

### Combined Board Meeting Minutes

**Meeting Date:** October 13, 2020, 10:00 a.m. Pacific, 11:00 a.m. Mountain, 1:00 p.m. Central, 2:00 p.m. Eastern

**Meeting Modality:** Zoom -Directions and password were sent out ahead of time.

#### Meeting Logistics

- The meeting was co-facilitated by Julie Alonzo and Jeanne Bond.
- Participants were given instructions as to meeting decorum in a Zoom Meeting. All members had an opportunity to speak on every motion up for discussion.
- Participant order for discussion was also established in an earlier email.

#### Voting Order

When we vote, the meeting facilitators will either call for a voice vote or a roll call vote. A **voice vote** will be used if there appears to be consensus on an item. A **roll call vote** will be used if any member of either Board requests it, or if there does not appear to be consensus.

If a voice vote is called, meeting secretary (Biddie Lowry) will record whether there were any ‘nay’ vote casts. If a roll call vote is called, Biddie will call on individual Board members by name and record the votes from the Confederation Board separate from the votes from the WE United Board, alternating between calling the votes starting with the Confederation Board and starting with the WE United Board.

Voting order was established prior to meeting. Roll Call Votes are recorded on the Voting Record Sheet and saved in Shared Drives > Collab – BOD meetings folder. There were no Roll Call Votes at this meeting.

#### Members in Attendance:

WE United		The Confederation for Working Equitation	
Julie Alonzo	<del>Sarah Pinney</del>	Jeanne Bond	<del>Lauren Gueswel</del>
Polly Limond	Cindy Branham	<del>Jill Malone</del>	<del>Natalia Lord</del>
Trisha Kiefer-Reed	Emily Kemp	Leslie Martien	<del>Adair Soho</del>
<del>Erin O’Shaughnessy</del>	Kiki Pantaze	<del>Ashley Bowers</del>	Kat Waters
Tracey Erway	Heather Walters	<del>Eleanor Thomas</del>	Chris Stanko
Kristine Strasburger			Maria Blackstone

#### Members Absent:

CWE: Jill Malone, Ashley Bowers, Eleanor Thomas, Laure Gueswel, Natalia Lord, Adair Soho

WEU: Erin O’Shaughnessy, Sarah Pinney,

**Non-Voting Participant:** Biddie Lowry

**Meeting called to order at 2:05 pm EDT by Julie Alonzo, President of WEU. WEU must have at least 6 members present for quorum. CWE has agreed that a number less than 6 will meet quorum.**

All motions will be voted on by the Individual Board of each organization.

- Eight members of WEU present, five required to pass any motion.
- Five members of CWE present, three required to pass any motion.

**Agenda**

**I. Approval of Meeting Minutes for October 5, 2020 – (This was skipped to save time; it will be done at the next meeting.)**

**II. Review of Revised Bylaws – Kristine Strasburger**

**a. Key Points-> Three areas of the Bylaws were discussed in the meeting.**

**p. 18 – Treasurer having no term limit** It was agreed that the Treasurer will not have term limits, but the Board will evaluate and either re-appoint or replace on an annual basis.

**p. 23 – President as ex officio member of all committees** It was agreed that the President will not be an ex-officio member of all committees.

**p. 29 – Board appointing committee members** It was agreed that the Board of Directors (BOD) shall have the authority to appoint and remove committee members and committee Chairs, but they will emphasize the need to work closely with the committee Chairs to vet and select appropriate choices for committee membership.

**b. Detailed Discussion->**

**A. p. 18 – Treasurer having no term limit**

Julie asked if anyone had any comments about the Treasurer having no term limits.

Leslie replied that there are good arguments either way, but if someone has the skills and there is good oversight in place, she felt like term limits were not necessary. There is a specific skill set involved with the office of Treasurer. It was better to find the person with the skills.

Kiki asked for a review of whether the Treasurer was an elected or appointed position. After having it clarified that the Treasurer position was an appointed position, she agreed with Leslie. Chris also stated that if you had someone willing to do the position and was qualified, we should keep them. Polly added that the Treasurer is an Executive Committee position. Leslie and Kat agreed that an auditor should be hired periodically to look over the financial records. Kristine said that a review of the Treasurer should not be in the Bylaws, but in the Policies and Procedures document. There should always be an informal audit by a professional as part of the continuation of the position of Treasurer.

