

Teleconference - November 1st, 2016 - 8:00 p.m. central standard time.

Call to order - President Bagley

Roll Call includes: Greg Bagley, Ken Airgood, Dave Hennen, Sierra Covell, Shannon Cobbs, Andrew Stalhiem, Dennis Johnson, Pat Connors, Chuck Cryderman, Cathy Behn

President Bagley - welcomed Pat Connors to the board, stating he appreciated Pat Connors commitment. Pat Connors shared he appreciated the opportunity to serve.

President Bagley moved on to the Approval of minutes, asking for approval of the April 28th, 2016 Annual Minutes. ***Dave Hennen moved to approve the April 28th, 2016 Annual Meeting Minutes. Pat Connors seconded the motion and the motion carried.***

President Bagley asked for approval of the September 27th, 2016 Teleconference Minutes. ***Shannon Cobbs moved to approve the September 27th, 2016 Teleconference Minutes. Andrew Stalhiem seconded the motion and the motion carried.*** President Bagley asked for approval of the Lansing minutes - October 15th, 2016. Dennis Johnson stated there needed to be a word added in the 1st paragraph of fee after dues notice late. Dennis Johnson noted that when referencing the Indiana State Fair it should read Show and not Sale. ***Ken Airgood moved to accept minutes as amended for October 15th, 2016 Board Meeting. Chuck Cryderman seconded the motion and the motion carried.*** It was noted that these sets of minutes would be added to the website.

Cathy Behn gave the Executive Director Report, sharing that she had prepared the dues renewal notice and newsletter for the board to review and approve. She stated that the notices needed to be mailed as soon as possible as the dues deadline had been moved to December 1st, 2016. Cathy Behn stated she was working on the Association pages for the 2017 News. She also shared that entries for the All-American program were coming in strong with over 51 entries at that time. She stated there were 65 entries in 2016 - so the program was remaining strong and many people were pleased there was no entry fee thanks to sponsors of the program. It was reported that Ali and Andy Behn would be adding the nominations to the FB page for exposure of All-American nominees and would be preparing the ballot once the deadline was over. President Bagley asked if Ryan Mullen was still willing to be involved. Cathy Behn stated that Andy Behn and Ryan Mullen were still communicating and working on the All-American.

President Bagley opened conversation regarding the procedure and protocol for Cathy Behn to submit monthly bills for approval. He stated that Cathy Behn had sent the bills to himself, Andrew Stalhiem, and Shannon Cobbs since Lansing. President Bagley also stated he was keeping a daily long of calls and emails and so when he receives the bills he also puts that information in his log. President Bagley presented the protocol to be the same with bills going to all three executive offices, then if either Shannon Cobbs or Andrew Stalhiem have a problem with any bills they will call President Bagley and if not, President Bagley will inform Cathy Behn within 3 days for approval. Sierra Covell stated that if the bills were sent to three people, there needed to be written approval from those three people to have on record that they all approved said bills. She stated that was allot of responsibility on President Bagley if the board was looking for 3 people to approve, there should be written verification from each individual. Shannon Cobbs stated Cathy Behn had sent approximately 15 bills that needed paid and trying to deal with three people was consuming allot of Cathy Behn's time and was also time consuming to answer all the emails with approval. Sierra Covell asked Cathy Behn if she had a preference on the protocol? Cathy Behn related that she didn't have a preference but was waiting for direction from the board of directors and stated she wanted the protocol and bill approval in writing so the board of directors and herself are all on one page. Dennis Johnson stated he thought the bills should have approval of 3 people. President Bagley asked for a motion on the protocol for bill approval. Shannon Cobbs stated that he thought that was already done at the Lansing Board Meeting. Ken Airgood stated that the theory was discussed and the executive committee was charged with that responsibility, but Cathy Behn was given no direction or written protocol. Dave Hennen asked if whatever three of the executive committee was first to reply, they could approve the bills. Discussion was held on if one executive committee member says yes would the bills be approved? Sierra Covell again stated that written approval need to be on record. Chuck Cryderman stated there was a easier way and the protocol was too complicated. He stated that in his office bills are paid on the 1st and 15th. He stated that bills could

