

Full Board of Directors

<ul style="list-style-type: none"> ● 7 Regional Directors ● Executive Committee <ul style="list-style-type: none"> ○ 4 Officers <ul style="list-style-type: none"> ▪ President ▪ President-Elect ▪ Secretary ▪ Treasurer ○ 2 At-Large Directors 	<p>Additionally:</p> <ul style="list-style-type: none"> ● Must be adult members in good standing and can be nominated by another member or self-nominate/volunteer. ● All except Treasurer are elected by majority vote of NatOrg Adult Members in good standing. ● Treasurer is appointed by the BOD. ● Region 1, 3, 5, and 7 elected in odd numbered years. Region 2, 4, 6 in even numbered years. ● In the first year, the At-Large Director candidate with the most votes is elected to a two-year term, and the candidate with the 2nd most votes is elected to a one-year term and thereafter the At-Large Directors will be elected to two-year terms on alternating years. ● The Executive Committee will consist of four Officers and two At-large Directors. ● Outgoing sitting President cannot be a candidate for President-Elect.
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Board of Directors' Term Lengths and Limits

<p><u>Top Two Officers Only</u></p> <ul style="list-style-type: none"> ● One-year terms for offices of President and President Elect. The President-Elect will rotate into the office of President after one year for a total of two consecutive years. ● One year break from Executive Committee service required after leaving the office of President. <p><u>All Other Elected Positions</u></p> <ul style="list-style-type: none"> ● Two-year terms for At-Large Directors, Regional Directors and Secretary. ● No term limits for Regional Directors (can be elected to multiple consecutive terms). ● Two consecutive terms limit for At-Large Directors and Secretary. ● One year break between terms after reaching term limit for all Executive Committee positions, including top two officers (not for Regional Director positions.) ● The Treasurer will have no limit on terms of service as long as performance is satisfactory and service agreement is renewed by Board annually. ● If a Regional Director is elected to serve as an Officer, previous consecutive terms of service do not count towards their term limit as an Officer. 	<p>Distinction: 2 years maximum <u>consecutive</u> years for top 2 Officers, 4 years maximum consecutive years for all other elected Executive Committee positions.</p> <p>Rationale:</p> <ul style="list-style-type: none"> ● Limits a single person's ability to exercise long-term control over the organization. ● A Regional Director position should not go unfilled due only to a term limit requirement. ● A Regional Director should not be unduly penalized and prevented from serving as an Officer by virtue of their serving as a Regional Director first.
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WE Member Feedback Survey Responses:Governance

WE Member Feedback Survey Responses	
<p>Please provide any feedback you have about the different options presented by the Governance proposal work group.</p>	<p>Replies from the Governance Team</p>
<p>First of all I'd like to say thank you to the committee for working so hard on this. Both boards have put lots of hours and had lots of discussions through this merge process. I like proposal(1) but I'm not sure there is a good enough reason for the directors at large. There needs to always be an odd number for voting with or without directors at large.</p> <p>I like proposal (B) better for one reason. I think 4 yrs is to long for our president to be in charge. I think the board should run the President, not the President run the board. In the past the Executive Director in the Confederation and the President of WE United have run the whole show. That shouldn't be the way it is done.</p> <p>I firmly believe that we will have One Working Equitation Organization in the USA with new programs, new bylaws and new fresh ideas. We should also have new leadership. I do think we should have an advisory committee of ex leaders and others to help get the organization up and running, with no voting privileges. They have a lot of knowledge that can be shared. I will be excited to be part of the new organization and help it grow. I love Working Equitation!</p>	<p>There are several comments about needing an odd number of BoD members to avoid tie votes. Very few board meetings are attended by every member. We are usually operating with a quorum which may be an odd or even number regardless of the total number. Also, personally I would rather be deadlocked with a tie vote than take action by a 7 to 6 vote if the board is that divided on an issue.</p> <p>The idea of an advisory committee was considered and ultimately rejected after much discussion by the governance team as well as the merge management team and the full merge board. We believe the new organization board will be open to hearing from all members and can seek out the advice of individuals with particular experience/expertise at any time but it isn't practical to require a group of ex-leaders to be on hand at every board meeting in case their opinion on a topic is needed.</p> <p>One idea that was agreed to early by the governance team was that all board positions should be elected by democratic vote of the members. (We ultimately modified that slightly to appoint the Treasurer because of need to vet this officer's qualifications.) The idea of barring some ex-leaders from holding office for a period was discussed and it was ultimately decided this was an unnecessary interference in the democratic process. We believe the membership should be allowed to choose to, or not to, elect anyone to a leadership position regardless of past service in either organization.</p> <p>Thanks for your comments and feedback. You are correct, we have put in a lot of time on this - many meetings to discuss the various details! One of our main reasons for including the Director-at-Large positions on the BoD was to leverage the wealth of highly qualified and competent people within the membership of the two organizations and help divide the workload of key operational needs within the new merged organization. Although it might seem like the size of the group right now is too small to warrant having two additional people included in the leadership structure, there is still going to be an incredible amount of work that needs to be done after the merger to develop a robust, healthy, professional, efficient and transparent infrastructure to give the new organization a strong foundation of systems and processes to support the much larger organization we envision it will become.</p>
<p>Proposal #2 makes the most sense to me.</p>	<p>Thanks so much for taking the time to fill out the survey.</p>
<p>a) Under Full Board of Directors, I like Proposal 1. A vice-president can always run for President after the 2 year term and if that person really didn't want the president office, then could choose not to run.</p> <p>b) As far as the At Large Directors- I think that is a good idea. If the Executive Committee makes decisions without the full board (4 Officers, 2 At-Large Directors and the 7 RDs), then it seems that there should either be 1 or 3 At-Large Directors so that there is an odd number of members of the Executive Committee. If decisions are only made by the Full Board, then 2 is a good number.</p> <p>Thanks for your hard work!!! Amazing productivity!</p>	<p>There are several comments about needing an odd number of BoD members to avoid tie votes. Very few board meetings are attended by every member. We are usually operating with a quorum which may be an odd or even number regardless of the total number. Also, personally I would rather be deadlocked with a tie vote than take action by a 7 to 6 vote if the board is that divided on an issue.</p> <p>That was exactly our thinking on the role of the Vice President. Thanks very much for your comments and insights</p>
<p>Proposal 1 Proposal A</p>	<p>Thanks so much for taking the time to fill out the survey.</p>
<p>Proposal A</p>	<p>Thanks so much for taking the time to fill out the survey.</p>
<p>Proposal 2, Proposal B. Term limits are very important to intervene if the organization isn't going into the direction it was supposed to. Also, President-Elect is a fantastic choice. In this important role, key to success is knowledge and experience, both must-haves.</p>	<p>Thank you for your comments and feedback!</p>

