USHJA BOARD OF DIRECTORS MEETING MINUTES

Monday, November 19, 2019 – 6:00 p.m. ET

**Board Members Present:** Mary Babick, John Bahret, Debbie Bass, Katie Benson, David Distler, Joseph Dotoli, Margie Engle, Dianne Johnson, Brooke Kemper, Anne Kursinski, Britt McCormick, Tobey McWilliams, Betty Oare, Mike Rosser, Robin Rost Brown, Cheryl Rubenstein, Charlotte Skinner-Robson, James Urban, Caroline Weeden, Sissy Wickes

**Board Members Not Present:** Richard Cram, Jimmy Torano

**Staff Present:** Kevin Price, Mary Hope Kramer, Lisa Moss, Marianne Kutner

**Additional Attendees:** Andrew Philbrick

I. **Welcome**
   Mary Babick welcomed the Board and the meeting commenced at 6:00 p.m. ET.

II. **Roll Call**
   Roll call was conducted and it was established that there was a quorum present.

III. **Approval of Agenda**
   Ms. Babick noted that it would be unnecessary to select an athlete for the National Breeds and Disciplines Council since the current appointee would continue to serve for two more years, and therefore the agenda was amended to remove this item. David Distler made a motion to adopt the agenda. Charlotte Skinner-Robson seconded, and the motion was unanimously approved.

IV. **Approval of the Meeting Minutes**
   Tobey McWilliams made a motion to put all of the September meeting minutes on the floor for discussion and vote. Robin Rost Brown seconded, and the motion was unanimously approved. There was one question raised as to a Director’s attendance at the September 16 meeting, and it was determined this would be reviewed for accuracy. The meeting minutes for September 9, 2019 were approved, with four abstentions noted from individuals not present at that meeting. The meeting minutes for September 16, 2019 were approved, with six abstentions noted from individuals who were not present at the meeting. The meeting minutes for September 30, 2019 were approved, with one abstention noted from an individual not present at that meeting.

V. **2020 Board of Directors and Executive Committee Meeting Schedule**
   The Board reviewed the proposed dates for scheduled 2020 meetings. There was brief discussion about the September meeting potentially being an in-person meeting, but that this would be covered during the Bylaws discussion later in the meeting.
Cheryl Rubenstein made a motion to approve the 2020 Board of Directors and Executive Committee meeting schedule, as presented. Brooke Kemper seconded, and the motion was unanimously approved, with one abstention noted.

VI. President’s Report
Mary Babick presented a verbal President’s Report regarding recent activities.

- **Bylaws:** Ms. Babick noted that significant time had been spent on this project in recent weeks.

- **Equitation Task Force Retreat:** Ms. Babick attended this meeting and noted that the task force had successfully created a system for selecting judges that met with USEF approval.

- **Emerging Athletes & Horsemanship Quiz Challenge:** Ms. Babick attended these events and they went very well, receiving positive feedback from the membership. She noted that the HQC had been streamlined to the point where it could be run successfully by just three committee members, which was also a positive development.

- **National Championship:** Ms. Babick attended the event this past week and it was very well received. Mr. Distler, Ms. Skinner-Robson, and Dianne Johnson were also in attendance and were in agreement that this was a very successful event. It was noted that the Championship attendance was strong, with nearly 400 horses participating this year.

VII. Executive Director’s Report
Kevin Price presented the Executive Director’s report that was provided in the meeting materials.

- **National Championships** had been an area of focus in recent weeks.

- **Planning Committee:** Mr. Price noted the work done to update the Bylaws and Policy Manual.

- **Trainer Credential:** It was noted that materials would be reviewed later in the meeting, including the newly added financial information.

- **2020 Budget:** This was also significant project in recent weeks, and will be discussed later in the meeting.

- **Annual Meeting:** Final packing and preparations are under way and will be completed next week. It was noted that $31,000 in sponsorship money has been raised for the 2019 meeting, and that there would be a meeting between Ms. Johnson and members of staff to develop a fundraising strategy for the Seattle meeting in 2020.

- **Staff/Office Update:** It was noted that the Best Places to Work survey will be completed by employees in late November. If USHJA makes the list it would be the first equestrian organization in the nation to achieve recognition, not just in Kentucky, which would be a significant accomplishment.

