



USAWE Board of Directors Meeting Minutes



Meeting Date: Wednesday, March 13.2024

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 3.8.2024 and posted to USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) > Board Meetings folder

Minutes: The 3.13.2024 Minutes were e-approved 03.25.2024 and posted to the USAWE.org > Corporate > Records > Meeting Minutes and filed in USAWE G-Drive > Board of Directors (BOD) folder

NEXT MEETING – Wednesday April 10, 2024. Submit Agenda items using the online [Board Agenda Item Request Form](#) located on the usaawe.org website > Corporate > Records page

Board of Directors in attendance for all or part of the meeting:		Attendance at Roll Call	
Executive Committee		Present	Absent
President	Doreen Atkinson	P	
President Elect	Tracey Erway	P	
Secretary	Amie Perryman	P	
Treasurer	Leesa Nero	P	
At Large Director 1	Robin Bond	P	
At Large Director 2	Stephanie Hayes	P	
Regional Directors			
R1 Director	Sara Mackenzie	P	
R2 Director	Mary Young	P	
R3 Director	Chris Stanko	P	
R4 Director	Kiki Pantaze	P After roll	
R5 Director	Sara Barnwell	P	
R6 Director	Cera Olson	P After roll	
R7 Director	Pat Melton	P After roll	
Clerical Assistant	Kris Blacklock	P	
Clerical Assistant	Kristine Strasburger		A
Treasurer Assistant	Kathy Orr		A

Current # of Board members = 13 | 7 BOD members required for Quorum.
 # BOD members in attendance at roll call = 10 | Quorum was established.
 BOD Meeting Attendance Log was updated.

Non-voting USAWE Committee Chairs in attendance for all or part of the meeting						
Affiliate Organizations	Kristine Strasburger	Excused	A	Licensed Officials (co-chairs)	Christy Reich	P
					Doreen Atkinson	P
Awards	Lynn Maloney		A	Marketing and Promotion	Amie Perryman	P
Competitions	Kim Hillyer		P	Membership	Kate Steffes	Excused A
Elections	Biddie Lowry		P	Professional Development	Sue Watkins	P
Ethics	Dan Dahlke		P	Rules	Jeanne Bond	P
Financial Oversight	Brittney Flowers (Interim)		A	Website	Kristine Strasburger	Excused A
Horse Recording	Mindy Finelli		P	Youth Development	Kasey Riddle (after roll call)	P
International Competition	Kellee Campbell		P			
Task Force Leads in attendance for all or part of the meeting						
Bylaws	Kris Blacklock		P	Strategic Planning	Doreen Atkinson	P

Current # of Committee Chairs/Task Force Leads = 16; 10 in attendance.
 Excused = notified Secretary and President in advance director (or chair) was unable to attend the meeting.

USAWE Members in attendance for all or part of the meeting: Leslie Martien (R3-CO)

Call to Order: President Doreen Atkinson called the meeting to order at 5:00 PM Pacific Time.



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FINANCIAL REPORT: Treasurer Leesa Nero provided financials and bank reconciliations through February 29., 2024 and Budget vs Actual Income/Expenses.

Cash Assets as of 03/08/24 are as follows:

Table with 2 columns: Description and Amount. Rows include U.S. Bank Checking #1, U.S. Bank Checking #2, U.S. Bank Savings Restricted Funds, U.S. Bank Money Market, PayPal Bank, and Total Cash Funds.

UNFINISHED BUSINESS

USAWE INSURANCE POLICIES AND EVENT LIABILITY RELEASE – Amie Perryman, Secretary

Rationale: USAWE currently has (4) insurance policies. BOD to approve (2) policies due March 15, 2024: Director & Officer and Equine Club Liability. The other (2) policies: Licensed Officials (Licensed Judges and Technical Delegates) and Licensed Official Accidental Death insurance policies/premiums due May 1, 2024.

ORGANIZATION INSURANCE – (2) Policies due March 15, 2024

\$3600 (\$1200 annual) Policy Number: 107404512 Travelers – Non-Profit Organization Directors and Officer Liability - \$500k for all claims - Policy Term 3/15/2022 – 3/15/2025.

\$1200 2024 Premium must be paid by March 15, 2024.

MOTION BY AMIE PERRYMAN, SECRETARY; SECOND BY ROBIN BOND, AT LARGE DIRECTOR 1

Motion #1: Authorize \$1,200 expenditure for a NON-PROFIT ORGANIZATION DIRECTORS AND OFFICERS LIABILITY policy premium due March 15, 2024 through Travelers Casualty and Surety Company of America.

13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.