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<p>For Full Board I vote for proposal 2, for the Term limits I vote for Proposal A, it takes a president or Executive one year to gain momentum the second year to demonstrate the experience gained.</p>	<p>Thank you for your comments and feedback!</p>
<p>I believe the 2 At Large Directors would be a good addition to the Executive Board. As for the 2 options for how the Executive Board is set up is outlined pretty well. But I have no idea which makes more sense. I like both the 2 year terms for P/VP, as it allows for completion of projects started by individuals in their roles. But also like the other version which allows the ability of the VP to roll into the Pres. position for continuity and understanding of the role and "some training". So I am at a loss of what to say. I hope others out there have had more experience of these two systems and have quality experiences to share with this team. Thank you for the opportunity to input commentary.</p>	<p>Either of the two proposals for term limits could be applied to either of the Governance structure options. Presenting the proposals separately like we did helped open up the feedback to both issues.</p> <p>We understood your comment, but to clarify the terminology, it would be the President-Elect that would become the President in their second year of office. The Vice-President would not roll into the President position.</p> <p>Thank you very much for taking the time to comment the way you did.</p>
<p>I prefer Option A because it is what I am used to from other organizations. But that being said, I can understand the reasoning behind Option B as well. Thank you for all the work you guys are doing to get this all ironed out! You are amazing.</p>	<p>I think you are referring to the Full BoD Governance structure proposals (which we labeled 1 and 2) in your comment rather than the term limits proposals (which we labeled A and B). Thanks for your feedback on this!</p>
<p>Great work committee. My thoughts In the years past, of both WE organizations, I have witnessed, The leadership overstep boundaries, abuse power, and use the organization for personal gain. The goal of the board needs to govern WE and have a chairman of the board. The board, not the president or ED, should be more active in running WE. The presidents role should be Public relations and be a figurehead for WE and should not even appear to have a conflict of interest. The chairman of the board oversees the board where the president should just preside over the meeting. The board controls the President not the president control the board. Directors at large don't seem necessary at this time, IMO. They have no specific role except be a liaison to general membership, which is the regional directors' job. Current and past leadership , due to many conflicts of interest, should not be considered for President for at least 10 years. A business and financial audit should be required as done in other businesses. Thank you.</p>	<p>Thank you very much for your thoughtful feedback.</p> <p>We will be defining the roles and responsibilities of the Officer and Director positions in Phase 2 of this merge project. This will spread the required duties across more individuals and dilute the power any one individual will have within the organization. It will also clearly indicate what activities are appropriate for each of the board positions.</p> <p>We will be giving special attention to developing transparent workflows and systems which incorporate multiple eyes on systems which can easily be abused or used for personal gain or influence in order to make the abuse of position more difficult (and also more obvious to the membership at large).</p> <p>Business and financial audits with published results will be a regular occurrence in the new organization.</p> <p>Conflicts of interest of board members are required to be disclosed whenever they exist, and a board member will be required to abstain from voting whenever necessary due to conflict of interest.</p> <p>The Ethics Committee will be able to address any concerns the membership may bring to their attention regarding perceived conflicts of interest.</p> <p>We believe that the merged organization will be a healthier, stronger, more mature organization than its predecessors now that the sport has had time to grow out of its infancy in the United States, and that the broader pool of highly qualified and competent people involved in the sport now will allow for a wider distribution of the jobs necessary to run the organization which in turn will make it less likely that any one individual will hold undue power or influence within the organization.</p> <p>We believe the membership can be entrusted with electing all of the officers and directors, and should not be disenfranchised by regulating who may or may not run for any office within the term limits defined in the new Bylaws (making a restriction on running for office for any member in good standing an action that would be disrespectful to the membership at large).</p>
<p>(continued comment from above member) Thank you for your time</p>	<p>You are very welcome! Thanks!</p>

