



USAWE Executive Session Meeting Minutes – 05.31.2023



Meeting Date: Wednesday May 31, 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: As needed; held virtually via Zoom

Agenda sent via Email: 5/24/2023 by Secretary Kris Blacklock

Minutes: The 5.24.2023 Executive Session Meeting minutes were e-approved 6.4.2023 by the BOD and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors > Executive Sessions

Board of Directors (BOD)		Attendance at Roll Call	
Executive Committee		Present	Absent
President	Chris Stanko	P	
President Elect	Doreen Atkinson	P	
Secretary	Kris Blacklock		A
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	Katie Franklin		A
R3 Director	Linda Frazier		A
R4 Director	Kiki Pantaze		A
R5 Director	Becky Sherven	P	
R6 Director	Karen Miller		A
R7 Director	Rebecca Algar		A
Guest(s)			
Financial Oversight Committee Members	Mike Boso	P	
	Barbara Crawford		A
	Phyllis Laderman	P	
	Terry O’Neal		A
	Brittney Flowers		A
	Leesa Nero	P	
Corporate G-Drive/eMail Account Administrator	Kristine Strasburger	P	

Current # Executive Committee = 6 | BOD members required for Quorum = 4
 # Executive Committee members in attendance at roll call = 4 Quorum was established.

Call to Order: Leesa Nero FOC Co-Chair called the meeting to order at 8:00 PM Eastern Time.

NEW BUSINESS

- **IT Request for Information** – Responses & Concerns – Kristine Strasburger invited to conversation

Leesa summarized the email sent previously regarding IT RFI results. Kristine covered in detail her comments sent via email on 5.30.23. Discussions regarding cost involved of hiring an IT company, finding a small IT company in the states, where to move our key data/info away from the Google G-Drive, how to back it up on an ongoing basis with at least 2 guardians of the data/backup, securing our data with written policies and protocols to be conveyed to all users, securing our email correspondence and anything attached to them as well as file folders located in Google Workspace. Noted that all platforms (Google and Microsoft 365) can be vulnerable as nothing is fool proof and there are pros and cons to both systems. USAWE needs to continue to work on this and “up our game” (per Doreen) to hopefully prevent hacking, spam, phishing, ransom, etc. from outsiders as our key data/info is currently vulnerable. The FOC will continue to search for a possible small IT firm for the future, Kristine will check into email encryption options like Protron and Cloud to Cloud pricing. The two will also investigate how/where to move the key data and once approved and completed then communicate with all users to review their file folders in Google Workspace to move important vulnerable data to the new location and then delete in their file folders. Kristine is also looking into



USAWE Executive Session Meeting Minutes – 05.31.2023



how Google will display an icon in an email if it believes it is Spam, convey this info to all users, to be aware of this Google function and address accordingly.

- **Hiring Organization Attorney, Legal Contracts/Documents**

The FOC has recommended, detailed in a previous email to the EC, the hiring of an attorney to serve the organization on an as needed basis. The attorney should be in CO, familiar with non-profits, corporate bylaws and contract and lease agreement reviews as well as represent the organization should any legal issues or lawsuits develop. FOC will create and send to the EC a Motion (with this rationale) to present to the BOD for a vote. Stephanie asked who the attorney was involved in the merger. Kristine has this info and will forward. Chris will contact past president Leslie to find out possible attorney names. Once possible attorneys/firms are identified FOC will create and send them a Request for Information for the EC to then interview them.

- **Organization Physical Mailing Address (USA Working Equitation, 5006 Forsythe Place, Boulder CO 80303)**

Mike explained in detail the two options (UPS vs. Traveling Mail) for creating a new physical address for the organization. Traveling Mail is less expensive than UPS and has more options. Once the physical street address is set up it will be added to the website removing past president Leslie's physical mailing address and we can provide three email contacts. They could open our mail, scan and email or mail the contents but only if we asked them to. Chris expressed concern with them opening any mail. The solution is to have them scan outside of the mail only, send the scan/s to all three established contacts on the account who can tell them what to do with the mail: shred or forward to another person's address. The basic service is \$15.00 per month, forwarding cost postage plus \$2.00. The EC was in favor of this new option and indicated the President, President Elect and Secretary should be the three contacts. Anyone of these can have mail forwarded to the Treasurer if needed. The FOC to create a motion to hire Traveling Mail and provide it to the EC to present it to the BOD for a vote.

- **Organization Treasurer Appointment & Bookkeeping Service**

As of this meeting no one has responded to the request for new Treasurer candidate applications sent out to the membership on 05.16.23. While the notice was very thorough and detailed, it clearly calls for a lot of work/responsibility of the Treasurer who would not only be acting as the BOD Treasurer but also the organization's bookkeeper; possibly scaring applicants off. It was indicated that Erin's said today, 05.31.23, would be her last. She will need to be asked by the EC to stay a little bit longer until her position can be filled by a BOD vote. It was asked if anyone on the FOC would be interested in serving. Leesa indicated she would ask all the committee members and said we may have to have the BOD approve a Temporary Treasurer in the meantime (in order to continue to conduct business) if we can't get any volunteer applications. In the meantime, Leesa reviewed the email sent regarding possible outside bookkeeping services. Two of them appear to be sole owners and one having multiple employees. The EC indicated they are interested in participating in Zoom interviews with all three to then make a recommendation to the BOD as to who to hire for these services. Leesa will inquire as to when they are available to meet with the EC. Once hired we will need to provide the new service with our banking info and for them to bring themselves up to speed on our current QuickBooks bookkeeping and chart of accounts. FOC to work up a new Treasurer job description to manage the organization's financial health and planning with budgeting and reporting allowing a hired outside service to complete the day-to-day bookkeeping entries and functions.

- **Organization Budget**

The current 2023 Excel Budget Draft was reviewed and discussed in detail. There are a lot of questions as to what constitutes some of the income and expense names such as "contributions" etc. and whether some expenses have been approved by the BOD or not. Once a budget is created in QuickBooks, we can drill down into each chart of the account line item to see what it consists of and its description. Some income and expense numbers were modified during the meeting, but it is clear at this point the organization may well be over budget. Leesa will move the Committee Budget expense items up under the Corporate Expenses so they can all be tallied as expenses to compare to potential income and then send it back out to the EC and FOC for further input. Kris will need to check and verify if in fact the BOD has voted to approve the Committee Budget dollar amounts and adjust as needed. Once done the budget needs to be reviewed by the BOD, and as Doreen indicated, there may well have to be a "pause" placed on some approved spending to try and get a more balanced budget.

- **Updated Expenditure Reimbursement Form – Wires and Account Transfers**



USAWE Executive Session Meeting Minutes – 05.31.2023



This topic was not reviewed or discussed during the meeting.

ANNOUNCEMENTS

Topic – None.

ITEMS TO CONSIDER FOR NEXT MEETING

Topic – To be determined later depending on the results of the above.

Leesa Nero FOC Co-Chair adjourned the meeting at 10:55 PM Eastern Time.

Minutes submitted by Leesa Nero