\$1,914.65 Policy Number: B123062045A23-USAWO-1 Equisure Insurance – Equine Club Liability \$1M Accident, \$3M Aggregate, \$1M Personal Injury, \$100K Personal Injury, \$100K Damage to Property, \$5K Medical Payment and \$500K Horse, \$100 Aggregate Horse Care Custody or Control is the amount the policy will pay out if a horse is injured or must be euthanized during one of the USA Working Equitation Clinics covered under this policy.

\$1,914.65 2024 Premium must be paid by March 15, 2024.

MOTION BY AMIE PERRYMAN, SECRETARY; SECOND BY SARA BARNWELL, REGION 5 DIRECTOR

Motion #2: Authorize \$1,914.65 expenditure for an EQUINE CLUB LIABILITY policy premium due March 15, 2024 through Equisure Insurance.

13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.

EVENT LIABILITY RELEASE - Amie Perryman, Secretary

Rationale: Insurance coverage requires each USAWE sponsored event to be listed on annual Equine Club Liability policy and an Event Liability Release completed by participants.

USAWE Bylaws (pg 33) stipulate permanent retention (See Article XII, Section 3.L Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently).

MOTION BY AMIE PERRYMAN, SECRETARY; SECOND BY LEESA NERO, TREASURER

Motion #3: Add USAWE Event Liability Release to policies and procedures.

13 in favor, 0 opposed, 0 abstained, 0 recused, 0 absent.

2024 USAWE BUDGET – Leesa Nero, Treasurer

Follow-up from 2.21.2024 BOD Meeting; BOD to reconvene and vote on 2024 Budget AFTER including the LOC Budget (Judging and Calibration Sessions) and BOD decision of Cross-National Cup sponsorship.

Discussion: Executive Committee Officers asked and the Treasurer agreed to create (with assistance from Treasurer Assistant) an ongoing list of payments that have been approved so that the board can keep track of expenditures in real time.

Discussion: In review of the budget, a discussion ensued about the role of the USAWE Board and USAWE committees. The discussion highlighted that the USAWE Board, per the bylaws, establishes and oversees committees (they function at the bequest of the board) and the board authorizes expenditures and oversees the financial affairs of the organization and is responsible for ensuring management of the organizations funds. The discussion emphasized that in order for the Board to fulfill its legal role, the board needs committees to submit annual budgets. The board must understand the details of committee budgets as the board is fiscally responsible for the distribution of funds and covering any shortfalls that arise for the organization.

Sara Mackenzie, Region 1 Director, left meeting 6:01 PM Pacific

MOTION BY KIKI PANTAZE, REGION 4 DIRECTOR; SECOND BY STEPHANIE HAYES, AT LARGE DIRECTOR 2

Motion 4: Decline sponsorship for the Cross-National Cup to be held in Moosejaw, Saskatchewan, Canada August 26 - September 1, 2024.

7 in favor, 4 opposed, 0 abstained, 1 recused (Doreen Atkinson), 1 absent (Sara Mackenzie).

MOTION BY CHRIS STANKO, REGION 3 DIRECTOR; SECOND BY LEESA NERO, TREASURER

Motion 5: Approve USAWE Budget (Version 4).

12 in favor, 0 opposed, 0 abstained, 0 recused, 1 Absent (Sara Mackenzie).

NEW BUSINESS

COMMITTEE REQUESTS

AFFILIATE ORGANIZATIONS – APPOINTMENTS – Kristine Strasburger, AO Coordinator

Rationale: This committee has previously not had any committee members appointed, and we are in the process of establishing more committee members on this committee this year.

MOTION BY CERA OLSON, REGION 6 DIRECTOR; SECOND BY SARA BARNWELL, REGION 5 DIRECTOR

Motion #6: Appoint **Susan Felicia (R6-PA)**, and **Sammi Korinek (R5-MN)**, to the Affiliate Organization committee as committee members, effective immediately.

12 in favor, 0 opposed, 0 abstained, 0 recused, 1 Absent (Sara Mackenzie).

FINANCIAL OVERSIGHT – APPOINTMENT – Kris Blacklock, Clerical Assistant assisting the FOC

Rationale: Fill vacancy; Appoint **Tamal Nichols (R6-VA)**

MOTION BY CERA OLSON, REGION 6 DIRECTOR; SECOND BY ROBIN BOND, AT LARGE DIRECTOR 1

Motion #7: Appoint **Tamal Nicols (R6-VA)** as a member of the Financial Oversight committee, effective immediately.

12 in favor, 0 opposed, 0 abstained, 0 recused, 1 Absent (Sara Mackenzie).

