



USAWE Board of Directors (BOD) Meeting Minutes



Meeting Date: Wednesday, February 8, 2023

Meeting Time: 5:00 p.m. Pacific, 6:00 p.m. Mountain, 7:00 p.m. Central, 8:00 p.m. Eastern

Meeting Frequency/Modality: 2nd Wednesday each Month held virtually via Zoom

Agenda: Sent 1.27.2023 8:17 PM PST and posted to USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) > Board Meetings by Secretary Kris Blacklock

Minutes Approval: 2.8.2023 Minutes were e-approved 2.12.2023 4:51 AM PSST and posted to the USAWE.org > Corporate > Records > Meeting Minutes > Elected Board Minutes and filed in USAWE G-Drive > Board of Directors

NEXT MEETING – 5pm PST Wednesday March 8, 2023 via Zoom; Agenda items due February 22, 2023 (14 days prior to meeting). Email agenda items to President and cc: President-Elect and Secretary.

Board of Directors (BOD) in attendance for all or part of the meeting:		Attendance at Roll Call	
Executive Committee		Present	Absent
President	Chris Stanko	P	
President Elect	Doreen Atkinson	P	
Secretary	Kris Blacklock	P	
Treasurer	Erin O’Shaughnessy	P	
At Large Director 1	Trisha Kiefer-Reed	P	
At Large Director 2	Stephanie Hayes	P	
Regional Directors			
R1 Director	Heather Humelbaugh	P	
R2 Director	Robin Bond	P	
R3 Director	To be Appointed by BOD	---	---
R4 Director	Kiki Pantaze	P	
R5 Director	Becky Sherven	P	
R6 Director	Karen Miller	P	
R7 Director	Rebecca Algar	P	

Current # of Board members = 12 | BOD members required for Quorum = 7

BOD members in attendance at roll call = 12. Quorum was established.

BOD Meeting Attendance Log was updated and posted to G-Drive > Board of Directors and to usawe.org > Corporate > Records > Meeting Minutes > Elected Board Minutes 2023

Non-voting USAWE Committee and Task Force Chairs in attendance for all or part of the meeting:						
Affiliate Organizations	Kristine Strasburger	P		International Competition	Kellee Campbell	A
Awards	Bridgett Klingler	A		Licensed Officials (co-chair)	Christy Reich	P
Coaches Network	Trisha Kiefer-Reed	P			Doreen Atkinson	P
Competitions	Becky Sherven	P		Marketing	Karen Boso	A
Elections	Bridgett Klingler	A		Membership	Kate Steffes	A
Ethics	Dan Dahlke	P		Rules	Jeanne Bond	P
Financial Oversight	Leesa Nero	P		Website	Kristine Strasburger	P
Horse Recording	Mindy Finelli	A		Youth Development	Alex Tyson	P

Current # of Committee Chairs = 16; 10 Committee Chairs in attendance.

Committee and Director Updates were not included in the 2.8.2023 Board of Directors meeting since each provided their report during the February 4, 2023 Annual Members Meeting (held this past Saturday).

USAWE Members in attendance for all or part of the meeting: Trish Hyatt (International), Leslie Martien (R3), Kasey Riddle (R7), Julie Alonzo (R1)

Call to Order: President Chris Stanko called the meeting to order at 5:03 PM Pacific time.

Minutes Approval: 1.11.2023 Minutes were e-approved by the BOD 1.15.2023 and posted to the USAWE.org > Corporate > Records > Meeting Minutes > Elected Board Minutes and filed in USAWE G-Drive > Board of Directors



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USAWE COMMITTEES & TASK FORCE BRIEFINGS – no updates during this meeting; Committees provided updates on February 4, 2023 during the Annual Members Meeting.

AT-LARGE and REGIONAL DIRECTOR UPDATES – no updates during this meeting; directors provided updates on February 4, 2023 during the Annual Members Meeting.

FINANCIAL REPORT: Treasurer Erin O’Shaughnessy posted USAWE financials and bank reconciliations through January 31, 2023 to the G-Drive > Board of Directors > Treasurer Report folder and encouraged Board members to review them and contact Treasurer via email (Treasurer@usawe.org) with any questions.