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<p>Question: So, you can be an officer of the organization and on the Executive Committee without having served on the Board of Directors, thereby exempting prior experience in a leadership role of the organization?</p>	<p>Yes, after considering various proposals that ran the gamut from requiring prior board service to barring some members because of prior service, it was decided to be totally democratic and allow the membership at large to elect any member in good standing.</p>
<p>Question: No consideration was given to having all members of the Board of Directors elected by the membership, and from the elected Directors, the officers are selected by the sitting Members of the Board?</p>	<p>No, most of the input the team heard before beginning the process was that there is a strong desire in the membership to elect both the board and the officers directly.</p>
<p>Question: Based upon the proposals, it is conceivable to have multiple directors and officers from one region. If the Board of Directors is elected independent of the Executive Committee.</p>	<p>Yes, it has been noted that except for the Regional Directors it would be possible for the At-large Directors and all officers to come from one geographic region or even just one state.</p>
<p>Question: The Executive Committee as the authority to act in the absence of the full BOD, doesn't this reduce the effectiveness of the Regional Directors, especially in the early stages for the development of the organization and sport?</p>	<p>The by-laws of both current organizations allow for an Executive Committee with power to act on most issues without a vote of the full BoD. The Confederation has operated this way frequently.</p>
<p>Question: Do Regional Directors have voting rights as a member of the Board of Directors? That is not the case for current members of the Confederation.</p>	<p>Our proposal indicated that the Bylaws will need to be amended to expand the powers of the Executive Committee to act without full board approval as the organization grows large enough to warrant this.</p>
<p>Question: Who are the "foundation" members of the merged Board and Executive Committee? Method of appointment?</p>	<p>Yes, Regional Directors have full voting rights as members of the Board of Directors.</p>
<p>Question: Under Proposal 2 the presumption is the Vice-President may not have leadership qualities. And therefore you are replacing this with President-Elect? Where does a track record of proven experience come from for a President-Elect if not in a role as Vice-President? Isn't the role of the Vice-President defined in the Bylaws? If the role of the Vice-President is defined in the Bylaws, isn't it necessary for the sitting President to make sure the Vice-President has duties to serve the organization? Isn't voting and electing a President-Elect like pre-mature selection unless this person has been serving the organization with demonstrated leadership as a member of the Board as an officer and/or regional director?</p>	<p>The first election will be held in 2020 to elect the first Board of Directors for the new merged organization if the merger is approved. These "foundational" Directors will all be elected by the membership of the merged organization, not appointed, except for the Treasurer who will be appointed.</p>
	<p>The President-Elect position is by nature a training position for the role of President, so no previous experience is necessary. That being said, the membership has the responsibility to elect the person they feel is most qualified to be President for the President-Elect position because they are in effect electing the future President. We are confident that one year in the position of President-Elect will provide adequate training and preparation for someone even if they have not had previous board service. All of the board of director positions will have their roles and responsibilities defined and outlined in the new Bylaws. These will be worked out during Phase 2 of the merger is approved.</p> <p>There are many people who are uniquely gifted to serve in the supporting role of Vice-President who would not be in their "sweet spot" in the role of President. If it were to happen that the President became unable to serve or finish out their term of office they would be able to step in and carry out the duties of the President (as that would be one of their duties to do), but they wouldn't seek out election as President if there were other options that were a better fit for their personal gifts and skills. That was our reasoning behind the comment about the VP role. Their leadership qualities are different than, not less than, the leadership qualities required of the President.</p> <p>Thank you very much for all of your detailed and thoughtful points of question. We appreciate the time you put into responding.</p>

WE Member Feedback Survey Responses:Governance

(continued comment from above member) You have presented only one piece of the puzzle with regard to the Bylaws, where are the remaining Bylaws? And who determines the content of the Bylaws? What state will the organization be incorporated in?

Term limits and succession is critical to prevent a "power base" of control which currently exists for both organizations. ALL members of the Board and Executive Committee must be governed by term limits and may not repeat their position/role on the Board 1. One and done, 2. Two years have elapsed, 3. Four years have elapsed. The idea of "stepping away" from the Board for a year does not allow for new ideas and concepts to be introduced. And, NO Board member needs a role for life. Emeritus rank needs to be included in the Bylaws.

All committees need to have a non-voting member of the Board of Directors assigned as their designated liaison to the Board. Can the Board member serve as a Chair of a Committee, in a dual role?

How are the Committees to be appointed? Who will appoint the chairs of the Committees with the exception of Ad Hoc?

Are Director-At-Large elected by the membership?

Where does a Nominating Committee come into play with this process to demonstrate an open election process? OR is this more of the past practices?

Why can a Regional Director be re-elected without limits?

Will the elections in the future be conducted in accordance with the Bylaws and not conducted by the sitting President and Immediate Past President?

Why is there no role for the Immediate Past President as a non-voting member of the Board to offer continuity to the Board vs President-Elect vs Vice President? Isn't it smart to have the Immediate Past President officially available to provide information and clarification when needed.

