

Combined Board Meeting Minutes

Meeting Date: August 26, 2020, 5:00 p.m. Pacific, 6:00 p.m. Mountain, 7:00 p.m. Central, 8:00 p.m. Eastern

Meeting Modality: Zoom -Directions and password were sent out ahead of time.

Meeting Logistics

- The meeting was co-facilitated by Julie Alonzo and Jeanne Bond.
- Participants were given instructions as to meeting decorum in a Zoom Meeting. All members had an opportunity to speak on every motion up for discussion.
- Participant order for discussion was also established in an earlier email.

Voting Order

When we vote, the meeting facilitators will either call for a voice vote or a roll call vote. A **voice vote** will be used if there appears to be consensus on an item. A **roll call vote** will be used if any member of either Board requests it, or if there does not appear to be consensus.

If a voice vote is called, meeting secretary (Biddie Lowry) will record whether there were any ‘nay’ vote casts. If a roll call vote is called, Biddie will call on individual Board members by name and record the votes from the Confederation Board separate from the votes from the WE United Board, alternating between calling the votes starting with the Confederation Board and starting with the WE United Board.

Voting order was established prior to meeting. Roll Call Votes are recorded on the Voting Record Sheet and saved in Shared Drives > Collab – BOD meetings folder. There were no Roll Call Votes at this meeting.

Members in Attendance:

WE United		The Confederation for Working Equitation	
Julie Alonzo	Sarah Pinney	Jeanne Bond	Lauren Gueswel
Polly Limond	Cindy Branham	Karen Burch	Natalia Lord
Trisha Kiefer-Reed	Emily Kemp	Jill Malone	Adair Soho
Erin O’Shaughnessy	Barry Dornon	Leslie Martien	Kat Waters
Tracey Erway	Kiki Pantaze	Ashley Bowers	Chris Stanko
Kristine Strasburger	Heather Walters	Eleanor Thomas	Maria Blackstone

Members Absent:

CWE: Ashley Bowers, Natalia Lord

WEU: Erin O’Shaughnessy, Heather Walters

Non-Voting Participants: Biddie Lowry

Meeting called to order at 8:06 pm EDT by Julie Alonzo, President of WEU. Both organizations must have at least 7 members present for quorum. Quorum was met.

All motions will be voted on by the Individual Board of each organization.

- Ten members of WEU present, six required to pass any motion.
- Ten members of CWE present, six required to pass any motion.

Agenda:

I. Approval of Meeting Minutes for August 19, 2020 – Julie Alonzo

Motion made by Jeanne Bond **to accept the minutes of August 19, 2020 as submitted.**

Seconded by Chris Stanko.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

Voice Vote: When asked, “ayes” were heard and zero “nays.” **The Motion carried.**

II. Final Governance Proposal–by Kristine Strasburger

a. Key Points-> The Combined Board discussed public commentary on the organization of the Executive Committee and determined to select Proposal 2 (Officers are President, President-Elect, Secretary, and Treasurer). As far as Term Lengths and Limits, Proposal B was selected with some modification.

b. Detailed Discussion->

The discussion started out comparing Term Lengths and Limits. Since most public comments were for Proposal A, the Governance Team thought it would be best to eliminate Proposal B and just use Proposal A. This brought a lot of concern from many Board members that a person could be on the Executive Committee for 4 years. This might stifle the organization and might be better to cycle others through the Executive Committee. It was suggested that a 1-year break after a 2-year term be added. Julie clarified that with the President Elect proposal, you would not have the same person in for four years. Leslie suggested that the wording be changed so that after a 2-year term, there would be a 1-year break. She was opposed to the idea that would be possible to be elected to two 2-year terms on the Executive Committee, in different positions. Jill brought up the fact that in some equestrian organizations, the leadership personnel just rotates year after year with no limits and that can be problematic. Others supported the limits on the number of 2-year terms.

Julie then mentioned that she wanted to respect the work that the governance team had done and not introduce new ideas that have not been vetted. She asked to look at Proposal A again. Kristine mentioned that we must be careful on the content of officers in the Bylaws; it can be difficult to change. It is recommended to have a structure that is not too restrictive as it might be challenging to the organization to fill positions. Others brainstormed some ideas.

Barry then recommended that the Board look at the structure of the Executive Committee before continuing with the discussion of the term lengths and limits. Once that is decided, then determining term lengths and limits will logically follow.

Two proposals were presented on the structure of the Full Board- the only difference was to have a Vice-President (VP) or a President Elect (PE). Trisha commented that public commentary was almost evenly split between VP and PE. Julie called for a Straw Poll. Fourteen members

voted for PE and five for VP, so Proposal 2 (PE) was selected. The Executive Committee will be comprised of President, President-Elect, Secretary, and Treasurer.

(Note: The record of the Straw Poll is added at the end of the minutes as well as filed as a separate document in the folder Aug 26 in the shared Google Drive.)

Julie returned the discussion to the Term Lengths and Limits discussion. Julie explained that with the President, President-Elect structure (P/PE), the President serves one year, then the PE serves one year before becoming President. The first year will be awkward as the President is only in office one year before coming off the Executive Committee. In the future, the PE will serve two years on the Executive Committee-one as PE, one as P. Each year, a new PE will be voted in.

Several asked for clarification of the term lengths which Julie supplied. Kat inquired about whether the President could run for Regional Director or At-Large Director after leaving the office of President. Jill asked for clarification whether there was a break in the proposal after Board service or after Executive Committee service. Several members were concerned about Executive Committee members rotating in and out of service without a break. Julie recommended that after the President serves the one-year term, there should be a one-year break from serving on the Executive Committee.

