

Board Minutes

ASA Board Meeting Minutes

September 24 & 25, 2014

Omaha, NE

Present: Mike Bennett, President, Mark Gordon, Vice President, Marty Loving, Jim Freed, Ed Kruse, Rick Leone, Robert Alden, Tom Turner and Executive, Montie Soules.

Called to Order at 8:00 am Wednesday, September 24, 2014.

Montie Soules reviewed the Key Performance indicators with year-end comparisons.

Minutes from the August 25, 2014 Board conference call were read and approved.

Financial Reports for the fiscal year (FY) were reviewed.

Kathleen Prosser and Tom Schwaller CPA were present for the financial presentations. Each segment (ASA, AJSA & Jr. National) was reviewed separately. Junior National activities were discussed in detail; these were the first results of the ASA handling the Jr. National.

The Board approved the financial reports for FY 2013/14.

Tom Schwaller, ASA auditor explained the financial audit is for 14 months due to the fiscal year change last year. Tom explained the reasoning of making adjustments for obligated services funds held for the next fiscal year and questions regarding the Association's financial history and activity.

Montie Soules and Kathleen Prosser presented budgets for the 3 segments for FY 2014/15. Cash flow predictions were also presented.

The budgets were approved as presented.

Gwen Crawford presented the Jr. National handbook used for all activity. The Board discussed detailed expectations for the Junior Board, ASA staff and volunteers at the Jr. National, as well as the scope and size of the Jr. National.

The Board made a motion to have 2 senior couples act as adult advisors for the Jr. Shorthorn Board in addition to the Jr. Director; one couple to be appointed by the Sr. Board and the other selected by the Jr. Board. The ASA Sr. Board appoints Jim and Bev Freed as advisors to the JR. Board in the motion. Motion passed unanimously; Jim Freed abstained.

The Board discussed organizing a new sustainability committee to investigate professional funding and relationships with the Shorthorn Foundation. This committee would provide direction to secure professional funding for all future ASA activities and form a close working relationship with the foundation if they are receptive. A professional fund raiser could become part of ASA to develop an ongoing donor process.

A motion was made to form a new sustainability committee to develop fund raising through professional avenues and create a closer working relationship with the Shorthorn Foundation. The ASA Board Executive Committee is to appoint committee members to possibly meet at the North American in November.

Motion passed unanimously

Promotion Committee: New advertising campaigns, slogans and the new website are in process.

Building Sale: The appraisal of the ASA building has been completed and the Board met with the perspective buyers and agents.

Discussion ensued regarding the timing of selling the building and how it would affect ASA business. The meeting ended with the understanding that the buyers will send a proposal to the Board by noon tomorrow (Sept. 25), while the Board was still convened in Omaha. After the meeting with perspective buyers discussion continued on the building value and an acceptable price.

Discussion of the process of EPDs staying with WHR cattle from registry after January 1, 2015 ruling is put into place.

A motion was made to amend the September 2013 motion stating that only WHR breeders will receive EPDs after January 1, 2015. The amendment added is for the process of the registry to have EPDs attached only to cattle registered by a WHR breeder for the lifetime of that animal regardless of membership type after transfer as long as the WHR member registering the animal remains a WHR member.

Motion passed unanimously.

Jake Alden reported on the GeneSeek activity.

The numbers required to formulate Genomic EPDs has been met, with well over 800 50K tests for the testing population. 2600 total tests have been completed at GeneSeek since April 1, 2014 compared to 1800 total tests for the 2 previous years.

GeneSeek is providing better service and the percentage of data completed has improved, reaching most expectations. The use of blood cards is making a big difference in the process.

When asked about the turn-around time for tests, Jake reported that defects are taking 2 weeks in most cases and parentage is taking a month.

Information was reviewed concerning the WHR Restructure Committee. Chairman Mark Gordon explained the goals of the committee and the 2 options the committee had considered. Many positive comments were made with some very good suggestions to take back to the WHR Restructure Committee. It was agreed that this process will take some time and the importance of getting it right.

A few Canadian breeders had inquired about a special rate to dual-register their entire herds with the ASA.

The Board discussed and made a motion to charge Canadian breeders that wish to dual-register their herds in the ASA registry a special fee of \$15 per animal until Dec. 31, 2014. The motion included a minimum of 15 head to receive the special \$15 fee.

Motion passed unanimously.

The By-Laws Committee has worked on reorganizing the election process for ASA Board Members. The options brought to the Board included possible district changes to balance the size or geographically fit together better on the map. The Board discussed a nominating committee and has sincere concerns about how to maintain a fair process while updating the election process to fit the times. The consensus of having a nominating committee was mutually agreed upon, but with different ideas for selecting it.

