

THE AMERICAN DRIVING SOCIETY, INC.
BOARD OF DIRECTORS' MEETING
September 27-28, 2013 – Aiken, South Carolina

President Freiburger called the meeting of The American Driving Society, Inc. Board of Directors to order at 9:00 a.m. on September 27.

Roll Call

PRESENT: John Freiburger, Mary Jo Stockman, Bill Lawson, Ann Davis, Dave Sadler (by telephone), Heidi Ferguson, Francine Arrington, Veronica Campbell, Karen Garrett, Lori Hanes, Katy Rhinehart (by telephone), Dana Bright, Jeff Morse, Merridy Hance (by telephone), Amanda Horton, Myrna Rhinehart (by telephone), Mike Arnold, Diane Koopman, Elaine Kendig, Keith Yutzy, Wendy Ying, and Audrey Bostwick. Also present was Honorary Director Lyle Peterson.

Secretary Davis announced that there were 22 voting directors present, sufficient for a quorum.

Approval of the Board of Director minutes:

President Freiburger asked three times if there were any corrections or additions to the May 23, 2013 minutes. ***Hearing none, the President declared that these minutes were approved with unanimous consent.***

Treasurer's Report

Treasurer Lawson's report focused on two items, membership and its effect on the budget and the Endowment Fund. (See attachments for a full report.)

President's Report

President Freiburger focused on three items, the Governors Committee of the Endowment Fund, his role in the activities of the USEF, and activities of the Development Committee

The Governors' report was submitted on behalf of Claire Reid, Ann Lech and William Lawson as well as himself. The amount invested has reached \$733,585 and the retained earnings in the Morgan Stanley account is \$25,111. The portfolio showed an increase in value of \$79,036, but that has little meaning as the value can be expected to go up and down. More important, the return on investment was 4.46%, an excellent return for a safe portfolio. Dividends of \$6846 are expected in the last quarter of 2013, and the 2014 income should exceed \$29,850. Thus, as much as \$54,865 may be available for development in 2014. \$12,000 of that has been budgeted by the Board for use by the Regional Directors, leaving \$42,865 for other purposes. A full report is available by email request form the President.

As a committee member of the USEF High Performance Driving Committee and Technical Driving Committee, he noted that the budget for HP driving appears to face significant reduction. The 2014 USEF championships were awarded to four venues. Neither Hermitage nor Glen Willow received a championship.

The Development Committee is committed to a full rewrite of the web site material as well as an expanded application to make grant request easier. The Committee has been very active and most grant requests have been turned around in two weeks or less.

Executive Director's Report

Executive Director Susie Koos-Acker focused her presentation on four areas:

1. After several years of a decrease in membership, the ADS is seeing a modest member increase this year. In order to continue the increase it is necessary to consider new approaches, particularly since the new generations are not necessarily prone to join and support memberships without direct benefits. Further, she mentioned that she would be looking at the Morgan Horse Association and their experiment in tiered membership.
2. She introduced new staff members Maria McGinnis and Judy Sullivan and summarized their hours and responsibilities. Further, she explained the new duties of Stacy Carlson.
3. She explained some of challenges at certain times of year and mentioned some changes under consideration in dates and formats of certain publications in order to make better use of staff and improve communications.
4. The Executive Director summarized briefly the successes of the new past-due collections procedure.

Committee Reports

RULES COMMITTEE

Chair Mike Arnold made the following comments:

The committee continues to implement those items on our 2013 plan. Some are complete and others will be completed before the new year. Most will be ongoing year after year. So far this year, the Rule Change Process Review was implemented for the 2014 Rulebook, with 84 rule change suggestions that generated 561 member comments. We've converted the Rulebook to InDesign with live links as well as a linked Table of Contents. We have the challenge of integrating the 2014 FEI Rule changes, which is a complete rewrite/reorganization of the Combined Driving section that will require the re-adaptation of our current modifications as well as the new rule change proposals.

We continue to encourage everyone to help us create the most usable Rulebook and appreciate any comments or suggestions anyone may have about our pending work, especially about the new Rulebook as these become available.

BYLAWS AND GOVERNANCE COMMITTEE

Chair Amanda Horton made brief comments on the activities of that committee

LICENSED OFFICIALS COMMITTEE

Chair Dana Bright report briefly on the activities of that committee. (See attachments for full report.)

PLEASURE DRIVING COMMITTEE

Chair Morse made brief comments on the activities of that committee.

REGIONAL DIRECTOR WORKING GROUP

Chair Francine Arrington reported on the activities of the group. The Regional Directors are supporting the project for a new web design, one for which regional directors can have responsibilities for updates on the regional pages.

