

AMERICAN DRIVING SOCIETY **DRAFT**
BOARD OF DIRECTORS MEETING
JANUARY 17, 2010, LOUISVILLE, KENTUCKY

President Keathley called the meeting of the Board of Directors of the American Driving Society to order at 8:30 AM EST.

Roll Call

Secretary Ann Davis took the roll call, including members who joined by telephone conferencing.

Present: Jim Keathley, Pat Cheatham, Ann Davis, Bill Lawson, Mary Jo Stockman, Tom Knicker, Jennifer Matheson, Dana Bright, Jeff Morse, Larry Denny, Simon Rosenman, Marc Johnson, David Sadler, John Freiburger, Veronica Campbell, Merridy Hance, Maureen Harkcom, Mike Lyon, Alicia Pierce, Lyle Peterson, Diane Koopman, Susan Koso, and Audrey Bostwick.

Present via teleconference: Peter Lofgren, Melissa Boyd, Kelly Valdes

Absent: Gerry Pearson, Boots Wright, Larry Brinker, Paul Norden, Paige Horine, Samea Baker, Ruth Graves, and Hardy Zantke

The Secretary reported that there was a quorum.

Approval of the Minutes

Mike Lyon moved that the minutes of the October, 2009 Board of Directors meeting be approved. After a second, the minutes passed without dissent. Diane Koopman, Veronica Campbell, Mary Jo Stockman and Tom Knicker abstained, as they were not present at the October meeting.

President's Report

President Keathley discussed these points:

- Considering the economy, the ADS did well in 2009.
- Has noted no negative comments in 2009 on the CD-L.
- The ADS has an enhanced presence at the USEF.
- Concerned about the inventory the ADS carries on its books and the impact to ADS Balance Sheet when we make corrections.

Executive Directors Report

Executive Director Susie Koos-Acker highlighted a report to the Board (See attachment A). She reported that in 2009 two of her major challenges were to retain membership and to attract new members. Although new memberships were down from 2008 (422) to 2009 (375), membership retention was up, resulting in a net growth of 180 members to 2890. She also discussed the new breed partnership agreements, the ADS booth at the Friesian Horse Association show, line items in the proposed 2010 budget to fund her travel to breed shows to sell memberships, webinar clinics, and new staffing.

Regarding the webinar clinics, Jeff Morse stated that the Board needs to work out the details of a policy surrounding webinars' possible copyrights and costs and for users. President Keathley said that he would appoint a special committee to do research and draft a policy.

Treasurer's Report

Treasurer Bill Lawson went over the Finance Committee report and 2009 final Profit & Loss report and the Balance Sheet. (See attachment B.)

The primary focus included:

- In 2009 the Finance Committee thought they had proposed a conservative budget. However, this budget was off by \$18,000. Most importantly, it did not consider the impact of the new “rolling membership” with \$23,000 taken in that will not be accounted for until 2010.
- The advertising revenue was down.
- Total salary costs were unchanged.
- For 2010, then, how to solve a \$8000 loss.

Committee Reports

Governance Committee:

Chair Mary Jo Stockman reported that the bylaws have been brought up to date and are now posted on the website. She also said that the committee is working to bring up to date the policies and procedures and to incorporate into the policies and procedures an updated committee section that will include the new committee descriptions.

Chair Stockman would like to add member Myrna Rhinehart to her committee. The BOD gave unanimous approval.

The chair reminded the Board that Board members must update their Disclosure Statements annually. The Board requested that the Executive Director send out Disclosure forms to each Board member.

Combined Driving Committee

Chair Tom Knicker made these points:

- Telephone conferencing is working well and the committee will use this to a greater extent in the future, perhaps opening the meeting to general members in some way.
- They continue to work on rule changes as they are submitted.
- They need to finish the Combined Driving Organizers’ Kit.
- The committee coordinates with Licensed Officials Committee in their work with the USEF on licensing officials.
- The FEI has a ruling on the use of “back protectors” that will impact the ADS at the Advanced level.

Education Committee

Secretary Ann Davis read a reported from Chair Gerry Pearson. (See attachment C.)

Event Standards Committee

This committee has not met this year.

Development Committee

Chair Jennifer Matheson submitted a report that she highlighted. (See attachment D.)

- The ADS Fund had 84% Board participation. (See ADS Fund Report, attachment E.)
- Committee is beginning to implement Ruotolo Report.
- Discussed issues of ADS Fund transfer to ADS Operating Fund.
- Discussed the Fund’s future policy of asking that contributions be made to unrestricted funds rather than restricted funds such as “youth clinics.”
- Discussed the Fund’s expenses, including Jamie O’Rourke’s salary.

- Mr. O'Rourke reports monthly to the Development Chair.
- The Board congratulated the Development Committee chair for a job well done.

Dressage Committee

There was no report.

