



## Meeting Minutes

CBUSA Board of Directors Meeting

Date: 7/14/2020

Time: 7p CST

Location: Teleconference

Attendees: Keith Mann, Steven Davison, Linda Harmon, Jeff Goodell, Mike Birky, Wayne Mast, Mike Taft, Shelby Zarobinski, Don Hastings. Others Present: Stacie Lynch, Sharon Priebe, Martin English

Vice President Don Hastings called the meeting to order. Roll call resulted in all Board Members present.

Don Hastings began the meeting by congratulating new board members. He introduced Stacie Lynch from the office, Sharon Priebe & Martin English from the Parliamentary committee.

### Election of Officers:

Linda Harmon nominated Keith Mann for President. Shelby Zarobinski seconded the nomination. Wayne Mast nominated Don Hastings for President. No second. Voting for Keith Mann for President: Mike Taft – Yes; Mike Birky – Yes; Shelby Zarobinski – Yes; Wayne Mast – No; Steven Davison – Yes; Linda Harmon – Yes; Keith Mann – Yes; Jeff Goodell – Yes; Don Hastings – No. Motion Passes. **Keith Mann elected President.**

Mike Taft nominated Steven Davison for 1<sup>st</sup> Vice President; Seconded by Linda Harmon. Mike Birky nominated Don Hastings for 1<sup>st</sup> Vice President; seconded by Wayne Mast. Voting for either Steven Davison or Don Hastings for 1<sup>st</sup> Vice President. Don Hastings – Don Hastings; Mike Taft – Steven Davison; Mike Birky – Don Hastings; Shelby Zarobinski – Steven Davison; Wayne Mast – Don Hastings; Steven Davison – Steven Davison; Linda Harmon – Steven Davison; Jeff Goodell – Steven Davison; Keith Mann – Steven Davison. **Steven Davison elected 1<sup>st</sup> Vice President.**

Steven Davison nominated Linda Harmon for 2<sup>nd</sup> Vice President; seconded by Shelby Zarobinski. No other nominations presented. Don Hastings – No; Mike Taft – Yes; Mike Birky – Yes; Shelby Zarobinski – Yes; Wayne Mast – No; Steven Davison – Yes; Linda Harmon – Yes; Jeff Goodell – Yes; Keith Mann – Yes. **Linda Harmon is elected 2<sup>nd</sup> Vice President.**

Steven Davison nominated Mike Birky for Secretary/Treasurer; seconded by Mike Taft. No other nominations presented. Don Hastings – Yes; Mike Taft – Yes; Mike Birky – Yes; Shelby Zarobinski – Yes; Linda Harmon – Yes; Steven Davison – Yes; Jeff Goodell – Yes; Keith Mann – Yes; Wayne Mast – Yes. **Mike Birky elected Secretary/Treasurer.**

### Committee Reports:

All American – Shelby emailed committee recommendation/ideas to the BOD. Discussion was held that this year many shows have been cancelled due to the COVID-19 pandemic. Shelby recommends that new shows started this year be included in the All-American contest as long as they are approved by the BOD. Similarly, if some shows have larger turn-outs this year, they can be moved to a higher All-American level show if enough horses are shown in 2020. Steven recommended revisiting the list of these shows in September or October and approve any

shows that are held in 2020 for the 2020 All American Contest. Shelby also brought up discussion held by the committee to consider having a panel of judges of 5-7 people to judge the contest, possibly starting in 2021, to improve turn-around time and judge participation. Shelby recommends that nominations for these judges come from All-American participants. Keith Mann recommended revisiting this idea in September.

By-Laws – Mike Birky reported that he had an excellent & well-rounded committee over the past year. They held one meeting in Lansing in 2019 and created several proposed amendments to the by-laws that were scheduled to be presented at the 2020 annual meeting but have been postponed due to the pandemic. Mike recommended the committee looking into the option of electronic voting for the upcoming year. Keith Mann clarified that suggested amendments to the By-Laws will need to be drafted and presented to the membership in the call to the annual meeting.

Education – Wayne Mast had no report.

Equine Health – Steven Davison had no report. Committee presented one article written by Sherry Holland in the 2020 Clydesdale News.