VIII. Treasurer’s Report
John Bahret presented the Treasurer’s Report to the Board that was provided within the meeting materials.
Ms. Johnson made a motion to approve the Treasurer’s Report, seconded by Mr. Distler. The Board voted unanimously to **approve** the Treasurer’s Report, as presented.

IX. **2020 USHJA Budget**

Ms. Johnson made a motion to put the proposed 2020 Budget on the floor for discussion and vote. Betty Oare seconded, and the motion was unanimously approved.

Lisa Moss presented the 2020 budget which was provided in the meeting materials. She reported that it was a balanced budget with no excess or deficit. It was specifically noted that the USHJA merchandise line was being rebooted, so more revenue was expected from that area going forward. Sponsorship revenue was also projected to increase. More revenue was expected from educational programs, as EAP increased fees while reducing hospitality expenses, and Gold Star expenses were reduced by approximately the cost of one clinic. For competitive programs, most of the expense was budgeted for the USHJA National Championship, and it was specifically noted that the 2020 budget did remove funds for Children’s/Adult Hunter Championship program which was taking a one year hiatus. Additional funds were allocated for an IT consultant and a marketing consultant. A question was raised about Zone expenses, and it was noted that Zone expenses were included in the 2020 budget at the same level as current spending.

Mr. Bahret pointed out that this was a relatively lean budget, and that there were no allocations for any new programs in 2020. Ms. Babick added that potential new programs were being pushed to 2021 while the organization reviewed factors impacting the budget such as the downturn in show pass sales, the potential impact of Safe Sport on membership numbers, and possible expenditures for IT needs.

There was a brief discussion on the amounts calculated for membership revenue, and since membership was on track it Ms. Moss felt comfortable using a slightly higher percentage (98 percent of actual membership counts vs. last year’s 97 percent) for that calculation. The show pass and horse registration numbers were down, and adjusted accordingly for 2020.

*The Board of Directors voted unanimously to **approve** the 2020 budget, as presented.*

X. **Informational Reports**

- There were no comments on the informational reports provided by Sport Department, Sport & Association Services Department, or Zones & Affiliate Programs.

- **Education Department Report**
  Ms. Johnson made a motion to place the Education Department’s EAP Committee Retreat report on the floor for discussion and vote. Ms. Oare seconded, and the motion unanimously passed.

  The Board reviewed the Education Department report, specifically the materials related to the recommendations from the EAP Committee retreat. Ms. Babick noted that budgetary changes had been made for EAP to reduce costs. Ms. Babick had suggested, and the committee agreed, that the 1.10m would be lowered to 3’3” and 3’0” to increase participation. It was also noted that there would be a single application deadline to streamline the process, a pre-packaged EAP curriculum offering, and a VIP program being offered at all regional training sessions in 2020.

  The proposed minimum age for participation (13) was discussed at length. It was noted that there had not been an age restriction in the past. Some felt that since teams allowed riders to participate at age 11, that the EAP should begin at the same age. It was noted that there were certainly some 11 year olds that would be able to complete both the riding and stable work
elements of the EAP. Others felt that 11 was too young. It was noted that some younger competitors would not be able to do the stable work and tacking up, which would hold up the progress of the group. The teamwork aspect of the EAP was mentioned, and it was suggested that younger riders could potentially be partnered up with older riders. Ms. Babick noted that there would be screening all the way down to the 3’0” level going forward, so it might eliminate the need for an age restriction since younger riders would be subject to a thorough review. Ultimately it was determined that this piece should be tabled for later discussion at the Annual Meeting.

Ms. Skinner-Robson made a motion to table the age requirement for EAP, pending further discussion at Annual Meeting. Mr. Dotoli seconded, and the motion to table was unanimously approved.

Mr. Bahret made a motion to accept the other recommendations in the EAP report, excluding the age restriction which was previously tabled. Ms. Skinner-Robson seconded, and the motion was unanimously approved.

• Foundation Report

Ms. Oare made a motion to place the amended Foundation Bylaws on the floor for discussion and vote. Mr. Distler seconded, and the motion was unanimously approved.

