

DRAFT - 5/24/16
THE AMERICAN DRIVING SOCIETY, INC.
BOARD OF DIRECTORS' MEETING – MINUTES
May 19, 2016 – WebEx meeting

President Mike Arnold called the meeting to order at 7:05 p.m. Central Time

Roll Call/Secretary's Report

Officers and Directors in the meeting: Mike Arnold, Dan Rosenthal, Bill Lawson, Ann Davis, Heidi Ferguson, Francine Arrington, Veronica Campbell, Lynne Palmer, Deborah Bridges, Ruthie Graves, Boots Wright, Jeff Morse, Marc Johnson, Elaine Kendig, Tracey Morgan, John Freiburger, Diane Koopman, Audrey Bostwick, Mary Anne Boyden, and Wendy Ying.

The Secretary reported that there were 20 members in attendance, meeting the required minimum quorum of 9 members. (1/3 of 25 positions).

Also attending were staff member Stacy Carlson, Honorary Director Hardy Zantke and past Vice-President Pat Cheatham.

Approval of the Minutes from January 16, 2016

The President asked if there were any corrections. Hearing none, he stated that the minutes were approved as submitted.

President's Report

The President reported that Executive Committee members had worked to develop a Letter Of Agreement between The American Driving Society and Louise Rothery as a consultant for one year, commencing July 1, 2016. Dan Rosenthal had been authorized to offer the Letter of Agreement. The President reported that Mrs. Rothery had accepted the contract earlier that day.

The President stated that he would like the ADS to schedule the winter 2017 Board of Directors' Meeting in Lexington, Kentucky in conjunction with USEF meeting. He asked for input, and there was consensus with this suggestion. A formal vote will take place in September.

Further, the President stated that he would like to schedule the 2017 Members Meeting in conjunction with the National Drive at the Horse Park in Lexington, Kentucky in October. He asked for input, and there were objections: this would put the 2016 and 2017 Members Meeting two years in a row in the Southeast Region; and the October date is later than the September weekend set aside for this meeting. There was agreement that a different location be presented at the 2016 September BOD meeting.

New Business

NEW WHIP MASTHEAD

Editor Abbie Trexler has been working with the graphic designer and submitted a new The Whip masthead for the Board's consideration. There was consensus that the ADS use this new masthead in the future.

REMOVE RESTRICTION IN POLICIES AND PROCEDURES

Dan Rosenthal moved that Article VI a. 6f of the Policies and Procedures regarding "spouses shall not be seated simultaneously on the BOD" be removed. There was a second.

After discussion, a vote was taken and *the motion passed.*

PROOF OF VACCINATION

Boots Wright, Chair, stated that the Event Standards Committee has helped to draft a rule Change Proposal to deal with mandatory vaccinations for Equine Influenza and Equine Herpes Virus (Rhino pneumonitis) diseases. The committee, she stated, feels this is extremely important due to the continuing spread of these diseases in the horse show world. The RCP was also reviewed by the Combined Driving Committee.

The Event Standards Committee and the Combined Driving Committee move that the ADS Board approve the Rule Change Proposal for Vaccination administration (GR, Ch3, Art6.6.3) submitted May 19, 2016.

No wording exists for this situation. Several outbreaks of EIV have occurred and resulted in quarantining of the affected venues (specifically Live Oak International in 2014). With equines traveling and competing nationwide, we feel this is in the best interest of the ADS, competitors and organizers, not to mention the equines.

"Therefore, I/we move that this Proof of Vaccination RCP be effective July 1, 2016 and that an E-mail be sent to the membership and a separate E-mail sent to all Organizers, explaining the requirement as soon as possible". There was a second.

After discussion the motion was tabled until later in the meeting.

Office Report

Staff member Stacy Carlson gave an update on progress toward the new ADS website and the online Omnibus.

Committee Reports

BOARD REORGANIZATION COMMITTEE

Committee Member Tracey Morgan made comments on the committee's written report as submitted by Chair Pat Cheatham. During the comments, Elaine Kendig made corrections to the report regarding comments she had made. The report, as shown, reflect the corrections.

