

## **Board of Directors Meeting**

By Teleconference  
Tuesday, March 29, 2005  
2:00 p.m. ET

### **MINUTES**

**Members Present:** President Fred Sarver, Officers Misdee Wrigley, Mary Anne Cronan, Sandra S. Lilly, David Howard, Directors Kay Richardson, Dr. Alan Raun, Tim Lockard, Robert Ruxer, Mary Ann Pardieck, Nancy Boone, Art Zubrod, Carter Cox, Matthew Heiman, Vicki Gillenwater.

**Members Absent:** Lewis Eckard, Paul Treiber

**Others Present:** Alan F. Balch (Executive Secretary), Jefferson Streepey (Counsel)

- I. President Sarver called the meeting to order at 2:00 p.m.** Mr. Balch stated that a quorum was present by teleconference, with Mr. Sarver and himself participating together from the Association's office.
- II. The directors considered minutes of meetings of the Board of February 17 and February 19, at the annual convention, as circulated by mail prior to the meeting.**

*Ms. Boone moved that the minutes of the meeting of February 17, 2005, be approved, and Ms. Cronan seconded. The motion was approved unanimously.*

*Ms. Wrigley moved that the minutes of the meeting of February 19, 2005, be approved, and Ms. Richardson seconded. The motion was approved unanimously.*

### **III. Corporate Reorganization**

Mr. Sarver called upon Mr. Balch to describe the materials provided to the board in advance of the meeting, including the official vote tally from members voting in person or by proxy at the Annual Meeting (attached). Mr. Balch noted that the numbers of members voting far exceeded quorum requirements.

Mr. Streepey then was asked to describe the current status of implementing the reorganization. He and Mr. Balch also noted that the board should consider formally confirming the new bylaws of the Association and Registry as provided to the directors and all members prior to the Annual Meeting. *Mr. Ruxer moved that the bylaws be approved, Ms. Wrigley seconded, and the motion was approved unanimously.*

Mr. Sarver called upon Ms. Pardieck, chair of the Nominating Committee for Officers, to give the report of her committee, leading to the election of directors of the American Saddlebred Registry. Ms. Pardieck did so, describing the process of considering all those whose names

had been put forward from any constituency for consideration, and announced the following slate (in accordance with requirements in the bylaws): David Howard, Sandra Lilly, and Fred Sarver, the principal officers of the Association; three additional members of the Association board, at least two additional members being required, Carter Cox, Mary Ann Pardieck, and Dr. Alan Raun; and three additional members to complete the requirement of nine directors, Joan Hamilton, Dr. Rick Luft, and Spencer Mains. She noted that the board could, of course, consider additional nominees beyond those named in the committee's slate.

*Ms. Lilly moved and Ms. Cronan seconded that the nominees as specified by Ms. Pardieck be approved, and following discussion, the motion was carried unanimously.*

Mr. Balch stated that he would coordinate with Ms. Pardieck to be sure that the directors-elect of the Registry were notified of the election, and that he would coordinate an organizational meeting as soon as practicable.

#### **IV. As Executive Secretary, Mr. Balch brought several matters to the attention of the directors.**

He reminded the directors that early data from January and February had been provided in the material mailed, and that registration activity was historically low in these months, although membership remained strong.

Mr. Balch also commented on correspondence relating to the McClasky Photo Collection, which had been provided to all directors, and that he recommended the Association complete the first phase of the collection's professional organization. Following discussion, *Dr. Raun moved and Mr. Howard seconded that the Association complete the preliminary organization of the collection, following which it explore with the American Saddlebred Museum the possibility of a permanent loan of the material to that institution. The motion was approved unanimously.*

Performance and Compensation Reviews are underway, and scheduled to be complete in time for compensation adjustments effective the first pay period in April, according to Mr. Balch, who said that one long-time employee had resigned to take another position, and that he did not expect the opening to be filled in the same manner or job description as previously.

Mr. Balch also reported on working with the Museum staff to secure the installation of flood barriers at each door, as well as on attempting to coordinate a schedule of board meetings for the remainder of 2005. A consensus was reached that this board should meet the Monday of the Lexington Jr. League Horse Show (July 11) and the Wednesday of the Fall Classic show at the Horse Park (October 5). He also noted that he would recommend that the Executive Committee meet as required, with notice to the board per the bylaws, and that other committees once established by Mr. Sarver might meet additional times if required.

#### **V. Old Business**

##### **a. Vacancy on Board of Directors**

Mr. Sarver noted that a vacancy on this board, for a term to expire in February 2006, had existed since early December, and called for nominations.

Mr. Cox nominated Nelson Green, and Ms. Lilly seconded.

Mr. Sarver asked if there were any additional nominations.

Mr. Howard nominated Scott Matton, and Ms. Gillenwater seconded.

Mr. Sarver asked if there were any further nominations, and there being none, advised that Mr. Balch would prepare a secret mail ballot to be sent to the directors forthwith.

b. Pleasure Equitation Championships, Judging

Mr. Sarver advised the board that he had been asked whether the SEN numerical judging system could be adopted for this championship. A discussion ensued of the development of the system and its evolution. The directors reached a consensus that they should take no formal position, but instead leave the decision as to judging system for this event to competition management's discretion.

c. Mr. Heiman inquired about the Deferred Compensation Agreement for a previous staff member at the Association, and Mr. Streepey explained its essential details. Mr. Heiman further inquired as to the composition of the Executive function in the new Registry budget, and Mr. Balch explained that the function included the Executive Secretary/Registrar and Controller, at 50% of their respective compensation. Mr. Balch also described which logos/insignias would be used for the Association and Registry going forward.

**VI. New Business**

Ms. Lilly commented favorably on a color advertisement staff had prepared for the Discover Horses magazine distributed to each attendee at the Kentucky Horse Park, and Mr. Balch advised that copies would be provided to each director.

Mr. Heiman commented upon a circular he had received relating to a foundation for retired horses, and a discussion ensued as to those efforts to care for such horses, including the possibility that some information about them be included in the Association's magazine. All agreed that appropriate disclaimers would have to be developed were this to be done, since the magazine is the Association's official publication and that no endorsement could be implied or stated.

**Adjournment:** *The meeting was adjourned at 3:05 p.m., upon motion by Mr. Heiman, seconded by Ms. Pardieck, and adopted unanimously.*

By: \_\_\_\_\_  
Alan F. Balch, Executive Secretary