Finance – Mike Birky reported that he feels the Treasurer should be chair of the finance committee and that this has worked well in the last year. Mike reported that he has had a good committee in the last year and hopes these individuals will remain on the committee. Keith Mann commended the committee on their work over the last year. Mike Birky emailed the current bank balances and some major actions taken with banking in the last year to the BOD prior to the meeting. He mentioned that discussion has been held with the committee about the possibility of contracting finance services with the Percheron Office. Further review and recommendations will be made on this subject soon. Mike mentioned that Stacie Lynch has been very helpful with the finances over the last year. Keith asked if there is a budget for this year. Mike Birky reported that there is not due to a variety of circumstances, primarily being that this year has been a completely new year as far as finances go since contracting with the Percheron Office. He mentioned that drafting a budget should be relatively easy to do at this point since we have been with the Office for a year. Keith recommended the committee drafting a budget before this fall. Jeff Goodell mentions that having a budget and sharing with the membership will be beneficial to clear uncertainty with members and have them know we are doing what is in their best interest. Don Hastings agrees. Steven Davison mentioned that Pat Connors had a corporate resolution drafted last year to have the officers added to the bank account. Steven will amend the resolution and send to the BOD for signature. Mike Birky presented an overview of financial practices over the last year which involves the executive committee approving bills to be paid and he and the president signing them.

Futurity – Shelby Zarobinski had no report. She discussed that ideas have been floated about ideas moving forward. Currently there are less than 10 horses entered in the futurity.

Hall of Fame – no update.

Historical – No report from Mike Taft. Mike Birky brings up the possibility of needing to find new storage arrangements for the historical items currently stored in Springfield, IL. Mike Taft

reports that the current storage unit will be available until next spring. Stacie mentioned that rental units are available near the Ohio office.

National Sale – Steven Davison & Mike Taft reported that Steven sent a committee recommendation report to the BOD ahead of the meeting. The committee has met twice about a 2021 Sale Venue and the overall consensus is to have a stand-alone sale at the Illinois State Fairgrounds. There are many other ideas and opinions, but this is the overall recommendation of the committee. Mike Taft made a motion to have the 2021 Sale at the Illinois State Fairgrounds April 22-24, 2021. Motion fails due to no second. Further discussion was held. Steven Davison asked for more input from the BOD and felt the need to have support of the board with any decision. Mike Birky discussed his concerns about the association not having a full-time employee to manage the sale and about division between two sales. Keith Mann brought up the fact that the association has held a successful sale for roughly 30 years and recommended that if the BOD will strongly support the sale if a decision was made to hold the sale. Jeff Goodell recommended having a sale and that as an association we know our market and the event better than others. Discussion was held on the current pandemic and how that might affect the sale in the future. Don Hastings discussed his concern about there being 2 sales and decreased numbers of horses and buyers. Steven mentioned that the recommendation report from the sale committee addresses some concerns by making sure that our sale is an 'event', which would possibly draw in additional buyers and horses. A survey of the board showed that the board is in favor of holding a sale. After further discussion, **Mike Taft made a motion to have the 2021 Sale at Springfield, IL at the Illinois State Fairgrounds April 22-24, 2021; Jeff Goodell seconded. Jeff Goodell – yes; Linda Harmon – yes; Steven Davison – yes; Wayne Mast – no; Shelby Zarobinski – yes; Mike Birky – no; Mike Taft – yes; Don Hastings – no. Motion carries.**

National Show – Don Hastings reported that the 2020 show is cancelled due to the Iowa State Fair being cancelled.

Nominating/Membership – Don Hastings reported that the committee is still updating the membership list with update forms sent by members. The office is adding these and many more will be sent from the CPA as some membership forms were sent with ballots. The committee will be looking into other methods of voting. The committee was successful in getting more voter participation this year with almost 800 people voting in the 2020 election. Steven reports that the CPA that handled the 2019 election has notified the association that those ballots have been destroyed. The board requests that the 2020 ballots be held for destruction in 2021; Don Hastings will contact them with this instruction. Parliamentarian Martin English points out that the Board of Directors appoints the nominating committee. Linda Harmon nominated Don Hastings as chair of the nominating/membership committee; Mike Taft seconded. No other nominations were presented. Don Hastings – Yes; Mike Birky – Yes; Shelby Zarobinski – No; Steven Davison – No; Mike Taft – Yes; Linda Harmon – Yes; Wayne Mast – Yes; Jeff Goodell – Yes. **Don Hastings elected chair of the nominating/membership committee.**

Pedigree/Prefix – Steven Davison & Shelby Zarobinski updated the BOD about new changes for registrations and reports no recommendations at this time. The committee has worked well over the last year and will be meeting again soon. Steven reported that one pedigree problem

that is unresolved is 2 horses owned by Cathy Zahm purchased from Terry Trepel that are missing stallion reports and one DNA test and therefore have not yet been registered or transferred to her name. Steven asked for input from the BOD on this problem. No recommendations were made at this time. The pedigree committee will follow up more.

