

**DRAFT - 4/16/16**  
**THE AMERICAN DRIVING SOCIETY, INC.**  
**EXECUTIVE COMMITTEE MEETING**  
**April 13, 2016**

President Mike Arnold called the meeting to order at 7:10 p.m. Central Time.

**Secretary's Report**

Voting members in the meeting: Mike Arnold, Dan Rosenthal, Bill Lawson, Ann Davis, Francine Arrington, and Elaine Kendig. The Secretary reported that there was a quorum.

Also in the meeting were staff member Stacy Carlson, Board members Heidi Ferguson, Jeff Morse, Lynne Palmer, and Wendy Ying, ADS member Pat Cheatham, and Honorary Director Hardy Zantke.

**Approval of Minutes from March 22, 2016**

The President asked if there were any corrections. Hearing none, he declared the minutes approved

**The new Whip and Wheelhorse Editor**

The President reported that the new editor, Abbie Trexler, has already started work on the August Whip. Further, she will be working with graphic designer, Cathy Baer, to publish the June Wheelhorse.

**Search for the Executive Director**

The President reported that there is one candidate who is presently being interviewed individually by several Board of Directors Members.

The subject of the process used in the search for a candidate was discussed. Several members of the Executive Committee expressed concern for the limited process used in the search, involving at this point only the President.

**ADS/USEF update**

The President reported on updates in the discussion between the two organizations.

**Board Re-Organization**

ADS member Pat Cheatham reported on work done by a group of ADS members to re-organize the Board of Directors (see attachment).

President Arnold stated that he is officially establishing a Special Committee on Board of Director Re-organization and appointing Pat Cheatham as Chair of the committee.

The committee's first report will be submitted at the fall Board of Directors meeting.

**Work on the ADS website and Omnibus update project.**

Jeff Morse reported that there continues to be a problem for organizers when they attempt to complete the process of omnibus entry.

The President stated that he is looking at the problem and believes that it will be resolved within two weeks.

He asked staff member Stacy Carlson to email all organizers and explain that the problem is being worked upon.

### **Adjournment**

The President adjourned the meeting at 8:55 p.m.

**Submitted by Ann Davis, Secretary ADS Board of Directors**

### **ATTACHMENT**

Dear Mike, Ann, Dan, Bill, Elaine and Francine

As I began my term as chair of the Nominating Committee, I found I needed to understand the perceived strengths, issues and challenges of the ADS Board. Consequently I have talked with more than half the current Board and our Honorary Directors. Although I've found a variety of views, four themes stand out from my conversations. These are:

- Board members tend to have many good ideas and approaches to the challenges of the ADS but there's a lack of timely action.
- Committee chairpersons can be very effective and satisfied in their role as a functional leader without having interest in or being particularly effective as a Board member. Conversely, individuals may be very good at providing the oversight and strategic guidance that is generally the core responsibility of a Board of Directors without wanting the responsibility of leading a committee. Put simply, I do not believe we should require functional committee leaders to serve as Board members nor should our Board be predominantly comprised of functional committee chairpersons and Regional representatives.
- The cost of serving as an ADS Director causes us to lose the contributions of many who could – and in my opinion should – serve as excellent functional committee leaders or Regional representatives. I know of five individuals who will either not seek another term or who have declined to serve in a position due to the cost of attending meetings – both the cost of travel and the cost of maintaining their farms while absent.
- Our Board is too large. The American Morgan Horse Association (AMHA) – about the same size as the ADS and chartered under NY state law – is trimming its Board to nine members over a two year period. The CAA has 15 active positions on its Board along with eight Honorary Directors. The US Eventing Association (USEA) – about 10 times our membership – has a Board of 21 with a single Staff liaison. USEA Executive Committee has eight Board members and two Staff liaison. By comparison, the ADS Bylaws require a Board of between 25 and 35. The mission of a Board is oversight and strategy – functional committees do the technical work of the organization. A too large Board without specific responsibilities tends to be enmeshed in details that are the province of committees at a cost to the greater organization.

With these themes in mind, I have been talking with others and would like to propose a new Board structure to the Executive Committee for review, discussion and – hopefully – support. This group would like to review the proposal with the EXCOM at its earliest convenience.