During this phase of the merger we are only addressing the Governance Structure and the Term Limits as those two issues are the make it or break it issues in the governance portion of the merger. The full body of the Bylaws will be developed in Phase 2 if the merger is approved. The merge board will be reviewing the proposed new Bylaws which will be constructed by a team selected from existing board members of both current organizations and an attorney. The new Bylaws will not contain anything that has not been voted on and approved by the merge board (consisting of the members of the boards of both current organizations).

The state of incorporation will be determined during Phase 2.

We appreciate your concern expressed by "one and done". In our extensive discussions over term limits we decided that it would potentially be a problem if we were to put such an exclusion limit in the Bylaws of the new organization. We strongly believe that the membership can be trusted to vote for people who will do a good job serving the organization. We encourage all members to give serving on the Board of Directors a try, thus providing the membership more opportunities to elect people who have not previously served. In the event there are not enough people stepping up to serve the organization it would be crippling to have a "one and done" limit in the Bylaws. There will be no way for any Board Member to have a role for life in the new Bylaws.

The topic of having non-voting Board Members was discussed and decided against as unnecessary due to the number of voting members on the Full Board of Directors already attending Board Meetings. The Committee Chairs will communicate directly with the Board without a liason. It is possible that a Board member could also serve as a Committee Chair as might be needed from time to time. It would not be prudent to restrict this within the Bylaws.

The Board will be responsible to appoint qualified people to serve as Committee Chairs and members.

Yes, the Director-at-Large positions will be elected by the membership.

Any adult member in good standing can nominate any other adult member in good standing for any of the positions up for election in any given election. Any adult member in good standing can also self-nominate for any position. The only restriction to this is that a person running for a Regional Director position must reside within that region. There will be no need for a Nominating Committee with this nomination process.

We felt that it would be potentially crippling to the organization if we were to put term limits on the Regional Director positions at this time in the life of the organization. Because a person must reside in the region where they are serving as a Regional Director some regions where Working Equitation is still gaining momentum do not have as many potential candidates as others. We felt it would be wiser not to have term limits right now. If the sport continues to grow in the US future Boards will be able to amend the Bylaws to adjust the regions to be smaller in geographical size, creating more than 7 regions. At that time it would be appropriate to also add term limits to the Regional Director positions.

Yes, all elections will be conducted in accordance with the Bylaws.

We felt that it would be unrealistic to expect the past president to attend all board meetings if they did not have a vote. We also felt that it would help meet the desires expressed by many members of both organizations to limit the influence any one person has. There is a general consensus among the existing board members of both organizations that the wisdom and experience of the past Presidents are valuable resources, and that if asked, most if not all of those who have previously served as leaders of these organizations would be willing to give advice and guidance as needed. By staggering the elections of all positions there will be at least one half of the Board serving their second year when the newly elected members begin. In this way there will be adequate continuity regardless of which of the two Governance structure is selected.

Thank you for taking the time to address these important details, and giving us the opportunity to clarify August 26, 2016
August 26, 2016 We appreciate your feedback!

WE Member Feedback Survey Responses:Governance

<p>(continued comment from above member) How does the role of the President-Elect differ from the role of the Vice-President? Especially if there is no Vice-President in the designation on the Executive Committee in Proposal 2. Shouldn't the role of Vice President allow a person to serve in the absence of the President or if the currently elected President is unable to fulfill their term of office?</p> <p>What about the issues of conflict of interest with regard to the President being a competitor during their term of office? Especially when one considers the influence the President, through the Executive Committee has over officials. The same would apply if there was a President-Elect. Yes, No</p>	<p>The roles and responsibilities of a Vice President and a President-Elect might not differ much on a day to day basis or even in the event of the President becoming unable to finish out their term of service. The main difference is that when a President-Elect is elected the membership is effectively electing the President of next year, and in the case of electing a Vice President they are not electing a future President.</p> <p>Regarding the issue of conflict of interest, if this is an issue with the role of President and competition, it would logically follow that anyone serving on the BOD cannot also actively be a Coach, a Clinician, a Trainer, a Judge, a TD, a show manager or show staff, etc. during their term in office. So who is going to want to serve the organization if they must step away from their other roles during that period, especially if those roles are part of their livelihood? All people elected to serve on the Board of Directors are required to disclose conflicts of interest in writing, and are required to abstain from voting on motions where conflicts of interest exist. We trust the membership to elect Board members who do not abuse their elected position, act professionally and serve for the betterment of the organization.</p>
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WE Member Feedback Survey Responses:Governance

