

NATIONAL REINING HORSE ASSOCIATION
Board of Directors Meeting Minutes
Carefree, Arizona
February 7-8, 2015

Approved 5/8/15

Present: President Rick Clark, Vice President Mike Deer, Larry Barker, Shannon Rafacz, Rick Ramsey, Dave Belson, Brett Walters, Shane Brown, Joao Marcos, Jennifer Hoyt, Kelli Brummett, Rosanne Sternberg, Raul Leal, Casey Hinton, Lee Foster, Jim Blumer, Barbara Brookshire, Guy Vernon, Frank Costantini, Joe Wolfe, Brian Welman, Jesse Chase, Brett Walters, Kelly Hedges.

Conference Call: Beth Richards, Kim Maharaj, Marc Wagman.

Staff: Commissioner Gary Carpenter, Assistant Commissioner Christa Morris, Chief Financial Officer John Foy, Senior Director of Marketing Todd Branson, Senior Director of Business Development Todd Barden, Director of Events & Affiliates Shianne Megel, Manager of Member Services Jamie Boller, Show Manager Todd Knerr, European Programs Advisor Nick Cornelissens, Administrative Assistant Liz Feuerstein

Guests: Colleen McQuay, Gary Pipkin, Mark Rafacz, McKenzie Lantz, Tony Webber, Charles Fleming, Mike Hancock, Craig Schmersal, Ginger Schmersal

Absent: Josh Visser, Sebastian Petroll, Roberto Cuoghi, Susy Baeck, Bernie Hoeltzel, Filippo Masi, Sven Friesecke, Helmut Schulz, Gerd Wilhelm, Becky Hanson, Fred Thomsson

Call to Order

Rick Clark called the meeting to order 10:00 a.m. A quorum was established. Rick Clark welcomed everyone to the meeting and discussed his expectations of the Board.

Consent Agenda

A motion and a second were made to approve the consent agenda. Motion passed unanimously.

Financial Update

John Foy presented the financial update. The Finance Department is working on the tax return and the paperwork has been sent. John then discussed how we are a transparent organization when it comes to sharing our financial information. Overall, the Finance Department was timelier with the Sale and Futurity payouts and they both performed very well against budget. The Finance Department hopes to have the January financials completed soon.

Building Update

John Foy gave an update on the new office building. We have made a lot of progress and are over last hurdle of the contract. The goal is to be in the building by the end of this year. Gary Carpenter then introduced guest speakers Charles Fleming and Tony Webber from Southwest Museum Services. Charles and Tony presented a preliminary look at the design of the new building and Hall of Fame. Frank Costantini then spoke of the cost of the new Hall of Fame and that the Reining Horse Sports Foundation will be responsible for raising the funds. Rick Clark then challenged every Board member to become an RHSF 100 Grand Club Member or to donate whatever possible.

Break at 11:00 a.m. reconvened at 11:13 a.m.

2015 Calendar

Rick Clark announced the Annual General Membership meeting date would be June 21, the first Sunday of the Derby. He then announced the next Executive Committee and Board of Directors meeting dates of May 7-9, and August 14-16. There will be no full Board of Directors meeting in November.

Election Dates and Guidelines

The proposed election dates were presented for the four regions electing new directors. There will be no change in seats due to the membership numbers. A motion and a second were made to approve the election dates as presented. Motion passed unanimously.

Conflict of Interest Policy

John Foy and Gary Carpenter discussed our Conflict of Interest Policy and confidentiality agreement. The documents were then passed out to the Board members to sign.

Nominating Committee

Brett Walters, Guy Vernon, Shannon Rafacz, Brian Welman, and Frank Costantini were all nominated to be members of the nominating committee. A motion and a second were made to close nominations. Motion passed unanimously.

Aged Events Committee

Shianne Megel presented the Aged Events Committee's recommended changes to the 2015 Futurity and 2015 Derby conditions as well as changes to the 2015 Derby schedule. Overall, there was lots of discussion regarding making any changes to the conditions since the first payment deadline for the Futurity had already passed and the Derby was only a few months away.

Removing Dropped Entry Stipulations

A motion and a second were made to approve removing the dropped entry stipulations. Motion passed unanimously.

Adding Prime Time Open

There was much discussion about adding the Prime Time Open to the 2015 Derby conditions. It was thought that if the Prime Time Open were to be added, it should be limited to levels 1-3. A motion and a second were made to approve adding the Prime Time Open, excluding level 4. Motion passed 14-7.

Break for lunch at 12:05 p.m. Reconvened at 1:02 p.m.

It was announced that the Nominating Committee chair would be Brett Walters. Shianne Megel then presented the remaining proposed changes to the 2015 Futurity conditions.

Transferring from the Open to Non Pro Futurity

A motion and a second were made to approve allowing open riders to transfer to the non pro futurity with the \$500 transfer fee. A motion and a second were made to add an amendment to the original motion: “to approve allowing open riders to transfer to the non pro futurity with the \$500 transfer fee, *but if the non pro rider has three entries, you cannot substitute or scratch any entry*”.

