

NCHA EXECUTIVE COMMITTEE CONFERENCE CALL MINUTES
MAY 28, 2020
9:00AM Central

A conference call of the Executive Committee of the National Cutting Horse Association was held on Thursday, May 28, 2020 at 9:00AM central time.

Those present were: President Ron Pietrafeso, President-Elect Steve Norris, Vice President Ora Diehl, Lachlan Perks, Kristen York, Rock Hedlund, Skip Jones, Ronnie Smith, Byron Green, Ernie Beutenmiller, Matt Miller, Tatum Rice, Tommy Neal and Sharon Overstreet.

NCHA Executive Director Jay Winborn and NCHA Legal Counsel Jim Morris were also in attendance for this call. NCHA Director of Shows Shianne Megel and Cathy Marie Aleff joined for the general session of the call.

The Executive Committee conference call was called to order at 9:07AM and roll call was taken.

EXECUTIVE SESSION

President Ron Pietrafeso immediately placed the meeting into Executive Session to discuss current NCHA issues.

GENERAL SESSION

President Ron Pietrafeso placed the meeting back into general session.

APPROVAL OF MINUTES

A **MOTION** was made by Skip Jones and **SECONDED** by Ernie Beutenmiller to approve the amended version of the minutes from the May 22, 2020 meeting. **MOTION CARRIED UNANIMOUSLY.**

DISCUSSIONS LED BY PRESIDENT RON PIETRAFESO

President Ron Pietrafeso addressed the Executive Committee asking them to consider his summary of the director's governance calls by region and suggestions for amendments to our bylaws when changes are proposed and voted on by the Board of Directors in the future. These recommendations were based on the feedback from those calls and not meant to rebuild our structure but to remodel it moving forward. As more research is studied and considered, Ron feels confident that there are some really good suggestions that will make it easier for the continued success of the association moving forward. See Ron's summary listed below...

To all Executive Committee members this is the list that I was going to propose for governance changes. After reading all the notes from the 8 regional calls on the subject I asked all of you to

send me your ideas based on your thoughts and what you learned from the regional calls. Most of you did send me your ideas, but I never heard from others.

1. No more At large EC members, it was almost unanimous from the notes and recommendations from some you for this to happen.
2. Notice of special meetings will go out by email (anyone wanting to run for a delegate/BOD position must be able to receive emails for official notifications, I question if you can require email and to avoid that challenge we suggested that it may be preferable to include the NCHA website as the alternative to email and mail for notification by all members within the Article II and X provisions. This would potentially eliminate the current expense burdening NCHA with existing wording,
3. A special management committee be formed to expedite simple routine decisions that need to be made by the Executive Director, this group will consist of the three officers and three other members of the Executive Committee chosen by the Executive Director and the three officers. By eliminating the At Large position, you have taken the EC size from current number to 11 it would appear = eight regional directors plus three officers. Need to keep the EC odd numbered to avoid ties, 11 includes the President so he or she would only vote when there is a tie.
4. Special meetings of the members may be held whenever called in writing by direction of the President or by a majority of the Board of Directors, or by the written direction of not less than ten percent of the members in good standing from each of 4 or more Regions. Said notice shall state the date, time, place and purpose of said meeting and shall be given not less than ten days nor more than fifty days prior to the date of said meeting. Only such business as is set forth in the written notice of said special meeting shall be transacted at said meeting. Twenty percent of the members from each of 4 or more regions present at a special meeting shall constitute a quorum and a simple majority vote of such quorum shall decide any question that may come before the meeting; provided, however, that any action taken by vote of the members may not be revoked, rescinded or altered for a period of fourteen (14) months from the date of the action, unless the proposal to revoke, rescind or alter the vote or the action receives at least the same amount of affirmative votes (with respect to both number of votes and voting percentage) as the vote or action initially taken.
5. Any director who misses two director meetings over a two year period regardless of reason will not be allowed to finish their term and the president may appoint a new director to fill that vacancy, Easy to accomplish at out end. TIME TO PUT UP OR SHUT UP.
6. Roberts Rules will become the standard for all official meetings of the National Cutting Horse Association (Executive Committee meetings, Directors meetings, General membership meetings and all committee meetings.

