

SECOND BOARD OF DIRECTORS MEETING MINUTES
JUNE 2, 2019
8:00AM

The second session of the 2019 NCHA Annual Board of Directors meeting was held on Sunday, June 2, 2018 at the Marriott at Champions Circle located in Fort Worth, Texas.

President Phil Rapp called the meeting to order at 8:02AM and opened leading with a prayer.

Roll was called with a quorum of 127 Directors in attendance including:

Region I: Western/Central Canada – Connie Down-Cicoria, Darcy Geherman, Les Jack, Louisa Murch-White and Amanda Smith; Colorado – Nathan Miller, Steve Norris, Ron Pietrafeso and Michael Simmons; Idaho – Barbi Madgwick and Denise Shewmaker; Montana – Kathy Foote and Michelle Van Dyke; Oregon – Russell Elrod and Jack Holt; Utah – David Miller and Steve Williams; Washington – Holly Jones and Dean Rebhuhn; Wyoming – Kristen York.

Region II: Arizona – Sherry Cowan, Scott Raftery and Mike Wood; California – Bob Adams, Phil Benadum, Kathy Cardon, Tim Castilaw, Norm Clark, Morgan Cromer, Fred Erickson, Rock Hedlund, Lee Livingston, Suzanne Rodoni-Silverberg and Carol Ward; Nevada – John Echeverria and Theresa Gillock.

Region III: Illinois – Scott McKinsey; Iowa & Wisconsin – Curt Eason and Seth Kirchner; Kansas – Grant Smith and Rebecca Waters; Minnesota – Dave Scribner; Missouri – Ernie Beutenmiller, Jr., Greg Beutenmiller, Joe Wes Davis, Curt Hargis and Sonny Martin; Nebraska – Mike Christensen and Kirby Smith; North & South Dakota – Jason Reed.

Region IV: Indiana – Byron Green; Kentucky – Libby Bowman; Michigan – Dan Agnew; Ohio – Tony Kennedy and John Lavelle; New England – Jack Werner; Virginia, West Virginia, D.C., Maryland & Delaware – Roy Bauer and Jim Johnson; Eastern Canada – Eric Van Boekel.

Region V: Alabama – Julie Beasley and Lamar Waters; Florida – Ora Diehl, Bill Kidd, Sharon Overstreet and Nancy Turner; Georgia – Doug Batchelor and Denise Seiz; North Carolina – Garry Merritt and Barnwell Ramsey; South Carolina – Tracy Barton; Tennessee – Zeke Entz and Maben Thompson.

Region VI: Arkansas – Toddy Pitard, Tommy Williams and Lewis Wray; Texas East – Johnny Bates, Bradey Davis, Jan Gandy, Cynthia Patty, Ronnie Smith and Michael Wood; Louisiana – Robert Charles Brown, Elizabeth Quirk, Bruce Richerson and Chris Thibodeaux; Mississippi – Taylor Flowers and Don McGraw.

Region VII: New Mexico – Richard Hicks; Texas South – James Davison, Jimmy Eakin, Scott Ferguson, Bobby Hunt, Janice Little, Hydie McAlister, Jane Mancuso and Mike Mowery; Texas West – Cheryl Callis, Sherry Graham, Skip Jones, Tommy Neal and C. M. “Speedy” Richards.

Region VIII: Oklahoma – Cara Brewer, William Cowan, Lloyd Cox, Jody Galyean, James Payne, Bill Riddle, Terry Riddle and Brad Wilson; Texas North – James Bankston, Sharon Beach, Lindy Burch, Jo Ellard, Casey Green, Phil Hanson, Cody Hedlund, Clay Johnson, Susan McBryde, Frank Merrill, Matt Miller, Ken Mock, Bruce Morine, Lachlan Perks, Phil Rapp, Tatum Rice, Chubby Turner and Bronc Willoughby.

Absent were the following:

Region I: Western/Central Canada – David Batty; Oregon – T. Scott Tullis; Washington & Alaska – Alec Eubanks and Wyoming – John (Jack) Enright.

