

THE AMERICAN DRIVING SOCIETY, INC BOARD OF DIRECTORS MEETING Lexington, Kentucky – January 11, 2014

President Freiburger called the meeting of The American Driving Society, Inc. Board of Directors to order at 8:37 a.m. EST.

Roll Call/Secretary's Report

DIRECTORS PRESENT IN PERSON: John Freiburger, Mary Jo Stockman, Bill Lawson, Ann Davis, Karen Garrett, Dana Bright, Amanda Horton, Mike Arnold, Elaine Kendig, Maryann Boyden, and Audrey Bostwick

DIRECTORS PRESENT VIA TELEPHONE: Francine Arrington, Veronica Campbell, Katy Rhinehart, Jeff Morse, Merridy Hance, Tracey Morgan, Jennifer Matheson, Keith Yutzy, and Wendy Ying

Secretary Davis reported that there were 30 Board of Directors positions (excepting the Chair of the Development Committee which is presently held by President Freiburger, so that he has only one vote). The required one-third of that number is 10. With 20 Directors at the meeting, there was sufficient number to meet the quorum standard.

Approval of the Board of Director Minutes

Elaine Kendig moved approval of the minutes from the December 18, 2013 Board of Directors' meetings, with a second by Audrey Bostwick. The President asked three times if there were corrections. Hearing none, ***the minutes were approved with unanimous consent.***

Vice-President's Report

Vice-President Stockman reported on her project to copyright the Rulebook. She stated that the project would be complete by the end of the week. The importance of this project is to give the ADS control over rules developed by this organization.

Treasurer's Report on the 2013 budget versus actuals to date

Treasurer Lawson stated that he could only extrapolate the final results since December 2013 reports were not yet available. He then made general and balance sheet comments.

President's Report

President Freiburger commented on two items:

First, state registration for purposes of fundraising has been delayed because of the necessity of providing 990s to the different states, either as initial registration or reregistration. Perlman & Perlman is now completing the project. It is important to the ADS that fundraising be done as required legally.

Second, because of the delay in completing registrations, the \$50,000 challenge deadline has been extended.

Executive Director's Report

See attachments for written report.

Old Business

There was none.

New Business

SELECTION OF THE BOARD OF DIRECTORS MEETING SITES AND DATES:

Dana Bright moved approval of these dates and locations for 2014 Board of Directors Meetings:

Spring go-to-meeting- May 22, 2014

Fall go-to-meeting-October 23, 2014

Members Meeting/Board of Directors Meeting –September 25-28 at Acadia

Audrey Bostwick seconded the motion.

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

There was consensus that the decision on the location and date of the winter 2015 Board of Directors would be made at the May 22, 2013 Board of Directors Meeting.

APPROVE 2014 OPERATIONS BUDGET:

Treasurer Lawson summarized the philosophy behind the 2014 Budget as presented, with comments from a written document. (See attachments.)

Dana Bright moved approval of the 2014 Budget as presented (See attachments.) Mary Jo Stockman seconded the motion.

In the discussion there was agreement that assumptions outlined in the introductory document to the budget be reassessed in May and reported upon at the May 22, 2014 Board of Directors meeting.

The President asked if there was any further discussion. He then asked three times if there were objections to the budget as presented. ***Hearing none, he declared that the 2014 Budget was approved with unanimous consent.***

DISCUSSION OF ADS RECOGNITION OF SCHOOLING SHOWS

Comments from Directors:

Merridy Hance – Do not put safety at risk but promote innovation while minimizing costs.

Jeff Morse – Pleasure Driving needs to be safe, using at least one official

Veronica Campbell suggested that an official be on call or on site.

Jennifer Matheson agreed with Director Campbell, noting that membership could be built via schooling shows.

Dana Bright suggested a webinar for training/supporting organizers.

The Executive Director reported on her conversation with Equisure:

*Equipment/supplies need to be brought by participant, not supplied by organizer

*Probably need a separate policy

*Eventing Association is willing to share its experience and process regarding “schooling shows”

*Qualification of organizer important – needs experience

Consensus: ADS needs to define “schooling shows” and find ways to support new organizers.

COMMITTEE REPORTS

Regional Director Council: Karen Garrett and Veronica Campbell made brief reports

Licensed Officials Committee: Dana Bright made brief comments

Pleasure Driving Committee: Jeff Morse made comments from a written report (See attachments.)

Combined Driving Committee: Merridy Hance made comments from a written report (See attachments.)

Dressage Committee: Tracey Morgan submitted a written report (See attachments.)

Rules Committee: Mike Arnold made brief comments (See attachments.)

Breed Partners Special Committee: Ann Davis made brief comments

Development Committee: Chair Freiburger stated that he had already made comments on state registrations and fundraising under the President’s report. He reported further that a report on Endowment Funds investments would be available by the end of the end of January, once the ADS received the Morgan Stanley year-end report.

Recognition

Amanda Horton moved that Dave Sadler be recognized for his years of service as the Regional Director of the Central Region. Dana Bright seconded the motion. President Freiburger declared that the motion was approved with unanimous consent.

FURTHER NEW BUSINESS

Dana Bright moved that the ADS include language on the ADS entry form indicating that the entry (competitor) gives permission to use video/photos of him/herself for educational/promotional purposes. Use would be done in a positive way. This would be similar to current USEF practice. Amanda Horton seconded the motion. The President asked if there were objections. Hearing none, ***he declared that the motion was approved with unanimous consent.***

NOMINATING COMMITTEE REPORT

Nominating Committee Chair, Elaine Kendig, reported that she had received 16 replies from current Board members indicating that they would be willing to serve another term. There are several who will retire at the end of their current term, two of who said they would consider another term if a different candidate could not be found. Board members who have not responded will be contacted. A committee teleconference meeting will be scheduled soon and will begin to confirm that potential candidates are willing to be slated nominees.

Closed Executive Session

The President closed the meeting into executive session at 11:40 a.m.

The President reopened the session at 12:33 p.m.

Amanda Horton moved that the Board proceed with the request for revocation of a membership for conduct prejudicial to the interests of the ADS. Bill Lawson seconded the motion. A hand vote was taken. The results were: Yes-1 and No-14. The President reported that the motion failed.

Amanda Horton moved that the President, with advice of the Executive Committee, appoint four members to clarify or possibly negotiate a new affiliate agreement with USEF. Mary Jo Stockman 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.

Adjournment

Amanda Horton moved that the meeting be adjourned. Hearing no objection, The President adjourned the meeting at 12:45 p.m.

Submitted by: Ann Davis, Secretary ADS Board of Directors

Date: January 23, 2014