The Board left instructions for the committee to take the ideas and concerns back to committee and to obtain a legal opinion

before representing for approval. Meeting adjourned.

Called to order at 8:00am Thursday, September 25, 2014

Locations for future board meetings and Shorthorn U were discussed; the next Board meeting will be in Louisville and the next at the NCBA convention in February, instead of Denver. Shorthorn U may become an every-other-year function or become part of another activity to be determined.

Joe Massey, representing Digital Beef presented a new registry system. In his over 2-hour demonstration he showed how user-friendly the system is for breeders online. It contains a complete herd management system inside the registry and has many features and options for both members and association staff. The entire ASA staff attended and afterward Joe made individual presentations to the staff.

The ASA Board was impressed with the Digital Beef system and Joe came back to answer questions about mobile phone adaptability, the sustainability and programmers of Digital Beef, time frames, startup costs and contract issues to move in that direction. .

A motion was made to give Digital Beef a tentative startup date of Feb. 1, 2015 to download data, pending a contract agreed upon by legal and approved by ASA at the November board meeting.

Motion passed unanimously.

Montie reported on ASA staff.

The board went into executive session.

A written review of Montie was prepared and the Board approved a pay increase and will to put together a new employment agreement for him.

A formal offer to purchase the ASA building was made by the perspective buyer. The offer was below the appraised value of the building and the Board feels a need to hire a broker to look after ASA interests in selling the building.

The board made a motion to hire a broker/agent to represent the ASA in negotiations and possibly listing the ASA building for sale.

Motion passed unanimously.

Montie was instructed to seek broker options for later review.

The future growth and acceptability of the breed in the industry and the need to give breeders direction for breed improvement was discussed. The topic of a symposium type conference with outside experts and Shorthorn breeders determining a direction for the breed was talked about. The staff should pursue such an event next year maybe as a replacement for Shorthorn U.

The issue was brought up of a show proving Shorthorn animals that were fraudulently registered. Registration papers had already been pulled and parties involved are on probation with DNA required for future registrations.

A concerned group of breeders at the Jr. National asked for consideration of the extra heavy cattle in some classes, indicating to them that the cattle could be out of age. The board discussed the issue. Until there is a scientific way to determine age, the ASA cannot take any action.

Meeting adjourned

ASA Board Meeting Minutes

November 14, 2014

Louisville, Ky.

Board Members Present: Mike Bennett, President, Mark Gordon, Vice President, Marty Loving, Ed Kruse, Jim Freed, Robert Alden, Rick Leone, Tom Turner and Montie Soules, Executive. Steven Crow, esquire legal representation for ASA was also present.

The meeting was called to order at 8:00 am by President, Mike Bennett.

Key Performance Indicators (KPIs) were reviewed.

The minutes from the September 24 -25, 2014 meeting were approved. The minutes from the October 13, 2014 Conference Call were approved.

Financial report was given by Montie Soules and approved.

The final year-end audit for August 31, 2014 by Tom Schwaller CPA was reviewed and approved.

Committee reports were reviewed.

Discussion of the catalog for the ASA sponsored sale at the North American. The Board felt the catalog did not meet the requirements of having all disclosers and information included previously agreed to by both Sale Managers and Board of Directors.

The Board made a motion to have a template approved and given to the Sale Managers and Shorthorn Country staff with all the information that should be included. The motion passed unanimously.

There was discussion regarding the lack of exhibitor participation at some of the major shows. The Show Committee and Staff felt that three new Tier 2 National Shows needed to be added to the Show Format System for the 2015-16 show year. The Board discussed a different name than Tier 2 National Shows and the possibility of inserting the ShorthornPlus show into the regular Shorthorn Show.

The Board approved the new adjusted Show System to include three - Tier 2 National Shows at Keystone International, American Royal and Southwestern Fat Stock Show. Motion passed unanimously.

The Show Committee and AJSA Junior Board submitted their judge selections from the approved list for the 2015-2016 Show Season. The same person was selected for the Junior National Judge and North American National Shorthorn Show. It was decided to contact the Judge about being available for the shows before making a final decision.

The board discussed the election process and procedure brought to the board from the Bylaws Committee. Discussion included private ballots for all candidates, possible redistrict by state and if representation on the board was needed from regions representing the total US. The need for a nominating committee was discussed. This issue was also on the annual meeting agenda for November 15th so the entire membership could comment.

The board approved having the Bylaws Committee select 3 persons from the general membership to serve with the Board members to restructure the election process of the association and to present the proposal to the ASA Board for final approval.