COMBINED DRIVING COMMITTEE
(See attachments for a full report.)

DRIVEN DRESSAGE COMMITTEE
(See attachments for a full report.)

OLD BUSINESS

President Freiburger asked three times if there were old business. There was none.

NEW BUSINESS

NOMINATION OF ELAINE KENDIG AS CHAIR OF THE NOMINATING COMMITTEE:

President Freiburger clarified this vote. The President appoints the individual to this position and the Board of Directors confirms the nomination.

Mary Jo Stockman made this motion to confirm the Presidents nominee: ***Mr. President, it is my honor and privilege to confirm as chair of the Nominating Committee for the 2014 elections of Directors and Officers a woman who has given selflessly of her time and knowledge of equestrian sports. She was active in the United States Dressage Federation where she served as an official. She has served the American Driving Society, Inc. as a director and committee chair. She worked tirelessly on the Governance and Bylaws Committee and through her leadership, the bylaws stand as the guiding principles of the organization. In addition to her extensive knowledge of the equestrian sports and industry, she also brings a wealth of practical business experience in a regulated industry not unlike a non-profit corporation. In conclusion, I nominate Elaine Kendig as the Chair of the Nominating Committee***

Amanda Horton seconded the motion.

A vote by show of hands was asked for, and the secretary conducted the count. Including votes of those present as well as on the telephone, the outcome was: ***Yes – 18; and Dissent – 1.***

The President stated that the Board of Directors confirmed his nomination of Elaine Kendig.

AWARD

Mike Arnold moved that The American Driving Society, Inc. thank Linda Yutzy for her extensive time and effort in producing the 2014 ADS Rulebook by the award of a Life Membership. Francine Arrington seconded the motion.

The President asked three times if there were any objections. ***Hearing none, he declared that the motion was approved with unanimous consent.***

APPROVAL OF THE CALENDAR OF BOARD OF DIRECTORS MEETINGS

The recommended calendar of meetings is:

Fall Webinar, Wednesday November 20, 2013 (for Rules approval)

Winter BOD meeting at USEF meeting, January 8-11, 2014 in Lexington, KY

May Webinar, Wednesday May 21, 2014

September Member and Board Meetings, September 25-28, Morven Park, Leesburg,
Virginia

There was a discussion of the fall meeting in Morven Park. These individuals volunteered to be on the steering committee: Dana Bright, Heidi Ferguson, Diane Koopman, Mary Jo Stockman, and Audrey Bostwick (as historian for the 40th anniversary event)

President Freiburger asked three times if there were any objections. ***Hearing none, he declared that the calendar was approved with unanimous consent.***

TRAVEL GRANTS

Francine Arrington moved to establish a travel grant process for Board of Directors members to assist with travel expenses to attend meetings. Amanda Horton seconded the motion.

After discussion, a vote by show of hands was asked for. The secretary conducted the count. Including votes of those present as well as on the telephone, the outcome was: ***Yes - 15; and dissent - 2. The President declared that the motion was approved.***

COURSE DESIGN EDUCATION

Mary Jo Stockman made this motion. ***Mr. President, through a series of ADT's organized by Susan Koso and Marc Johnson, a surplus of funds was created that will not be used as the ADTs have been discontinued. The Fund of \$750.00 has been donated to the American Driving Society as a restricted fund to design and organize a training clinic in course design.***

Those individuals who complete the clinic will receive a certificate of completion and a list will be kept for organizers looking for course designers. The ADS will not warrant the abilities of those who complete the course but simply that they have done the work. With the assurance by Equisure, Inc. Insurance that no additional liability will attach to the ADS, I move that we accept the grant and acknowledge Marc Johnson's and Susan Koso's kindness and generosity in the next available edition of "The Whip". Keith Yutzy seconded the motion

After discussion, ***President Freiburger asked three times if there were any objections. Hearing none, he declared that the motion passed with unanimous consent.***

YOUTH COMPETITOR

Mike Arnold moved that an individual be considered a youth until the competition age of twenty-two. Amanda Horton seconded the motion.

After discussion, ***President Freiburger asked three times if there were any objections. Hearing none, he declared that the motion passed with unanimous consent.***

NATIONAL CHAMPIONSHIPS

Mike Arnold moved that the ADS establish annual head-to-head preliminary and intermediate level National Championship, for all divisions, to begin in the fall of 2014. And, in order to facilitate the creation of said championship in good order, that the President appoint a special committee to draft guidelines, accept hosting applications and name the site (or sites) of the 2014 championships. Amanda Horton seconded the motion.

