

# AMERICAN SADDLEBRED HORSE ASSOCIATION, INC.

## Board of Directors Meeting

Marriott Griffin Gate Resort and Hotel  
Lexington, Kentucky

Thursday, February 12, 2009

7:00 p.m. Eastern Time

## MINUTES

[As Approved July 6, 2009]

**Members Present:** President Mary Anne Cronan, First Vice President Mary Ann Pardieck, Second Vice President Vicki Gillenwater, Secretary Paul Treiber, Directors Louise Gilliland, Nelson Green, Carl Holden, Scott Matton, Dr. Margaret McNeese, Barbara Molland, Dr. Alan Raun, Kay Richardson, Jimmy Robertson, Judith Werner, Art Zubrod.

**Members Absent:** Treasurer Jim Ruwoldt, Director Bill Blacklaw. Director David Howard had submitted his written resignation prior to the meeting.

**Others Present:** Registry Directors Robert Ruxer, Anne Stafford. Executive Committee Member and Kentucky State Fair Director Fred Sarver. Association Directors-elect Betsy Boone, Germaine Johnson, William Whitley. UPHA Vice President Bret Day, American Saddlebred Museum President Laurel Nelson. Counsel Jeff Streepey, Executive Secretary Alan Balch, Registry Associate Katriona Adams.

- I. The meeting was called to order** at 7:00 p.m., and a quorum was in attendance. The meeting followed a reception and light dinner sponsored in part by the FEI Disciplines Committee. President Cronan introduced the guests at the meeting, and the directors-elect who could attend. She conveyed congratulations to Mr. Sarver on his appointment to the board of the Kentucky State Fair upon the expiration of the previous director's term, and called the attention of the attendees to the letter submitted to the Governor of the Commonwealth of Kentucky

containing the names of the Association's six candidates, equally divided by political party, as required by law. She noted that the previous director nominated by the ASHA, Tandy Patrick, was also on the 2008 list submitted to the Governor, and noted she had conveyed the thanks of the board and membership of the Association to Ms. Patrick for her service.

## **II. Consideration of Minutes**

- a. Upon presentation of the minutes of the Executive Committee meeting of October 29, 2008, *Mr. Sarver moved their approval, and Ms. Gillenwater seconded, and the minutes were approved without objection by the members of the Executive Committee in attendance.*
- b. *Mr. Zubrod moved the approval of the minutes of the Board of Directors meeting of October 29, 2008. Mrs. Pardieck seconded, and the motion carried without objection or abstention.*

Dr. Raun asked about the Nominating Committee report included with the minutes, and questioned how the board would go forward with his proposal that the Nominating Committee be required to put forward more candidates than openings for director on the ballot. Mr. Zubrod noted that there was a letter and proposal from him on this subject circulated with the board materials. Ms. Cronan replied that this subject would be taken up later in the meeting.

## **III. President's Report**

- a. **Composition of Board of Directors**

Mrs. Cronan reported on the composition of the present board, noting that Mr. Howard had submitted a letter of resignation owing to his need to resolve several health-related issues. Per the bylaws, such a vacancy is filled by the entire board of directors. She stated that the officers had met on this issue and recommended that this matter be deferred to the new board after appropriate investigation of possible candidates. The appointee would complete Mr. Howard's unexpired term.
- b. **Kentucky State Fair Advisory Committee**

The president noted that the Advisory Committee would be meeting in Louisville next week, and that she had appointed Nelson Green, Chuck Herbert, Sandy Lilly, and Jimmy Robertson to join the ASHA executive secretary and the new president elected Saturday as the ASHA's appointees to the new committee. The UPHA appoints a like number.
- c. **United Professional Horsemen's Association Convention**

Mrs. Cronan applauded the spirit of cooperation between organizations evident at the UPHA convention in January, which she attended, and noted that leadership of both organizations emphasized the need to work together on all issues and projects that can stimulate interest in the breed.

#### **IV. Treasurer's Report**

In the absence of Mr. Ruwoldt, Mr. Balch presented the Treasurer's Report and the materials prepared by staff and the Association's independent auditor, including the formal audit. Mr. Balch, along with Mr. Holden and Mr. Robertson, members of the Joint Finance Committee of the Association and Registry, noted the relatively good financial health of the Association coming off 2008, and although performance was not favorable to last year's actual, it was significantly favorable to budget. Mr. Balch emphasized the factors, particularly those early in the year, along with generous donations previously announced that were unbudgeted, leading to this performance, and projected an extraordinarily difficult year or two ahead.

Although the budget for 2009 was presented in board materials, Mr. Balch noted that it was for review only at this time, in order to give directors time to study it and ask questions prior to the Saturday meeting when it would be formally considered for adoption. He stated that it included a projection of a decrease in compensation of 12%, which was necessary in order to provide a balanced budget.

#### **V. Executive Secretary's Report**

Prior to delivering his report, Mr. Balch suggested a formal Executive Session of directors only, to consider personnel and compensation issues related to the proposed budget. Without objection, all non-directors except Mr. Balch and Mr. Streepey were excused for the duration of the session.

##### **a. Election Results**

Mr. Balch called the attention of directors to the formal election report included in the meeting materials, indicating that 5.2% of the membership voted in the recent election and/or had provided proxies for meeting attendance. This is approximately average. He stated that in the previous year, over 500 ballots had been received for the contested election of directors, and this year the election was not contested, and this year over 300 were received.

##### **b. Statistical Data**

The board reviewed the detailed chart on breed registries, as well as an article on breeding indicating the declining interest in registered breeds. Mr. Balch noted that the Saddlebred Registry actually showed an increased in registrations for 2008, compared with across-the-board decreases for other breeds, which were exceptionally large in some cases. He also noted the comparison of parentage testing kits ordered week by week vs. year-earlier numbers, which indicates this year's activity is exceedingly weak thus far. The directors suggested compiling a comparative report for several years.

#### **VI. Introduction of Guidelines, Policies, Prize Program Summary**

Mrs. Cronan and Mr. Balch drew the attention of directors to the information on board and committee guidelines and policies, as well as the summary of the Registry's prize programs, included in the materials distributed to directors. Mr. Balch added that the updated bylaws for both the Association and Registry were also included. Mr. Balch advised that at the Saturday joint meeting, he would ask directors to approve these guidelines and policies once again, as he does annually.

## **VII. Old Business**

Mrs. Cronan drew the board's attention to Mr. Zubrod's letter regarding the nominating process for directors, and commented that the new board would have to grapple with this matter and determine how to go forward. Mr. Zubrod described his thinking on the process and how he felt it was important for the board to have a mechanism to seat a director whose expertise was required, while still having the opportunity for an open or contested election for other seats. A lengthy discussion ensued.

Mr. Balch presented gifts on behalf of the leadership and membership to outgoing directors Kay Richardson and president Mary Anne Cronan, whose service is coming to an end per the term limits in the bylaws. The directors expressed their appreciation for their service by acclamation. Mr. Balch noted that inasmuch as Mr. Blacklaw was not present, staff would see to it he receives his gift of appreciation.

## **VIII. New Business**

No new business was presented.

## **IX. Adjournment**

With no further business to come before the directors, the meeting was adjourned upon the motion of Kay Richardson, without objection, at 8:45 p.m.

Submitted by: \_\_\_\_\_

Alan F. Balch  
Executive Secretary