

Minutes of the Board of Directors Meeting
July 7, 2007
Chicago, IL

The meeting of the Board of Directors of the American Driving Society was called to order at 9:05 on Saturday, July 7, 2007 at the Hilton Garden Inn in Chicago, IL

Present were: Jim Keathley, President; Pat Cheatham, Vice President, Susan Koso, Secretary, Bill Lawson, Treasurer, Simon Rosenman, Don Hayes, Audrey Bostwick, Marcie Quist, Jody Cutler, Tom Knicker, Hardy Zantke, Mike Lyon, Lyle Peterson, John Frieberger, Jeff Morse, Kelly Valdez, Jennifer Matheson, Ann Davis, Veronica Campbell, and Barbara Chapman. A quorum of members was present.

Also attending were Susie Koos-Acker, Executive Director, Stacy Carlson, Office Manager and Ted Campbell.

On a motion by Audrey Bostwick, seconded, the minutes of the meeting of February 10, 2007 were approved as written.

President's report:

Jim Keathley reported that strides have been taken to improve the financial condition of the ADS. The President presented names to fill vacant positions on the Board: Lyle Peterson, Chair of the Governance Committee; Jennifer Matheson, Regional Director of the Southeast Region; and Veronica Campbell, Regional Director of the Pacific Region. On a motion by Jim Keathley, which was seconded, the individuals were unanimously approved as new members of the Board of Directors.

Treasurer's Report: (on file)

Bill Lawson indicated that there will be an anticipated loss of \$31,338 for 2007. The conversion to Quickbooks is nearly complete. Publications continue to be the biggest area of cost.

A balance sheet was requested for the Sunday portion of the meeting.

On a motion by Hardy Zantke, seconded, the Treasurer's report was accepted.

Executive Director's Report (on file)

Susie Koos-Acker reported that the Wheelhorse is now available electronically, but 1600 are still mailed due to bad email addresses and members who have requested paper copies.

On-line entry forms are now available.

The Executive Director was asked to determine how many members use the Omnibus and the number of members who compete through a survey at the time of renewal.

A new website will allow Technical Delegate reports to be given to the appropriate committees. This should be finished by the end of July.

Simon Rosenman has agreed to coordinate the preparation of the ADS Handbook for publication. One person from each standing committee will be asked to sit on a Special Committee headed by Mr. Rosenman.

The Super Clinic held in Dallas was successful in all aspects and made a profit of \$8000. Office staff has grown by the addition of Natalie Byrne, who has expertise in design and writing. Jean Prelka is assisting show organizers and Stacy Carlson has moved to full time.

Committee Reports: Jim Keathley informed Committee Chairs that they should use the office teleconferencing capability. Any two Committee members can convene a meeting.

Combined Driving Committee: Tom Knicker reporting

The Committee is working on “housekeeping” changes to the Combined Driving Section of the Rule Book.

The Committee does not support the extraordinary rule change requiring a qualified driver to be in the carriage.

Dressage Committee: Kelly Valdes reporting

Kelly Valdes announced that she will be stepping down from the Dressage Committee Chair position.

The Committee feels the FEI rules should be incorporated into the ADS Handbook and suggests that errata sheets be used for changes rather than Reprinting the Handbook to reflect the changes in 2009.

Licensed Officials Committee: Marcie Quist reporting

The Tan Pages are in the process of being rewritten. Criteria for learners and to get promotions will go into the Policies and Procedures Manual for easier revision.

Policies and Procedures are needed for recognizing Emeritus Judges.

Governance Committee: Susan Koso reporting

A report prepared by Mary Jo Stockman, a member of the Committee, concerning changing the state of incorporation was distributed (on file)

As New York law allows the use of proxies, the need to relocate is moot and the subject is dropped.

Polices and Procedures for the use of proxy votes need to be developed.

Pleasure Driving Committee: Jeff Morse reporting (report on file)

A procedure to communicate responses to questions from embers needs to be developed to ensure consistency. Building a FAQ database on the ADS web site was recommended.

Recreational Driving Committee: Mike Lyon reporting

No responses to the proposed Guidelines for Recreational Drives have been received.

A motion by made by Mike Lyon to accept the Guidelines as printed. The motion was seconded and tabled until the continuation of the meeting on Sunday July 8 when copies of the proposed Guidelines will be available.

The National Drive will be an ADS recognized event in 2008 if the guidelines are adopted.

Safety and Education Committee: No report

A motion was made by Lyle Peterson, which was seconded, that the ADS produce signs reminding participants not to remove the bridle from a horse/horses while hitched. The motion was approved unanimously.

The Executive Committee will determine how the signs will be produced.

Competition Standards Committee: No report

A written report on electronic scoring from Marc Johnson was distributed.

Additional information is anticipated.

Regional Reports

New England Region: Bill Lawson reporting

The New England Regional Drive was a success and profits were donated to the ADS.

Northwest Region: Ann Davis reporting

Ann Davis presented a report on the realigning of the regions. It will be proposed that Arizona be moved to the Pacific Region. The proposed date will be 2008.

Midwest Region: John Frieberger reporting

Non-ADS clubs are being contacted. The chair is attending horse "Expos" and making presentations. Promoting "Learn to Drive" days.

Would like a state representative to cover the Dakotas.

