

AERC Board Meeting Minutes, May 26, 2020

Monica Chapman called the meeting to order at 8:03 pm. Board members present were Michael Campbell, Monica Chapman, Connie Caudill, Angie Mikkelson, Jan Stevens, Chalice Coward, Dawn Hilliard, Nick Kohut DVM, Jessica Cobbley, Naomi Preston, John Parke, Lisa Schneider, Susan Kasemeyer, Vance Stine, Maribel Paulson, Andrew Gerhard, Susan Garlinghouse DVM, Mollie Krumlaw-Smith, Bob Marshall DVM, Mike Maul, Olin Balch DVM, Gordie Cowan, Heather Reynolds, Christoph Schork and Tim Worden. Also present Executive Director Kathleen Henkel and Kyra DeMartini.

Susan Garlinghouse DVM made a motion to accept the agenda, Lisa Schneider seconded. Motion passed.

Susan Garlinghouse DVM made a motion to approve the Board meeting minutes from the May 12, 2020 meeting, seconded by Jan Stevens. Motion passed.

Olin Balch DVM made a motion to excuse Stephanie Palmer-DuRoss due to an employment conflict. Seconded by Christoph Schork. Motion passed.

Monica Chapman updated the Board on the Executive Committee approvals for the following ride. City of Rocks new date, June 13-15, Top of the World, July 25- added a 75 and 100 mile, God's Country, June 21, added a day, Spruce Creek new ride date, June 26-27, Broxton Bridge new ride date, July 9-12 will now be a 4 day ride and Big Horn's new ride date of August 1.

Monica Chapman revisited the AERC Covid plan that Tami Rougeau and her group had revised. Requirement of Covid signage at the rides was added to the first page as this is important for ride managers to do. The first page is the actual plan and the other pages are suggestions that will assist the ride manager, riders and veterinarians. It was stated that the whole package be approved by the Board and that it becomes a "working document" based on what is happening at the time. Olin Balch DVM would like to have the following sentence removed from the plan as this could put the vet in a dangerous position- "Riders will stand on the opposite side of the horse from the vet". He would also like to clarify another sentence under vetting to replace "handler" with- "that individual". • Each competing horse shall be accompanied throughout the Vet Check by only ONE person, handler or rider. That individual will wear a mask while presenting the horse to the vet. The Covid group members who were also on the Board were satisfied with the changes. Connie Caudill made a motion to adopt the plan with the revisions that were presented by Olin Balch DVM. Susan Garlinghouse DVM seconded. Motion passed with one no vote.

John Parke suggested that we develop a simple form letter be sent to Diane Leshner of Equisure that would state AERC intends to sanction ride XYZ, on such and such date and here is the plan from the ride manager to deal with Covid 19 and we believe it complies with state and federal guidelines where the ride occurs. Do you have any objection, and do you believe that somehow this violates your statutory violation clause in the insurance policy? He feels we would get some practical value from this. Kathleen agreed to work on the letter. It was decided that we needed to have a deadline for Diane Leshner to respond since we are on a time frame to approve the ride. Vance Stine didn't believe we would get a guarantee from the insurance company but at least this puts the insurance company on notice that AERC has done their due diligence. This will be added to the steps for the Sanctioning Committee to add for approving the ride. The Sanctioning Committee will be keeping tabs on current state regulations. If a ride no longer meets the county, state or federal restrictions, then the ride manager would be notified and the AERC sanctioning would be pulled from that ride. We need to be able to move quickly to remove sanctioning.

Monica Chapman continued the ongoing discussion of the Strategic Plan. She had asked some of the groups to identify one item they intend to work and focus on and an estimated finish date to be followed up as an action item. Angie Mikkelson from the membership group stated that the action item that they were going to work on is to continue and grow the green bean group establishing a charter mission for the program, incentive points and awards. They have already shared the domain passwords to Kathleen Henkel. With the Covid season we are having we may not be able to accomplish all that we have anticipated. The target date for completion is 2 months or midyear meeting.

Nick Kohut DVM from the Education/Horse Welfare Committee discussed the item that his group will work on first. They are halfway through reviewing research projects that has been conducted on endurance by the committee. Margaret Brosnahan DVM, Chair of the Research Committee gave a presentation at convention a couple of years ago, her goal is to have it completed by the midyear Board meeting. The second project is the recruitment of new vets but with the uncertainty of when the Vet schools will re-open, they are not sure when they will be able to implemented to the schools but will have everything in place to implement when the schools open.

Monica Chapman from the Trails group stated the number one item is the BLM MOU. She was contacted by an acquaintance in Washington DC from the BLM who was interested in getting the BLM/MOU signed between them and AERC. Kathleen Henkel has signed the MOU and it is now waiting for the BLM's signature. Monica Chapman has a positive attitude that this will get done by the July Board meeting.