**Motion made by Julie Alonzo to retain the wording in the Bylaws to the office of Treasurer, “The Treasurer will have no limit on terms of service as long as performance is satisfactory.” Add language related to annual appointment.**

Seconded by Leslie Martien.

Discussion? Kristine added that auditing happens anyway.

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, “ayes” were heard, and no “nays” were heard. The Motion carried.**

**B. p. 23 – President as ex officio member of all committees**

Julie asked if there was any discussion about the President being an ex officio member of all committees.

Kristine was neutral on this topic as she had no experience to justify a reason why or why not the President should serve on all committees. Jeanne brought forth the questions, “What is the benefit of this and how is it implemented? Julie replied that she was neutral on this topic. Kiki recommended that “President as ex officio member of all committees” be removed from the Bylaws and place wording in the Policies and Procedures document that the President is kept aware of all committee work. Leslie stated that the President should have a broad knowledge of the organization and may not be the best person to attend a committee meeting. She agreed with Jeanne and Kiki that the committees should keep the President and the Board of Directors (BOD) apprised of the work they are doing.

Kat also agreed that the committee Chairs should keep the BOD up to date on the working of the committee. Caution should be mentioned about the possibility of a powerful person holding the office of President who might derail the committee work if the President was an ex officio member of that committee. Committee members might be intimidated by the President sitting in on meetings or could complicate the function of the committee.

**Motion made by Julie Alonzo to remove the language in the Bylaws about the President being an ex officio member of all committees.**

Seconded by Kristine Strasburger.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, “ayes” were heard, and no “nays” were heard. The Motion carried.**

**C. p. 29 – Board appointing committee members – (This discussion is about Article VII, Section 10. Committee Members, and whether the Committee Chair (Chair) or the Board of Directors (BOD) appoint the committee members.)**

Julie suggested that the BOD come up with a workable solution that addresses the concerns of the public and the Board Members – one person having too much control and influence over a committee. Kat thought that many members wanted the BOD to have the final say over who serves on a committee, but Leslie disagreed and felt strongly that committee members must be able to work together and have team player skills. If the Chair is appointing all members of the committee, it may end up being very controlling. It was also mentioned that if the Chair attended all the BOD meetings, it would certainly help with the communication between the Chair and the BOD. Leslie stated that we may not always agree, but we all respect one another and felt like we need to give the committees some autonomy.

Tracey replied that if the committee is not functioning, will the BOD have the ability to dismantle or abolish that committee. Julie explained that the BOD has the power to appoint or

remove a committee Chair. If the Chair appointed its members and brought together a group who disagreed with the BOD, the BOD could dismiss the Chair, but now there might be a committee who can still cause problems. Kiki hoped that the BOD will choose a great Chair and prevent a committee from going rogue. Kristine clarified that the wording currently allows the BOD to establish or dismiss a committee or choose or dismiss a Chair. It is currently not in the Bylaws about what to do with a committee member if need to dismiss him/her. Chris suggested that we add Chair to the first sentence, "The Board shall appoint the members of committees."

The discussion then moved to the process on how to select the members of a committee. Julie said that if we require widespread geographic representation on these committees, and the Chair must select committee members that he/she does not know, it may be difficult for the committee to function smoothly. Kat believed that there should be some structure in place to fill positions on these committees, whether it is an announcement that a position is open or directions to fill out a form. Maybe there needs to be a more public approach to finding committee members.

Jeanne suggested that people who want to volunteer should apply for committee positions, but that the Chair should not select a person without an interview and some sort of vetting. The Chair will want the best people for his/her committee and should have a say on who will be on the committee. The selection of committee members should be based upon who are the best people not based upon where they live. Tracey responded that she is not feeling strongly about how committee members are selected and asked if there was a limit in the size of the committee. Jeanne replied that in her experience, five was a very functional number for the Rules Committee, but the size of any committee may vary depending on the needs of that committee. Committees should have an odd number.