Financial Summary through January 31, 2023

January Financials and Bank Reconciliations have been uploaded to G-Drive > Board of Directors > Treasurer Reports

Financial Summary

US Bank Checking Account Current Balance (1/31/23)	\$14,526.09
(\$7,200 of this balance is restricted Youth funds)	
US Bank Secondary Checking Current Balance (01/31/23)	\$ 600.00
US Bank Savings Current Balance (01/31/23)	\$125,935.70
PayPal Account Current Balance (2/8/23)	\$ 34,842.60**

** Transfer request to move \$28,000 to Ops Checking done 2/8/23 (approved by Executive Board Members 2/3/23)

Net Income Jan 23	\$5,319.33
Net Income YTD (Jan)	\$5,319.33
Previous Year (2022) Net Income	\$47,661.21

Comments: Income was Membership dues/horse recording, award sponsorship and show licensing fees. Many requests for Technical Delegate licensing and pursuing various levels of judging licenses makes up the License Official income. The Other Ordinary Income is the cash back from our PayPal Debit card. Advertising Income is banner income offset by Advertising expense below.

Expenses were regular Google suites fees Mail chimp, PayPal processing fees. Advertising and Marketing was banner orders and affiliate organization payments from the 2022 election. Dues and subscriptions were higher this month due to the additional Zoom license. Office expense was a LO badge.

Further notes: Payment Restricted Youth Funds still has not been spent/used to reimburse the producer of the other Zone Championship show. Also in the works are the agreed upon grant monies to the producers of those shows.

Submitted electronically.

Erin O’Shaughnessy
02/28/22

OLD BUSINESS

Youth Championship Show Scholarship Fundraiser - Introduction to the topic.

KRIS BLACKLOCK, SECRETARY, made a motion; REBECCA ALGAR, R7 DIRECTOR seconded

Motion 1: Introduce a "Donate to the Youth Championship Show Scholarship Fund" button on the USAWE website.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

ERIN O'SHAUGHNESSY, TREASURER, asked any proposed financial or charitable transactions be discussed with Treasurer and Website Committee prior to implementing.

Motion rescinded by ALEX TYSON, YOUTH DEVELOPMENT COMMITTEE CHAIR

Motion 2: Include a "Donate to the Youth Championship Show Scholarship Fund" prompt when the 'Adult or Junior Join or Renew' button is selected for new or renewing members; "Would you like to donate to the youth championship scholarship fund?"

→ **No action taken.**

Information Request Lead Time - Introduction to the topic.

HEATHER HUMELBAUGH, R1 DIRECTOR made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded

Motion 3: Requests for information by any BOD officer to a committee chair or committee member will have a minimum of 14 calendar day response deadline; this date to be outlined in all information requests.

→ **Motion failed by voice vote with 0 in favor, 11 opposed, 1 abstained, 0 recused, 0 absent.**

Bylaws and Policies and Procedures - Introduction to the topic.

KRIS BLACKLOCK, SECRETARY, made a motion; CHRIS STANKO, PRESIDENT, seconded

Motion 4: Appoint a task force to annually review the USAWE Bylaws, update to reflect approved changes from Policies and Procedures document revision(s), revise wording where necessary for clarity, and submit a proposed amendment(s) to the BOD and USAWE membership for review/approval.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

REBECCA ALGAR, REGION 7 DIRECTOR, made a motion; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion 5: Appoint Kris Blacklock (Secretary), Jeanne Bond (R6), Kristine Strasburger (R3), Leslie Martien (R3) to the USAWE Bylaws Task Force.

→ **Motion passed by voice vote with 11 in favor, 0 opposed, # abstained, 1 recused (Kris Blacklock), 0 absent.**

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded

Motion 6: Add a step to the USA Working Equitation Policies and Procedures for Directors and Committee Chairs to annually review content in the USAWE Policies and Procedures document, generate new procedures as required, revise existing procedures as necessary to accommodate USAWE's day-to-day operations and future growth, and submit a proposed revision(s) to the BOD for review/approval.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused.**

NEW BUSINESS - COMMITTEES

COMMITTEE APPOINTMENT(S) – MEMBERSHIP – Kate Steffes, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded

Motion 7: Appoint Aimee Miller (R2) and Shannon Yee (R2) as members on the Membership Committee, effective immediately.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

COMMITTEE APPOINTMENT(S) - ETHICS – Dan Dahlke, Chair

KRIS BLACKLOCK, SECRETARY made a motion; TRISHA KIEFER-REED, AT LARGE DIRECTOR 1, seconded

Motion 8: Appoint Heather Humelbaugh, Region 1 Director, as member of the Ethics Committee, effective immediately.