A couple of points in advance of details.

- This is a collective effort from a few informed ADS members. We don't think a reorganization of our Board will solve all the ADS' problems but it should significantly help focus the Board's efforts.
- Any change to our Board structure should have an implementation period and be fully effective 1 January 2019. This provides both the current and incoming Boards time to adjust and if necessary amend the proposed structure.

- We propose this change be presented for approval by our membership – with the Board’s support – at the September 2016 meeting in Southern Pines.
  - A diagram of the proposed Board structure along with an explanatory paper is attached.
- Please let me know when you’d like to review this proposal with the group. By my rough calculation, we need to start the review and comment process in early April in order to meet the timeline for a September vote by the membership.

Sincerely,

Pat Cheatham, Natasha Grigg, Holly Pulsifer, Linda Yutzy, Tracey Morgan, Jeff Morse and Dan Rosenthal

### **Overview**

This proposal reduces the number of Standing Committees to their three core missions: Business, Sport (or Events depending on final responsibility for Recreational Driving) and Membership. All functional responsibilities of the current structure are covered by one of the three Committees. As required by New York state law, the Chairpersons of the three Standing Committees would be Directors of the ADS along with the Officers, a small number of At-Large Directors and the Past President providing a Board of 15 members. We realize the review process may yield another alignment but this group strongly encourages the ADS to approve a Board structure no larger than 15.

We realize this proposal requires a substantial number (at least 5 but more likely 7) of changes to our Bylaws. We have not identified those as the Governance and Bylaws Committee would be a more likely source of needed changes

### **ADS Board of Directors**

To consist of Officers - President, Vice-President, Secretary and Treasurer (4). The Past President (1) and the following:

1. Committee of Business - Chairman + one from that committee (2)
2. Committee of Sport (or Events) - Chairman + two from that committee (3)
3. Committee of Membership - Chairman + one from that committee (2)
4. Three At-Large members (3)

Creating a Board of 15 members. *{Alternative: Officers (4), Chairs of Standing Committees (3) plus 2 At large, making a total of 9 members.}*

### **Standing Committees**

The Board may appoint Standing Committees, other than as listed below, as they deem necessary. The Board may add, subtract or re-assign responsibilities to existing Standing Committees.

Subcommittees of Standing Committees to be formed as deemed necessary by the Board to conduct and facilitate their assigned responsibilities. Sub Committees may form Working Groups as they deem necessary to aid them with their areas of responsibility.

In addition to at least one member from each sub-committee, Standing Committees to include at least one representative from the other Standing Committees to ensure the interests of other areas are considered in the decisions of the committee.

**The Committee of Business** - responsible for the areas currently covered by the Finance, Development, Investment Council and Governance committees.

- *Initially, to include a member from Committee of Sport and Committee of Member Interests and the Chairperson of each Subcommittee.*

Subcommittees:

1. Finance Committee
2. Investment Council
3. Governance Committee
4. Development Committee

- **The Committee of Sport** - responsible for the areas currently covered by the Combined Driving, Pleasure Driving, Recreational Driving, Event Standards, Driven Dressage, Licensed Officials and Rules committees.
- *Initially, to include a member from Committee of Business and Committee of Member Interests and the Chairperson of each Subcommittee.*

Subcommittees:

1. Pleasure Driving Committee
2. Combined Driving Committee
3. Driven Dressage Committee
4. Recreational Driving Committee (could be moved to Membership Committee)
5. Rules Committee
6. Licensed Officials Committee
7. Event Standards Committee

- **The Committee of Membership** - responsible for the areas currently covered by the Regional Directors, Education Committee and {new} Membership Committee, {new} Media Steering Committee
- *Initially, to include a member from Committee of Sport and Committee of Business and the Chairperson of each Subcommittee*

Sub Committees:

1. {new} Membership Committee - responsible for membership issues, specifically, facilitating growing, retaining Membership
2. Regional Directors Committee- responsible for representing issues of a regional nature, to provide contact access to ADS for members regionally
3. Education Committee - use current job description for Ed Com.
4. {new} Media Steering Committee - responsible for member communications,
  - i. e.g. Publications (currently, The Whip, Wheelhorse), ADS