

September 14, 2020 AERC BOD Conference Call Minutes

President Nick Kohut DVM called the meeting to order at 8:05 pm

Board members present were Olin Balch DVM, Michael Campbell, Connie Caudill, Monica Chapman, Jessica Cobbley, Chalice Coward, Gordie Cowan, Dawn Hilliard, Susan Garlinghouse, DVM, Andrew Gerhard, Susan Kasemeyer, Nick Kohut DVM, Bob Marshall DVM, Mike Maul, Stephanie Palmer-DuRoss, John Parke, Maribel Paulson, Naomi Preston, Lisa Schneider, Christoph Schork, Jan Stevens, Vance Stine, and Tim Worden.

Also present were Executive Director Kathleen Henkel and Kyra DeMartini

Connie Caudill made a motion and Christoph Schork seconded to excuse Mollie Krumlaw-Smith due to ride management duties, Heather Reynolds due to an emergency and Angie Mikkelson due to driving out of cell range. Motion passed.

Connie Caudill made a motion to accept the agenda, seconded by Lisa Schneider. Motion passed.

Michael Campbell made a motion to approve the 8/22/20 Midyear Board meeting minutes, seconded by Olin Balch DVM. Motion passed.

Kathleen Henkel presented the membership report for September 2020:

Membership 9/10/2019 4628

Membership 9/11/2020 4160

Sanction fees 9/11/19 – \$ 14,760

Sanction fees 9/11/20 – \$ 11,245

Rider fees 9/11/19 - \$ 48,746

Rider fees 9/11/20 - \$ 17,978

New members as of 9/10/19 529

New members as of 9/11/20 402

Jessica Cobbley and Susan Garlinghouse DVM updated the Board on the progress of the Inclusivity subcommittee of the Membership Committee. The Committee co-chairs have been forming the group and it is almost complete. The legal committee representative on this committee will be Lisa Davies Siderman. One member will be anonymous for fear of retribution. Their goal has been to form a diverse committee with voices that need to be heard. Jessica Cobbley stated they were currently working on the subcommittee's charter. The committee will seek to quantify where we are on this issue. One goal is to do a survey of riders, volunteers, members and non-members to see how they feel about our diversity. They are looking into using a Google group for discussion but would like to have it private so it could utilize frank and safe conversation and they would regularly delete their posts. They are checking to make sure this is legal. Susan Garlinghouse DVM was disappointed in hearing from some who seem to have formed conclusions about this committee and feel the committee has their own narrative of "hot buttons" without knowing anything about the committee. She said this narrative is not true and hopes people will wait to see how the committee will move forward. Nick Kohut DVM thanked the committee for their work.

Lisa Schneider led a continuation of the discussion on the revision of the bylaws. Questions concerning the revisions from the previous Board meeting had been sent to our nonprofit attorney, Chris Delfino, for clarification or revision. There were some questions that came up concerning indemnification of Board members, which will be sent to Chris Delfino.

In last month's meeting, Nick Kohut requested that the Governance group research past policies approved by the Board for inclusion in a policy manual. Lisa Schneider sent the Board some previously approved policies for review and went over some that are in draft form. The Governance group also researched the last 7 years of Board meeting minutes to find any policies that have been passed by the Board for inclusion in the policy manual.

Kathleen Henkel provided some important policies and sent them in the midyear packets for Board members to review in the draft policy manual. The draft of the ethics policy, written by Kathleen Henkel, will either need to be approved or revised and then approved. It was suggested that we may want to add a Code of Conduct to this policy covering how Board members should conduct themselves at rides.

The Social Media policy was drafted by Kathleen Henkel with guidance from Sonja Keating while we were affiliated with USEF. This policy governs things such as stating if you are representing yourself or AERC, being careful of what is shared on social media and things that should never be disclosed such as some financial information and other sensitive/confidential information. It was suggested to include leaking Board emails in this policy. Lisa Schneider stated that she had recruited Chalice Coward to help work on this policy.

John Parke noted that some approved policies were missing, which were probably older than the timeframe the group researched.

1. A policy that was a reference for the P&G Committee that directed the committee to not penalize members via retroactive suspensions.
2. Financial policy that established reserves and annual procedures for augmenting them.
3. The Executive Committee having authority as given by the Board of Directors. The Policy restricts what the EC can do. We need to follow that policy or revise it.

A question was asked if the revised bylaws would have verbiage that would allow for virtual meetings. Lisa Schneider stated that it was on the list for the attorney to review.

Chris Delfino is working on the Conflict of Interest policy and it will be sent to the Board for review.

The welcoming statement which was sent out on June 15 was also included in the midyear packet.

Approved policies- The ADA policy will be updated soon. John Parke stated that he had did some research when attorney Valerie Hoffman put him in contact with a Washington DC attorney, who is an expert on this subject. He will make contact and gather more information. We need guidelines for our ride managers to tell them what a disability is and the services that a ride manager needs to provide. Lisa Schneider will send this to the ride managers committee for input. The Legal Committee will assist in the development of guidelines.

Christoph Schork volunteered to research what other organizations have for their ADA policies and will send them to the committee.

Nick Kohut DVM thanked the Governance group for the work in gathering many of the policies.

The Board revisited for clarification the motion to cancel the 2020 National Awards. Kathleen Henkel inquired about sending certificates for recognition to the people who are in the standings. This could be informal and not something that would be in the yearbook. It would be paid for privately so would not cost AERC. Some felt this would be confusing to members since the National Awards have been already been canceled for 2020. The concept was dropped.

In the absence of Mollie Krumlaw-Smith, John Parke presented the motion from her and the Finance Committee for the AERC Legacy Foundation.

Motion Name – Seed Money for the AERC Legacy Foundation

Proposed Motion

The Budget and Finance committee recommends and requests the initial funding of \$10K for the AERC Legacy Foundation (ALF) money market and checking accounts to be taken from the AERC general fund. This initial funding will be treated as a start-up loan and will be paid back to the AERC general fund when the ALF Money Market account exceeds \$20K. This funding will be used for the following:

5K to open an ALF Money Market account

1K to open an ALF checking account

2K to develop an ALF website

2K to develop an ALF logo and marketing materials

Benefit and/or Impact to Membership and/or the AERC Organization: Provide necessary start-up capital to formally establish ALF.

Discussion on the motion was held. John Parke felt the motion was very thorough and determined where the funds would be spent and that this is just a loan to our own supporting organization.

Andrew Gerhard believed that this supporting organization, like a foundation, would help protect AERC financially should AERC run into issues in the future. The question was asked if a 501c3 could accept a loan, to which John Parke replied yes.

John Parke seconded the motion. The motion was voted on and passed unanimously.

Nick Kohut DVM reviewed the penalties that were determined in a 2017 motion concerning Darolyn Butler. She had contacted him asking for the requirements to be dismissed due to the cost of the additional insurance.

After a thorough discussion, Connie Caudill made a motion to drop the insurance requirement but keep all other requirements in place. Seconded by Olin Balch DVM.

Vote was taken, the motion failed 10 to 12.

Stephanie Palmer-DuRoss asked to revisit the request at the next meeting after more information was requested from Ms. Butler. The Board asked Nick Kohut DVM to contact Darolyn Butler for the details of her insurance costs and her intentions for leasing out her endurance horses.

John Parke made a motion to adjourn at 10:22 pm EDT. Lisa Schneider seconded. Motion passed.

Respectfully submitted by
Connie Caudill, AERC Secretary