Licensed Officials Committee

Chair Dana Bright submitted a report (See attachment F) The focus was:

- At this time the LOC is dependent upon volunteers to do the committee's record keeping.
- Have worked to improve the committee mission by improved forms.
- Continue to have applicants to become "learner officials." Overall numbers of officials are holding steady.

Local Clubs and Memberships

Secretary Ann Davis read comments from a brief report sent to her by Chair Paul Norden:

- One of the goals of this committee still needs to be done - "Club in a Box."
- A second item to be done is to develop material for beginning driving clinics to assist in attracting and training new drivers.
- The Chair worked with the Regional Directors to make contact with non ADS-affiliated clubs
- Worked toward a breed agreement with the American Haflinger Registry.
- Drafted a letter and sent to past ADS-affiliated clubs that had not renewed. Working with the Regional Directors on this project.

Marketing Committee

Past Chair Ann Davis made the report. She stated that though the committee itself was not active in 2009, several committee members and the Executive Director implemented a number of marketing projects. These projects include:

- Website improvements, educational webinars.
- Use of borrowed "Booth in a Box" to determine specifics for ADS booth.
- Established and promoted a list of ADS partner vendors through NTRA Advantage Program, implemented "rolling membership," contacted non-renewing ADS members.
- Developed reciprocal marketing agreements with the American Morgan Horse Association and the Friesian Horse Association of North America, started processes with the Norwegian Fjord Association and the Haflinger Association.
- Published articles in the Friesian; have articles pending in other magazines, set up ADS booth at the FHANA show.
- Developed membership discount programs.

In the discussion, Larry Denny agreed to be the new breed steward for the Saddlebreds, and Dr. Ruth Wilbur will be breed steward to the Welsh Association.

Pleasure Driving

Chair Jeff Morse summarized the activities of this committee:

- As much as possibly can be, the ADS Pleasure rules are in synch with the USEF Pleasure rules.
- Three new competitions have been formulated and added to the Rulebook: Super Reinsmanship Continuous Driving, and Sleigh Rallies.
- Developed and presented educational webinar clinics.

- In cooperation with the Education Committee, re-produced the Pleasure Driving Organizers Kit in downloadable form with live links.
- Developed and published emergency ring protocols which have been shared with USEF.
- Produced a carriage dog slide show and shared its publication with the Morgan Association.
- Chair Morse reviews each and every prize list, offering constructive ideas where appropriate.
- Goals include focusing more on breed reciprocity and new ideas for ring classes.
- In looking at rule change proposals, stay aware of drug rules for horses as they relate to USEF. In the ADS those rules are not enforceable, but the committee stays informed and aware.

Recreational Driving Committee

Chair Larry Denny reported that the committee is working on these items:

- Hours to Drive program;
- Developing database of locations and sites to drive;
- A webinar on safety for recreational drivers.

Rules Committee

Chair Simon Rosenman reported that the new Rules have been posted to the Website. The committee has resolved inconsistencies in some terms, including in the various rules regarding the removal of the bridles, and work will continue. Rules on “back protectors” are already in place for ADS-recognized events. Lines are open for RCPs for 2011, now until June 30, 2010. The committee has had 100% attendance and participation in its meetings and projects. President Keathley congratulated the committee on being ahead of other organizations.

Regional Directors Committee

Chair John Freiburger submitted and summarized a report (see attachment G). This committee is linked with the Recreational Committee and is working on a resource list/booklet of places to drive throughout the country. In 2010, the committee will work on webinar development for clinics and on clarification of insurance issues for local clubs.

Chair Freiburger also submitted a report on Midwest driving activities. (See attachment H)

USEF Technical Driving Committee

Chair Holly Pulsifer was asked to report on the activities of this committee as it relates to the ADS. She focused on three issues:

- An organizational diagram of USEF committees was passed out as a tool to help ADS Board members understand the relationship of the working committees. (See attachment I)
- The main mission of this group is to create avenues of dialogue.
- Chair Pulsifer has divided the nineteen members of the committee into work groups: rules, National Championships, and an outreach group chaired by Lisa Stroud (focus on youth groups in 2010).

Budget Review & Approval

Chair Bill Lawson submitted to the Board a draft 2010 budget that shows 2009 actual against 2010 projected (See attachment). The budget shows a loss of \$8000, plus income of \$7000 from a source not known at this time (to fund a part time position to work on LOC assignments).

Chair Lawson cited a record of donation throughout the history of the ADS that became operational revenue. The ADS, he stated, has never had a balanced budget without donations. To open discussion, Chair Lawson moved, and Susan Koso seconded, that the 2010 budget be approved as written.

