

January 21, 2019

To: Beef Board Executive Committee

From: Scott Stuart, Beef Board Chief Executive Officer

Subject: Action to Continue Chairman Joan Ruskamp's Participation

As you know, the immediate past chairman of the Beef Board serves on our Executive Committee as an ex-officio member. Joan Ruskamp's second consecutive three-year term expires at this Board meeting, so she was not eligible for reappointment. This means that, next year, our immediate past chairman will no longer be a current member of the Beef Board.

Based on the attached letter from Wayne Watkinson, we recommend that the Executive Committee approve a motion inviting Joan to serve as an advisor to the Executive Committee in a non-voting capacity during the coming year.

Attachment



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WAYNE R. WATKINSON  
PARTNER

October 30, 1996

Mr. Monte Reese  
Chief Executive Officer  
5420 S. Quebec  
Englewood, CO 80111

Dear Monte:

The purpose of this letter is to follow up on our recent conversation regarding the composition of the Executive Committee following the next Board meeting. Specifically, the bylaws of the Cattlemen's Beef Board provide in Article VII, Section 1 that the immediate past chair of the Board shall serve as an ex-officio member of the Executive Committee. However, at the next meeting of the Board, the term of the current Chairperson, Ms. Jan Lyons, will expire and she at that time will no longer be a member of the Board. You have asked me to review whether in this circumstance Ms. Lyons would be eligible to serve in an ex-officio capacity as a member of the Executive Committee pursuant to Article VII, Section I of the bylaws.

It is important to note that under Robert's Rules of Order, an ex-officio member of a Board or committee, unless restricted, has all of the rights and none of the responsibilities of other members. (See, Robert's Rules of Order, Newly Revised, p. 401, 1981.) An ex-officio member of the Executive Committee has the right to vote in the Committee, even though he or she is not counted for purposes of a quorum. The Executive Committee of the Cattlemen's Beef Board serves as the Board between Board meetings. The Committee has the authority to take binding action on behalf of the Board subject to ratification by the Board.

In view of the authority with which the Executive Committee operates, and the fact that Ms. Lyons will no longer be a member of the Board, I do not believe that Ms. Lyons would be eligible to serve as an ex-officio member of the Executive Committee under the

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parameters as set forth in Article VII, Section 1. I have not confirmed this with the United States Department of Agriculture, but I believe this is also their position.

However, the Executive Committee is authorized to invite any person it so chooses to provide advice to the Executive Committee. In view of this, the Executive Committee may want to request Ms. Lyons to serve as an advisor to the Executive Committee in a non-voting capacity. This would allow Ms. Lyons to provide background information relating to events or activities that took place during her tenure as Chairperson. The Executive Committee is authorized to reimburse expenses incurred by her in this advisory capacity.

I hope this has addressed the issue we discussed. Should you have any questions, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Wayne R. Watkinson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Wayne R. Watkinson

WRW/jak

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