Kristine summarized what she has heard as the predominant thoughts, and Trisha and Kiki added a couple of points:

- The BOD appoints the Committee Chair (Chair).
- Members need a process to indicate an interest to serve on a committee.
- Chair will be responsible for vetting potential members.
- Chair gives name to BOD for approval.
- Need to establish a procedure to handle any future problems with Chair or committee members.
- Need 5 people on committee
- If Chair already knows 2-3 people to serve on his/her committee, then remaining members could be found from membership, but need a process to do that. (Trisha)
- Did not feel like BOD needed to approve individual members of a committee (Kiki).

Leslie felt like the BOD should be able to make recommendations for the committee and was fine with the Chair vetting the applicants and deciding on who will be the best fit. She had a concern about requiring regional representation. It is more important to have people willing to work together and have a functional committee than find members from different regions. Julie also agreed with that.

Julie then pointed out that there could be at least two scenarios- one where all is great, the other where the Chair was removed, possibly resulting in committee members unhappy. The new Chair could then find new committee members. Too many scenarios exist to describe here. Kristine pointed out that if the committee members did not like the new Chair, they could resign.

Julie stated that the BOD should still appoint the Chair, the Chair recommends committee members with a rationale, then the BOD approve the selection of the committee members. This still does not solve the problem of a person that needs to be removed. Leslie pointed out that since the BOD has been elected by the public, that the public has faith in the BOD and with the decisions the BOD makes. She still would like to see that the committees have more autonomy.

Kristine pointed out that the BOD does not have to make recommendations, there could be an application process for the general membership, and the BOD or Chair could ask the Regional Director for recommendations. It is much clearer for the BOD to appoint the Chair and the members of the committee that the Chair brings to the BOD. There could be a process, such as “a 3-step process” in the Policy and Procedures document on how to deal with someone who is not effective on the committee for whatever reason.

Kiki pointed out that according to the attorney, the BOD must have the final say to dismiss a Chair and restructure a committee. Julie also agreed that this needs to be in the Bylaws. For instance, with the Rules Committee and LO Committee, it is important to have the best people on those committees. She explained a scenario of one person being pressured to have another person on the committee and being influenced by others on the outside. It is better to have the BOD as a group, not an individual, to be ultimately responsible for appointing and/or dismissing someone from a committee.

Kat agreed with Julie and stated that if the only way to remove a person from a committee was to remove the Chair, then do that and start over. Trisha also stated that checks and balances were so important. Kristine mentioned that the BOD could suggest to the Chair certain individuals and the Chair could find others. But the final appointment comes from the BOD.

Jeanne spoke from her experience with the Rules Committee. Originally the Chair works with the BOD to come up with Committee members what will work well together. There should be no relative importance of committees and felt like the Board was close to arriving at a compromise. She also felt like the BOD needed to have the final say just in case of the worst case scenario.

Kat inquired if the Chair had the ability to remove a committee member. Jeanne responded that if the Chair had strong feelings against a person, that the BOD should respect that decision. Ultimately, the BOD has the final say. If the Chair does not like the decision, the Chair can resign. It is a management decision; you could have the best person on paper, but then does not function well and a change must be made. Julie stated that the Chair can suggest a dismissal to the BOD and the BOD can move to Executive Session to decide. Kat asked if the

Rules Committee needed a different timeline or trial period to see if the committee is functional. Jeanne restated that that all committee member prospects need to be vetted with an interview before becoming part of the committee and that all committees treated the same.

Julie pointed out that the Bylaws are a legal document. How a committee functions goes in the Policies and Procedures documents, not the Bylaws. She would like to see the expectation that the Chair vets any prospects for a committee, does the interviews, then brings the recommendations with a rationale to the BOD for approval. There would be a similar process for removal if needed. Jeanne stated that the ultimate responsibility belongs to the BOD; the Chair needs to be part of the conversation. The BOD needs to trust the Chair to make good recommendations; if that is not happening, then get a new Chair.

(The discussion then moved to whether the BOD should “approve” or “appoint” the committee members.)

Tracey and Leslie suggested that the word appoint be changed to approve. It gives a little room for discussion. Julie pointed out that changing the word to “approve” would give a nice feeling but using “appoint” is an action of the BOD. Kristine pointed out that the word “appoint” needs to stay in the Bylaws. They can put in the Policies and Procedures document that the Chair brings the recommendations to the BOD, and then the BOD appoints the committee members. Kiki and Tracey wanted the Chair to appoint the committee members, but Kristine said that the BOD is responsible for these decisions.

