

**ADSC 2011 ANNUAL MEETING**  
**GOVERNANCE COMMITTEE MEETING**

**AGENDA**

**Thursday, February 3, 2011**  
**7:30 AM to 8:30 AM**

- |   |       |
|---|-------|
| 1) Introductions, Voting Member Roll Call and Sign-In Sheet | LS    |
| 2) Previous Meeting Minutes                                 | LS    |
| 3) Governance Policy Review                                 | LS    |
| 4) Old Business   |       |
| A) Chapter By-Laws  | LS/TA |
| Status of each of the chapters                              |       |
| B) National Committee Guidelines                            | LS/DM |
| Proposed attendance requirement                             |       |
| 5) New Business   |       |
| A) Chapter Agreements                                       | LS/TM |
| To be executed annually                                     |       |
| B) New Chairperson – Christie Rowan                         | LS/CR |
| New Vice-Chairperson – TBE/A                                | CR    |
| 5) Next Meeting – Spring Board Meeting                      |       |
| April 14-15, 2011   |       |
| Sheraton Grand Hotel  |       |
| Irving, Texas   |       |
| Date and Time to be determined                              |       |
| 6) Adjournment  | LS    |

**GOVERNANCE COMMITTEE**  
**Thursday, February 3, 2011**  
**Marriott Hotel, New Orleans, Louisiana**

**Meeting Minutes**

**1) Introduction and Sign-In**

Chairman, Luke Schuler of Hayes Drilling, Inc., called the meeting to order at 7:30 AM. Luke noted that the attendance sign-in sheet was circulating around the room.

**Attendees** – See attached List.

**Agenda** – Luke Schuler noted that the agenda and a few handouts that would be referred to during today's meeting were available on the chairs adjacent to the entry door of the meeting room.

**Previous Meeting Minutes**

Luke Schuler requested that a motion be made and second that the meeting minutes from the meeting held Friday, October 29, 2010, at The Sheraton Grand Hotel, Irving, Texas, be approved as the meeting minutes for that meeting as presented. Luke asked Mr. Tom Armour if he had any issues with the meeting minutes as presented. A motion to approve the meeting minutes was made by Mr. Armour and second. There was no discussion and a unanimous vote was taken, approving the meeting minutes as written.

**ADSC Governance Policy Review**

Luke Schuler noted that as a standing agenda item, the current Governance Policies are subject to review and comment at each of the committee's meetings. Luke asked if any of the attendees at the meeting had any questions, issues or concerns with the current policy. There was no discussion.

**Old Business**

**A) Chapter By-Laws**

Luke Schuler stated that each of the chapters were in the process or had completed the process of amending and ratifying their respective proposed by-laws within their own chapter and had forward them to him to distribute to committee for review and approval. The committee would then recommend to the Board of Directors approval of the proposed by-laws and after Board of Directors approval, each of the chapters would vote and approve the by-laws approved by the Board of Directors. The Ohio Valley Chapter, Southeast Chapter, Mid-West Chapter and Northeast Chapter had completed the task of amending and sending their proposed by-laws to Luke for distribution. The Rocky Mountain Chapter had a few small revisions to their proposed by-laws and was expected to be received by Luke in the next day or two. The Mid-Atlantic Chapter and ratified their by-laws at their chapter meeting on January 12, 2011, and were expected to be received by the committee any day. West Coast Chapter was in the process of amending and ratifying their proposed by-laws and would likely not have the task done until this spring. The South Central Chapter was also in the process of amending and ratifying their by-laws and was planning to have an attorney review the revisions before taking those proposed by-laws to the chapter for a vote. Those individuals who were involved with mentoring each of the chapter's by-laws, Christie Rowan, Bernie Hertlein, Martin McDermott, Doug Watson and Keith Miller would be the individuals to review all eight (8) of the different chapter by-laws and make a recommendation to this committee for approval and recommendation to the Board of Directors for approval. With the exception of the West Coast and South Central chapter by-laws, the mentors would have the other six proposed by-laws of the other chapters in hand for review by the end of the month.

## **B) National Committee Guidelines**

Dan MacLean began by noting that the different types of committees that the association had, had been revised from the last meeting from two to three. Open, Assigned and Closed. Dan noted those committees which were in each of the types noted and why they of the different types.

Dan again proposed that as a general guideline for each of the committees to adopt relative to an association member becoming a member of a particular National Committee be that if that association member attends a minimum of two (2) meetings per year of a particular National Committee, that member becomes eligible to become a member of that National Committee at the following (third) meeting. A motion was made and second that the proposed attendance requirement of an association member becoming a National Committee Member for those applicable National Committees be that that association member attend a minimum of two (2) previous committee meetings within a years' time before becoming a committee member and eligible to vote on committee matters. A motion was made and second to adopt this policy as a guideline for National Committee membership. A lengthy discussion ensued. A unanimous vote was taken, approving the policy as a guideline for the Association.