Ms. Bass clarified that the Foundation Board decided to restructure to more effectively realize its full potential for efficient fundraising to support USHJA and its programs. The most significant change noted was that the Board would be reduced from seven to three members, one of which being the USHJA President, the second of which being a current USHJA Board member, and the third being either another USHJA Board member or an association member not on the Board. It was also noted that the Foundation will become more staff driven, and the Board would serve in more of an oversight role. It was noted that the search for candidates to fill two additional funds development positions was ongoing. Ms. Babick added that the current Foundation Board would remain seated until the Annual Meeting. Ms. Babick would remain on the Board as USHJA President, and current USHJA Foundation Board member Summer Stoffel offered to stay involved, so there will be an election held for the remaining Foundation Board seat.

The Board voted unanimously to approve the amended Foundation Bylaws, as presented.

XI. Program/Committee Proposals

Ms. Johnson made a motion to place all program specifications and proposals on the floor for discussion and vote. Ms. McWilliams seconded, and the motion was unanimously approved.

• Trainer Credential Proposal

The Board reviewed the materials provided in the meeting packet, noting that much of it had been reviewed previously, but that financial information and a program proposal had been added. It was pointed out that the program would still operate at a loss but it would not be as much of a cost as under the previous program, and that the new module might gain more traction and participation.

At the conclusion of discussion, the Board voted unanimously to approve the Trainer Credential proposal, as presented.

• 2020 WCHR Capital Challenge Specifications
It was noted that the specifications simply had updated dates with no other changes.

The Board voted unanimously to approve the 2020 WCHR Capital Challenge Specifications, as presented.

- **2020 Rule Change Proposals EQ110, HU167-173, JP113**
  Ms. Babick discussed the rule change proposals for EQ110, HU167-173, and JP113 which remove USHJA language from the USEF rulebook. She noted that there were two items in HU167-173 that might require further adjustment before entering the system, pending a response from USEF.

  The Board voted unanimously to approve the Rule Change Proposals for EQ110, HU167-173, and JP113, as presented.

XII. **Audit Committee Update**
Ms. Rubenstein presented a brief verbal update. She noted that the auditors have been pleased with our organization’s performance and have issued a clean audit opinion. It was noted that our controls were considered superior, and compared to other organizations of our type and size we are ahead of the curve on financial accounting standards.

XIII. **Appointees to USEF National Breeds and Disciplines Council and International Disciplines Council**
Ms. Oare made a motion to put the Appointees for the USEF National Breeds and Disciplines Council and International Disciplines Council on the floor for discussion and vote. The motion was seconded by Mr. Bahret, and the motion was unanimously approved.

Ms. Babick noted that the current representatives on the IDC are Mr. Distler and Diane Carney. Mr. Distler agreed to continue on the IDC, but Ms. Carney is ineligible to continue since she is not on the Board or the Working Group. Ms. Skinner-Robson had agreed to serve in her place. A comment was made on the last minute scheduling of the IDC meetings, which made it difficult for members to attend, and Ms. Babick indicated she would follow up on this issue with USEF.

The Board voted unanimously to approve Mr. Distler and Ms. Skinner-Robson as the International Disciplines Council representatives.

Ms. Babick presented the current representatives on the National Breeds and Disciplines Council (Ms. Babick, Mr. Cram, Mr. Dotoli, Ms. Johnson, Mr. McCormick, Ms. Oare, Ms. Rubenstein, and Christina Schlusemeyer). She noted that Mr. Dotoli had declined to continue on the NBDC, but Ms. Rost Brown had agreed to serve in his place. Ms. Wickes indicated she would be interested in serving in the seat held by Ms. Schlusemeyer.

The Board voted unanimously to approve Ms. Rost Brown and Ms. Wickes as the new members of the National Breeds and Disciplines Council, joining Ms. Babick, Mr. Cram, Ms. Johnson, Mr. McCormick, Ms. Oare, and Ms. Rubenstein.

Andrew Philbrick joined the call.

XIV. **Planning Committee Proposal**
Ms. Johnson made a motion to put the Planning Committee proposal on the floor for discussion and vote. Ms. Rubenstein seconded, and the motion was unanimously approved.
Ms. Babick briefly noted the various pieces of the proposal, pointing out that the Policy Manual was not being presented for approval at this time as it required further work, but that it was included in its current form as a point of reference for language that had been moved from the Bylaws.

The Board reviewed the amended Bylaws, specifically noting each change. Most changes were made to clarify language, to remove obsolete language, to remove duplicated information, to update language to be consistent with current USHJA business practices, to consolidate related items into a single cohesive section where applicable, to correct typographical or grammatical errors, to renumber articles or sections, to update language that had been approved by the Board previously, or to move language into or out of the Policy Manual as appropriate.

