April 8, 2024, AERC Board Meeting Minutes

President Nick Kohut DVM called the meeting to order at 8:04 p.m. EST.

Board members present were Bruce Burton, Khristen Seymore-Norsworthy, Connie Caudill, Maureen Fehrs DVM, Bridget Helms, Jan Stevens, Dawn Hilliard, Nick Kohut DVM, Naomi Preston, Regina Rose, Marci Cunningham, John Parke, Vance Stine, Stephanie Palmer-DuRoss, Maribel Paulson, Tami Rougeau, Olin Balch DVM, Mollie Krumlaw-Smith, Bob Marshall DVM, Mike Maul, Eric Rueter, Laurie Underwood and Tim Worden. Executive Director Kathleen Henkel, AERC-I Chair Tom Rajala, Legal Committee Co-Chairs Dee McDonald and Barbara Baris were also in attendance.

A motion was made by Vance Stine to accept the agenda which was seconded by Tami Rougeau. Motion passed.

Stephanie Palmer-DuRoss made a motion to approve the Board minutes from the meeting held on March 11, 2024, which was seconded by Bruce Burton. Motion passed.

Olin Balch DVM made a motion to excuse John Parke from the March 11 meeting for a last minute employment conflict, seconded by Vance Stine. Motion passed.

Olin Balch DVM made a motion which was seconded by Tim Worden to excuse Susan Garlinghouse DVM from the April Board meeting due to an employment conflict, and Melissa Ribley DVM who was vetting a ride. Motion passed.

Susan Kasemeyer was absent.

Kathleen Henkel presented the statistical report:

Membership as of 4/5/2023	3419
Membership as of 4/2/2024	3337
Sanction fees as of 4/2/2023	$11,080
Sanction fees as of 4/2/2024	$13,560
Rider fees as of 4/2/2023	$7,668
Rider fees as of 4/2/2024	$9,123
New members as of 4/5/2023	284
New members as of 4/2/2024	280

Update from the AERC-I Committee
Tom Rajala, AERC-I Committee chair, presented an update on the Committee's activities. Sophia Donovan has been added to the Committee as the Southeast representative. The Committee is looking for ways to engage AERC-I dues-paying members. The Committee has approved a $1,000 grant at $100 per Young Riders to support the Young Rider championship ride which will be held in conjunction with the AERC 2024 National Championship ride. Tom also provided a region-by-region update to the Board.

Motion Regarding the Formation of Sponsorship Committee
Nick Kohut DVM felt AERC would benefit by having a Sponsorship Committee. He would like to form the committee, but it requires Board approval. Melissa Ribley DVM and Robert Ribley managed the 2019

National Championship Ride which was held at the Twenty Mule Team Venue. Dr. Ribley stated that while the office does a good job with sponsors, her experience at Nationals is that it is important to not only obtain sponsors, but to keep the sponsors happy. Management of sponsors takes significant amounts of time and effort, and she thinks that AERC would do well by having a committee dedicated to our finding and maintaining sponsors. Dr. Ribley also recommends that an AERC sponsor be asked to be on the committee because they have firsthand knowledge about what sponsors want and need.

Connie Caudill made a motion to approve the formation of a Sponsorship Committee which was seconded by Tami Rougeau. Motion passed unanimously. Nick Kohut DVM asked for input on potential members and chair for the Sponsorship Committee.

Motion from the Sanctioning Committee to Revise its Charter
The Sanctioning Committee presented the updated charter for Board approval. Some of the changes are: provisions for protecting 100-mile rides, requiring Sanctioning Committee approval of rides for rides which are managed by committee members in order to avoid any appearance of conflict of interest, and requiring that any ride sanction requests which are denied go to the Sanctioning Committee.

All revisions were discussed and approved by the committee at the 2024 Convention Sanctioning Committee meeting. Naomi Preston requested that the other regional director be consulted when a ride is being considered for sanctioning from the sanctioning director in their own region.

All approved charters are listed on the AERC website. Ride managers may benefit from reviewing before sanctioning. The motion from the Sanctioning Committee was passed unanimously.

Motion from the Trails and Land Management Committee Regarding the Franklin Creek State Natural Area Sign Project
Dawn Hilliard presented the following motion on behalf of the Trails and Land Management Committee:

> The Trails and Land Management Committee moves that AERC, using designated Trails Grants, assist in funding a portion of the Franklin Creek State Natural Area sign project in the Franklin Creek State Natural Area (Franklin Grove, IL). Funds requested: $7,500.
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> This request is coming from the Franklin Creek Conservation Association, who work with land managers annually to improve and maintain the trail system. The trail system is very complex and the old system of trail marking needs to be replaced. The signage will consist of numbered 12' metal poles, which will be sunk 3' into the ground and capped to produce a weather- and fire-resistant marker. The result will be a well-marked trail system which will improve the outdoor experience for all trail users.
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> The total cost of the project is $10,000. The remaining cost will be covered by locally raised donations.
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> Funds from dedicated Trails Grant fund, specifically monies donated from the estate of Julie Jackson-Bigert for use in the Midwest region.
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> This trail system hosts an established AERC ride and many AERC members train on this trail system. The Franklin Creek Conservation Association has been involved in many trail improvement projects over the years. This group has several work days annually and helps with on-going maintenance as needed. As a result, they have a great

relationship with the Forest land manager. Work to begin Summer of 2024. Signage will acknowledge AERC's contribution.