Luke also noted that the attendance lists at National Committee meetings be modified and standardized to indicate those who are on the National Committee and have voting rights relative to those who are attendees and do not have voting rights.

### **New Business**

#### **A) Chapter Agreements**

Luke noted that due to changes in some of the officers and directors of some of the chapters, each of the chapters are required to execute a Chapter Agreement annually. Tony Marinucci noted that he had six of the eight Chapter Agreements signed and returned. West Coast Chapter had returned theirs unsigned and he had not received South Central Chapter's as of yet.

#### **B) New Chairperson**

Luke Schuler noted that the new chairperson of the Governance Committee is Christie Rowan and will take over her duties at the Spring Board Meeting in Dallas. Individuals to fill the Vice-Chairman and Secretary positions are currently under consideration at this time.

#### **C) Other**

Tom Armor noted that the committee's 2011 Goals and Objectives needed to be addressed. Luke noted that because the Long Range Planning Session held in Denver 3 years ago, had a significant impact on what those Goals and Objectives of this committees were following that meeting, he suggested that the committee formulate it's Goals and Objectives for 2011 following this year's Strategic Planning Session this March in Phoenix and have then prepared for the Spring Board Meeting in Dallas this April.

Tony Marinucci noted the proposed formation of a South America and Caribbean Chapter and the issues that may go along with Chapter By-laws and Affiliation Agreement for an International Chapter. Luke noted that the attorney, Cory Halliburton, was familiar with this matter and would be consulted. Luke noted that the same kind of issue may be on the forefront relative to chapters forming in Canada.

Luke Schuler asked attendees if there was any new business. There was no new business.

**Next Meeting**

Luke noted that the next committee meeting would be held at the Sheraton Grand Hotel in Irving, Texas, April 14<sup>th</sup> or 15<sup>th</sup>, 2011. The actual date and time for the meeting has not been determined at the time of today's meeting.

**Adjournment**

A motion was made by Tom Armour to adjourn today's meeting. The motion was second, there was no discussion and the motion was unanimously approved to adjourn today's meeting at 8:13 AM.

Respectfully Submitted  
M. Luke Schuler, Chairman

Last Name	First Name	COMPANY	EMAIL ADDRESS	2011 ANNUAL	2011 SPRING	2011 SUMMER	2011 FALL
Schuler	Luke	Hayes Drilling, Inc.	lschuler@hayesdrilling.com	X			
Armour	Tom	DBM Contractors	tarmour@dbmcm.com	X			
Cadenhead	Dan	Anderson Drilling	dcadenhead@andersondrilling.com				
Capelli	Ralph	Posillco Drilling	rcapelli@posillcogroup.com				
Hertlein	Bernie	AECOM	bernie.hertlein@aecom.com	X			
Rowan	Christie	Anderson Drilling	growan@andersondrilling.com	X			
Walker	Bo	Texas Shafts	bwalker@texashafts.com				
Watson	Doug	Watson	doug@watsonusa.com	X			
Witherspoon	Tom	S & W Foundation	tomw5@ix.netcom.com	X			
MACINACCI	TONY	ADSC	tmacinacchi@adsc-iafd.com	X			
MOORE	MIKE	ADSC	mimoore@adsc-iafd.com	X			
THOMAS	BOB	FRANKS GROUP, INC	BOB@FRANKSGROUP.COM	X			
Thome	Dan	Nicholson	dan.thome@nicholsonconstruction.com	X			
McDermott	Martin	McKinney Drilling	martinmcd@mcKinneydrilling.com	X			
Miller	Keith	Long Foundation Drilling Co	KMiller@LFDC.com	X			
CARON	BRENDA	CONTROL CHEMICAL	brenda@controlchemical.com	X			
MACLEAN	DAN	CON-TEC SYSTEMS	dan@contechsystems.com	X			
O'Heser	Jesse	Weeks Marine Inc.	joheser@weeksmarine.com	X			
MILLER	TOM	E. E. GILLEN Co	tom-miller@gillenco.com	X			
BRADY HILL	Andy	Fawn Steal	Andy@FawnSteal.co	X			
SHANEKAE	ROBERT	DBM Contractors, Inc	rshanekae@dbman.com	X			
Heitzemann	Eberhard	GSS TITAN	eberhard@gss-titan.com	X			

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