Pacific Region: Veronica Campbell reporting

The Region is promoting the California HDT/ADT Challenge

The Chair presented information on the Annual Meeting on November 1 – 4 which will be hosted by the Pacific Region. Income will go to the Region, but proceeds from the silent

Auction will go to the ADS.

The Executive Director will create a web site for the meeting.

Achieving a quorum should not be a problem

Old Business:

Young Drivers Championship:

A report from the Young Driver's Committee.

After considerable discussion, Marcie Quit made a motion, which was seconded, to establish a Special Committee under the leadership of Kelly Valdes to propose

a Young Drivers Program that would be education and offer scholarships. The motion passed on a vote of 18 for and 2 opposed. Ms. Valdes will select her committee, which may include ADS members not on the Board of Directors as well as Junior members.

Nomination Committee:

Jim Keathley directed the Chair of each standing committee select the name of one person on their Committee to serve on the Nominating Committee as stated in the Bylaws. The selection is to be completed by September 1 and the names are to be submitted to Past President Jody Cutler. The Nominating Committee needs to meet in person at least one time.

Honorary Member:

Susan Koso moved that Natasha Grigg be named an honorary member of the American Driving Society. The motion was unanimously and resoundingly passed.

The meeting of the Board of Directors recessed until 8:00 a.m. on Sunday, July 8.

The meeting reconvened at 8:15 on July 8.

Recreational Drive Guidelines (carried over from previous session);

An ADS Licensed Official is needed to protect the ADS and to secure insurance. The Blue Pages (Part II, General Rules and Regulations) apply to Recreational Drives except for those concerning dress. This should be included in the Guidelines.

As comments will be accepted until August 30, Mike Lyon withdrew his motion to accept the Guidelines as printed.

The Executive Committee can approve the Guidelines, which can then be ratified by the Board at the Annual Meeting.

Simon Rosenman made a motion, which was seconded, to approve the Guidelines pending comments from the general membership. The motion passed unanimously.

The meeting was then recessed until 1:00 for strategic planning.

The meeting reconvened at 1:10.

Balance Sheet:

A Balance Sheet was distributed to the Board (on file)

Bill Lawson stated he was not seeking approval of the Balance Sheet, as not all items had been reconciled. The Balance Sheet was reviewed line by line and the problems were explained.

On a motion by Simon Rosenman, which was seconded and unanimously approved, the Treasurer will distribute a Financial Statement to the Board no later than 10 days prior to any Board Meeting

New Business.

Check Signing Responsibility:

Simon Rosenman moved that the authority to disburse ADS cash and assets be as follows:

The Executive Director be authorized to pay all ongoing expenses incurred by the ADS pre-approved by budget; or Executive Committee or Board resolution; regular payroll, employer contributions and taxes as required by law; and the following banking resolution be filed for all ADS asset accounts:

For transactions up to \$5,000 – one of the Executive Director, President, Secretary, or Treasurer of the Society;

For transactions from \$5,000 up to \$20,000 – any two of the Executive Director, President, Secretary, or Treasurer of the Society;

For transactions over \$20,000 – any two of the President, Secretary, or Treasurer of the Society.

The motion was seconded. On a vote of 4 in favor and 13 opposed, the motion was defeated.

Reports to the Board of Directors From the ADS Fund:

Simon Rosenman made a motion whereas the ADS Fund depends on generous contributions of membership and friends of the ADS; and whereas this Board has a fiduciary obligation to account for this Fun; it is therefore moved that a quarterly report be available to members of the Board including at least the following information: A summary of all fund transactions by quarter and year-to-date for monies received and expenditures classified by grants and operating expenses; locations of fund money and investments, and changes to an ongoing list for each of the restricted funds balances. The motion was seconded and unanimously approved.

ADS Bear the Costs of Meetings:

Simon Rosenman made a motion whereas the members of the ADS appreciate and respect the volunteer time and talents of its Directors; and whereas the perception exists wherein directors must pay to offset meeting costs and attend meetings; it is therefore moved that directors not be charged to attend meetings, the cost of meeting rooms or pay for refreshment breaks or working meals during any meeting of the Board of Directors. The motion was seconded. The motion was defeated on a vote of 4 in favor and 13 opposed.

Signature Requirements for ADS Expenditures:

Jody Cutler made a motion that the Finance Committee consider the signature requirements for ADS expenditures. The motion was referred to the Finance Committee for a recommendation to be voted upon.

Procedure for Replacing Directors Between Elections

Jody Cutler made a motion that the Governance Committee start the procedure for amending the Bylaws to include the procedure for replacing Directors in between the normal election cycle. The motion was seconded. Ms. Cutler believes that there is a conflict between the Bylaws and the Policies and Procedures concerning how Directors may be replaced. Bill Lawon amended the motion to state that the Governance Committee is to review the Policies and Procedures as well as the Bylaws to determine if there is a conflict regarding the replacement of Directors between the normal cycle. The amended motion passed on a vote of 15 in favor to 2 opposed.

2008 Winter Meeting of the ADS

On a motion by Pat Cheatham, which was seconded, it was proposed that the Winter meeting of the ADS be held in conjunction with the USEF Annual Meeting in Louisville, KY. The motion passed unanimously.

The meeting was adjourned at 3:15.

Susan Koso, Secretary