LICENSED OFFICIALS – YELLOW CARD – Christy Reich, Co-Chair

Rationale: USAWE does not have a system in place that can be used as a tool by judges, TDs and show managers to address bad behavior, unethical treatment of horses, etc. by the competitor, show attendees, additional attendants related to the competitor. We referenced Yellow Card systems from the FEI, USEF, US Eventing to help create our proposal. All committees who this proposal would touch, participated in the final version.



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The proposal is to implement a Yellow Card System to give licensed officials and show managers a tool to deal with behavioral issues that occur at licensed shows. Hopefully it will never have to be used, but it's there if needed. If an individual gets two yellow cards within a certain amount of time, their membership and their ability to compete will be suspended for a period of 4 months.

MOTION BY ROBIN BOND, AT LARGE DIRECTOR 1; SECOND BY KIKI PANTAZE

Motion #8: Adopt the proposed 'Yellow Card Program' as a USAWE policy and disciplinary action to address issues that may happen at USAWE licensed shows.

MOTION TABLED – LOC will incorporate recommendations from BOD and will bring this topic back at an upcoming BOD meeting.

TASK FORCE - BYLAWS REVIEW – APPOINTMENT – Doreen Atkinson, President

Rationale: Bylaws and policies are both essential for organizational governance but they differ in terms of their scope, enforceability and flexibility. Bylaws provide the permanent and binding framework regulated by government and relate to the functioning of the board and its relationship to members and voting rights. The by-laws cannot be adopted or changed without approval of the membership and any changes normally must be reported to the appropriate government department. Policies articulate and define roles, responsibilities and authority and are adopted or changed by the BOD.

Appoint **Jeanne Bond** (R6-MD) to the Bylaws Review Task Force as she has the breadth and knowledge of both.

MOTION BY CERA OLSON REGION 6 DIRECTOR, SECOND BY STEPHANIE HAYES, AT LARGE DIRECTOR 2

Motion #9: Appoint **Jeanne Bond** (R6-NJ) as a member of the Bylaws Review Task Force, effective immediately.

12 in favor, 0 opposed, 0 abstained, 0 recused, 1 Absent (Sara Mackenzie)

MEMBER REQUEST - DISCIPLINE DEMO – MIDWEST HORSE FAIR – Adrienne Dymesich (R5-WI)

Rationale: Discussed Working Equitation discipline demo and speed trial contest at 2025 Midwest Horse Fair.

Discussion: BOD agreed that USAWE would sponsor or help sponsor the Working Equitation booth at the 2025 Midwest Horse Fair but would like references to USAWE removed from the discipline demo contract.

Cera Olson, Region 6 Director, left the meeting 6:58 PM Pacific

Kiki Pantaze, Region 4 Director, left the meeting 7:07 PM Pacific

CORPORATE BUSINESS

BOD AGENDA - EXECUTIVE SESSION – MINUTES – Tracey Erway, President-Elect

Rationale: Agenda leaves no room for urgent issues to be brought up. No availability to move into an executive session if to handle private items. The minutes should include an overview of the agenda, a list of action items carried over from previous board meetings, a notation of each action item during the meeting, and a clear list of action items in the minutes that are created in each board meeting added to existing action items still outstanding. It is not clear or easily discernible that action items created during BOD meetings are followed up on.

Note: USAWE Bylaws require a minimum of 48 hrs. meeting and agenda notice. Open meetings laws require an agenda of which only those topics can be discussed. According to Robert's Rules, each meeting follows an agenda. During the meeting itself, the agenda should be followed in order from top to bottom, and each point needs to be addressed or voted on before moving on to the next items of business. The agenda should always be prepared in advance by the President. Minutes reflect the agenda topics.

BYLAWS - SECTION 15. EXECUTIVE SESSION MEETINGS (Pg 20)

The Board President or the Board by a 2/3 (two-thirds) vote of the Directors present may at any time decide to hold or go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors and any guests the Board invites to join the meeting, which may include the clerical assistant, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings if matters will be considered that constitute a conflict of interest for that Director. However, all Directors must be given notice of all Board meetings even if a Director will be excluded from all or part of that Board meeting. Minutes shall be properly recorded, and the Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions. In the event that the Secretary must be excluded from the Board meeting, another board member shall be appointed to record the required information of the



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meeting in his/her absence. The requirements for regular Board meetings concerning notice, quorum, and voting apply to all Board meetings, including Executive Sessions.

ANNOUNCEMENTS - None

ITEMS TO CONSIDER FOR NEXT MEETING - None

President Doreen Atkinson adjourned the meeting at 7:11 PM, Pacific Time.

Minutes captured by Kris Blacklock, Clerical Assistant; submitted by USAWE Secretary Amie Perryman.