

Board of Trustees' Meeting
American Simmental Association
Denver, Colorado
January 11, 2018

Chairman Brian DeFreese called the meeting to order at 8:00 a.m.

Roll Call: Brian DeFreese, Gordon Hodges, Randy Moody, Tim Smith, Barry Wesner, Claye Kaelberer, Steve Eichacher, John Irvine, Erika Kenner, Fred Schuetze, Jon Willis, Gary Updyke, Michael Forman, Tim Curran, Clay Lassle, Tom Nelson, Dale Miller.

Incoming Trustees: Tom Hook, Cliff Orley, John Griswold. Jim Ligon unable to attend due to his wife's recent surgery.

Staff: Wade Shafer, Steve McGuire, Chip Kemp, Jackie Atkins, Bill Zimmerman, Rachel Endecott, Leoma Wells, Sheldon Ross, Linda Kesler

Agenda. Changes: Minutes Friday morning. Vote on resolutions on Friday Morning.
Moved Gary Updyke second Fred Schuetze to approve the agenda with changes presented. Motion carried.

Chairman's Report. Brian DeFreese.

Items noted:

- Everyone has different goals and aspirations; ASA can provide needed services.
- Implementation of the genetic evaluation using BOLT technology.
- Importance to ensure life skills for ASA's youth.
- Fall Focus vehicle to engage more members.
- PTP – Ring of Champions implemented
- Sale of the Simmental Way property.

EVP Report. Wade Shafer

Items noted:

- Diversity in Membership.
- Diversity of our board. Microcosm of the membership.
- Difference in personalities which can be a strength of our association.
- Diversity can be challenging; sometime wonderful.

How Are We Doing? Stats and Measurements. Steve McGuire

Stats and data discussed:

- Registrations by Simmental Percent.
- Data Collection – counts of data collected.
- Bull Transfers – how many our bulls going into the commercial industry.
- Total Herd Enrollment by year. 80% of data comes from THE herds.
- AI Usage.
- Member Submitted Data. Data submitted directly by members vs. data input by staff.
- Payment Type. Checks vs. credit card payments.
- Genetic Trends for EPDs. Monitor the direction the EPDs are going in.
- IGS Database – all the associations we work with and how much data we are receiving;
- Domestic Semen Sales. Monitoring to see where we are in the industry reported by the NAAB. 2016 is the first time we are over 10% (now at 11%). We are one of the few breeds that increased in semen sales.

Financial Report. Treasurer, Fred Schuetze

ASA Publication Board. Chairman, Tim Smith

Items noted:

- Monitor the Register.
- Online participation online – Kathy has posted this on the Intranet site
- ASA Representative Program. Directive to present updated/advanced suggestion by Feb 15.

ASA Foundation Report. Chairman, Fred Schuetze

Items noted:

- Recognition for people go off the board.
- Recommendations to the ASA Chairman to replace Mr. Walston.
- Foundation auction.
 - 50th custom designed belt buckles – 50 buckles; auction 5 at the Denver Auction.
 - Remaining 45 will be auction at different venues throughout the years.
 - Rifle – 50th anniversary engraved and has the ASF logo on the stock. Custom made gun.
 - Goal for 2018 – consider to hire part-time or full-time person.

Committee Reports/Presentation of Resolutions and Directives.

Activities and Events. Chairman, John Irvine

Resolution #1. To set aside \$15,000 to commission bob Hough and Paulette Cochenour to write a historical book for ASA's 50th anniversary. Moved and seconded in committee.

Points of Discussion:

1. This is for research and writing of the book only.
2. Breakout: \$10,000 maximum – Bob Hough (research and writing); additional estimates for travel to Bozeman and Paulette Cochenour – editorial assistance and proofing.
3. Placed a hold on details for actual printing and marketing of the book until more is known about the content (and number of pages, etc.).