<p>(continued comment from above member) Why would the new organization want International Directors/Board members, regardless of their voting status? What is the role of the International Directors/Board members? Is the new organization's structure to include the expansion into International sponsored activities? Once a person has served as President, can they be immediately elected to Director-At-Large, continuing to serve on the Board? Are there term limits on the position of Director-At-Large? Can a Regional Director be elected to serve as Director-At-Large with continuous service to the BOD? Can a Regional Director serve a dual role, Regional Director and Officer? Why not have an elected Treasurer who is responsible for the reporting and monitoring of the financial matters, while retaining a non-Board bookkeeper to record the financial activities? If a Treasurer is hired, as proposed, how do the Bylaws cover the role and responsibilities as well as the liabilities of this independent person? If an independent Treasurer is hired, how do the retention of the financial records to be maintained? And what is the audit/financial review process to monitor their activities? Who oversees the independent Treasurer's activities? And who does the independent Treasurer report, responsible to for guidance? The entire Board or Executive Committee or President? Who authorizes the independent Treasurer to pay invoices and write checks/transfer funds? Single signers, two signers? Who is bonded to protect the organization and what is the proof of this coverage? How are the funds to be invested according to the Bylaws? Will there be a contract with the independent Treasurer and if so, for what period of time? Past experiences demonstrate the independent Treasurer is not a life-time position but needs to be rotated to protect the integrity of the financial recordkeeping. If an independent Treasurer is hired, who oversees the preparation of all tax returns, 1099's, etc. from the BOD? Thanks to _____ for making an important statement regarding the importance of not allowing past practices continue.</p>	<p>We referenced an International Director/Liason position because it is in the By-Laws of both associations. We advise this not be an active position because we are not expanding into international activities.</p> <p>Once a person has served on the Executive Committee, they must be off the board for one year and then they can run for office again.</p> <p>Director-At-large - this position is a 2 year term with a limit of 2 consecutive terms. Then a 1 year break before running for a board position.</p> <p>In Proposal A, a Regional Director can be elected to serve as a Director-At-Large with continued service to the BOD because the Regional Directors do not have term limits.</p> <p>It is a little bit difficult to describe all of the possible scenarios at this stage because we presented two different proposals for both structure and term limits. Ultimately, whichever are the options decided on, a person will only be permitted to serve on the Executive Committee for a maximum of four consecutive years in any combination of positions on the Executive Committee before they would be required to be off the Board for one year. The one exception is the Treasurer which is an appointed position. If no other qualified person is available to serve in this position we do not want the Board hindered from being able to fill that vital position by having a term limit for the office of Treasurer in the Bylaws. Regional Directors are not Executive Committee members, so their time in service as a Regional Director is not counted towards their Executive Committee term limit if they happened to be elected to one of those positions. If a Regional Director is elected to serve as a Director-at-Large then they would begin to acquire Executive Committee service years at that point. Once they completed four years of service on the Executive Committee they would be required to take a one year break before running for another Executive Committee position, but they could run for the Regional Director position without a break if they wanted to.</p> <p>A person will only be permitted to hold one position on the Board of Directors at a given time. In the event that there is such a shortage of willing nominees to run for office, the Regional Director positions and the Director-at-Large positions can stand unfilled until such a time as they can be filled by democratic election by the membership or by appointment by the standing Board of Directors to serve until the next duly held election. This will be in the Bylaws.</p> <p>We will be utilizing the services of a third-party professional bookkeeper. We discussed having the Treasurer elected, but decided that it would be in the best interest of the organization to have the standing Board vete and appoint the Treasurer. We recognize that nonprofit organizations are particularly vulnerable to embezzlement and we will be creating a robust system for monitoring the finances of the organization. The Treasurer must be someone who has the skill and resume to oversee this.</p> <p>The Treasurer will be appointed, not hired. Their role and responsibilities will be developed in Phase 2 of the merge process. The organization will have an insurance policy that covers professional misconduct of key Board members, as is standard practice in corporations.</p> <p>Financial records will be maintained in multiple locations: at the office of the bookkeeper, the office of the hired CPA and at the office of the Treasurer at a minimum, in addition to some of the records and reports being available on the organization website. Standard audit and review practices will be used to monitor all aspects of our financial activities. No single person will have access to and authority over any aspect of the finances of the organization. At a minimum, two people will be responsible for any approvals, spending, reviews, reconciliations, etc. The Treasurer will be responsible to oversee these activities, but will not have sole access to any parts of the financial activities or accounts. The Treasurer will give regular reports to and be accountable to the Executive Committee. The Treasurer will be subject to quarterly performance reviews, and an annual renewal of service agreement. These will be administered by the Full Board of Directors. An unsatisfactory performance review that is not remedied will be sufficient to terminate the service agreement early. We agree that appointing a new Treasurer is a good idea periodically, even if an existing Treasurer has been doing a great job, however we do not wish to be in the best interest of the organization to commit to a specific time limit in the Bylaws. We feel any acting Board of Directors will make appropriate decisions regarding the appointment of the Treasurer, and if it becomes evident in the future that a time limit should be implemented, an amendment to the Bylaws can be voted on at that time.</p>
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<p>(continued comment from above member) Just wanted to make the effort to support the comments by _____ as being very important to guard against for the future of the sport. _____ has been in a position to know and evaluate situations so _____ caution needs to be heeded. Let's build for the future with compliance for all members and those associated with the sport. Thank you _____.</p>	<p>We are all working towards a strong and transparent organization, with clearly defined roles and job expectations.</p> <p>Thanks for your comments and concerns. The whole Merge Team has put a lot of effort and time into our various proposals for the new organization. There has been tremendous effort and positive energy to move forward as we hammer out difficult and challenging topics; address past struggles and failures in both organizations; look for ways to bring forth something that is better than the sum of both organizations; and create an organization that is something people genuinely love to be a part of and want to promote. We all want to see Working Equitation in the US grow and flourish and be the rewarding pursuit it has every potential to be.</p>
<p>I didn't see where it was explained "who" votes, only majority vote. Does the membership vote for the officers and directors? Is there a quorum? As for Proposal A or B I don't have strong opinion about either.</p>	<p>The intention is for the membership to elect every member of the Board (executive committee members as well as regional directors) with the exception of Treasurer (Treasurer will be appointed by the full Board of Directors). All US adult members will have been invited to cast one vote for each Executive Committee position on the ballot as well as for a Regional Director candidate from their region (alternating years).</p> <p>Thanks for asking for clarification. We failed to give adequate information in this case. The membership will vote as described above, but a quorum is not needed. The winner of each position will be the one who gets the majority of the votes cast during the election period. It is up to each member to cast their vote during the voting period if they choose to accept the invitation to cast their vote.</p>
<p>Proposals are clearly presented -- the team did an excellent job defining the options.</p> <p>Full Board of Directors: I believe Proposal 1 is the better option. Having a VP with a defined role in the organization (in addition to backing up the President as needed) will be beneficial. And I agree with the rationale that some people may be more suited to a VP role than President. This option leaves the President position open to everyone for each election, which I believe is healthier for the organization.</p> <p>Term Lengths and Limits: I definitely am in favor of Proposal A. Two-year terms for all elected positions enhances continuity for the organization. Two consecutive term limits for the Exec Comm further supports continuity and stability and avoids long-term incumbency. This is a clean, easily understood approach -- the simpler, the better.</p> <p>The proposals do not address this issue, but I believe the Bylaws should define the overall roles and responsibilities of members of the Board of Directors. Officers' and Directors' duties should be limited to those related to administration of the organization, (e.g., developing and ensuring adherence to policies and procedures, financial management, operational effectiveness, committee assignments, elections, external communications, resource management, etc.) and not the functional roles traditionally handled by committees (e.g., Membership, Competitions, Awards, etc.). This will help neutralize the negative perception held for both organizations that one person controls all facets of the operation.</p>	<p>You are correct - the proposal did not address the job descriptions for any of the BOD positions. We are developing a structure that should do away with the perception that one individual could control all facets of the organization.</p> <p>Thanks for taking the time to give us your thoughtful comments and feedback. Some of the details that will be developed will be most appropriate to be defined in the Bylaws, and some things will be better suited to a Policies and Procedures or other key organizational document. In Phase 2 we will be developing these documents. Roles and responsibilities for all positions on the Full Board of Directors is at the top of the list.</p>
<p>Proposal 1 and Proposal A make the most sense to me.</p>	<p>Thank you for your input.</p>
<p>I think Proposal B is best. thank you for all of this hard work.</p>	<p>Thank you for your input.</p>