Personnel – Keith Mann asked why we have a personnel committee. Steven mentioned that he believed this committee was in place prior to contracting with the Percheron Office. Keith asked what the current oversight of the Percheron Office is. Steven mentioned that the contract we have with the Percheron Office specifically lists their responsibilities and what they are not responsible for and is visited annually. The current contract will be up for renewal in the next 1-2 months. Steven asked Stacie Lynch to send the contract to the current board.

Marketing/Promotions – There is no current chair of this committee since Chuck has gone off the board. Steven mentioned that several areas need to be addressed in this area including having items for new members, bid specs for the Clydesdale news, and other. Steven mentioned that he recommends the association make a 2021 Calendar to help with marketing. He mentioned that this has been reviewed by the finance committee. He said he will try to get 12 \$100 sponsorships (1 for each month) to help offset cost. **Steven made a motion to create a 2021 CBUSA calendar for the cost of \$2250 for 1,000 calendars; Mike Birky seconded. Don Hastings – no; Mike Taft – yes; Mike Birky – yes; Shelby Zarobinski – yes; Wayne Mast – yes; Steven Davison – yes; Linda Harmon – yes; Jeff Goodell – yes. Motion carried.** Keith recommended combining this committee with the social media/technology committee.

Social Media/Technology – Steven updated the board about the current State Line Tack agreement since the 2020 National Show was cancelled. Steven asked committee chairs to get any deadline updates to him for State Line Tack to promote in their upcoming social media campaign for CBUSA.

Social – Shelby Zarobinski reported no report.

USLGE – Pat was chair of this committee, so will need a new chair. Keith said that he will discuss with the committee recommendations moving forward.

Queen – Wayne Mast reported that the 2019 queen has continued on for 2020 and is representing the association at the few events still going on this year.

Riding/Pleasure – Mike Taft reported that many riders were planning to attend the national show and are disappointed that it isn't happening this year, but understand. Keith mentioned that this committee needs to be thanked and that we need to support this committee as a way to market the breed.

Youth Program – will need new chair. No report.

Keith Mann mentioned that some committees will be changed. He said that moving forward every committee should submit a written report for our next meeting by August 6. Our next meeting will be August 11. His goal is to get the meeting times reduced.

### **Old Business:**

Mike Taft asked about lease agreement on printer in Springfield, IL. Mike Birky mentions that the lease is up in spring 2021 and cannot be cancelled early.

Keith asked for an update about the fraud situation with MEC payment. Steven reported no update at this time, but that he and Pat are still working on this avenue with some promising updates. Keith requests that someone from the finance committee work with Steven on this subject. Mike Birky says he will work with Steven on this matter.

### **New Business:**

Keith mentioned goals for upcoming meetings and possibly reducing frequency of meetings in the future.

Keith discussed that he is starting a World Show Committee to start planning the next US World Show. Initial members will be Keith Mann, Linda Harmon, Shelby Zarobinski, Jeff Goodell, and Lisa Graham. He mentioned that other members will be needed. The initial goal is to decide on location and dates for the next world show. He told the board that if others want to be on the committee they can contact him.

Steven mentioned that information for the monthly e-letter will need to be compiled and he can send. Keith said he will work with Steven for that.

Keith thanked last years' board for all of the work they did and said that he is excited for the chance to work with all of the current board.

Mike Taft made a motion to adjourn the meeting; Steven Davison seconded. Motion Carried.

Respectfully submitted,

Steven E. Davison, DVM

Cc: acknowledgement of 2019 ballot destruction; recordings of 7/14/20 meeting (2 recordings total)

### **Action Items:**

- Review the All American contest shows and judging methods at the September 2020 Meeting.
- Steven to send corporate resolution to the BOD to add President, 1<sup>st</sup> Vice President, and Secretary/Treasurer to bank accounts.
- Don Hastings to contact the CPA firm in Springfield, IL to instruct them to hold the 2020 ballots for destruction in 2021
- Each committee chair to submit a report by 8/6/2020 to Steven Davison to send to the BOD prior to next meeting, which will be on 8/11/2020.
- Meeting Minutes due by Thursday, 7/16/2020. Steven Davison will send to BOD to approve prior to Monday, 7/20/20.

## Estes, Bridgewater & Ogden

CERTIFIED PUBLIC ACCOUNTANTS

LORI K. MILOSEVICH, C.P.A., C.F.E.  
TERRI L. PHELPS, C.P.A.  
JAMES C. LEGG, C.P.A.  
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June 22, 2020

Clydesdale Breeders USA  
Board of Directors

The 2019 election ballots for the CB USA, Board of Directors have been destroyed on June 22, 2020.

Sincerely,

A handwritten signature in cursive script that reads "Lori Milosevich".

Lori Milosevich, CPA  
Partner  
ESTES, BRIDGEWATER & OGDEN