



USAWE Board of Directors Meeting Minutes 3.8.2023



Meeting Date: Wednesday, March 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 3.3.2023 6:41 PM PST and revised 3.4.2023 10:22 AM PST; posted to USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) > Board Meetings folder by Secretary Kris Blacklock

Minutes: The 3.8.2023 Minutes were e-approved 3.11.2023 and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) folder

NEXT MEETING – 5:00 PM PST Wednesday April 12, 2023 via Zoom; Agenda items due March 29 (14 days prior to meeting). Email agenda items to President and cc: President-Elect and Secretary.

Board of Directors 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		A
At Large Director 1	Robin Bond	P	
At Large Director 2	Stephanie Hayes	P	
Regional Directors			
R1 Director	Heather Humelbaugh	P	
R2 Director	To be Appointed by BOD	---	---
R3 Director	Linda Frazier	P	
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 | 7 BOD members required for Quorum.

BOD members in attendance at roll call = 11 | Quorum was established.

BOD Meeting Attendance Log was updated.

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-chairs)	Christy Reich	P
Coaches Network	Trisha Kiefer-Reed	A			Doreen Atkinson	P
Competitions	Jeanne Bond	P		Marketing and Promotion	Karen Boso	P
Elections	Jane Renner	P		Membership	Kate Steffes	P
Ethics	Dan Dahlke	P		Rules	Jeanne Bond	P
	Leesa Nero	P		Website	Kristine Strasburger	P
Financial Oversight (co-chairs)	Brittney Flowers	P				
Horse Recording	Mindy Finelli	A		Youth Development	Alex Tyson	A

Current # of Committee Chairs = 17; 12 Committee Chairs in attendance.

USAWE Members in attendance for all or part of the meeting: Trish Hyatt, Kasey Riddle, Lidia Taylor.

Call to Order: President Chris Stanko called the meeting to order at 5:02 PM Pacific Time.

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

DIRECTORS UPDATES (listed in numeric order)

At Large Director 1 – Robin Bond – No update

At Large Director 2 – Stephanie Hayes – No update

Regional Director 4 – Kiki Pantaze – No update

FINANCIAL REPORT: Treasurer Erin O’Shaughnessy absent. No report.

OLD BUSINESS - Motion tabled from 2.8.2023 BOD meeting

COMMITTEES - MARKETING AND PROMOTION – *Karen Boso, Chair*

Rationale: Intellectual Property (IP): Attorney to review a licensing agreement contract between USAWE and Dressage Illustrated (Legend Enterprises) to design and sell 2023 USA Working Equitation Dressage Tests that will provide riders with a pocket view version of each test and bring awareness of the sport to dressage riders. Dressage Illustrated will provide a backlink to usawe.org; app version available; offers instructor version. Retail cost will be \$24.95 for three tests; \$49.99 for seven tests. IP Attorney cost ETA \$500. USAWE profit proceeds go to the Youth Scholarship Fund.

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

Motion 1: Authorize the President to move forward with Dressage Illustrated designing and selling the USA Working Equitation 2023 Dressage tests, pending legal review of the licensing agreement contract.

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

COMMITTEES – YOUTH DEVELOPMENT – 2022 ZONE CHAMPIONSHIP YOUTH SCHOLARSHIPS

Documentation Needed: *Alex Tyson, Chair Youth Development Committee* – absent; Kasey Riddle, committee member present and will follow up and provide information to the Board of Directors.

- Provide Secretary and Treasurer with a list of 2022 youth development zone championship scholarships: show completed, \$amount of show entry fee each youth competed in and the name and email address of show manager for entry fee reimbursement.
- Provide 2022 scholarship tracking documentation of reimbursement request for each zone championship scholarship; who and how entry fee was reimbursed. 2022 Tracking log (and each prior year scholarship log - 2021, 2020) need to be located in the Youth Development G-Drive folder.
- Have the Eastern and Western zone show managers received zone show entry fee scholarship reimbursement? If not, which show manager needs reimbursement? Provide Secretary and Treasurer with \$ Amount, Name, email address

NEW BUSINESS

COMMITTEES – APPOINTMENTS – Competitions – *Jeanne Bond*

Rationale: Fill the Competitions Chair vacancy (Becky Sherven resigned 2/15/23, effective 2/28/23) and fill a committee member vacancy.