Region II: Arizona – Mike Stevens; California – Lee Brooks, Jerry Louie and Stan Williams, Jr.

Region III: Illinois – Bret Parsons; North & South Dakota – Darrell Parsons.

Region IV: New England, NY, NJ & PA – Joel Cohen; Ohio – Chuck Smith; Eastern Canada – Scott Reed; Europe – Michael Ohlhoff, Martin Parage, Peggy Parage, Denis Pini, Karel Spacil, and Sergio Traverso.

Region V: Alabama – James Hooper, Austin Shepard and Sam Shepard; Georgia – Jay Klamon; South Carolina – Becky Elliott and Tennessee - Barbara Brooks.

Region VI: Arkansas – Scott Wray; Louisiana – Keith Deaville, Bill Dixon and Edley Hixson, Jr.; Mississippi – William Cole and Texas East – Punk Carter.

Region VII: New Mexico – Leslie Graor; Texas South – Frank Bowen, Brad Buckley, Mark Mills and Sam Wilson; Texas West – Buster Welch.

Region VIII: Texas North – Clint Allen, Jeremy Barwick, Chris Benedict, Todd Bimat, R.L. Chartier, Dennie Dunn, Ben Emison, Leon Harrel, Tom Lyons, J. B. McLamb, Jim Milner, Tommy Moore, Rick Mowery, Paula Overstreet and Tarin Rice.

PROPOSED CHANGE: ARTICLE VI SECTION SEVEN

NCHA Legal Counsel Jim Morris addressed the Board of Directors with regards to a proposed change to Article VI Section Seven of the Bylaws which deals with

the Treasurer of the association. Currently reads that the Treasurer shall be appointed by the Executive Committee and serves under the direction of and at the discretion of the Executive Committee. This proposal has been brought forth by the former Long Range Planning Committee now called the Governance, Promotion and Growth and has been vetted by the Executive Committee. The proposal only changes that the Treasurer shall be appointed by and report directly to the Executive Director; all functions and duties remain the same. Reasons for this proposed change are several, first this is how the office operates anyway, CFO/Treasurer has always reported to the Executive Director since the Executive Committee does not have the means daily to do that efficiently and the Executive Director is there every day, second continued cleanup supporting the change that was amended last year with the Executive Director operates as the CEO and President operates as Chairman of the Board.

A question was raised as to the process of the salary set forth for these type positions. Who oversees the approval of these chief officers/positions? Question was addressed stating that the finance committee has a compensation responsibility for executive management which includes salaries and/or incentives.

MOTION was made by Lindy Burch and **SECONDED** by Phil Benadum to accept the proposed change to Article VI Section Seven that the Treasurer shall be appointed by and report directly to the Executive Director. **MOTION PASSED.**

EXECUTIVE COMMITTEE SEATS FILLED

Next order of business is to announce the new seats on the Executive Committee which are as follows: Tatum Rice ran unopposed for the seat of the At Large and has filled that position until 2022, Byron Green has filled our seat for Region 4 until 2022, Sharon Overstreet has filled our seat for Region 5 until 2022 and Matt Miller for Region 8 until 2022.

NCHA CHARITIES FOUNDATION UPDATE – JO ELLARD

NCHA Charities Foundation Board of Trustee Jo Ellard addressed the Board of Directors with updates, they currently have 5 trustees serving right now who include Joey Milner as Chairman, Frank Merrill, Ora Diehl, Charlie Israel and myself. They hired their first Executive Director, Laura Wood. Foundation has met consistently every 30 days for the last year and a half and this was for procedural purposes to be a better supporting organization to the NCHA. Currently the financial situation for the Foundation is about \$3.2M of which about two thirds of that is in endowment and other in fundraising that they use to support various projects. The next big project that they are going to ask for assistance with is Youth Week during the Summer Spectacular with a budget of about \$107,000 dollars. Foundation is getting involved to allow Youth donors

opportunity to donate by way of the Foundation that you can submit for a charitable write-off.

Foundation is now ready to start developing by way of committees which are in place and they are looking for joining members at this time. They have committees in place that service special events, history/preservation, animal welfare and finance. They welcome volunteers to join them and like them on Facebook.