The Board revisited and discussed the Junior

Activities Committee. The Board decided to restructure the Junior Activities Committee and form a new Sustainability Committee strictly for fund raising.

The Board discussed the need for confidentiality agreements for both Board members and ASA staff. Steven Crow explained the importance for such a document for both Board members and Staff. It was determined that both the Board and Staff will sign a confidentiality agreement.

The Board discussed the possible sale of the building. Montie received an offer just as he was leaving for Louisville. The Board discussed the offer and possible counter offer for the building. Other contingencies were discussed, such as date of possession and a timeline for ASA to find a new location and exit the building.

A report regarding the new website was presented. Certain sections of the project have not met deadlines. The Board discussed this issue with concern and continued support to get a new website up and going in a timely manner.

The Board approved holding off on further activity on the website until we obtain at least 2 other bids for a new website, and that presentations be made at the Denver meeting. Motion Passed unanimously

The Board discussed issues with GeneSeek about possible identification mix-ups and the time to complete tests and the reliability of the testing. Montie, with information from Jake Alden, brought to the Board's attention certain issues with GeneSeek's testing inaccuracies and problems with 2 or 3 orders.

Montie was instructed to contact GeneSeek and hold them accountable for the integrity of the work they perform for Shorthorn, and to give a complete report to the Board at the next Board Meeting.

A symposium-type conference for 2015: It was agreed the Board will send the executive names of possible members to serve on a planning committee for a symposium-type conference. The staff would then select a planning committee to meet in Denver and begin the process for this type conference to be held in 2015.

The Board discussed the All-American Junior Breeder program. There has been lack of participation and sponsorships.

The Board approved to discontinue the All-American Junior Breeder program. Motion passed unanimously.

The Board discussed the receivables from the Leading a Legacy donations for the Junior National in the past and present. The involvement of Karhleen Prosser, the ASA financial manager, should help limit receivables in the future.

Montie gave a report on the ASA Staff to the Board.

The Board gave Montie details of the direction of activities they would like the association to address in the future.

The Board went into executive session.

Meeting adjourned.

ASA Board Meeting Minutes

January 16, 2015

Double Tree Hotel, Denver Colo.

Present: Mike Bennett, President, Mark Gordon, Vice President, Jim Freed, E Ed Kruse, Robert Alden, Rick Leone, Marty Loving, Nancy Grathwohl Heter, and Montie Soules. Tom Turner was on conference phone and Jake Alden and

Megan Brehm attended the website presentations and discussions on GeneSeek. Called to Order at 8:00 am by President, Mike Bennett

Key Performance Indicators (KPIs) were reviewed

Minutes from the Nov. 14, 2014 board meeting were approved, as well as the minutes from conference calls on Nov. 24 and 30, 2014.

The financial report for December 2014 was given by Montie Soules and approved

Reports were given on the Spring North American Shorthorn Multi-breed Genetic Evaluation, Monthly report of activity with GeneSeek, Sustainability Committee, Election Bylaws Committee and Conference-Symposium (Impact 2015).

The Minnesota State Fair Agreement was presented; the Board approved unanimously to have the Shorthorn Junior National and Youth Conference in Minnesota July 2 -7, 2016.

Three website design companies made presentations: Mint Design Group, Ranch House Designs, Inc. and Encore Visions.

The Board unanimously approved to use Encore Visions to design a new website and logo that will re-brand the ASA.

A report from legal was reviewed concerning the misrepresentation of the ASA building appraisal.

The Board reviewed a report prepared by GeneSeek explaining some conflicting test results. Jake Alden and Montie Soules gave a report of activities and communication with GeneSeek.

The Board instructed Montie to contact GeneSeek and emphasize customer service and ownership of the test results and to advise them that the ASA is giving 90-day notice of watching what and how they handle situations.

Mark Gordon reported on the WHR Restructure Committee. The committee reviewed the TOC registrations in detail and discussed the importance of having members buy in to the program. It was determined that a number of TOC members are switching to WHR in order to have their EPDs published. It was a consensus to wait until March 1 to review how many TOC members have converted to WHR and then determine if and what changes in pricing structures are needed.

Report on 50K project for genomic EPDs was given. The ASA has 925 head with DNA 50K for building Genomic EPDs. The data From the Spring North American Genetic Evaluation was being collected and transmitted between the appropriate parties to give Dorian Garrick the information to provide Shorthorn Genomic EPDs. Dorian Garrick believes he has enough information, with added data, to find color markers and polled/horned markers in Shorthorns.

The board approved the Show Judges List submitted by the Show Committee and Junior Board with the exception of the Yards Judge for the 2015 -2016 show season.

Montie gave a report on the staff.

The Board went into executive session.

Meeting adjourned.

