

American Saddlebred Horse Association, Inc.

Board of Directors Meeting

American Saddlebred Museum Library, Lexington, KY, and By Teleconference

Tuesday, May 16, 2006
2:30 p.m. Eastern Time

MINUTES

[As APPROVED July 10, 2006]

Members Present: President Fred Sarver, First Vice President Misdee Wrigley, Second Vice President Mary Anne Cronan, Secretary Mary Ann Pardieck, Treasurer David Howard, Directors Bill Blacklaw, Nancy Boone, Victoria Gillenwater, Louise Gilliland, Nelson Green, Matthew Heiman, Tim Lockard, Scott Matton, Dr. Alan Raun, Kay Richardson, Jim Ruwoldt, Paul Treiber, Art Zubrod.

Members Absent: None.

Others Present: UPHA President Randy Harper, Counsel Jeff Streepey, Executive Secretary Alan Balch.

I. The meeting was called to order at 2:30 p.m., and a quorum was present. Messrs. Sarver, Zubrod, Harper, and Balch, and Ms. Wrigley, participated in the teleconference from the Museum Library.

II. Consideration of Minutes

Mr. Sarver noted that despite the Revised Agenda only mentioning the minutes of March 21, in fact the original Agenda and materials circulated were correct, and that the minutes of three meetings should be considered.

a. February 16, 2006: Ms. Gillenwater moved the approval of the minutes as circulated, Mr. Ruwoldt seconded, and the motion carried unanimously.

b. February 18, 2006: Ms. Boone moved that the minutes be approved as presented, Mr. Blacklaw seconded, and the motion carried unanimously.

c. March 21, 2006: Ms. Pardieck moved the approval of the minutes as prepared, Ms. Gilliland seconded, and the motion was adopted unanimously.

III. Authorization of Executive Committee

Mr. Sarver called upon Mr. Streepey to provide the directors background on the bylaw provision for authorization of the Executive Committee. Mr. Streepey referred to the Bylaws, Article IX, Section 1. To be in strict compliance with the bylaws, he stated that the Board of Directors should formally authorize the Executive Committee so it would be properly empowered.

Mr. Sarver suggested that the Executive Committee ought to consist of the officers as elected in February, and said he would entertain a motion to that effect.

Thereupon, Ms. Wrigley moved that the Executive Committee be formally authorized, to include the duly elected officers, and Ms. Gillenwater seconded. The motion was adopted unanimously.

IV. Recommendation of Officers for Candidates for Director, Kentucky State Fair

Ms. Cronan stated that since she understood she was among those being considered by the directors as a candidate, she would leave the meeting at this point; Mr. Sarver thanked her for attending and noted that for later business she would again be contacted by the conference operator.

Mr. Sarver called on Ms. Pardieck as Secretary of the Association to report on the activities and recommendation of the officers. She reported at some length on the process of consideration, which had only come to an end the day before this meeting, and the conscientious attention to finding the best possible representatives of the Association and equine interests consistent with the board's criteria as developed in its previous meeting, and in compliance with the law as to residency and political affiliation.

In alphabetical order, by political party, she stated that the officers recommended the following individuals: Steven L. Beshear, William Munford, Charlotte "Corky" Robertson; and Mary Anne Cronan, David L. Hall, and Tandy Patrick. She briefly described each of their backgrounds, as each had previously been provided at greater length to the directors.

Ms. Pardieck moved that the list as recommended be approved, and Dr. Raun seconded. With no further discussion, the motion carried with 14 in favor, 1 opposed, 1 abstention, and 2 not voting (Mr. Sarver and Ms. Cronan, recused).

V. Standards of Conduct and Duties of Directors

Ms. Cronan rejoined the meeting once connected by the conference operator. Mr. Sarver stated he would like to relinquish the chair so that he could speak freely on this

item. Ms. Wrigley stated she would assume the chair until such time as Mr. Sarver felt it was appropriate to resume presiding over the meeting.

Thereupon, Mr. Sarver recounted for the board a short chronology of the last several weeks, including an instance at a board meeting of the United Professional Horsemen's Association, which Mr. Sarver and others believed raised the applicability of the Standards of Conduct and Duties of Directors adopted by the ASHA Board a number of years ago. Mr. Harper affirmed Mr. Sarver's account. Both stated that even though some individuals might attempt to do so, nobody would be successful in dividing UPHA from ASHA in their efforts to work for the betterment of the industry, even in the rare occasions when there were serious differences of opinion.

A lengthy discussion of director responsibilities ensued.

Once Mr. Sarver re-assumed the chair, he called for a roll call of all directors to re-affirm their commitment to abide by the guidelines and policies adopted for the board. After discussion of the meaning and intent of certain of the guidelines, all responded in the affirmative.

VI. Other Business

Ms. Richardson summarized the important activities supervised by the Youth Committee, and asked that a Youth Coordinator be named on the staff. A discussion followed of the importance of the youth and outreach programs of the Association.

Mr. Heiman moved that a Youth Coordinator be hired, as the sole "point person" on youth programs for the staff, and Mr. Matton seconded. Further discussion followed. Mr. Balch stated that while he was sympathetic to and endorsed the importance of youth programs, all the programs of the Association were similarly important; with a small staff, he said he was trying to foster a team approach where most or all individuals were cross-trained and able to assist others. He said that a Program Administrator, as he had stated before was being hired, would have the youth programs as a prime responsibility, but not as a sole responsibility. He indicated that having a "single point of contact" for any program with such a small staff was problematic, and not a best management practice, but that he understood the board could decide to implement such a directive even if it was inconsistent with the principles and guidelines previously discussed. Ms. Wrigley and Ms. Cronan stated that they felt, per the guidelines, that the Executive Secretary was specifically assigned the responsibility for hiring and managing the staff, and that it was clear Mr. Balch understood the importance of the youth programs. Mr. Matton withdrew his second to the motion, and Mr. Heiman withdrew the motion, both expressing satisfaction that the board's opinion on the staff focus required for successful youth programs had been made clear. All agreed that the website should clarify staff responsibilities and contacts for members and interest groups seeking material from the Association to display or distribute to further interest in the breed.

Mr. Ruwoldt raised the issue of the status of the Strategic Planning Committee, and asked for an update on the idea to develop Regional Championships. Mr. Sarver replied that the new Charter Club Council was considering various criteria for this program, and Mr. Balch added that a meeting was scheduled soon of the Council and he hoped progress would be made on that important idea.

VII. Adjournment

Upon motion of Mr. Zubrod, seconded by Dr. Raun, the meeting was adjourned, without objection, at 4:15 p.m.

Submitted by: _____
Alan F. Balch
Executive Secretary