At this time, they do not have a specific motion to propose but would like to entertain as they do annually for a motion to approve their actions and ratify their decisions over the past year.

MOTION was made by Lindy Burch and **SECONDED** by Jack Holt to approve actions taken by the NCHA Charities Foundation. **MOTION PASSED.**

EXECUTIVE DIRECTOR REPORT – KIRK SLAUGHTER

Kirk Slaughter addressed the Board of Directors by first thanking attendees for their efforts and dedication with the association and thanking staff for putting on this convention. Then he gave a brief update and background of himself and his experience with the latest being from the City of Fort Worth the past 20 years.

Kirk operates on three core philosophies:

- **Do the Right Thing** – so if you come to him with a request he is going to evaluate on what is right.
- **Exceed Expectation at Every Opportunity** - the only reason staff has a job is because of the NCHA members; we want to provide you with the best possible service.
- **Hire Incredibly Friendly Employees** - if someone really knows how to do their job but not very friendly or service oriented they are no help to us. But if you take someone that is friendly and teach them how to do their job this will benefit us more. He hires people not resumes.

This is your association, if it weren't for you and the sponsors, he wouldn't have a job and he understands that and serves at the pleasure of the Executive Committee and the Board of Directors.

FOCUS ON THE FUTURE

1. **Reconsider the Strategy Plan** - we are going to start with some strategic planning, Kirk is not one to have a big, thick book that nothing happens with but wants to come up with some goals that collectively say

- this is where NCHA is headed. So that if we get off course we say, where are we going.
2. **Sponsor Appreciation** - we need to show our sponsors appreciation and gratitude. We must take care of all of them. We may ask for your assistance in thanking our sponsors from time to time.
 3. **Expense Analysis and Control** - analyze expenses, we are very excited to have Lance Bryson join us as our new Chief Financial Officer. Kirk is accustomed to running a tight ship and running things like a business. Efforts have already begun to reevaluate the current needs for all expenditures.
 4. **Training and Feedback for Staff** - on the Human Resources side of our business, we need to train and provide our employees with the tools necessary to be successful.
 5. **Development of Sound and Continuous Business Practices** - put business practices in place for smooth transitions within employees as people leave and retire and live to the next generation. We want to make sure everything continues for this association.

Kirk Slaughter closed with the importance of our brand. The National Cutting Horse Association (NCHA) is a very powerful brand and we have to protect it. Be proud of who you are and what you belong to, be positive about what we can do for the sport of cutting. This is YOUR Association!

Thank you for your continued support of the National Cutting Horse Association.

MARKETING UPDATE – TODD BARDEN

Todd Barden, Director of Marketing & Sponsorships addressed the Board of Directors with some sponsorship updates along with some exciting things happening in social media.

He emphasized how very fortunate we are to have such a remarkable group of sponsors. They support us from our Triple Crown Events all the way through our membership out in the field. Also, with the help of our members, we are getting opportunities for meetings and interface with sponsors to be able to share our great sport of cutting and how we can build a relationship in the industry. Because of this process, we are proud to announce our newest corporate sponsorship with Love's Travel Center, our new official fuel and travel stop of the NCHA.

We have a variety of sponsorship packages ranging from our Platinum at a investment amount of \$15,000 to Gold at \$10,000 and Silver at \$5,000 to Bronze at \$2,500 to our Copper at \$1,000 highlighting the benefits to each. Please contact Todd Barden or a member of the marketing team at NCHA if you have any further questions regarding sponsorships.

We are also doing some great things on social media with geofencing events. With geofencing, one can capture a group of people in a specific area and target that audience with certain perimeters to tell them about some things that we might be doing that they might be doing somewhere else.

Callie McCarthy, Manager of Marketing/Communications addressed the Board of Directors by providing a demonstration and some additional details on the process of geofencing and examples of how we plan to utilize this function to expand our NCHA family.

There being no further business, **MOTION** was made by Denise Seiz and **SECONDED** by Phil Benadum to adjourn the meeting.