Resolution #2. To accept Nebraska Simmental Association's application to host the National Classic in 2020. Moved and seconded in committee.

Points of Discussion:

1. Proposed to host the event in July, 2020.
2. Venue: NE State Fairgrounds, Grand Island, Nebraska.
3. Grand Island is now the home of NE State Fair and offers brand new facilities.
4. University of Nebraska-Lincoln and extension personnel are available for these events.

Breed Improvement. Chairman, Tim Curran

No resolutions or directives to present.

Growth & Development. Chairman, Mike Forman.

No resolutions or directives to present.

Policy & Procedures. Chairwoman, Erika Kenner

No resolutions or directives to present.

Simbrah. Chairman, Jon Willis.

No resolutions or directives to present.

Finance. Chairman, Fred Schuetze.

Resolution #1. To approve funding in the amount \$50,000 to build work/office space (6-units) on the main floor, south-side, between the bathrooms and elevator. Moved and seconded in committee.

Points of Discussion:

1. Diagram attached shows 6 work/office spaces. Walls are to up to the ceiling, but still has the open concept that we have on the top floor in the Processing/Customer Service area.
2. This area was intentionally left open until the need assisted in determining the layout of the work areas.
3. We have/are expanding in-house personnel with the Youth Director coming in-house, Customer Service and Interns for processing and DNA. The additional personnel need work areas where there is physical division to help mitigate the noise for phone services.
4. There may be an additional \$2,500 if the city changes its mind and requests an architecture drawing. First contact with the city, they approved the drawing attached; however, it has more layers to go through with the city if this resolution is approved.
5. Construction would begin as soon as we receive city approval with the goal of completion before April 1, 2018 (50 days after start of the project).

Announcements:

- Schedule and Activity Event Review.
- Per Diem: 5 days. Expenses reports and receipts due within 30 days.

Executive Session for Approval of Executive Session Minutes.

Moved Fred Schuetze second Mike Forman to go into executive session. Motion carried.
Moved Jon Willis second Fred Schuetze to come out of executive session. Motion carried.

Executive Committee Election. Chairman-elect, Tim Smith

Review of Executive Committee Election Procedures.

***2018 Executive Committee Elections. Election Process for Executive Committee Positions:**

- **Executive Committee members are elected at the first board meeting of each year.**
 - Chairman-elect presides over the election.
 - Elections are to take place before the Annual Meeting each year.
- **Nominations.**
 - Nominations and then voting should occur for each executive committee position starting with Vice-Chairman, then Treasurer, Executive #1 and Executive #2.
 - Move to nominate a board member. A second is not required.
 - Nominations continue until no further nominations are received.
 - You do not have to have more than one nomination for a position.
 - The chair should rule a motion to close nominations out of order.
 - When no more nominations are being offered, the chair closes nominations.
 - Once nominations close for a position.
 - All nominees campaign for the position.
 - All nominees leave the room.
 - Voting Trustees (newly-elected trustees are not able to participate at this time) discuss the pro/cons of each nominee serving for the position.
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- **Ballot Voting.** All candidates return to the room.
 - Nominee with a majority vote wins the position.
 - Majority is defined as more than half of trustees who vote.
 - No majority – go through the discussion again as stated above and then vote. Doing this routine as many times as it takes for one candidate to receive a majority vote.