It was recommended to change the proposal to:

Top Two Officers Only

- *One-year terms for offices of President and President Elect. The President-Elect will rotate into the office of President after one year for a total of two consecutive years.*
- *One-year break from Executive Committee service required after leaving the office of President.*

Kristine then presented several scenarios about what happens when someone leaves an office on the Board before the term expires. If someone leaves, the Bylaws state that the Executive Committee can appoint someone to fill that position until the next election. Julie also clarified what “No term limits for Regional Directors (RD)” means. If a RD chooses to run every two years, then he/she can continue in that position. Sometimes, this position is hard to fill. Tracey also expressed concern about the Treasurer having no term limits. Julie explained that the Bylaws require an independent auditor function on a regular basis, such as a quarterly review. Jill also said that it could be added in the Bylaws that dual signatures required if over X amount was going to be spent. Tracey was ok with no term limits for the Treasurer if some oversight was required.

A consensus was determined that the role of Treasurer would be appointed and have a yearly performance review by the Executive Committee and examination of an independent auditor on a regular basis.

Motion made by Julie Alonzo to vote (non-binding) to approve the Governance Structure Program using Proposal 1 (with President Elect) and Proposal B on Term Lengths and Limits as discussed in the meeting.

Seconded by Kiki Pantaze.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

Voice Vote: When asked, “ayes” were heard and zero “nays.” **The Motion carried.**

III. Ethics Proposal – Review of Attorney input – by Leslie Martien and Jeanne Bond

a. Key Points-> Three files were modified after attorney input. Language was clarified, no major changes since the last review of this proposal.

- **Ethics Proposal Final 8-25-20**
- **Code of Conduct for Officers/Directors Final 8-25-20**
- **Confidentiality Agreement 8-25-20**

b. Detailed Discussion->

- Ethics Proposal Final 8-25-20

Leslie read over the changes in the Ethics Proposal Final document. One bulleted item was split into two bulleted items. Most changes were clarification in the language. Several thought it was clear and professionally written. There were no questions or discussion.

- Code of Conduct

Leslie went over the few changes and clarifications in the document. She reviewed the changes in red. Chris thought it looked good. There was no discussion. Chris commented that the attorneys were able to clarify the wording.

- Confidentiality Agreement-

Leslie said that the highlighted sentence in the document was added about a subpoena or other legal process. The attorney justified why the words should be added. Leslie said the second attorney did not feel like the added sentence was necessary. The Board needs to decide whether to leave the phrase in or take it out.

Jeanne further explained that this document is only for Ethics Committee and Appeals Committee members. Kristine questioned about the added sentence. Polly said that after reading the explanation by the lawyer at the bottom of the document, it would be best to leave it in. Jeanne and Julie agreed.

Motion by Julie Alonzo to approve in a non-binding resolution the Ethics Proposal Final 8-25-20, Code of Conduct for Officers and Directors, and Ethics Committee Confidentiality Agreement as presented at the August 26, 2020 Combined Board meeting.

Seconded by Trisha Kiefer-Reed.

Discussion? none

Seeing no further discussion, Julie called for a Voice Vote on the Motion.

Voice Vote: When asked, “ayes” were heard and “nays” were not heard. The Motion carried.

IV. Merge WEU and CWE into a single national organization by Julie Alonzo

Having no discussion, a motion was made.

Motion made by Kat Waters to vote on a binding resolution to merge WE United and the Confederation for Working Equitation into a single national organization for Working Equitation in the U.S.

Seconded by Jill Malone.

Discussion? none

Seeing no further discussion, Julie called for a Roll Call Vote on the Motion.

Roll Call Vote was unanimous in favor of the motion. The Motion carried.

(Note: The record of the Roll Call Vote is added at the end of the minutes as well as filed as a separate document in the folder Aug 26 in the shared Google Drive.)

After a HUGE celebration on the passing of this motion, Julie asked Leslie to prepare a press release and send it to the Management Team for approval. Julie would then post the announcement of the merger.

V. Conclusion

Julie announced that the next meeting will be next Wednesday, September 2nd, same time, to discuss Phase II.

With no further business, the meeting was adjourned at 9:34 pm EDT by Julie Alonzo.

Minutes submitted by Biddie Lowry on August 28, 2020.

(Note: Snip of Straw Poll and Roll Call Vote added to this document.)

WE Consolidation

WE Consolidation Board
Roll Call Voting Record

		Subject	Straw Poll: Choice of Vice President (VP) or President Elect (PE)	Motion: Merge of WEU and CWE into one national organization
		Date	8-26-20	8-26-20
WE UNITED				
Julie Alonzo	President		PE	yes
Polly Limond	Past President		absent	yes
Trisha Kiefer-Reed	President Elect		PE	yes
Erin O'Shaughnessy	Treasurer		absent	absent
Tracey Erway	Secretary		PE	absent
Kristine Strasburger	R1 Director		PE	yes
Sarah Pinney	R2 Director		PE	yes
Cindy Branham	R3 Director		VP	yes
Kiki Pantaze	R4 Director		VP	yes
Emily Kemp	R5 Director		PE	yes
Barry Dornon	R6 Director		PE	yes
Heather Walters	R7 Director		absent	absent
CONFEDERATION				
Jeanne Bond	Exec Dir		PE	yes
Karen Burch	Exec Board		VP	yes
Jill Malone	Exec Board		VP	yes
Leslie Martien	Exec Board		PE	yes
Chris Stanko	Exec Board		PE	yes
Kat Waters	Licensed Off Chair		PE	yes
Ashley Bowers	R2 Director		absent	absent
Lauren Gueswel	R3 Director		VP	yes
Natalia Lord	R4 Director		absent	absent
Eleanor Thomas	R5 Director		PE	yes
Adair Soho	R6 Director		PE	yes
Maria Blackstone	R7 Director		PE	yes