WE Member Feedback Survey Responses:Governance

<p>I prefer having the President Elect rotate into the role of President because I think it provides for more stability and predictability in governance. In terms of term limits, if the organization goes with the option of VP, I think one year terms for the top two officers makes more sense than two year terms (otherwise, a VP who is willing to serve as President would be committing to four full years of service, and that's a bit much to ask of people. I worry about burn-out and the long-term health of the organization). I think having a person serve one year as President Elect, then rotate to President for one term, then rotate off the Board for a mandatory "break in service' of one year is a better long-term option. It helps keep the leadership fresh while also providing for some continuity across the years.</p>	<p>Thanks very much for giving us detailed feedback. We did talk quite a bit about the burn-out factor in coming up with our proposal options. In the end we decided that four consecutive years was pushing the outer limits, but still reasonable for some people. We were trying to balance continuity of governance with wanting to encourage more people to serve on the board.</p>
<p>I would like to see proposal 2 to have a president - elect with proposal A to have 2 years on the board for consistency.</p> <p>A Member-At-Large could be head of the committees. They would be the bridge between the committees and the BOD. They could step in if a member of the BOD had to step out for a period of time or for the rest of the term. One member-at-large could be enough rather than have two of them. They could be the one that heads up a special project that the president wants to focus of during their term. For example, if there was one this year, they would head the project of joining the two organizations together.</p> <p>Mention in the description about how many meetings the BOD must attend. Also, when the BOD takes office. Is it January 1?</p> <p>Will all members on the BOD be able to vote at Board meeting?</p>	<p>The intention is for elections to finalize in November and Board members take office on December 1 of each year.</p> <p>Yes, the intention is that all members on the BOD will be able to vote at each Board meeting.</p> <p>Thanks for your feedback and ideas. We actually did discuss some of these same responsibilities the Directors-at-Large could fulfill!</p> <p>There will be a clause in the Bylaws that indicates the maximum number of meetings a board member can miss. This clause is necessary to allow for a dismissal for lack of participation.</p>
<p>I wanted to write in support of _____'s recent comments. She has said what a larger group of people have been thinking. Let's make some real changes in the Governance to get this great sport moving in a better direction.</p>	<p>Thanks for sharing your thoughts! The Merge Team has made amazing progress this summer, and we are excited for the future of Working Equitation in the US!</p>
<p>I'm okay with either Proposal 1 or Proposal 2, although I lean towards Proposal 2 as it would establish a clear path for the future leadership of the organization, allowing for continuity and preparation to serve in the President role.</p> <p>I prefer Proposal A over Proposal B. I feel as if a 1 year term (Proposal B) may not be sufficient for the President and VP or President-Elect to settle into the role and effectively administer their duties.</p>	<p>Thanks very much for your feedback!</p>