It was discussed that the amendment be voted on using a ballot vote. A motion and second were made to vote as normal, not by ballot vote. Motion passed unanimously.

A roll call vote was conducted on the amendment to the original motion. The amendment failed, 15-10.

There was a vote on the original motion to approve allowing horses shown in the Open Futurity to transfer to the Non Pro Futurity with the \$500 transfer fee. Motion passed 22-3.

Adding Concurrent Youth Non Pro Final

A motion and a second were made to accept the proposed conditions for a concurrent Youth Non Pro Final as written. Motion passed unanimously.

Removing Non Pro Consolation Round

A motion and a second were made to accept the recommendation to remove the Non Pro Consolation Round. A motion and a second were made to add an amendment to the original motion: “to accept the recommendation to remove the Non Pro Consolation Round *and to offer a Level 1 Non Pro Rider Challenge instead.*” Call to vote on the amendment to the original motion. Amendment failed, 18-3. Call to vote on the original motion. Motion failed 21-2.

Removing First Time Non Pro Award

A motion and a second were made to remove the First Time Non Pro award for trainers and non pros. Motion failed 16-5.

Level 1 Open Rider Challenge

A motion and a second were made to include the Level 1 Open Rider Challenge in the 2015 Futurity schedule. Motion passed 16-2.

2015 Derby Conditions

A motion and a second were made to accept the Aged Events Committee’s suggested changes to the 2015 Derby conditions as written with the \$500 transfer fee as suggested by the Executive Committee.

A motion and second were made to make an amendment stipulating that the Prime Time Open would only include levels 1-3. Amendment passed 18-2.

The amended motion to accept the Aged Events Committee’s suggested changes to the 2015 Derby conditions as written with the \$500 transfer fee as suggested by the Executive Committee passed unanimously.

2015 Derby Schedule

Todd Knerr presented the proposed schedule for the 2015 NRHA Derby. A motion and a second were made to accept the 2015 NRHA Derby schedule as presented by the Aged Events Committee.

A motion and a second were made to add an amendment to the original motion to switch the Non Pro on Saturday with the Open class on Sunday with the Novice Horse Non Pro on Saturday and the Limited Non Pro on Sunday. Amendment passed.

The amended motion passed unanimously.

Senior Coordinator of Events Samantha Oldfield joined the meeting via conference call.

Nomination Conditions Discussion

Shianne Megel presented the proposed changes to the nomination conditions. A motion and a second were made to accept the proposed changes to the nomination conditions as written. Motion passed unanimously.

Committee Updates

Christa Morris discussed the new processes for committees including committee reports and recommendation forms. Each committee then had the opportunity to present any reports or recommendations to the Board.

Affiliate Committee:

Shianne Megel reviewed the Affiliate Committee Report and affiliate recommendation form. Jennifer Hoyt then discussed in further detail the Affiliate Committee's recommendation to allow Affiliate Regional Championship's (ARC's) to have North American Junior and Young Rider Championships qualifiers starting in 2015. This would increase participation and reduce the paperwork and fees for the show management. The Youth Committee supported this recommendation as well. A motion and a second were made to approve the Affiliate Committee's recommendation. Motion passed unanimously.

Bylaw Committee

Jamie Boller presented the Bylaw Committee rRport and the Bylaw Committee Recommendation Form. A motion and a second were made to approve the Bylaws Committee's recommendation to allow that the committee be charged periodically with monitoring and immediately giving notice to the Executive Committee and the Board of any violations of the Bylaws or Constitution of the Association. Motion passed unanimously.

Eligibility Committee

Shannon Rafacz presented the Eligibility Committee Report.

Break at 3:01 p.m. Reconvened at 3:20 p.m.

Task Force Updates

Mike Deer presented the Medications Task Force update and recommendations which included a penalties chart and naming the responsible party when it comes to a medications violation. A motion and a second were made to approve the Medications Task Force's recommendation.

A motion and a second were made to amend the proposed penalties chart to include the possibility of probation and suspension.

A motion and a second were made to amend the original motion to add disqualification and forfeiture of all earnings at all levels in the penalty chart.

There was much discussion regarding the proposed changes and a motion and a second were made to table the discussion until the following day. Motion passed 15-5.

Committee Updates

Non Pro Committee

Larry Barker presented the Non Pro Committee Report. A motion and a second were made approve the apprentice application. Motion passed unanimously.

Professionals Committee

Shane Brown presented the Professionals Committee Report.

Past Presidents Committee

Frank Costantini presented the Past Presidents Committee Report.

Sale Selection Committee

Shianne Megel presented the Sale Selection Committee Report.

Sire & Dam Committee

Christa Morris presented the Sire & Dam Committee Report.

Youth Committee

Christa Morris presented the Youth Committee Report.

Todd Barden presented a report from the Developing and Emerging Countries Discussion group. The group asked the Board for their approval of making them and additional committee. President Rick Clark discussed a proposed purpose for the committee. A Motion and a second were made to approve the discussion group becoming a committee and the purpose. Motion passed unanimously.