The first major point of discussion was in Article 303, Section 3c, regarding the requirement for an in-person September Board meeting in the year of a presidential election. Ms. Babick noted the value of having an in-person meeting if there were two candidates for the office so that both could be thoroughly evaluated. She asked the Board if they would still be in favor of having the in-person September meeting requirement if there was only one candidate for the office. Discussion ensued, and it was pointed out that since proxy votes are not allowed, only those able to attend the additional September meeting would be able to vote (as long as a quorum was met; it was suggested that a 2/3 quorum would be important for this sort of meeting, as was indicated for the May in-person meeting). It was noted that a third meeting during a presidential election year would have financial and time costs for each Director. The idea of having the September meeting by phone or using videoconferencing was briefly discussed.

Ms. Johnson made a motion to table Article 303, Section 3c, regarding the requirement for an in-person September Board meeting in the year of a presidential election. Ms. Oare seconded, and the motion to table was unanimously approved.

It was also noted that in Article 702, Section 1c, regarding the President hiring and overseeing the work of a “staff leader,” that it would be preferable to use the term “Executive Director.” Ms. Babick noted this would be updated for clarity.

The discussion then centered on Article 802, Section 1d, with regard to the language involving the seating of the At-Large Directors during the restructure of the Board. Some members found the wording to be a bit unclear, so it was suggested that this specific item be tabled pending clarification to the language.

Ms. Rubenstein made a motion to table Article 802, Section 1d, with regard to the language outlining the seating of the At-Large Directors during the restructure of the Board. Ms. Johnson seconded, and the motion to table was unanimously approved.

It was specifically noted that the Officials Committee was being terminated.

The final point of discussion was Article 1901, Section 4, with regard to the President of the USHJA Foundation serving on the USHJA Board of Directors. Ms. Babick agreed this would need to be changed, and that this should be tabled pending updated language.

Ms. Skinner-Robson made a motion to table Article 1901, Section 4, with regard to the President of the USHJA Foundation serving on the USHJA Board. Mr. Urban seconded, and the motion to table was unanimously approved.

The Board then voted unanimously to approve the amended Bylaws, with the exception of the three tabled items, as presented.
XV.  **Sport Growth Presentation**  
Ms. Babick noted that Sport Growth would be presented in general terms during the State of the Association speech at the Annual Meeting. Mr. McCormick provided an overview of the key concepts to be shared, indicating that Sport Growth will center on promoting young horse development and involving non-members of USHJA through education and competition.

XVI.  **Zone Committee Elections**  
*Ms. Oare made a motion to place the Zone Committee Elections proposal on the floor for discussion and vote. Ms. Johnson seconded, and the motion was unanimously approved.*

It was noted that this would involve a one-time extension of terms for existing members willing to continue, which would allow the Planning Committee time to solicit feedback from the Zones regarding the restructure plan.

*Ms. Skinner-Robson made a motion to approve the Zone Committee Election proposal. Ms. McWilliams seconded, and the motion was unanimously approved.*

XVII.  **Conduct Committee Memo on Board Confidentiality**  
It was noted that new Board contracts would be sent out this week to be re-signed by Board members.

XVIII.  **FEI North American Youth Championships Pre-Junior Category**  
*Ms. Skinner-Robson made a motion to place the FEI NAYC Pre-Junior Category on the floor for discussion and vote. Mr. Urban seconded, and the motion was unanimously approved.*

It was noted that this category was approved by the Jumper Working Group earlier in the afternoon.

*Hearing no discussion, the Board voted unanimously to approve the FEI NAYC Pre-Junior category.*

XV.  **Old Business**  
Board members were reminded to register for the Annual Meeting and to complete the DISC Assessment.

XVIII.  **New Business**  
Ms. McWilliams briefly spoke about the 2020 hiatus for the Children’s and Adult Hunter Championships, a program that was not included in the approved 2020 USHJA budget. She noted the task force’s concern about losing momentum and sponsorships for the program due to taking a year off. The Board was not in favor of reexamining the budget to add this program for 2020.

XIX.  **Adjourn**  
There being no further business, Ms. Oare made a motion to adjourn, and the November 2019 meeting of the USHJA Board of Directors was adjourned November 18, 2019 at 8:02 p.m. ET.