Committee asked these (2) appointments be expedited via e-Vote 3.4.2023; both motions e-Approved by BOD on 3.7.2023 (# of BOD = 12). See Decisions by Email minutes posted to usawe.org > Corporate > Records > Meeting Minutes and also filed on corporate G-Drive > Board of Directors folder

Motion 2: Appoint Jeanne Bond (R6), chair of the Competitions Committee, effective 3/1/2023.

→ **Motion passed by e-Vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

Motion 3: Appoint Mary Duffy (R2), member of Competitions Committee, effective immediately.

→ **Motion passed by e-Vote with 12 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.**

COMMITTEES – APPOINTMENTS – Competitions – Jeanne Bond

CHRIS STANKO, PRESIDENT, moved and ROBIN BOND, AT-LARGE DIRECTOR 1 seconded,

Motion 3a: Appoint Emily Elias (R1), member of the Competitions committee, effective immediately.

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

COMMITTEES - WEBSITE EDITORS – President Chris Stanko & Executive Committee (authorized by the USA Bylaws to manage day-to-day operations)

Rationale: Committee website editors are new due to volume of content that needs to be kept up-to-date; previously all website updates were performed by Website Chair, Website Committee members and Website Developer.

Committees with website editors: Awards (Julie Alonzo), Coaches Network (Julie Alonzo), Competitions (Julie Alonzo, Emily Callihan) and Rules (Jeanne Bond). Committee website editor's site access and the specific pages edited needs to be defined in Policies and Procedures within each committee's procedures.

No one moved or seconded; due to upcoming policies/procedures that will outline committee website editing authorization.

Motion 4: Require Non-Website Committee editors be pre-approved by the Board of Directors. Committee procedures and/or processes to outline the pages committee member website editors are authorized to keep updated.

→ **Motion failed**

COMMITTEES - WEBSITE DEVELOPMENT – President Chris Stanko & Kristine Strasburger, Website Committee Chair

Rationale: Ensure committees work with the Website Committee and the Board of Directors to ensure content, functionality, layout, and style are in alignment with the organization's website design elements. The Website Committee is in the process of establishing the protocols necessary to have this collaboration between committees work smoothly.

The Website Committee Chair is currently in the process of identifying the following to establish a formalized P&P related to committee website editors:

- 1.) Web pages each committee has information, documents, etc. on
- 2.) Elements on each of those pages that it is more efficient for a committee member to edit than for the Website committee to edit (most often this will be due to time-sensitive data being posted as quickly as possible, or spreadsheets that get updated frequently.)
- 3.) Training and Process Manuals needed to ensure website editors understand all steps to properly edit their assigned elements.
- 4.) Guidelines needed to ensure website editors understand what they are allowed to do and not allowed to do as a website editor.

KRIS BLACKLOCK, SECRETARY, made a motion; REBECCA ALGAR, REGION 7 DIRECTOR, seconded

Motion 5: The Board of Directors shall approve all significant changes to the USAWE website prior to the changes becoming "live and viewable" to the public. Significant changes are those changes which would alter the look and feel of the website or add content of a new nature. Changes which are not in those categories, page updates, or merely enhance end-user experience do not need Board approval.

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

COMMITTEES EXPENSES — submitted by *Marketing and Promotion Committee - Karen Boso, Chair and Lidia Taylor, Member* and reviewed by the *Financial Oversight Committee*

Rationale: This approach will avoid committee members spending their own funds and waiting for reimbursement. The committees and the authorized signers record keeping will be streamlined as the receipts of all purchases will be issued by USAWE directly. Authorize the organization's account signers to use USAWE financial accounts (corporate PayPal account, Credit Card or Debit Card, checks or bill pay or wire transfer) to purchase products and services outlined in Board-approved budgets for the current fiscal year, upon respective Committee Chair's written (e-mail) request.

The Committee Chair's requests will assign the expense against the appropriate Committee's budget. Authorize the organization's Executive Committee to purchase budget approved items for the various committees (Awards, Marketing and Promotion, Website, etc.). Committee to submit committee chair approved Expenditure/Reimbursement Request Form for each expense, then (2) Executive Committee Officers (President, President Elect, Secretary, Treasurer, At Large Director 1 and At Large Director 2), on a rotation basis, to sign request form; then (1) account signer to purchase/reimburse expenditure.