7. A treasurer will be selected by the finance committee to serve from time to time at Executive Committee meetings with no voting rights, that person will work with the current comptroller to keep the Executive Committee advised as to the financial condition of the National Cutting Horse Association.
8. Electronic voting will be allowed except for any rule or bylaw changes unless a secure method can be found that would allow live discussions and debates.
9. All newly elected Executive Committee members and directors must attend a training session conducted by the Governance, promotion and growth committee at the convention, non-attendance to the training session will result in the Executive Committee member or director being replaced by the President, This would be more administrative than bylaw subject material but will review and elect if necessary to be included.
10. At least ten days prior to any Executive Committee Meeting, each Regional Director shall be provided the agenda for such meeting. Each Regional Director shall then hold a meeting if time allows, either in person or telephonically, with the Directors of his or her Region to discuss the agenda and receive input from the Directors in his or region regarding the agenda items.

EXECUTIVE DIRECTOR

Executive Director Jay Winborn addressed the Executive Committee by welcoming Ted Sokol and extending his gratitude to Ron Pietrafeso for his commitment and personal investment he brought to the role of President over the past year. His leadership and passion have helped us through a number of high profile events. Ron has played an integral part to the important advances we have made as an organization during his time on the Executive Committee. All of us here at the NCHA wish Ron well for the future and Jay appreciates the opportunity to have worked with Ron during his term.

Jay provided an overview proposed plan that he has put together to regain profitability over the shows we produce. This is going to be a three to four-part plan that he will be sharing with the EC over the next couple of weeks. His plan is to right size a few expenditures with regards to production of the shows and feels confident that if implemented this will get us to a profitable margin very soon. As a result of the recent pandemic, we need to tighten the belt as a measure for our continued success. By implementing some of these ideas there is an opportunity to be able to put some money back into the purse within the near future.

Another proposed idea for pick up revolves around the stalls at Will Rogers as it correlates to the health guidelines issued by the governor's office and the City of Fort Worth. We are very fortunate to have the people that we have on our side in the governor's office right now. The health and safety guidelines issued by Will Rogers directly relate to our horse shows and events. They are stringent upon the ability of allowing exhibitors to day haul. Not sure if we are going to be able to get around this recommended protocol. As we continue to be a good partner with the City of Fort Worth, we need to be compliant and support these guidelines by

showing all that we are managing our event to the best of our ability and following the guidelines put in place by the health officials for biosecurity measures.

After much discussion and suggestions provided by the Executive Committee, this plan is a work in progress and will continue to be refined as a cost savings measure for the production of our shows. All concerns will be taking into consideration as we move to communicate these changes to the membership, if any.

Director of Shows Shianne Megel addressed the Executive Committee by reminding them respectfully that this information presented is a work in progress and should be treated confidential until the information is finalized and communicated properly.

Next topic to discuss is the Western Nationals and the concern for the reduced number of entries to date. Jay addressed the Executive Committee with his concerns and the communications issued by Colorado Tourism Bureau and the facility's website in Denver discouraging travel to Denver.

President Ron Pietrafeso recommends waiting until the deadline of June 5th before deciding. He exclaimed that he has talked with a few contestants and they are waiting until the last minute to send in their entries so they don't have to risk getting a refund and the turnaround time it takes for that process. He also verified that in recent conversations with our contact at the Denver facility, we should be good with our contract obligations being waived regardless of the outcome. Ron is planning to follow up with the City of Denver to make sure that their sponsorship of \$10K is not contingent on the production of that show.

EXECUTIVE SESSION

President Ron Pietrafeso placed the meeting into Executive Session to discuss a NCHA issue.

GENERAL SESSION

President Ron Pietrafeso placed the meeting back into general session for the remainder of the meeting.

CLOSING REMARKS BY PRESIDENT RON PIETRAFESO

President Ron Pietrafeso addressed the Executive Committee with his heartfelt closing statement as President of the NCHA. He expressed his gratitude and appreciation this past year with the entire committee. He understands that they have not always agreed on 100% of where we should go but you have been very good to me. He appreciates the honesty and integrity of each and every one of the members with what they brought to the table. He kidded about the fact that he couldn't wait until it was over but, in all honesty, his heart is still here. He has tried his best to his ability to represent you at the President of the NCHA. He is sorry that it had to end this way, there have been some rocky times this year. Members of the Executive Committee joined in thanking Ron for his service.

Kristen York also added that in addition to Ron Pietrafeso leaving that we are also losing other members of the committee and want to thank each one of them for weathering through the difficult times with us, their service and dedication will not be forgotten.

ADJOURNMENT

There being no further business to come before the committee, A **MOTION** was made by Ernie Beutenmiller and **SECONDED** by Rock Hedlund to adjourn the meeting. **MOTION CARRIED.**