Special Committee report to the President, American Driving Society

1. The Special Committee has agreed to the appointment and has begun work.

- a. The members of the original group – Holly Pulsifer, Natasha Grigg, Tracey Morgan, Linda Yutzy, Jeff Morse, Dan Rosenthal and Pat Cheatham – have agreed to continue as part of the Special Committee.
 - b. We recommend that the Special Committee be known as the Reorganization Committee.
 - c. The proposed charter for the Reorganization Committee is attached for your approval.
 - d. We request an email box under the name Reorg@americandrivingsociety.org and that mail received be forwarded to the individual mailboxes of the Reorganization Committee members.
 - e. We recommend a listing of the Reorganization Committee under the “Committees” link on the ADS website. The listing should include the names of the members, the requested email and the goals and tasks of the Reorganization Committee.
2. We recommend that the ADS publish the following on its website as soon as possible after approval of the charter.

“The President of the ADS, Mike Arnold, has appointed a Special Committee to develop a reorganized structure for the ADS Board of Directors and Committee Structure. The goals of the reorganization effort are to:

- Provide a streamlined, yet effective, Board of Directors and committee structure.
- Reduce the span of administration for the Officers and staff of the ADS.
- Widen the pool of available members willing and able to serve on committees by lowering the financial burden of volunteer service and by improving the focus on the specific skills they may possess for the benefit of ADS.
- Comply with applicable NY state laws governing Not For Profit organizations.

The Reorganization Committee will provide details of a preliminary structure for ADS Members’ review and input in the June Wheelhorse. Members may contact the Reorganization Committee at Reorg@americandrivingsociety.org.”

3. The Committee received the email regarding NY state law and committees of a Not-for-Profit corporation.
- a. The Committee interprets applicable law (NY Not For Profit, Section 712(a)) as requiring only those committees which “have the authority of the board” or the authority to “bind the board” to have 3 or more Directors...these are Committees of the Board, such as an Exec Committee, or Audit Committee etc.
 - b. Section 712(e) deals with committees “other than committees of the Board” defining them as “*Committees of the Corporation*” and they by law cannot have the authority to “bind the board”. We do not see any requirement that they have any Directors included in their members; in fact the law specifically says they may be “non-directors”. In other words, the primary distinction between Committees of the Board and Committees of the Corporation is the power to bind the board/the authority of the Board.
 - c. Two committee members have contacted attorneys familiar with NY NFP statutes and asked their opinion of our interpretation. We expect to hear from them by the end of April. In the meantime, we will continue work on the proposal.
 - d. Given the specificity of NY NFP statutes on the two types of committees, we will use the terms *Committees of the Board* and *Committees of the Corporation* in all documents.
4. An updated diagram of the consolidation of the ADS governing structure and a table depicting the current structure and how it fits into the consolidated structure are available from Chair.

5. The Committee is working with the chairperson of the Recreational Driving Committee, Heidi Ferguson, on the appropriate alignment of the committee functions – either under the Committee of Events or Sport or under the Committee of Membership - within the consolidated structure.

EVENTS STANDARDS

A Proof of Vaccination motion had been submitted and discussed earlier, tabled and now re-submitted for discussion and a vote. The chairs of the Events Standards Committee Boots Wright and the Combined Driving Committee Marc Johnson submitted a rule change proposal:

The Event Standards Committee and the Combined Driving Committee move that the ADS Board approve the Rule Change Proposal for Vaccination administration (GR, Ch3, Art6.6.3) submitted May 19, 2016.

No wording exists for this situation. Several outbreaks of EIV have occurred and resulted in quarantining of the affected venues (specifically Live Oak International in 2014). With equines traveling and competing nationwide, we feel this is in the best interest of the ADS, competitors and organizers, not to mention the equines.

"Therefore, I/we move that this Proof of Vaccination RCP be effective July 1, 2016 and that an E-mail be sent to the membership and a separate E-mail sent to all Organizers, explaining the requirement as soon as possible".

Tracey Morgan moved to amend the motion to changes the effective date to September 2, 2016. There was a second. After discussion, the amendment passed.

The main motion now with an amended date was then re-opened for discussion. Several members voiced concern that the rule change proposal for GR, Ch3, Art 6.63 was not sufficiently investigated and that the proposed change go through the regular schedule, allowing more consideration.

A vote was taken, *and the motion failed.* The President asked that it be reconsidered and re-submitted during the regular schedule.

In addition to work on the rule change, the Chair stated that the ESC also continues to work in concert with the CDC to develop and refine the qualifying criteria for the 2017 Preliminary and Intermediate ADS Championships.