be sent two times a month for review and approval. Pat Connors stated that once bills are received if the executive officers did not respond in a 24 hour period, it would counted as a yes vote. Pat Connors asked Cathy Behn what would be easier for her routine. Again Cathy Behn stated this was a new procedure and she had no preference, but was seeking a written protocol and written approval for payment of bills. **Chuck Cryderman moved that all bills be paid on the 1st and 15th, with the Executive Committee receiving the bills two to five days ahead of time for approval. The Executive Committee would approve the 15th of the month bills and all bills would be submitted and approved at the first of the month teleconferences. Pat Connors seconded the motion.** It was clarified that the Executive committee would approve the 15th of the month bills and all bills will be submitted to the entire board at the first of the month teleconferences for the months prior bills. **Motion carried.**

President Bagley moved on to Payout of Cathy Behn's bonus for 2016, stating that Cathy Behn would like approval of that check to be written. Dave Hennen stated that is was already approved at the Lansing meeting so it should be paid out. Chuck Cryderman made note that the \$5000 bonus was negotiated with Cathy Behn and was less than what was owned to her by the presented incentive for 2016.

President Bagley moved onto the topic of unpaid vacation days for Cathy Behn for 2016. Cathy Behn related that the auditor instructed her that unpaid vacation days need to be paid out as a liability. Cathy Behn reported 5 unused vacation days for 2016. President Bagley stated the unused vacation days would total approximately \$800. Cathy Behn asked procedure for unused vacation and sick day be added to the policy and procedures for the future. Shannon Cobbs asked what policy was in place for vacation, sick and personal days. Cathy Behn stated in the policy manual from 2009, she would be entitled to 3 weeks vacation, 12 sick days and 2 personal days. President Bagley confirmed that Dave Hennen and Cathy Behn had agreed to work updating employee manual and also on job descriptions. President Bagley asked Pat Connors would also be willing to help on that project and Mr. Connors stated he would be willing to assist. President Bagley asked if the project could be completed by the first of the year. Dave Hennen asked if Cathy Behn would be satisfied with the payout of the 5 vacation days now and then move forward and let sick days sit until the new policy was written. Cathy Behn agreed to that procedure. **Dave Hennen moved to pay Cathy Behn 5 unused vacation time for 2016. Ken Airgood seconded the motion and the motion carried.**

President Bagley moved on with agenda to the topic of adding him to the Signature cards at the bank, explaining the bank needed a motion in order to add a second signature name. **Sierra Covell moved the approval of adding Greg Bagley's signature to all bank accounts. Pat Connors seconded the motion and the motion carried.** Discussion included the fact that this same procedure would need to be repeated with each new Board President.

Cathy Behn explained the Prudential Annuity was owned by the Clydesdale Breeders of the U.S.A. but Betty Groves was listed as the annuitant and that needed to be changed. Discussion was held on who should be listed as the annuitant. Chuck Cryderman stated there needed to be two names on annuity as the annuitant. **Shannon Cobbs moved to change the annuitant on the Prudential Annuity to Cathy Behn and Greg Bagley. Chuck Cryderman seconded the motion and the motion carried.**

President Bagley moved on to agenda item of the National Show and Judge Selection. He had asked for board members to be prepared to nominate judges as the show would be putting that information together around January 1st. Dave Hennen stated the topic was not urgent so if board members were not prepared to nominate judges, the December teleconference would be fine. Shannon Cobbs asked if they should have names put together for the December teleconference. President Bagley suggested sending names of judges nominations to Cathy Behn and she will keep tract of them and present them at the December teleconference, which will be added to the December agenda. Sierra Covell asked if there could be a list of judges from the National Show for the last five years or so, so there were no repeats in judge nominations. Dave Hennen agreed to put together such a list and get it to the board of directors. Shannon Cobbs stated the fair would need to give time to each nomination for acceptance of the position, as the process had been hurried in the past when nominations did not respond or answer the telephone. Shannon Cobbs stated in the past, the National Show Judges were always chosen at the Lansing meetings and that would be good policy for the future to stay ahead of the game.