President Rick Clark proposed a committee made up of owners and discussed a proposed purpose. A Motion and second were made to approve the owners committee and its purpose. Motion passed unanimously.

Task Forces Update

Gary Carpenter gave an update on the Judges Task Force. The task force held a very productive face-to-face meeting in January. One of their suggestions was to create a Judges Work Environment Task Force that would look into working conditions for judges. There was a

suggestion that the task force be chaired by Jim Blumer and the members would be: Todd Knerr, Mike Hancock, Rosanne Sternberg, Kelly Hedges, Mark Rafacz, Brian Welman, and Lee Foster. The staff liaison would be Gary Carpenter. A motion and a second were made to approve the new task force. Motion passed unanimously.

Rick Clark stated that he would like a report by the next meeting. Gary Carpenter then gave an update on the Responsible Animal Care Task Force and mentioned that the Global Governance Task Force would be meeting the next two days.

New Business

Shannon Rafacz brought to the Board's attention issues she had encountered over the \$30 rush fee for memberships issued at shows. A motion and a second were made to remove the \$30 rush fee on memberships issued at shows. Motion passed 16-5.

Motion and a second were made to adjourn at 5:10 p.m. The meeting will reconvene at 7:30 a.m.

February 8, 2015

Present: President Rick Clark, Vice President Mike Deer, Larry Barker, Shannon Rafacz, Rick Ramsey, Dave Belson, Brett Walters, Shane Brown, Joao Marcos, Kelli Brummett, Rosanne Sternberg, Raul Leal, Casey Hinton, Lee Foster, Jim Blumer, Barbara Brookshire, Frank Costantini, Joe Wolfe, Brian Welman, Jesse Chase, Brett Walters, Kelly Hedges.

Conference Call: Kim Maharaj, Marc Wagman, Josh Visser, Sebastian Petroll, Fred Thomsson

Staff: Commissioner Gary Carpenter, Assistant Commissioner Christa Morris, Chief Financial Officer John Foy, Senior Director of Marketing Todd Branson, Senior Director of Business Development Todd Barden, Director of Events & Affiliates Shianne Megel, Manager of Member Services Jamie Boller, Show Manager Todd Knerr, European Programs Advisor Nick Cornelissens, Administrative Assistant Liz Feuerstein

Guests: Colleen McQuay, Gary Pipkin, Mark Rafacz, McKenzie Lance, Tony Webber, Charles Fleming, Mike Hancock, Craig Schmersal, Ginger Schmersal, Bud Crouch

Absent: Roberto Cuoghi, Susy Baeck, Bernie Hoeltzel, Filippo Masi, Sven Frieesecke, Helmut Schulz, Gerd Wilhelm, Becky Hanson, Beth Richards

Call to Order

Rick Clark called the meeting called to order at 7:38 a.m. A quorum was established.

Medications Task Force

There was no further discussion on the second amendment to the original motion. Call to question. Motion failed unanimously.

Call to question on the first amendment to the original motion. Motion passed 19-6.

Call to question on original motion. Motion passed 20-5.

RHSF update/ Hall of Fame

Frank Costantini gave an update on the RHSF and the Hall of Fame. He then asked if the Past Presidents Committee could also include the past presidents of RHSF. Rick Clark approved his request.

Marketing Update

Todd Branson presented the 2015 Marketing Plan.

Department and Program Updates

Jamie Boller presented the membership reports. Shianne Megel gave an update on the Sire & Dam Program, the Youth department, and the Nomination Program.

Break at 8:56 a.m. Reconvene at 9: 10 a.m.

Staff and Guests left the meeting.

Rosanne Sternberg declined to be on the new Judges Work Environment task force. Kelli Brummett was nominated to replace Rosanne on the new task force as well as to include Dave Belson. A motion and a second were made to approve adding Kelli Brummett and Dave Belson to the Judges Work Environment Task Force. Motion passed unanimously.

Hearing Body Appointments – Executive Session

2015 Derby Judges

Kelly Hedges left the room.

Rick Clark disclosed that he will have two horses competing in the Derby.

A motion and a second were made to approve the proposed 2015 Derby Judges as presented.

A motion and a second were made to make an amendment to the list to include two additional ancillary judges that are AQHA approved. Amendment passed 23-3.

Call to question on the original motion. Motion passed unanimously.

January Judges School, Judges for Approval

A motion and a second were made to approve the list of judges. Motion passed unanimously.

Rosanne Sternberg, Brett Walters, Joao Marcos, Brian Welman, Shannon Rafacz left the meeting.

Hall of Fame- Executive Session

Guest Speaker

Rosanne Sternberg joined the meeting.

Gary Carpenter introduced our guest speaker Bud Crouch who reviewed the results of a survey taken by members of the Board.

Rick Clark announced the newest inductees into the NRHA Hall of Fame.

A motion and a second to adjourn the meeting. Meeting adjourned at 11:57 a.m.