- **Duties of Officers:**
 - **Chairman of the Board:**
 - The Chairman shall be the presiding officer at all Board or Association Meetings. He shall issue call for all Board Meetings. He shall carry on the business of the Association under the Constitution, the By Laws and the instructions of the Board of Trustees.
 - **Vice Chairman:**
 - The Vice Chairman, if a member of the Board of Trustees in the year following the completion of the term of office of the Chairman of the Board, shall succeed him as Chairman of the Board. In the absence of the Chairman of the Board, or at his request, the Vice Chairman shall perform the duties of the Chairmanship.
 - **Treasurer:**
 - Under the direction of the Board of Trustees, he shall oversee the financial affairs of the Association and shall perform such other duties as may be delegated to him by the Chairman or the Board of Trustees.
 - **Executive Vice President:**
 - Shall not be elected, but shall be employed by the Board of Trustees. He shall manage and administer the business affairs of the Association in accordance with the policy directives from the Board of Trustees as communicated to him by the Chairman. He shall be the official custodian of the seal and the records of the Association. He shall hire and discharge all other employees of the Association.
 - The Executive Vice President shall be a bonded managing and administrative officer of the Association. He shall act as the authorized representative of the Board of Trustees in conducting the business of the Association. He shall be responsible for all securities and monies of the Association and shall direct the keeping of proper books of account. He shall perform all such duties as may be directed by the Board of Trustees.

*2018 new-incoming Trustees are installed at the Annual Meeting (Saturday, January 13) until that time, the newly-elected Trustees are non-voting participants. Toward the end of the Annual Meeting, the chairman-elect, Tim Smith, becomes the 2018 Chairman of the Board and the new committees are formed (they are not announced during the annual meeting).

Vice-Chairman.

Gordon Hodges nomination by Forman. No further nominations, nominations ceased by Chairman-elect. Elected by acclamation.

Treasurer.

Tim Curran nomination by Tom Nelson

Fred Schuetze nomination by Gary Updyke.

No further nominations, nominations ceased by Chairman-elect.

Vote by ballot.

Tie Vote. 8 to 8. First round.

Second Round. Tie Vote. 8 to 8.

Third Round. Tie Vote. 8 to 8.

Fourth Round. Tie Vote. 8 to 8.

Fifth Round. Tie Vote. 8 to 8.

Six Round. Tie Vote. 8 to 8.

Seventh Round. Tie Vote 8 to 8.

Eighth Round. Vote: Tim Curran 7; Fred Schuetze 9.

Election of Treasurer for Fred Schuetze by vote.

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Executive Committee Position #1

Tim Curran nomination by Tom Nelson.
Steve Eichacker nomination by Fred Schuetze.
No further nominations, nominations ceased by Chairman-elect.

Vote by ballot.
Election of Tim Curran by vote.

Executive Committee Position #2

Mike Forman nomination by John Irvine
Steve Eichacker nomination by Fred Schuetze

Vote by ballot.
Election of Mike Forman by vote.

Move Jon Willis second Fred Schuetze to destroy the ballots. Motion passed.

ASA Evaluation – Executive Session on Sunday afternoon (January 14).

Recess until January 12, 2018 starting at 8:00 a.m.

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January 12, 2018

Meeting reconvenes at 8:00 a.m. January 12, 2018

Roll Call: Brian DeFreese, Gordon Hodges, Randy Moody, Tim Smith, Barry Wesner, Claye Kaelberer, Steve Eichacher, John Irvine, Erika Kenner, Fred Schuetze, Jon Willis, Gary Updyke, Michael Forman, Tim Curran, Clay Lassle, Tom Nelson, Dale Miller.

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Voting. Resolutions and Directives.

Finance

Resolution #1. Approval of \$50,000 to build 6 work-units. Motion carried.

Activities & Events.

Resolution #1. Funding \$15,000 commission historical book. Motion carried.

Resolution #2. Nebraska 2020 National Classic. Motion carried.

Approval of Minutes. Moved Fred Schuetze second Tim Curran to approve the September 18 – 20 and December 5, 2017 minutes as presented. Motion carried.

Strategic Planning Session. Led by Barbara Collins (Haine Centre), Wade Shafer and Tim Smith.

ASA Trustees (2017 and incoming 2018) and Staff spent the rest of the day and morning of January 13, 2017 in strategic planning sessions. Goal: Update/Develop workplan and goals for the immediate and next 5 years.

Adjourn. Moved Fred Schuetze second Gordon Hodges to adjourn. Motion carried.