After a long discussion regarding the challenges of having a balanced budget without the use of donations, *Lyle Petersen moved to amend the proposed budget motion to add a line under income: Grant from the ADS Fund, \$2000. Pat Cheatham seconded the motion.*

Dave Sadler moved to amend the amendment to change \$2000 to \$12,000. Tom Knicker seconded the motion. After discussion, the amendment passed with dissent from Jennifer Matheson, Mike Lyon, Lyle Peterson, and Marc Johnson.

The amended amendment, replacing the \$2000 figure with \$12,000 was discussed and voted upon. The amended motion passed with dissent from Jennifer Matheson, Mike Lyon, Lyle Peterson and Marc Johnson.

The original motion, the 2010 budget as written, plus the additional \$12,000 ADS Fund Grant was discussed. The question was called and the motion passed with dissent from Jennifer Matheson, Mike Lyon, Larry Denny and Marc Johnson.

In the discussion after the vote, it was clarified that the unresolved line item of \$10,000 to fund a staff member for LOC business and an offset by a “donation”, source not identified, was still in the budget.

Special Committee Report Office Relocation Committee

Chair of the Relocation Research Committee David Sadler submitted a report and spent time going over the details (See attachment K).

From the information in the report, *David Sadler made this motion: On behalf of the Relocation Research Committee I move that the ADS enter into a conditional contract to relocate the ADS office to Kentucky Horse Park beginning no later than September 1, 2010. The move and its associated costs, estimated at \$25,000, shall be paid with funds raised for the purpose. The conditional contract shall be finalized by May 1, 2010. Jennifer Matheson seconded the motion.*

A motion was made by Maureen Harkcom to table the motion. Diane Koopman seconded it. After a discussion, Maureen and Diane agreed to withdraw the request to table.

*After a discussion, the question was called and a roll call voice vote taken with these results:
Yes: Jim Keathley, Pat Cheatham, David Sadler, Kelly Valdes, Merridy Hance, Mike Lyon, Lyle Peterson, and Susan Koso*

*No: Ann Davis, Bill Lawson, Mary Jo Stockman, Tom Knicker, Jennifer Matheson, Dana Bright, Jeff Morse, Larry Denny, Marc Johnson, John Freiburger, Veronica Campbell, Peter Lofgren, Maureen Harkcom, Alicia Pierce, Melissa Boyd, Diane Koopman, and Audrey Bostwick
The motion failed.*

WEG Committee

Chair John Freiburger submitted a report and went over the highlights (see attachment L) He plans to rely on his able committee of over 30 members to address logistics while he himself pursues funding for the project which is insufficient at this time.

Nominating Committee

John Freiburger made this motion: The Board advises the Nominating Committee that the Board prefers that at least two or three of the at-large director spots not be slated with nominees. Bill Lawson seconded the motion. This would leave room on the Board of Directors for chairs of any special committees directed by the President. *After discussion, the vote passed with no dissention.*

Membership Meeting: 2011

Maureen Harkcom made this motion:

Whereas our American Driving Society Bylaws require an annual membership meeting;

Whereas the fastest growing segment of the membership is in the Northwest Region;

Whereas seven board members, including the ADS secretary, three committee chairs, two directors-at-large and, of course, the Northwest regional director, all come from the Northwest region;

Whereas the ADS annual membership meeting has not, in present memory, been held in the wilds of the great Northwest;

Therefore, be it resolved that the 2011 annual membership meeting be held in the Northwest Region.

Further, that the meeting be held October 14-16, 2011. The Northwest region will round up a group to plan the details, including locations, possibly but not conclusively, Portland, Oregon.

After a second by Mike Lyon and a brief discussion, the motion passed without dissent.

Dissolution of the Clubs and Membership Committee

Pat Cheatham moved that the Clubs and Membership Committee be dissolved, effective January 2011. Susan Koso seconded the motion. As noted by John Freiburger, all projects have already been incorporated into Regional Directors and Marketing Committees. *After discussion, the motion passed without dissent.*

Membership Meeting: 2010

As previously approved by this BOD, this will take place during WEG with members' and abbreviated BOD meetings to be held at the Gayla Driving Center. Several hundred people have bought tickets to the driving competition, and there will be many ADS members present. The date and times of the two meetings are to be determined. The main agenda item at these two meetings will be election of Directors at the membership meeting and Officers at the BOD meeting. A further BOD Webinar will be held after the event.

New Business:

Kelly Valdes made a suggestion that pins identifying ADS members be created for the WEG

A motion was made by Tom Knicker for the BOD to return to the relocation of the ADS issue.

Board members should be solicited for their questions and responses should be developed by January 31. The Board would then conduct a vote on February 15. The motion failed with five in favor (Knicker, Koso, Sadler, Boyd, and Cheatham) and the remaining 11 present at the vote opposed.

On a motion by Bill Lawson, the meeting was adjourned at 2:35.

Submitted by ADS Secretary Ann Davis

Date: January 26, 2010