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

Motion 6: Authorize the Executive Committee to purchase budget approved items and reimburse shipping costs for each of the organization's committees via the Expenditure Reimbursable Expense Form approval process.

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

COMMITTEE REQUESTS - EXPENDITURE REIMBURSEMENT REQUEST FORM – reviewed by *Financial Oversight, Leesa Nero & Brittany Flowers*

- Revised authorization, payment and record retention flow. Updated form to be sent to Board of Directors, Committee Chairs and Committee members and kept on the corporate G-Drive > Committees folder and Board of Directors folder.

COMMITTEE REQUESTS – RULES— submitted by *Chris Stanko, President*

Rationale: Address the issue that the final version of the USA Rules for Working Equitation Version 6.1 proposed mid-year changes was not presented to the BOD for final review/approval before public announcement, website and social media posting as prescribed by **USAWE Policies and Procedures > 2.12 Rules > 2.12.4 Review and Approval Process**. The Rules Committee is a committee of the BOD and not a separate entity.

CHRIS STANKO, PRESIDENT, made a motion; ROBIN BOND, AT-LARGE DIRECTOR 1, seconded

Motion 7: Approve Version 6.1 USA Rules for Working Equitation published March 1, 2023 with the understanding all rules and revisions must be reviewed and approved by the Board of Directors prior to public announcement, website and social media posting.

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

CORPORATE – INSURANCE – President Chris Stanko

Rationale: Renew insurance policies at a cost of \$1646.85+ \$1200.00 = \$2846.85

- General Liability – \$1M, \$3M Aggregate, Equisure, Inc., 13790 E Rice Place, Suite 13790, Aurora, CO 80015 \$1646.86
- Directors and Officers – \$1M, \$3M Travelers, PO Box 2950, Hartford, CT 06104-2950 \$1200.00
- Research obtaining a policy for Licensed Officials (Judges and Technical Delegates) - quote requested

CHRIS STANKO, PRESIDENT, made a motion; DOREEN ATKINSON, PRESIDENT ELECT, seconded

Motion 8: Authorize President Chris Stanko to bind insurance for General Liability and Director & Officers for an amount not to exceed \$3000 for the year with the goal of obtaining the most coverage for our money. Try to secure at least \$1 million of insurance coverage per occurrence and \$3 million aggregate.

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

Licensed officials are currently not covered under USAWE insurance; President Stanko requested insurance quote. LOC indicated the \$50 LO license renewal fee can be applied to cover the licensing cost.

CHRIS STANKO, PRESIDENT, made a motion; KRIS BLACLOCK, SECRETARY, seconded to table this motion pending insurance quote amount.

Motion 9: Authorize President Chris Stanko to bind insurance for Licensed Officials (Technical Delegates and Judges) officiating at USAWE licensed shows for an amount not to exceed \$[amt to be determined] for the year. Try to secure at least \$1 million of insurance coverage per occurrence and \$3 million aggregate.

→ **Motion tabled.**

FINANCIAL REVIEW – by Executive Committee and Financial Oversight

Rationale: Develop guidelines, tracking forms and policies and procedures regarding the organization’s finances. Meet quarterly to review financial status, discuss issues and develop recommended practices.

- Treasurer Account Access
- BOD and Committee Budgets
- Bylaws Amendments

CORPORATE – ACCOUNTS– President Chris Stanko

Rationale: Treasurer currently (and previously) has no account access.

CHRIS STANKO, PRESIDENT, made a motion; KIKI PANTAZE, REGION 4 DIRECTOR seconded

Motion 10: Authorize Treasurer Erin O’Shaughnessy full account access with secondary approval to move USAWE funds between accounts.

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

CORPORATE – BUDGETS– Financial Oversight, Leesa Nero & Brittany Flowers

Rationale: Establish annual budgets for organization overall and each committee – in process. Budgets to be based on expenditures and income over the past two years. Need to create the preliminary budget for 2023 based on QuickBooks financial history; then establish budgets annually.

CORPORATE – 2-Factor Verification - Financial Oversight, Corporate eMail Coordinator Kristine Strasburger & Secretary Kris Blacklock

By April 1, 2023 all corporate email and G-Drive accounts (BOD, Committees and other key contacts) to set up 2-Factor Verification. ‘How To’ information to be emailed to the Board of Directors and all Committee Members.