WE Member Feedback Survey Responses:Governance

<p>I like Proposal 2 and Proposal A. I think having someone move into the president role who has been on the board is a good idea. I also think longer terms are better due to the learning curve. Proposal 2 and Proposal A. Provided same feedback to WE United.</p>	<p>There are several comments about needing an odd number of BoD members to avoid tie votes. Very few board meetings are attended by every member. We are usually operating with a quorum which may be an odd or even number regardless of the total number. Also, personally I would rather be deadlocked with a tie vote than take action by a 7 to 6 vote if the board is that divided on an issue.</p> <p>The idea of an advisory committee was considered and ultimately rejected after much discussion by the governance team as well as the merge management team and the full merge board. We believe the new organization board will be open to hearing from all members and can seek out the advice of individuals with particular experience/expertise at any time but it isn't practical to require a group of ex-leaders to be on hand at every board meeting in case their opinion on a topic is needed.</p> <p>One idea that was agreed to early by the governance team was that all board positions should be elected by democratic vote of the members. (We ultimately modified that slightly to appoint the Treasurer because of need to vet this officer's qualifications.) The idea of barring some ex-leaders from holding office for a period was discussed and it was ultimately decided this was an unnecessary interference in the democratic process. We believe the membership should be allowed to choose to, or not to, elect anyone to a leadership position regardless of past service in either organization.</p> <p>Thanks for your comments and feedback. You are correct, we have put in a lot of time on this - many meetings to discuss the various details! One of our main reasons for including the Director-at-Large positions on the BoD was to leverage the wealth of highly qualified and competent people within the membership of the two organizations and help divide the workload of key operational needs within the new merged organization. Although it might seem like the size of the group right now is too small to warrant having two additional people included in the leadership structure, there is still going to be an incredible amount of work that needs to be done after the merger to develop a robust, healthy, professional, efficient and transparent infrastructure to give the new organization a strong foundation of systems and processes to support the much larger organization we envision it will become.</p> <p>Thanks so much for taking the time to fill out the survey.</p>
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WE Member Feedback Survey Responses:Governance

<p>Good progress - I guess I expected to see Bylaws as the review for the Governance. Overall, I lean towards Proposal A for BOD and Proposal 1 for Full Board. There are many open questions that should be answered and brought to the membership prior to finalizing anything here:</p> <ol style="list-style-type: none"> 1.Bylaws are an important part of the Governance and have not been addressed in this document. Will that be the next step prior to merging the groups? Will there be member feedback? 2.What state and who will be incorporating the new organization? 3.Who will act as Registered Agent – as it should be an independent organization (lawyer, etc.) and not be an individual member as it has been with Confederation and WE United. 4.Registered address and phone number also must not be a member's home address and phone number. There are many options available today to avoid such a conflict and present a professional appearance for the organization. 5.I am unclear as to how the initial BOD and FULL Board will be voted in. Current President in WEU and Executive Director in Confed. should not be eligible for positions with voting rights in new organization. 6.Regional Directors should also have term limits – it is the responsibility of the Full Board to create an environment and organization that will draw volunteers into the organization. 7.I'm not sure what statement "No "international" Director with voting position on BOD" means. Is there an International Director that just doesn't vote? If so, why would there be an international director? Are there plans to be expanding internationally? If so, I don't agree with this approach given the new group's goal is to achieve WAVE protocol. 8.How will fund raising be handled and will the new organization register to be a legal fundraising entity – both Confederation and WE United currently are not properly registered for fundraising as 501C3 organizations. 9.Past President should operate as a Non-Voting member of the board to allow some continuity. 10.Having advisory board positions would also be a good addition – for example, someone with a national or international NFP – not necessarily in equine industry, a lawyer, a member of WAVE. Get some new ideas from outside the currently very small Working Equitation world. 11.To avoid COI issues President of organization should not be eligible to compete or organize shows during their tenure. 	<p>There seems to be some confusion about where we are on the time line of the merge process. We are still in the 1st step which is joint effort by both organizations to decide if a merger can be structured in a way that a majority of people can support. We were tasked to provide a foundation and a framework that we believe most members can support. Of course there is still a great deal of work to be done and the plan is for transition teams to be formed to begin to work out the details once there is an agreement to go forward with the merge process.</p> <p>5. There is no reason you should be clear on this at this time. We are focused primarily on the structure of the long term single organization. Transition teams will still have much work to do before we know how we get from where we are now to there.</p> <p>Both organizations had allowances in their by-laws for "International" representatives on the BoD. We are recommending those positions be eliminated entirely.</p> <p>Thanks for taking the time to ask these questions and give us your feedback. Regarding the issue of conflict of interest, if this is an issue with the role of President and competition, it would logically follow that anyone serving on the BOD cannot also actively be a Coach, a Clinician, a Trainer, a Judge, a TD, a show manager or show staff, etc. during their term in office. So who is going to want to serve the organization if they must step away from their other roles during that period, especially if those roles are part of their livelihood? All people elected to serve on the Board of Directors are required to disclose conflicts of interest in writing, and are required to abstain from voting on motions where conflicts of interest exist.</p>
<p>I vote for Proposal 1 and Proposal B. Keep up the great work.</p>	<p>Thank you very much!</p>
<p>I like the President-Elect proposal. You need experience for continuity. Two year terms are great.</p>	<p>Thanks for your feedback!</p>
<p>Thank you all people volunteering to brainstorm and move us forward! I appreciate your time and energies!</p>	<p>Thanks for encouraging us!</p>
<p>I am extremely unqualified; having no experience with this sort of thing. Nevertheless I like proposals 2 and A.</p>	<p>Thanks for taking time to respond to the survey!</p>

