

AMERICAN SADDLEBRED HORSE ASSOCIATION, INC.

**Board of Directors Meeting
Saturday, February 18, 2012 at 2:30PM ET
Marriott Griffin Gate Resort, Lexington, Kentucky**

MINUTES

Members Present: Tandy Patrick, President
Carl Holden, Treasurer
Betsy Boone, Secretary
Redd Crabtree, First Vice President
Lisa Sideman, Second Vice President
Randy Cates
Bret Day
Lisa Duncan
Robert Funkhouser
Minna Hankin
Chuck Herbert
William Marple
Scott Matton
Margaret McNeese
David Rudder
Judy Werner
Kenneth Wheeler
William Whitley

Members Absent: None

Others Present: Paula Johnson, Executive Director
Katriona Adams, staff
Scarlett Hall, staff
Jefferson Streepey, Counsel

- I. Roll Call/Establish Quorum/Consider Agenda/Adopt Rules of Order**
Ms. Johnson called the roll and noted that a quorum was present. Sturgis Rules of Order were adopted.
- II. Introduction of Guests**
President Werner welcomed new Directors and introduced guest, Jefferson Streepey, Counsel.
- III. Nomination and Election of ASHA Officers**
 - **First Report for the Nominating Committee for Officers**

Mr. Matton presented the report of the Nominating Committee for Officers. He reported that the committee met four or five times and also communicated by email. They spoke with everyone they were considering to inquire if they were willing to serve as an officer and whether there was any officer position they would be interested in filling. The slate of nominees is as follows: Tandy Patrick is the nominee for President, Redd Crabtree is the nominee for First Vice President, Lisa Siderman is the nominee for Second Vice President, Betsy Boone is the nominee for Secretary, Carl Holden is the nominee for Treasurer and Judy Werner is the nominee for the Executive Committee as Past President.

President Werner asked if there were any nominations from the floor. There being none, Mr. Herbert moved that nominations be closed, Mr. Wheeler seconded and the slate of nominees was approved with all in favor.

President Patrick took the chair and thanked Ms. Werner for her work as President.

IV. Nomination and Election of American Saddlebred Registry Board, 2012

- Second Report of the Nominating Committee for Officers

Mr. Matton presented the report of the Nominating Committee for the American Saddlebred Registry Board. He reported that the committee felt it was important to have some of the current Directors remain on the Board for continuity purposes. They also acknowledged that new Directors needed to have some familiarity with the Registry. The slate of nominees is as follows: Lisa Duncan, Margaret McNeese, Scott Matton, Chuck Herbert, Minna Hankin and Judy Werner as the six individuals who are also on the ASHA Board and Sandy Lilly, Don Schilling, Brian Curran, Lynda Freseth and Gail Kline from the regular membership.

Ms. Boone moved approval of the slate of nominees as presented, Ms. Duncan seconded and the motion was passed with all in favor. The ASR Board will meet early in March to elect its Officers.

V. Authorization/Designation of ASHA Executive Committee

A discussion took place regarding the Executive Committee. It was clarified that Directors and former Directors are eligible to serve on the Executive Committee. The Officers are on the Executive Committee and the Executive Director is a non-voting member of the committee. Mr. Day made a motion to add Dr. McNeese to the Executive Committee, Mr. Whitley seconded. Mr. Whitley made a motion to add Bob Funkhouser and Germaine Johnson to the Executive Committee, Mr. Crabtree seconded. After discussion, Mr. Matton made a motion to add Dr. McNeese, Bob Funkhouser and Germaine Johnson to the Executive

Committee, Mr. Herbert seconded and the motion was passed with all in favor.

VI. Report of Election/Appointment of ASHA Nominating Committee Members, 2012 Election

Ms. Johnson reported that four nominations were made at the annual members meeting for the Nominating Committee and the two individuals with the highest number of votes were Keith Bartz and Claire Panke. The Bylaws provide that the Board of Directors appoints two additional individuals to the committee and the President appoints the Chairman. Ms. Sideman nominated Betsy Boone, Mr. Whitley nominated Bob Funkhouser, Ms. Werner nominated Lisa Duncan and Mr. Day nominated David Rudder. Directors voted by secret ballot and the two additional individuals appointed to the Nominating Committee were Bob Funkhouser and David Rudder.

VII. Discussion of Committee Appointments

President Patrick reported that she would like to activate new committees as soon as possible. She reported on some of the changes included in the committee policies developed by the Planning Committee and asked for a comprehensive list of all committees. She noted that in her opinion all Directors should serve on at least one committee and would like the new Board to review the list and notify her of their areas of interest.

She also reported that she would like to form a sub-committee of the Planning Committee to review the Bylaws and recommend changes for consideration by the Board. The Registry and the Association will both have a new Audit Committee that is separate from the Finance Committees for each organization.

Dr. McNeese questioned if the chair of the Registry's Finance Committee should be listed as the ASR Treasurer and not as the ASHA Treasurer as indicated in the committee policies document. After discussion, it was agreed that this would be appropriate.

President Patrick reported that the Planning Committee will be working on a new mission statement for the Association as well as a strategic plan which coordinates with a marketing plan and a business plan.

A discussion took place regarding job descriptions and an organization chart. It was agreed that job descriptions for the Executive Director and Accountant should be mailed to the Board along with a current organization chart.

VIII. Registry Board Report

Ms. Duncan provided a report on the Registry Board meeting where the committee policies were approved. The Board also agreed to terminate the Grand National Program as recommended by the Grand National Committee. An actuary analysis will be requested in order to determine the timing and the details of how the program will be terminated. Ms. Duncan reported that the Board also agreed that the ASR President should appoint a Show Results Committee.

IX. Introduction of:

a. Board Guidelines & General Information for Directors

President Patrick referred to Board Guidelines and General Information for Directors in the board book and also asked that each Director complete a Conflict of Interest form. These forms are updated annually.

b. Other

President Patrick asked for input on scheduling Board meetings for the year. Currently we have three in-person Board meetings a year – in February, July and October. We also have a monthly Executive Committee meeting on the second Monday of each month. After discussion, it was agreed to leave it at three in-person meetings a year with the option of having a special meeting of the Board if the need arises. It was noted that the October meeting could be held over two days. President Patrick strongly encouraged Directors to call in on the monthly Executive Committee calls.

X. Litigation Report

The Board went into Executive session to discuss the proposed mediation in the ASHA v. Bennett matter and for a litigation report.

XI. Adjournment

With no other business to attend to the meeting was duly adjourned.

Submitted by:

Katriona Adams, staff