



USAWE Executive Session Meeting Minutes



Meeting Date: Thursday, October 5, 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: Emailed 10.2.2023 and posted on usawe.org > Corporate > Records > Meeting Minutes by Secretary Kris Blacklock

Minutes: The 10.5.2023 Executive Session Meeting minutes were e-approved 10.9.2023 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	P	
Treasurer	Leesa Nero	P	
At Large Director 1	Robin Bond	P	
At Large Director 2	Stephanie Hayes	P	
Regional Directors			
R1 Director	Heather Humelbaugh		A
R2 Director	Katie Franklin		A
R3 Director	Linda Frazier		A
R4 Director	Kiki Pantaze	P	
R5 Director	Becky Sherven	P	
R6 Director	Karen Miller	P	
R7 Director	Rebecca Algar	P	

Current # Executive Committee = 6 | # Officers required for Quorum = 4 | Current # Regional Directors = 7
 # Executive Officers in attendance at roll call = 6 | Executive Committee Quorum was established.
 Regional Directors invited to the meeting. | # of Regional Directors in attendance at roll call = 4
 # Full Board in attendance = 9 | Full Board Quorum = 7 | Full Board of Directors voted.

Call to Order: President Chris Stanko called the meeting to order at 5:01 PM Pacific Time.

OLD BUSINESS

Committee Meetings – Obtain Attorney’s Opinion – Executive Committee

Rationale: Need to determine if an attorney’s opinion is needed regarding Board Committee’s need to post, take and retain committee minutes; attorney’s estimated cost is \$ 450.00 per hour (Note: Howard Bernstein, Boulder CO, is the attorney used by the organization during the merger and fee would be the actual time expended for a zoom consultation).

Doreen researched Colorado Nonprofit Act and all regular or any Board Committee meeting must be open with public notice and meeting minutes taken; Working Committees that serve an operational role are not authorized to make decisions without board approval and are subsequently not required to post public notice or meeting minutes.

Until the Bylaws can be updated, the Board decided to identify Board Committees vs. Working Committees within Policies and Procedures.

Board Committees: Executive Committee, Board of Directors

Working Committees: Affiliate Organizations, Awards, Championship Evaluation, Coaches Network, Competitions, Elections, Ethics, Financial Oversight, Horse Recording, International, Licensed Officials, Marketing and Promotion, Membership, Rules, Website, Youth Development and Task Forces: Bylaws, Championship Show Structure, Quality Assurance and Strategic Planning.

MOTION BY KRIS BLACKLOCK, SECOND BY CHRIS STANKO, PRESIDENT

Motion: To define and identify in Policies and Procedures which committees are Board Committees (authorized to act on behalf of the board and require public notice, agendas and minutes) and committees that are considered operating Working Committees (not authorized to make decisions without board approval).

→ Motion unanimously passed by voice vote: 10 in favor, 0 opposed, 0 abstained, 0 recused, 3 absent.



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NEW BUSINESS

Possible Conflict of Interest – BOD to review committee policies and procedures to ensure current and future committees and volunteer appointments address perceived conflict of interest and ensure Policies & Procedures includes segregation of duties within each committee (a key internal control used by the organization to minimize errors, undue control, misuse of information, prevent fraud, sabotage and other security compromises). This internal control ensures no **one** person has the ability to have full control during the course of their duties. (For example, the person who approves expenditures should not be the person who reconciles monthly financial reports. The volunteer who hosts licensed shows should not be licensing shows. The volunteer who serves on the Coaches Network should not perform corrective action on a fellow recognized coach), etc.

President Chris Stanko, President Elect Doreen Atkinson and Secretary Kris Blacklock to draft a committee chair email asking each Committee Chair (cc Jeanne Bond, Policy & Procedure Project Lead) to review their respective committee’s preliminary Policies and Procedures to ensure segregation of duties are outlined. The BOD to perform a segregation of duties review before P&Ps are finalized.

Segregation of Duties examples:

Within the Licensed Officials Committee, each LO on the committee is not allowed to license or discipline, suspend or perform corrective action on a fellow LO; a LO must recuse themselves.

Within the International Committee, any committee member who is a judge should not judge fellow international competitors competing in international selection trials; unless a letter of consent by fellow competitors is agreed upon and signed to allow said judge to Judge at the pre selection trial

Seeking Committee Volunteers – Secretary to contact committee chairs and send a Committee Help Wanted eBlast that lists committees seeking volunteers and outlines candidate qualifications and a committee point of contact.

Help Wanted! Licensed Officials Committee: The LOC is looking to add to our team. The ideal candidate is someone who, in addition to deep experience with horses, training, competing, and working equitation, has a love for education, technology, details and spreadsheets. Must be able to navigate around Google Drive, Sheets, Docs and Pages, and maintain confidentiality. The work level requires approximately 8 hours a week as well as a weekly meeting via zoom. We work together well as a team to support our licensed officials. If you think this might be something for you, please send a letter of interest and experience to LOC@usawe.org.

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

Motion: Authorize the distribution of an eBlast and Social Media posts for committees seeking volunteers.

→ **Motion unanimously passed by voice vote with 10 in favor, 0 opposed, 0 abstained, 0 recused, 3 absent.**

ANNOUNCEMENTS - Strategic Planning Meeting – Doreen announced the task force (Doreen Atkinson, Leesa Nero and Kristine Strasburger) is meeting to determine meeting date/location and content.

ITEMS TO CONSIDER FOR NEXT MEETING - none

President Chris Stanko adjourned the meeting at 7:03 PM, Pacific Time.

Minutes submitted by Kris Blacklock, USAWE Secretary