Moving on to the WCS budget and report, President Bagley stated Keith Mann stated he had discussed both the issues with committee members of the WCS so didn't see a need to be on the teleconference. President Bagley called up one of the committee members for reporting. Sierra Covell stated the committee had not discussed submission of a WCS budget, but did discuss the class list, premiums, and protocol for unregistered geldings to compete for Supreme Champion of the Show. Sierra Covell stated she didn't feel an unregistered gelding should be able to be Supreme Champion of the Show. President Bagley stated that in review of that regulation, possible more discussion should occur on the grading up program, with finalization of that project. Discussion was held on what type of geldings are sold and if all those geldings were fall in the category of purebred Clydesdale Geldings. Shannon Cobbs stated that out of the 15 geldings sold at the Carson Fall Sale, only one had a registration paper. It was also discussed that the industry needs to support hitches, sponsors and such of said geldings. Sierra Covell stated it was ok for unregistered geldings to show for Grand Champion gelding, but felt only registered Clydesdale should compete for Supreme Halter Horse of the WCS. Shannon Cobbs stated he did not agree with that criteria as it may cause some issues. Sierra Covell stated the rule could be made in the entry book that Supreme Halter horse has to be registered. Pat Connors suggested that if the Champion gelding is registered he goes on to the Supreme Horse Class and if he is not registered, he doesn't not qualify for that class. Dave Hennen stated the WCS committee should be hashing out all problems and get back to board with proposal of classes and rules. Sierra Covell stated that Keith Mann had sent the Board of Directors the class list with premiums he was proposing for approval. She stated the Keith Mann had not received any questions or correspondence from the board much on that proposal. President Bagley stated that Keith Mann was working on the WCS budget and will submit to it to the WCS Committee and board for approval. He stated the Mr. Mann wanted the board to approve the class list and premiums so sponsorships could be sought for said classes. **Sierra Covell moved to approve the class list for the WCS as presented by the WCS committee.** She explained that the unregistered geldings can go with Grand Champion Gelding and all other classes on list will remain. **There was no second to the motion so the motion did not proceed.** President Bagley asked the WCS to come back with recommendation for final class list. Dave Hennen suggested that in the future Keith Mann give direction to the board when needing approval of WCS procedures. Sierra Covell stated she is in charge of WCS fundraising and asked if the vote on the class list could be approved via email instead of waiting until the December teleconference. Dave Hennen stated he felt the class list could be approved via an email. President Bagley agreed to have Keith Mann email the class list with deadline of a yes or no vote to be sent back to Cathy Behn in the Clydesdale Office for recording.

President Bagley moved on with the agenda to Fundraising and Sierra Covell's Sponsorship Program. Pat Connors stated that Sierra had done a great job putting sponsorship packages and program together. Sierra Covell stated that herself and Cathy Behn had discussed the limitation of only 6 sky boxes and suggested that wording possibly be changed to preferred seating section. Pat Connors suggested giving preference for the sky boxes to the early commitments and then preferred seating once those sky boxes are filled. President Bagley also complimented Sierra Covell on her program. **Dave Hennen moved to approve the Corporate Sponsorship program that Sierra Covell has built and will execute. Chuck Cryderman seconded the motion and the motion carried.** Sierra Covell would like an email to go along with program that would have an email address to go with program. It was the consensus of the board that an email address be created for the Sponsorship program of sponsorship@clydesusa.com as an example.

Dennis Johnson reported for the Prefix Committee stating there was one prefix submission for approval. Dennis Johnson presented the prefix of Nicki & Dusty Fuller and their three choices being; 1st choice Double D - 2nd choice - Double D's - 3rd - Double D's NDF - He stated he had presented the prefix to the committee and they noted that the third choice would not work because of the N.D.F. being used already and would be too confusing. **Dennis Johnson moved to approve the Fuller's prefix as being Double D's. Ken Airgood seconded the motion and motion carried.** Cathy Behn agreed to contact the Fullers.

President Bagley moved onto Unfinished business on the agenda. He asked if there were any additional questions or concerns regarding the Audit and there were none.

President Bagley spoke on the Committee structure and member involvement, asking all the board members to review the document and add names to their committees in preparation of finalizing the document at the December teleconference.