WE Member Feedback Survey Responses:Governance

<p>Would have preferred to see this one as the first item in discussion when the work of joining the associations started. We all know that choosing the correct governing body will be the key for this new venture to succeed as the past has shown where mistakes were made. I too want to give my support to _____'s comments. Although I think we feel gratitude to those that have put time and effort into leading current and past Working Equitation associations in this country, I honestly believe it's absolutely necessary to renew blood. We have had enough abuse of power and it's a good time to organize a simple governing structure that works for the sport. There are many items left out in this proposal, many questions already asked by other members in this form. I hope we get some clarifications and more information before this item is voted on.</p>	<p>We always encourage people to run for the board, which will bring new ideas and energy to the association. This process is far from over and going forward we will have a more developed structure before the proposal is voted into action.</p> <p>Thanks for your comments. We purposely put this topic towards the end of the Phase 1 process. It is one of the most challenging issues to deal with and the most important for the future of the organization. The Merge Board needed time to get to know one another and learn how to best work together. It made sense to do this with the less polarizing issues first rather than tackle the hardest topic right off the bat. Additionally, the Governance Team had to read through and evaluate the Bylaws of both organizations as well as research and study the Bylaws of similar organizations in the process of coming up with proposals for the merged organization. It is a weighty topic to tackle and we needed as much time as possible to meet and discuss the many nuances and options we could have chosen. This included a great deal of consideration of the past history of both organizations, what has worked well and what has had a negative impact. We have also given a lot of consideration to the members, and how the organization and all it has to offer is perceived and received from their perspective, not just how it functions from a leadership perspective. The Board should exist to support the membership and the organization. Our goal is to create a structure and a foundation that will help that happen.</p> <p>Rather than present the governance structure and term limits proposals in the Bylaws Articles format we chose to present the main points in a more readable summary format. Because we felt we wanted member feedback on two proposals for each of those topics it made the summary format even more essential. If the merger becomes a reality the full legal Bylaws will be available on the website once they are adopted by the merged organization. Most of the Bylaws Articles are standard clauses. All Articles unique to our organization will be carefully crafted for the success of the organization with careful attention paid to diversifying roles and limiting individual powers. Nobody on the Merge Board is attempting to consolidate power or control in any position or role.</p>
<p>I like proposal 2 and proposal A. I also like the simplicity and clarity of the presentation of all of the proposals. thank you all for taking on this task!!!!</p>	<p>Thanks for taking time to comment and reply to the survey!</p>
<p>Proposal A</p>	<p>Thanks for answering the survey!</p>
<p>Proposal1 Proposal A</p>	<p>Thanks for answering the survey!</p>
<p>Proposal 1, I don't think the VP should be rolled into the President. Also, I think it is confusing to have a president and president elect. of course the president should be president elect. there should not be 2 presidents. Proposal B 2 years max for a president. Keep this as simple as possible please. The biggest complaint of WE is there are just too many rules.</p>	<p>Sorry for the confusion, the VP is not a position that is rolled into President. It is a stand alone for the course of its term. The President-Elect/President structure is a style that is also used in other associations and we are trying to decide which is the best format going forward.</p> <p>Thanks for taking time to give us your feedback. We realized that it would be more challenging to present two options for two different topics at the same time, but we really wanted to get member feedback on both of these topics, and they are so closely connected that we couldn't really propose one without also putting the other one out there. Even doing just these two topics left many unanswered topics as the survey replies showed. Our apologies for this! When we get finished it should be somewhat simpler to understand. We will have more blanks filled in. Rest assured, there will not be two Presidents at the same time.</p>
<p>A</p>	<p>Thanks for your feedback!</p>

WE Member Feedback Survey Responses:Governance

<p>Thank you all for working so diligently to unite these organizations.</p> <p>I prefer the Proposal 1 for BOD. Might you consider a Past President position to also be a part of that Board. That position would keep Past President around to answer any questions and offer suggestions, also produce an uneven number on the Board when it came time to vote on any proposal. Do not care for idea of President Elect. A Past President would be a far greater asset, I think, for the Board Committee.</p> <p>Proposal A sounds like a very reasonable structure for the term limits for the Executive Board. All plans and change require time.</p>	<p>Thanks for your comments and feedback. We did discuss having a Past President instead of the President-Elect. With these two proposals there is still the option of consulting with the Past Presidents for advice and guidance, so they are not lost as an asset. We felt that there would be more value in having a year to prepare to step into the role of President which the President-Elect position provides. The staggered election years for the other Board positions will give half of the Board as second-year experienced members each new election year, so there will be good continuity across the Board.</p>
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