After discussion, **President Freiburger asked three times if there were any objections. Hearing none, he declared that the motion passed with unanimous consent.**

ADS ADVANCED

Merridy Hance made this motion. In Combined Driving, because of confusion over the term "ADS Advanced" for organizers, officials, and members, I move that the term for this division be changed to "Advanced Intermediate". Amanda Horton seconded the motion.

There was agreement that this should be submitted as a rule change. **The motion failed.**

ADS OMNIBUS

Merridy Hance made this motion: To better serve our organizers, officials, and members, I move that the Omnibus be changed from hard copy with its restrictive publishing date requirements to online only with ease of posting, updating, and compliance. Amanda Horton seconded the motion.

Mary Jo Stockman moved an amendment to table the motion. Mike Arnold seconded this motion.

After a discussion regarding tabling the motion, a vote count was asked for. After the vote, the Secretary reported on the results: **Yes-3; and no -14. The amendment failed.**

Merridy Hance moved an amendment that "in one-year" be inserted between "changed" and "from". Francine Arrington seconded the amendment.

There was consensus that a timeline should not be established. **The Amendment failed.**

The President then returned the meeting to the original motion, which has no amendments, and asked for a vote count. After the vote, the Secretary made this report: **Yes - 8; and no - 9. The motion failed.**

Members who voted "no" wanted the body to know that they are in agreement with the idea of an online Omnibus, but at this time there are other considerations that need to be resolved, most important that the ADS must have an updated website with improved software.

RECESS

President Freiburger recessed the meeting at 12:05 p.m., to reconvene at 12:40 that day.

RECONVENE

President Freiburger reconvened the meeting at 12:40 p.m. that same day.

NEW BUSINESS: \$50,000 MATCHING GRANT CAMPAIGN

John Freiburger, as Chair of the Development Committee, described the background to the ADS receiving the offer of \$50,000 as a matching grant opportunity. The Development Committee is heading up this effort. The committee has asked for input from the Board of Directors.

The discussion focused upon different strategies for a successful fundraising campaign including: ADS publication promotions, membership mailings, email, ADS affiliated driving clubs, role of regional directors, and role of Board of Directors members. Further, the discussion included ideas on tracking and recognition of donations.

President Freiburger also asked all committees to submit projects for 2014 that need funding to include as part of the promotion.

RECESS

President Freiburger recessed the meeting at 1:00 p.m., to reconvene on Saturday, September 28 at 6:00 p.m., following the ADS Annual Members Meeting.

RECONVENED BOARD OF DIRECTORS MEETING -SEPTEMBER 28, 2013

President Freiburger reconvened the meeting at 6:10 p.m. on September 28.

ROLL CALL

Present: John Freiburger, Mary Jo Stockman, Bill Lawson, Ann Davis, Heidi Ferguson, Francine Arrington, Veronica Campbell, Karen Garrett, Lori Hanes, Dana Bright, Jeff Morse, Amanda Horton, Mike Arnold, Elaine Kendig, Keith Yutzy, Wendy Ying, and Audrey Bostwick.

Secretary Davis reported that there were seventeen members present, a legal quorum.

FURTHER NEW BUSINESS

APPOINTMENT OF TWO REGIONAL DIRECTORS TO THE NOMINATION COMMITTEE
Amanda Horton moved that Francine Arrington and Karen Garrett, as representing the Regional Directors, be appointed to the 2014 American Driving Society Nominating Committee. Dana Bright seconded the motion.

President Freiburger asked three times if there were objections. Hearing none, ***he declared that the motion passed with unanimous consent.***

\$50,000 MATCHING GRANT

There was further discussion on fundraising strategies to raise the \$50,000 to qualify for the \$50,000 matching grant donation. President Freiburger asked Board of Directors members to make comments on a draft telephone calling script.

USING GO-TO-MEETING TECHNOLOGY

President Freiburger brought up the issue of allowing Go-To-Meeting technology use at face-to-face Board of Directors meetings. Other than for excused Board members, he suggested that the Board of Directors consider disallowing for non-excused member participation. There were comments for and comments against. The final consensus was that Board of Directors

members be strongly urged to attend in-person meetings as the quality of the discussion and decision-making is much improved with face-to-face participation.

ADJOURNMENT

Mary Jo Stockman moved for adjournment. Hearing no objections, ***President Freiburger adjourned the meeting at 6:35p.m.***

Submitted by Ann Davis, Secretary American Driving Society Board of Directors

Date: October 5, 2013