Lisa Schneider from the Governance group indicated that the first goal their group will work on- Ensure the continuity of understanding of new Board members. This would be more significant if term limits would pass and then there would be more turnover of Board members. Projected target date to be completed will be the July Board meeting.

Monica Chapman had four items up for discussion by the Board on the bylaws revision. She said the Board would discuss a few items from the bylaws at each meeting:

1. All-inclusive distance events. Should the bylaws be exclusive to just endurance and LD distances or open up the wording to be more inclusive so other equine trail organizations such as Ride and Tie and competitive riding/driving could easily be accepted under AERC's umbrella? Changing the wording may also allow in the future distances between 40-49 miles if desired. With declining numbers in equine ownership and recreation it may be best to keep an open end on the bylaws for future decisions. Most members felt while working on the revision the language should be revised to be less specific but not get into details about if we keep mileage or points of other organizations that would be accepted as an affiliate. Currently AERC rides run smoothly when run concurrently with these other organizations. Just because we open up the language doesn't make us automatically accept other organizations but would give us the opportunity in the future if desired without going through another bylaw change. Cost and liability risk would need to be taken into consideration before any action would be taken with other organizations. Some members were in favor of affiliation and dual sanctioning but felt it may be a big expense if we become the record keeper for other organizations. Monica Chapman asked for a straw vote which was favorable with one abstention for the Governance group to develop language to make the definition of "endurance" within the bylaws to be broader.

2. Term limits. Several members felt that if term limits would be enacted that it would be difficult to get worker bees. Losing people that the organization relies on that do significant work would not be good for AERC. They also felt that a lot of history and continuity would be lost. AERC often has to beg people to run for director and have even had to appoint people on several occasions when no one was willing to step up. It was mentioned that there are turnovers quite often of the officers and the President has never

served more than 2-4 years. Another view was that it would give new blood into the group who would provide different talents to the Board and open it up to others that may be willing to do more. Sometimes people don't run because they feel they are the outsiders but if there was a regular turnover than possibly more members would feel inclined to serve. Straw vote on board on term limits, 19 against term limits and 6 for them. 3. Number of Directors. Currently AERC has 26 Board members. Should the size be reduced? Ideas on reducing the Board ranged from eliminating Directors at Large to reducing them down from 8 to 4 or could reduce the members by combining the regions that had very little AERC members. Several members thought the Board was effective and represented the broad spectrum from each region with the amount that was on it. They felt the strength of the Board is its diversity. The downsizing would help reduce a little bit of the expenses and may help the Board be more effective in getting things accomplished in a timely fashion. Many felt we needed to have more dialog and explore different options. There was not an overwhelming consensus, so Monica Chapman asked the Rules Committee to come up with different options to present to the Board at the next Board meeting in 2 weeks. Michael Campbell agreed to get his committee working on it.

4. Conflict of interest. This issue has to do with the document that each director must file by the convention Board meeting each year that list their conflict of interest or perceived conflict of interest. There is a list of 6 conflicts, but it's not limited to those. If a director fails to file on time, their director duties, including voting rights, will be suspended until the document is signed. John Parke stated the reference in the revised draft has the wrong citation and said we needed it to be reviewed by a California nonprofit attorney. He liked the idea of having the COI a living document and available to members. He stated the concept of the COI has changed a lot over the past 20 years ago. He stated that we need one that follows current federal laws. We need a simple bylaw provision that incorporates from the 5000 series. Lisa asked if John would provide that to her and she will update it with that code. John Parke agreed to get the correct information to Lisa Schneider. Monica Chapman stated that she intends to send the revised bylaws for review to our nonprofit attorney before bringing a final draft to the Board. John Parke would like to review the bylaw that addresses the 20-day notice of special meetings clause in the next meeting. For AERC to be a nimbler organization (like dealing with Covid 19) the 20-day notice isn't logical. Gordie Cowan would like to include in our next meeting, discussion of the publication of the notice of meetings. Kyra DeMartini discussed members registration on the zoom Board meetings. The Zoom has to be done by the members. It works best to register and get on the call early. Everyone should mute as much as possible. Kyra DeMartini will help Susan Kasemeyer set up her phone to use zoom. The Board passed a vote to continue with the 8 pm (EST) time frame for the board meetings.

The next Board meeting will be June 8. Will be revisiting the motion to cancel national awards at that meeting.

John Parke made a motion to adjourn at 10:30 pm, Gordie Cowan seconded. Motion passed.

Respectfully submitted by Connie Caudill