

October 12, 2020 AERC BOD Conference Call Minutes

President Nick Kohut DVM called the meeting to order at 8:01pm EDT

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, Angie Mikkelson, Stephanie Palmer-DuRoss, John Parke, Maribel Paulson, Naomi Preston, Heather Reynolds, Lisa Schneider, Mollie Krumlaw-Smith, Jan Stevens, Vance Stine, and Tim Worden. Also present were Executive Director Kathleen Henkel and Kyra DeMartini

Susan Kasemeyer moved to accept the agenda, Susan Garlinghouse DVM seconded. Motion passed.

Connie Caudill made a motion which was seconded by Gordie Cowan to excuse Christoph Schork and Jessica Cobbley - both traveling but they would try to get on the call. Jessica was able to make the call a few minutes late. Chalice Coward was able to get on late also, but due to a storm was disconnected early.

Statistical report provided by Kathleen Henkel:

Membership 10/11/2019	4689
Membership 10/09/2020	4263
Sanction fees 10/09/2019	– \$ 14,770
Sanction fees 10/09/2020	– \$ 11,210
Rider fees 10/09/2019	- \$ 59,148
Rider fees 10/09/2020	- \$ 21,972
New members as of 10/11/2019	561
New members as of 10/09/2020	460

Michael Campbell made a motion to approve the 9/14/20 conference call minutes, seconded by Susan Kasemeyer. Motion passed.

Connie Caudill presented on behalf of the Sanctioning Committee a motion to approve a first-year pioneer ride. Dates are January 1 – 3, 2021, ride name is pending, to be held in the Central Region, Kerry Lowrey, RM, 30/50; 30/55; 25/50.
Motion from committee passed.

Mike Maul updated the Board on the Ride & Tie modified working agreement which was sent out to the Board for review. The Ride & Tie Association will only hold sanctioned events and would carry their own insurance.

After a brief discussion, Jan Stevens made a motion to approve the Working Agreement between AERC and the Ride & Tie Association. Vance Stine seconded. Motion passed with one abstention. Nick Kohut DVM thanked Mike Maul, Michael Campbell, Naomi Preston and Tim Worden for their work on the agreement.

Kathleen Henkel reviewed the Policy Motions that were before the Board for approval.

The policies include Social Media, Ethics, and Code of Conduct. These were sent to the Board for the August midyear meeting. Kathleen Henkel had the Social Media policy reviewed by USEF's attorney while we were affiliated. This policy reviews what Board members should and shouldn't do and includes committee members. The Code of Ethics was written after reviewing several other organizations and putting this together adapted for AERC. The Code of Conduct was recently written. The nonprofit attorney has not reviewed these.

The Welcoming Statement is on the website and she would like to include it in the approved policies.

John Parke commented that these policies should be prepared as a single policy, integrated together, with a table of contents and then vote on them as a whole and stated he would not vote on these one at a time. Kathleen Henkel agreed to bring them back in one policy but felt the Welcoming Statement should be separate.

Andrew Gerhard made a motion to separate the Welcoming Statement from the other two items on this motion. Vance Stine seconded. Motion passed with one No vote.

John Parke commented that it is important to make sure the rules and the policies are consistent. He felt we should not rush to approve these policies without first checking into any consequences. He does not see any point of having a welcoming statement without looking at all policies as a whole.

Olin Balch DVM made an amendment to defer the motion until Kathleen Henkel and others on the Board can work through it to make revisions. Seconded by Gordie Cowan. Amendment to the motion passed 14 Yes, 8 No and 1 abstention.

Kathleen Henkel continued the discussion with the Conflict of Interest Policy motion. This policy was sent to her and recommended by Chris Defino, AERC's nonprofit attorney.

John Parke felt that everything should be contained in one policy. He stated that the Conflict of Interest Policy needs to be clear and in layman's language that provides instruction to Board members and to our membership. John Parke went on to say that Conflict of interest is more than just financial issues. He had sent the Board an email just before the meeting showing several examples of conflicts of interest. At the request of Lisa Schneider and the approval of Nick Kohut DVM, John Parke reviewed the examples with the Board.

John Parke would like us to improve on this policy by making it shorter, less wordy and more comprehensible. The policy needs to be very clear, very plain, very instructive to keep us out of trouble and to keep the members confident in their Board.

John Parke moved to defer the Conflict of Interest motion. Jessica Cobbley seconded. Motion passed.

Kathleen Henkel updated the Board on questions that were answered by Chris Delfino in an email. Mr. Delfino stated at the end of his email that he would be happy to meet with the Board to discuss any concerns, if needed. Kathleen Henkel will send the email from Mr. Defino to the Board.

John Parke made a motion to defer this discussion to the November meeting and to have Chris Delfino on the call and the next draft in front of us so that we can make comments and ask questions directly to him. Jessica Cobbley seconded.

During the discussion of the motion, Gordie Cowan reminded the Board that he had raised the issue during the September meeting regarding the difference between defending and indemnifying language. It is significant in many contracts. He reviewed with the Board the differences and stated the lawyer helping us on this needs to give us clear answers to these questions. Motion passed unanimously.

Discussion on the ADA policy. Lisa Schneider noted that Christoph Schork had volunteered to gather information on the ADA policy and how other horse sports were handling it. She felt it would be important to see what information he has gathered.

John Parke reported that he had contacted the ADA attorney, Ms. Mimm, and her expertise was taking the language of the test law and applying it to a particular sport like ours. Not the facility but the sport. He stated that our ride managers need guidance to know which accommodations they could make for people with disabilities. Mollie Krumlaw-Smith stated that she had researched this directly through the ADA about four years ago. She stated that the ADA said we do not have to do anything that changes the intent of our sport. Kathleen Henkel also commented that she was advised by Ms. Folsom, an ADA attorney that works with Chris Delfino, that since AERC offers a competitive sport, a fundamental alteration of the rules is not required by the ADA. Mollie Krumlaw-Smith agreed that she had received the same information directly from the ADA.

Lisa Schneider requested to have the Legal Committee Chair, Marcel Smith, on the November meeting.

Nick Kohut DVM revisited the Darolyn Butler motion. The motion, which failed during the previous meeting, was to remove the insurance requirement but keep all other requirements in place. After the vote in September, Stephanie Palmer-DuRoss felt the Board needed more information on the insurance specifics to make a more informed decision, so had asked to revisit it in the October meeting. D. Butler was invited to speak directly to the Board during the call. She answered many questions from Board members about the lack of availability of insurance and the expense. Board members had differing views on allowing her to ride without the required insurance from the 2017 motion. After a lengthy discussion Nick Kohut DVM stated that a motion would have to come from the winning side so without a motion on the floor the discussion ended with no change to the original 2017 decision of the Board.

John Parke moved to adjourn at 10:21, seconded by Gordie Cowan, Motion passed