Raun seconded, and the motion carried without objection. Incumbent directors recommended by the Nominating Committee, Mr. Herbert, Mr. Matton, Mr. Robertson, and Ms. Werner, all abstained.*

V. Financial Report

Mr. Balch was called upon to give a brief financial update. He said that due to vigorous control of expenses, that the Association and Registry on a combined basis are gradually performing more favorably to both budget and year-ago numbers, and that the Association remains in a strong financial situation despite the unanticipated litigation expense.

VI. Consideration of Communications Policy

Ms Werner called upon Mr. Balch to describe the work of a Select Committee she had appointed (Chair Vicki Gillenwater, Mr. Green, Mr. Whitley) to develop the proposed Communications Policies (attached).

Mr. Balch reminded the directors that the Association's communications efforts had greatly expanded and been elaborated electronically and technically over the last several years, and policies related to mass emails and database queries needed to be updated accordingly. Ms. Gillenwater added that the committee had reviewed the policy recommendations in detail, and endorsed them upon examination and discussion with staff. *Ms. Johnson moved the policies be adopted as presented, Ms. Gilliland seconded her motion, and the motion carried without objection, directors Pardieck and Treiber abstaining.*

VII. Judging Initiative

Ms. Werner, Ms. Nelson, and Mr. Holden described the background on the Judging Initiative, and steps taken since the presentation of a proposal at the October meeting. Mr. Nichols, on behalf of the UPHA, stated that that organization was reviewing the proposed Mission Statement and would respond soon with some recommendations.

VIII. Regional Championships

Due to the length of the agenda, discussion of Regional Championships was deferred to a future meeting.

IX. Conflict of Interest Policy/Disclosure

Mr. Balch and Mr. Streepey called the attention of directors to the Conflict of Interest Policy requirement for disclosure, and the draft disclosure documents provided to the directors for review.

Due to the length of the agenda and the requirement for detailed discussion, all agreed that further discussion should be deferred until another meeting when the directors might be able to devote more time to the topic.

X. Awards

For the USEF Youth Sportsman's Award nomination from ASHA, Ms. Johnson analyzed the nominees, and recommended Sarah Hinds, with Sarah Lawson as the alternate. *Dr. McNeese moved the approval of the recommendation, Ms. Gillenwater seconded the motion, and it carried without objection, Mr. Matton and Mr. Robertson abstaining.*

Mr. Balch noted the schedule and procedure for finalizing the nominations for the ASHA Annual Awards, and urged the directors to be prompt in returning their ballots when distributed in December.

XI. Executive Secretary's Report

Mr. Balch relayed the Association and Registry operating statistics through October, and noted that staff resources had been reduced to match workflow necessary to process, particularly in the Registry. Membership appears to have stabilized earlier in the year, and some gains may be in the offing at the end of the year.

XII. Executive Session

There being no other business, non-directors were excused so the Association board could meet in Executive Session. Ms. Nelson and Mr. Nichols were

thereupon excused. Due to the lateness of the hour, Ms. Cronan, Ms. Pardieck, Mr. Treiber, and Mr. Zubrod all absented themselves at or during the Executive Session.

Mr. Streepey reported on litigation matters extensively, and answered questions of the directors.

Following Mr. Streepey's report, Mr. Balch noted that the directors had voted to do a mailing to all senior members of the Association's release about the filing of the Action For Declaratory Judgment in early October. He described the cost, staffing, and other complications encountered in conducting this mailing, which had not yet been done, and asked that that action be rescinded under the present circumstances. A lengthy discussion ensued. *Mr. Ruwoldt moved the previous board direction as to the mailing be rescinded, Ms. Boone seconded, and the motion carried without objection or abstention.*

XIII. Adjournment

Due to the lateness of the hour, and with no further business to come before the board, Mr. Robertson moved to adjourn, Ms. Gilliland seconded the motion, which carried unanimously, and the meeting was adjourned at 7:20 p.m.

Submitted by: _____

Alan F. Balch
Executive Secretary