CORPORATE – EVENT REGISTRATIONS - PayPal Invoices VS. RegFox –Website Chair Kristine Strasburger & Secretary Kris Blacklock

Rationale: Kristine Strasburger, Website Chair, has been working very hard in researching and testing ways to streamline event registration and payment. The Licensed Officials Seminar in June 2023 will be beta testing using an online Event Registration with PayPal payment.

CORPORATE – BYLAWS – CHECKS - 2-SIGNERS – by Kris Blacklock, Secretary; Bylaws Task Force (Kris Blacklock, Jeanne Bond, Leslie Martien and Kristine Strasburger), Financial Oversight Committee

Rationale: Amend the Bylaws of USA Working Equitation to replace the 2-signature check requirement with 2-signature Expenditure/Reimbursement Form since PayPal, Credit Card, and Debit Card only require one officer to remit payment, US Bank doesn't recommend mailing checks to obtain second signature and bank does not verify two signature endorsement.

KRIS BLACKLOCK, SECRETARY, made a motion; DOREEN ATKINSON, PRESIDENT ELECT seconded to table this until all bylaw changes can be addressed

Motion 11: Amend the Bylaws of USA Working Equitation Article IX Contracts, Checks and Loans > Section 2. Checks, Drafts to read:	
Current verbiage	Proposed amendment
<p>Article IX Contracts, Checks and Loans, Section 2 Checks, Drafts</p> <p>All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by no less than 2 (two) Officers of the Board and such Officer or Officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.</p>	<p style="background-color: #ffff00;">Amendments to Article IX and X were drafted by the Financial Oversight Committee to address financial process and control issues.</p> <p style="background-color: #ffff00;">Board will wait until entire Bylaws are reviewed for verbiage changes; then obtain legal counsel prior to three-step change process</p>

→ **Motion tabled.**

When proposed amendments are preliminary approved by the Board of Directors, a three-step process (as outlined in Article XVII Amendments. Section 1. Amendments of Bylaws and Section 2 Procedure) will be followed (see below):

In order for any amendment to these Bylaws to be voted on, adopted or enacted the following procedures must take place:

1. *First*, the written copy of the proposed changes to be included on the agenda of a meeting of the Board of Directors, along with the date when that meeting will be held, shall be given to all members of the Board of Directors.
2. *Second*, upon the affirmative vote of at least 2/3 majority of the seated Board at the time the vote is taken (BOD currently has 12 members; 2/3 = 8), the proposed change shall be presented in writing to the membership of USAWE for a period of no less than 45 days for comment and input.
3. *Third*, once the membership comment period has ended, the proposed change shall be added to the agenda for a vote by the Full Board of Directors at a regularly scheduled meeting of the Board of Directors. For a proposed change to be approved, it must receive the affirmative vote of at least 2/3 majority of the seated board at the time the vote is taken.

CORPORATE – Volunteer Service Hours – by Leslie Martien

Rationale: Establish volunteer service hour limits Monday-Friday, Saturday, Sunday and Federal Holidays.

No one moved or seconded; instead - Simply be conscientious, courteous and mindful of time of day corresponding, texting and calling. Also help minimize the # of emails by replying back only to the person requesting a reply; rather than 'Reply All'.

Motion 12: Phone calls and texts to USAWE Board Members and Committee Members should only be made between 8 am and 8 pm Monday through Friday and 9 am and 7 pm Saturday and Sunday IN THE TIME ZONE in which said person resides. Phone calls and texts should not be made on national holidays unless such contact constitutes an organizational emergency. Strict attention should be given to the time zone in which the contactee resides.

→ **Motion failed**

CORPORATE – BOARD AND COMMITTEE SERVICE QUESTIONNAIRE –by President Chris Stanko

A questionnaire has been developed to solicit committee chair and member feedback. Will wait to deploy until mid-year.

ANNOUNCEMENTS

None

ITEMS TO CONSIDER FOR NEXT MEETING

Budgets, Policies and Procedures – 13 sections ready for review; 7 waiting to be finished; Jeanne Bond and Kris Blacklock to schedule review sessions with each committee chair and Board of Directors the 1st and 3rd Wednesday. Anticipate 8 review sessions.

President Chis Stanko adjourned the meeting at 7:18 PM, Pacific Time.

Minutes submitted by Kris Blacklock, USAWE Secretary