→ **Motion passed by voice vote with 11 in favor, 0 opposed, 0 abstained, 1 recused (Heather Humelbaugh), 0 absent.**

COMMITTEE APPOINTMENT(S) - FINANCIAL OVERSIGHT – Leesa Nero, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; CHRIS STANKO, PRESIDENT seconded

Motion 9: Appoint Leesa Nero (R7) and Brittany Flowers (R1) as Co-Chairs of the Financial Oversight Committee, effective immediately.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

COMMITTEE APPOINTMENT(S) – MARKETING AND PROMOTION – Karen Boso, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded to table

Motion 10: Appoint Breanna (Bree) Sprik Powell (R6) member of Marketing and Promotion Committee, effective immediately.

→ **Motion TABLED.**

COMMITTEE APPOINTMENT(S) – COACHES NETWORK – Trisha Kiefer-Reed, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; ROBIN BOND, R2 DIRECTOR, seconded

Motion 11: Appoint Michelle Lackey (R5) as member of the USAWE Coaches Network Committee, effective immediately.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 1 recused (Trisha Kiefer-Reed), 0 absent.**

COMMITTEE REQUEST(S) – RULES – Jeanne Bond, Chair received request from Ontario Society for Working Equitation

Ontario Society for Working Equitation – Request to use USA Working Equitation Rules

KRIS BLACKLOCK, SECRETARY made a motion; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion 12: Decline Ontario Society for Working Equitation’s request to use USA Rules for Working Equitation. Each country shall develop and follow their own rules for domestic competitions; use WAVE rules when competing internationally.

→ **Motion passed by voice vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

ERIN O’SHAUGHNESSY, TREASURER left the meeting at 6:28 PM PST due to illness.

COMMITTEE REQUEST(S) – LOC SEMINAR PROPOSAL & BUDGET – Christy Reich and Doreen Atkinson, Co-Chairs

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded

Motion 13: Approve the 2023 Licensed Officials Ease of Handling Seminar Proposal and \$21,954 Budget for the educational event to be held in Woodstock IL. Clinicians to be WAVE Judge and USAWE 'S'; with assistance from USAWE 'S' Judge as translator, technical advisor and scribe.

→ **Motion passed by voice vote with 10 in favor, 0 opposed, 0 abstained, 1 recused (Rebecca Algar), 1 absent.**

COMMITTEE REQUEST(S) – MARKETING & PROMOTION BUDGET – Karen Boso, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; TRISHA KIEFER-REED seconded

Motion 14: Establish and approve an \$9,750.00 annual budget for the Marketing and Promotion Committee, effective immediately.

→ **Motion passed by voice vote with 11 in favor, 0 opposed, 0 abstained, 1 recused (Kiki Pantaze), 1 absent.**

COMMITTEE REQUEST(S) – MARKETING & PROMOTION – INTELLECTUAL PROPERTY – Karen Boso, Chair

KRIS BLACKLOCK, SECRETARY, made a motion; CHRIS STANKO, PRESIDENT, seconded to table

Motion 15: Obtain attorney opinion on a licensing agreement contract between USA Working Equitation and Dressage Illustrated for the development and marketing of USAWE Working Equitation Dressage Tests L1-L7 Performance Levels.

→ **Motion TABLED.**

CORPORATE

INTELLECTUAL PROPERTY – BOARD OF DIRECTORS AND COMMITTEES - Kris Blacklock, Secretary

New! Guides – Introduction to the Board of Directors Packet, Meeting Etiquette, Zoom & Webinar Licenses and Usage, Email, Contacts and G-Drive – resources developed to assist Board of Directors with newly elected position, Committee Chairs and Committee members day-to-day operations, facilitating meetings and corporate asset housekeeping and recordkeeping.

