

WPRA Board Meeting Minutes
Teleconference
6/10/2019
4:00 PM MT

In attendance: Doreen Wintermute, Jymmy Kay Cox, Patti McCutchen, Heidi Schmidt, Becky Nix, Dillon McPherson, Carla Beckett, Eileen Lang-Kramme, Patti Roberts, Cindy Gillespie, Stacey Freitas, Toni Karr, Megan McLeod-Sprague, Lois Ferguson and Julie Herman. Dana Eismeier and Janet Cropper.

A quorum was present. Notice of the meeting was provided through email by WPRA President Doreen Wintermute on June 6th.

WPRA President Doreen Wintermute calls the meeting to order.

1. Review of 2019 Open Cheyenne Breakaway Competition and Rule 1.3.12:

Roping Director Patti McCutchen reviewed rule 1.3.12 and had a discussion with the Board as to whether it should be applicable to any WPRA breakaway members who have entered and plan on competing this year. This is a PRCA approved rodeo, it has an approved WPRA barrel race, but it does not have an approved WPRA breakaway event. The Board discussed concerns with regard to enforcing or not enforcing this particular rule at this time.

Motion by Roping Director Patti McCutchen: I move that the Board waive the penalties for those found to be in violation of rule 1.3.12.1 for breakaway roping during the 2019 rodeo year.

2nd by Great Lakes Circuit Director Becky Nix

14 Yes votes/0 No votes.

Motion passes.

2. Review of Mary Walker Grievance and Jourdanton Rodeo Results

WPRA COO Janet Cropper reviewed all materials provided by the office including the complaint from Ms. Walker, the secretary, timer and judges sheets from the rodeo and the voice message from the official secretary regarding the error.

The Board discussed the materials provided and the explanation provided by the secretary as to how the error was made and which time is the correct one to use. A motion was made after discussion.

Motion by Wilderness Circuit Director Julie Herman: I move that the Board reject Ms. Walker's request and the incorrect time listed in the right column of the secretary's sheet. The Board should use the official "eye" time of 16.65 as found on the "eye" time official sheets in the left column where it states "time".

2nd by Southeastern Circuit Director Patti Roberts

13 Yes votes/0 No votes

Motion passes.

3. Review of the Recommended New PESI Compensation Plan:

PESI Committee Chairperson Julie Herman reviewed the newly suggested PESI compensation package from the PESI committee for the 2019/2020 season.

The Board discussed the suggested compensation package.

Motion by Wilderness Circuit Director Julie Herman: I move that the Board accept the new compensation plan as presented. The PESI program manager should be given 10 days from tomorrow to either accept or reject the plan. If rejected her contract will be terminated in 60 days.

2nd by First Frontier Director Eileen Lang-Kramme

14 Yes votes/0 No votes

Motion passes.

The Board asked that a letter/email be sent to the PESI program manager as well as a call be made to her explaining the plan and logic for it.

4. Review of NFR Licensing Request to Use WPRA Logo on Limited Wrangler NFR Merchandise:

WPRA President Doreen Wintermute shared the request from the PRCA to use the WPRA logo as a test on selected merchandise items. The intention is that the WPRA would benefit from increased brand exposure and hopefully the Wrangler NFR would see an increase in selected merchandise sales.

The Board asked questions about the types of items to be included in the test. They asked questions about the specific use of the WPRA logo and that all items must be agreed upon in advance.

Motion by Roping Director Patti McCutchen: I move that the Board allow the PRCA to use the WPRA logo for a 2019 Wrangler NFR test. The PRCA must identify the specific items where the logo will be used in advance. The licensing fee will be waived by the WPRA for this test only. The WPRA would like to see a letter of intent/agreement with the PRCA that includes a terms sheet. They would also like to include language regarding a sales report with results and the logo's impact on sales.

2nd by California Circuit Director Stacey Freitas

14 Yes votes/0 No votes

Motion passes.

5. Board Member Requested Item

It was requested that Ms. Cox leave the call in order for the Board to have a discussion regarding matters directly involving her. She was told she would be brought back onto the call after the Board's discussion. Ms. Cox left the call.

The Board heard from legal counsel regarding their rights and duties as directors of the Association. The Board then discussed concerns regarding the performance of Ms. Cox. Every director participated in an open conversation regarding their concerns. The discussion lasted approximately one and half hours.

Among the many issues discussed were concerns with Ms. Cox's social media usage, concerns regarding her fulfillment of fiduciary duties, concerns regarding Ms. Cox's action actions and their impact on the Board's ability to carry out its duties, and concerns regarding her actions and their effect on the Association's relationships with business partners.

After this discussion, a motion was made to remove Ms. Cox under Rule 4.4.3. The motion was seconded. Further discussion was had. Per request, the voting would be held by written ballots, via email delivered to the WPRA CPA/Auditor, an independent third party.

Before the vote, Ms. Cox was brought back onto the call. She was informed of the motion and a summary of the Board's concerns. She had an opportunity to address those concerns and did so.

In order to allow time for each director to consider the matter fully, the Board determined to allow voting until the morning of June 11, 2019. The WPRA CPA tabulated the votes on June 11, 2019. The vote was as follows:

10 Yes votes/4 No votes

All directors including Ms. Cox voted.

Motion passes.