President Bagley asked the board for confirmation dates for future teleconferences and if they should be the first or second Tuesday of the month. He stated that once approved, Cathy Behn has agreed to send a schedule for those teleconferences for the following year. Discussion was held in view of the new bill protocol, the teleconferences should be held the first Tuesday of every month. ***Pat Connors moved to schedule teleconferences for the first Tuesday of each month at 8:00 p.m. central standard time. Andrew Stalhiem seconded the motion and the motion carried.***

President Bagley moved onto the review of the Dues notice and newsletter. It was the consensus of board to proceed with the mailing as presented.

President Bagley moved onto New business - Future elaters and Publications. Cathy Behn asked if normal elaters were ok to proceed with. She also stated she will be working on getting a number of Association pages for the Summer Lead Horse and an idea of what that type publication will cost to set ad prices and market the publication. She explained that the letter is usually sent out the third week or so of the month and asked if any Board Members have something to include, that they send the information to her. She stated that if there were pressing issues or deadlines, two elaters can be sent out as they are an inexpensive way to communicate.

There was no other information to report on the agenda for National Show promotion.

President Bagley moved onto the National Queen stipend guidelines. Ken Airgood reported he had talked to Polly Thomas and she has a standard letter explaining what shows the Queen is encouraged to attend and she is going to modify the letter to include more details on submitting a reimbursement request. He stated once the document is finalized he will send it to the board members.

President Bagley moved onto the Board of Director workshop topic listed on the agenda, stating he had just sent an email to board members a few minutes prior to the teleconference. The email included some information about a board workshop in the Kentucky area for January, 2017. He stated that Kathy Lindsey had agreed to help set up a criteria and arrangements information for the workshop to possibly be held the second week in January. He stated there were many things to see in that area including the Kentucky Horse Park and the Keenland sale of thoroughbred horses. President Bagley stated some of the agenda items for the workshop would include by-laws revisions as they would need to be organized and approved to present the membership with the call to the annual meeting in February. President Bagley related that the Belgian and Percheron Association's by-laws are 12 and 13 pages long and the CBUSA by-laws is only a tri fold brochure. More items would include WCS information, evaluation of policy and procedures information, and more. Pat Connors stated he would strongly suggest touring the Kentucky Horse Park as many things could be picked up from other breeds. President Bagley at this time got disconnected from teleconference. Pat Connors offered some help in information on touring different places in the area. Dave Hennen stated that the Kentucky Horse Park and all sounded great but, but the fact remained the board had cut all travel expenses from the 2017 budget and how would funding work. Shannon Cobbs stated discussion would need to be held on funding. Chuck Cryderman asked if a board meeting could be scheduled prior to the National Sale as all board members would be in attendance at the Sale. Dave Hennen stated it would be better to schedule a board meeting on the Wednesday before the sale. President Bagley came back on the teleconference. Dave Hennen reported what the conversation was when he was disconnected from the teleconference. President Bagley stated something prior to the sale would be fine on that Wednesday. Cathy Behn stated the only thing that would be effected would be the bylaw revisions and that could be done via email if agreeable. Dennis Johnson stated that the previous by-laws were created to be very simple and straight forward and that although some things have changes, sometimes less is more. Chuck Cryderman stated that sometime when things are not broke, why would we fix them, asking what President Bagley's motivation would be on a complete by-law revision. President Bagley stated the Association needed updated guidelines and rules.

Sierra Covell addressed the board with an idea for Social Media that would be called something like the Clydesdale spotlight. These postings could be done on different families and stores of good nature of the Clydesdale industry. Shannon Cobbs stated his thought on that was the negativity and ridiculing to occurs on Face Book. He stated that if Sierra was willing to do that spotlight that she keep a close watch out for that negativity. Sierra Covell agreed and stated that many already were keeping an eye on the CBUSA Face Book page for such negativity. She stated her intent would be to keep the postings simple and positive. Pat Connors agreed and liked the idea.

At 9:40 p.m. President Bagley asked for a motion to adjourn. Dennis Johnson moved to adjourn the teleconference at 9:40 p.m. Pat Connors seconded the motion and the motion carried.

Respectfully Submitted by,

Cathy Behn, Executive Director
Clydesdale Breeders of the U.S.A.