RECREATIONAL COMMITTEE AND MID-ATLANTIC REGION

Heidi Ferguson made comments on the following:

- A desire to move forward on the Trail Guide.
- Endurance driving—should be receiving the link soon and will be able to put up on new website.
- Better communication with her fellow regional directors.
- * Calendar maintenance
- * What are you doing to promote driving in your region?
- * Requesting a regional account – update

COMBINED DRIVING COMMITTEE

Chair Marc Johnson made comments from the committee's written report:

The Combined Committee met several times this spring discussing strategy on many tasks ahead of us. Currently, the committee is reviewing the criteria for the 2017 North American Preliminary and Intermediate Championships, Organizer Guide materials to be posted on the new Website, writing a few rule change proposals and the new "Abridged Rule Book". The NA Championship project is a combined effort with the Event Standards Committee. A few changes are being looked at for 2017, to better include more members in the program. One key suggestion is to expand the 2017 Championship Season to the last six months of the year. The timeline for venues to submit their bids will also be moved back one month to reflect the Omnibus deadline shift established earlier this year. It is also hoped that members will find it easier to locate the Championship information and criteria on the new website. Different ideas have been discussed on the best way to reorganize the current "Organizer's Kit" into a more inclusive "Organizer's Guide". The suggestion to poll the Organizer's with a survey, to establish points that they need more information about, will most certainly go forward soon. Realizing that the current "kit" is outdated and does not sufficiently aid a first time Organizer, the committee is focused on creating a slightly different format that carries a new Organizer or Organizing Committee through the steps of planning any type of Combined Driving competition. Rule Change Suggestions will, again, be short in number and mostly in the category of "House Keeping". There are a few things we have found, through the process of creating the new Omnibus Form, that need reforming. Much of what was on the old Word form is a reiteration of the Rule Book and has proven cumbersome in the new format. The committee hopes to eliminate a few items that seem to be creating an electronic burden. The new Rule Book format will be helped along by a few of the CDC members along with Rules Committee members. It would be expected that this version will get more attention through the summer months to ensure a preview at the Annual Meeting.

PLEASURE DRIVING COMMITTEE

Chair Jeff Morse made comments from the written report:

As usual, we continue to review Rules for Pleasure Driving and as usual we continue to find areas of improvement in language so that the rules and the intentions of the rules are more easily and more accurately interpreted and understood by officials and competitors. Pleasure driving, in spite of its deep roots in tradition, is still and always will be an evolving discipline presenting a challenge to the rules to keep up! One area of particular interest to the Pleasure Driving Committee is the potential for Pleasure Driving officials to be licensed to officiate at Driving Derbies. We are discussing with the Combined Driving Chair how this might be accomplished. We believe that this would greatly expand the available judging pool for Derbies and facilitate the expansion of Pleasure Driving shows by reducing the overhead on organizers for shows that can easily and readily include a Derby at their venue. The mixing of Combined Driving type competitions with Pleasure Driving Shows is a formula that has proven to increase participation at Pleasure Shows, increased interest in driving sports and added enthusiasm for the ADS as an organization.

DEVELOPMENT COMMITTEE

Chair John Freiburger made comments from the committee's written report:

The committee has reviewed sixteen grants thus far in 2016. We track the investment income versus grants made and then correct for actual amount sent. The income less grants, not corrected for lesser payments, is \$6,571.14. Income in 2016 has been \$12,071.14 thru May 1 and grants approved \$6,325.00. Of that grant total \$825 was paid from the restricted Youth fund. The committee has completed and submitted to the office the rewrite of the Committee description for the web site. The committee is in the third draft of the application and information form for grants. The committee is on the third and perhaps final draft of the fundraising letter and has laid out a fund raising program involving two email blasts, a letter from the president and follow-up calls and email by the board and committee.

RULES COMMITTEE

Chair Linda Yutzy made comments from the report submitted:

SINCE JANUARY

- 2016-2017 Rule Change Oricess Review Blog has been updated. It now allows for Rule Change suggestions to be made online in addition to the prior pdf form.
- Deadline for suggestions from membership is June 1. A notice will appear in the next Wheelhorse.
- Work continues on the Abridged Combined Driving section.

Treasurer's Report

Chair Lawson made comments on the change in how the monthly reports will be shown. Financials through April will be available within two weeks.

Adjournment

With no further business, President Arnold adjourned the meeting at 8:50 p.m.

Submitted by Ann Davis, Secretary ADS Board of Directors