Rationale: All resources developed by a BOD or Committee Member or for the organization are considered a USAWE Intellectual Property corporate asset. USAWE must be the point of contact, not personal name(s) or personal contact information.

KRIS BLACKLOCK, SECRETARY, made a motion; KIKI PANTAZE, R4 DIRECTOR, seconded

Motion 16: All USAWE, Board of Director (BOD) and Committee created intellectual information is the property of USA Working Equitation and this Information Property (i.e., corporate records, user guides, manuals, instructions, etc.) and will cite USAWE, BOD Position or Committee Name and corporate email address (not personal name or contact information) as the point of contact. If the author doesn't have a corporate email address, then use info@usawe.org as the point of contact. Originals to be filed within the appropriate USAWE, BOD or Committee Corporate G-Drive folder (not on a personal device).

→ **Motion passed by voice vote with 11 in favor, 0 opposed, 0 abstained, 0 recused, 1 absent.**

Revise USA WORKING EQUITATION POLICIES AND PROCEDURES > Section 2 – DIFFERENT LEVELS OF SERVICE – Board of Directors, Board Appointed Committees, Assistants to Committees – Kiki Pantaze, R4 Director

Different Levels of USAWE Service

Board of Directors



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USAWE is governed by an elected Board of Directors. The Board of Directors is responsible for enacting policy, approving programs, setting the budget, authorizing expenditures, and appointing members to serve on the organization’s committees. All meetings of the Board of Directors should be chronicled with a meeting agenda and minutes, which should be made public on the organization’s website. Only Board members are allowed to vote on motions brought before the Board.

Board Appointed Committees

Much of the daily work of the organization is carried out by Board appointed committees. These committees operate within Board-approved budgets to enact Board-approved programs. All committee meetings should be chronicled with meeting minutes and sent to the USAWE Secretary, shared with the full Board of Directors, and posted on the organization’s website. Only Board-appointed committee members are eligible to vote on motions brought before the committee. To be eligible for committee appointment, a person must maintain current membership with USAWE.

Assistants to Committees

From time to time, committees may seek help from additional volunteers to carry out special projects or assist with enacting Board-approved programs. Such volunteers can be recruited directly by the committee and may serve the committee without formal Board vote or appointment. Such volunteers are not eligible to vote on motions brought before the committee. The chair of the respective committee shall be authorized to grant access to that committee’s USAWE folders and that committee’s pages on the website if such access is required by the work the volunteer is doing for the committee. When such access is granted, the Committee Chair shall inform the USAWE Secretary, WebAdmin Chair and require the USAWE Annual Statements to be signed by the volunteer. To be eligible for a committee assistant position, a person does not need to maintain a current membership with USAWE.

KIKI PANTAZE, R4 DIRECTOR, made a motion; DOREEN ATKINSON, PRESIDENT ELECT seconded

Motion 17: Adopt ‘Different Levels of USAWE Service’ (Board of Directors, Board Committees, Assistants to Committees) and add this information to the *USA Working Equitation Policies and Procedures*, effective immediately.

→ **Motion passed by voice vote with 11 in favor, 0 opposed, 0 abstained, 0 recused, 1 absent.**

KRIS BLACKLOCK, SECRETARY, made a motion; DOREEN ATKINSON, PRESIDENT ELECT, seconded to update **Policies and Procedures > 1.3.9 Annual Statements** to include Assistants to Committees

Motion 18: Each director, principal officer, ~~and~~ member of ~~and assistant to of a~~ committee shall sign statements which affirm such person:

- a. Has received a copy of the Code of Conduct, Conflict of Interest, Code of Ethics, and Social Media policies,
- b. Has read and understands the policies,
- c. Has agreed to comply with the policies, and
- d. Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

→ **Motion passed by voice vote with 11 in favor, 0 opposed, 0 abstained, 0 recused, 1 absent.**

ANNOUNCEMENTS - None

ITEMS TO CONSIDER FOR NEXT MEETING - None

President Chis Stanko adjourned the meeting at 6:58 PM, Pacific Time.

Minutes submitted by Kris Blacklock, USAWE Secretary