Respectfully submitted,

Dianne Johnson, Secretary
USHJA BOARD OF DIRECTORS MEETING MINUTES

Monday, November 25, 2019 – 7:00 p.m. ET

Board Members Present: Mary Babick, Debbie Bass, Katie Benson, Richard Cram, David Distler, Joseph Dotoli, Margie Engle, Dianne Johnson, Brooke Kemper, Anne Kursinski, Britt McCormick, Tobey McWilliams, Betty Oare, Mike Rosser, Robin Rost Brown, Cheryl Rubenstein, Charlotte Skinner-Robson, Jimmy Torano, James Urban, Caroline Weeden, Sissy Wickes

Board Members Not Present: John Bahret

Staff Present: Kevin Price, Mary Hope Kramer, Lisa Moss, Marianne Kutner

I. Welcome
Mary Babick welcomed the Board and the meeting commenced at 7:00 p.m. ET.

II. Roll Call
Roll call was conducted and it was established that there was a quorum present.

III. Approval of Agenda
Dianne Johnson made a motion to adopt the agenda. Betty Oare seconded, and the motion was unanimously approved.

IV. George H. Morris Trophy and Hunterdon Cup
Jim Urban made a motion to place the George H. Morris Trophy and Hunterdon Cup on the floor for discussion and vote. David Distler seconded, and the motion was unanimously approved.

The Board agreed that the USHJA must retire the George H. Morris Trophy and rename the Hunterdon Cup. It was noted that the trophy’s donor had requested the return of the trophy at her own expense. Consensus was that USHJA should offer to pay for the return of the trophy.

Discussion continued regarding options for renaming the Hunterdon Cup, noting that consideration of the new name would occur over the next several weeks. It was noted that there was an existing perpetual trophy for the Hunterdon Cup, and it was suggested that this trophy also be retired and replaced. Some concern was expressed over losing the names of past winners on the Hunterdon Cup once it was replaced with a new trophy. The suggestion was made that the Hunterdon Cup could be placed in the Wheeler Museum with a description of Hunterdon’s historical importance. It was also suggested that past winners could be included on the new trophy.
Ms. Babick noted that a letter to the membership would be sent out this week, acknowledging the retirement of the George H. Morris Trophy and the renaming of the Hunterdon Cup in light of the SafeSport ban.

*The Board voted unanimously to retire the George H. Morris trophy and return it to the donor at USHJA’s expense, and to rename the Hunterdon Cup, with one abstention noted.*

V. **Amended USHJA Bylaws**

*Ms. Johnson made a motion to place the amended USHJA Bylaws on the floor for discussion and vote. Charlotte Skinner-Robson seconded, and the motion was unanimously approved.*

The Board reviewed the materials provided in the meeting packet. It was noted that the in-person requirement for the September meeting was removed in the event that there was only one candidate for President (Article 303, Section 3c). The word “open” was removed in Article 304, Section 1b. The language regarding the Foundation seat being repurposed as an At-Large seat was reviewed (Article 802, Section 1d). It was noted that the Foundation seat would be vacant as of the Annual meeting, and that a decision would be required as to whether an individual should be selected to fill the seat until the 2020 election, or if it should remain unoccupied in the interim. It was noted that the language was clarified in Article 1203, Sections 5 and 6, with regard to the Nominating and Governance Committees. Ms. Babick proposed that “rules” be struck in the section regarding records maintained at the National Office, since USEF maintains the rulebook (Section 1501, Section 5c). She also added the words “contain” or “provide” as appropriate in the conflict of interest policy (Article 1510). The updated language regarding the USHJA President representing the Foundation on the USHJA Board was also noted (Article 1901, Section 4).

*Hearing no further discussion, the Board unanimously voted to approve the amended Bylaws, as presented.*

VI. **Old Business**

None

VII. **New Business**

A question was raised about the process of recommending an individual for Director Emeritus status. During a brief discussion it was noted that the appointment of a Director Emeritus must occur at the Annual Meeting. It was clarified that this could be added as an agenda item for the Annual Meeting, if requested.

XV. **Adjourn**

There being no further business, Ms. Oare made a motion to adjourn, and the November 2019 meeting of the USHJA Board of Directors was adjourned November 25, 2019 at 7:33 p.m. ET.

Respectfully submitted,

Dianne Johnson, Secretary