Kristine also stated that in the future, we may not have a group as functional as the current Board. Leslie agreed that we are trying to protect the organization from any committee, Chair, or Board member who goes rogue. Trisha also said that ultimately the BOD is responsible for all decisions.

Kat mentioned that if the Chair wanted the committee to function well, he/she will seek out people who will work well together and think alike. This merged group has different backgrounds and functions well. Each committee can also have diversity and work well together.

Julie summarized by saying that she has heard three people state that they are against the BOD appointing the committee members. Some said that they are ok with the BOD making the appointments if there are steps in the Policies and Procedures document to define a process. Leslie pointed out that there still needs to be a compromise.

Tracey gave an example of how the diversity in her company has helped the company because they all have the same goals and high expectations. She felt like the Chair needs autonomy in selecting the members of his/her committee.

Julie pointed out a statement such as “the Board reserves the right to appoint or remove committee members” can have a negative perception and must be careful to treat all committees equally. She agrees that the BOD should listen to the Chair’s recommendations. Perhaps guidelines to this process can be put in the Policies and Procedures document; help is

needed from this group to draft the process for selecting committee members for the Policies and Procedures document.

Chris added that the Bylaws need to be noticeably clear; there does not need to be any gray areas that allow interpretation. The Chair can help with the selection of the committee members, but the BOD has the final say with the appointment of the committee members.

**Motion made by Julie Alonzo to add to all sections about committees in the Bylaws: "Committee Chairs are responsible for making recommendations for committee appointments to the Board of Directors."**

Seconded by Trisha Kiefer-Reed.

Discussion? Kiki was opposed to this motion and there was a little more discussion.

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, "ayes" were heard, and one "nay" was heard. The Motion carried.**

### III. Review of the Rules Process – Jeanne Bond

**a. Key Points-> Jeanne read over the key points in the Rules Process document that was sent out to all Board Members previously and explained her rationale for having a Review Team.**

b. Detailed Discussion->

Jeanne reviewed the review and approval process of the Rule Committee. She proposed the following from the 2.9 Rules Process 10-8-20 document:

"The finalized document is sent to a Rules Review team no later than 1 week prior to intended release. The review is designed to ensure that the changes are useful/usable/intelligible for judges, competitors, and organizers. The review team consists of a senior-level judge, a TD, an L4/5 or higher competitor, and a show organizer. The team will have 5 days to evaluate the changes for:

- Understandability/clarity.
- Consistency (i.e., all areas impacted by the change are addressed).
- Effective/correct use of terminology.

The team will not make a judgment on individual change proposals.

Once passed by the review team, the document will go to the Board for final approval before release."

Tracey commented that last year she, as a TD, thought that she understood the rule changes, but found out later that she did not completely understand some of the rule changes. She appreciated Jeanne proposing this change. Jeanne explained that this was why we want a Review Team; we need to have the rule changes examined by an experienced group that have a

different viewpoint from the Rules Committee. Also, if there is a problem, there will be time to fix it before releasing the rules to the public. Also, if there is a change, the Rules Committee can ensure that the change is reflected throughout the rule book. If the BOD approves this, the current Rules Committee has people in mind. Kiki and Chris both thought that this was a good step.

Kat brought up an idea of having a quiz for Licensed Officials (LO) on the new rules or a rules review for LO. Jeanne asked Kat to talk to her later about this and other ways that the organization can ensure that all rule changes are understood by the LO.

**Motion made by Julie Alonzo to approve the Rules Process and authorize the Rules Committee to create and appoint a Review Team as outlined in the Rules Process document.**

Seconded by Chris Stanko.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, “ayes” were heard, and no “nays” were heard. The Motion carried.**

**Motion made by Julie Alonzo to approve the Bylaws with the corrections as documented by Kristine Strasburger in her revision and incorporation of the three approved motions from today’s meeting.**

Seconded by Leslie Martien.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

**Voice Vote: When asked, “ayes” were heard, and no “nays” were heard. The Motion carried.**

#### **IV. Conclusion**

With no further business, the meeting was adjourned at 3:56 pm EDT by Julie Alonzo.

Minutes submitted by Biddie Lowry on October 21, 2020.