Motion from committee passed unanimously.

Motion from the Executive Committee for a Policy to Ensure Security of the AERC Database and Website
Tami Rougeau presented the following motion on behalf of the Executive Committee:

> After a thorough review of our current system practices and conferring with our independent California attorneys, the office staff and executive committee feel it's in the best interest of AERC to only allow AERC employed staff and our paid contractors to have access to our database and website software.
>
> This policy places the responsibility for the operation, set up/maintenance and updates to the current database, website, and code in which they are written, solely with the AERC office staff and the paid contractor (currently Brand Media Solutions). This policy will also direct that all engagement with the paid contractor will go through the AERC office to contain costs and ensure communications are in line with current AERC direction.
>
> "Accordingly, the EC moves that the board adopt a policy that only AERC employed Staff and Paid Contractors will have access to AERC's Database and Website software."
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> Background, analysis and benefit:
> In the late 90's Russ Humphrey, Mike Maul, a student class from a local California university led by their instructor, and a handful of volunteers created and maintained a database for the historical records and daily operation of the office of AERC. This was followed by continued development of the website and further tools as technologies and resources became available. Since that time the AERC website and database was managed by a combination of the AERC staff, Mike, and occasionally paid professionals (Russ Humphrey). This team served the organization well in keeping the database and website up and running for the benefit of all members. However, as technology has evolved, the programs used for this system became outdated and were no longer supported by their respective developers rendering the software used obsolete and placed our systems at risk.
> In 2015, and on Mike Maul's recommendation, the AERC Board of Directors voted to rebuild the website and database from the ground up. It was vital that the software used be in a modern, common database language to insure AERC would have a large selection of professionals to develop our new system, as well as provide for updates and maintenance in the foreseeable future. This upgrade resulted in the investment of 132K by AERC (97K core project, 36K additions). This project is now nearing completion and prompting the board to decide how to manage the security and protection of our system moving forward.
> With the ever changing federal and state legislation requiring organizations to secure and limit the access of the personal data contained in our systems, the risk of potential fines, the risk of insurability, and/or the risk for the potential litigation the office staff reached out to our attorney, Mr. Christopher Delfino, of Delfino-Madden. Mr. Delfino's opinion is that by allowing continued open access, AERC is placed in a position of considerable risk and is not recommended.
>
> Other concerns noted:

· The potential to limit our liability or prevent AERC from obtaining full cyber insurance coverage.

· The risk to our members in having their personal information downloaded to private PCs over which AERC has no control.

This policy will have a direct positive effect on the membership and AERC by ensuring the personal data contained in the database remains secure reducing the overall risk to AERC. It further places the responsibility for our business systems in the hands of AERC paid staff and professional contractors only. This level of security is of utmost importance as it adds a layer of accountability while further demonstrating the organization's intent to continually evolve and adopt best practices for the business.

As defined in our by-laws, the Executive Director and paid AERC staff are responsible for the day-to-day business operations of AERC. This motion follows all established AERC governance.

A thorough discussion was held during which John Parke proposed a friendly amendment to the motion from the Executive Committee, which was accepted, to include the following statement: "Accordingly, the Executive Committee moves that the Board of Directors adopt a policy providing that only employed staff and paid contractors have access to the AERC database and software."

Bruce Burton made a motion to defer the motion to give more time to study the recommendations of AERC's outside counsel, which was seconded by Eric Rueter. John Parke responded that the Board has been looking at this issue for over a year and he would like to move on to other important business.

Motion to defer failed 16-6.

A vote was then held on the motion from the Executive Committee, which passed as amended.

<u>Motion from the Tech Committee to Revisit the Committee's Motion regarding Rest APIs</u>
Eric Rueter presented the following motion on behalf of the Technical Committee which revisits the Committee's motions which were submitted to and discussed by the Board in February 2024:

Motion Name: Implementation of a system to allow third party software programs to directly communicate with the AERC software program.

Proposed Motion: AERC to adopt an upgraded system that allows third party software programs to directly communicate with the AERC software program, using an industry standard method known as REST APIs

Background, Analysis and Benefit: One current mechanism for retrieving horse and membership data is to download, open and save the file. This process cannot be automated and is time consuming. The other option to is to sign into the AERC website and verify a rider's AERC membership status and the horse's AERC number. This requires an internet connection, which is often not available at the ride site.

Budget- $150 (A volunteer has stated they will supply the $150 if AERC does not want to pay)

Benefit: These APIs would be used by Ride Managers and Ride Secretaries to easily verify the AERC membership status of the rider and the AERC number of the horse

without having to log onto the AERC website (many rides do not have an internet connection) nor having to download files.

Additionally, using REST APIs greatly reduces the exposure of AERC data. With the implementation of the newer AERC software, accessing membership and horse data is much more open to the public. Any member can download membership and horse data. By adopting the REST APIs, the location of the data will be "hidden" from public view and data will be transferred without human intervention. AERC will have control of and give permission to which software programs will be granted the APIs and thereby access to AERC data. Work load on the AERC Staff over time should be reduced through reduced phone traffic explaining the process that currently exists.

AERC may make the APIs available to requesting software programs after sufficient time has been taken for proper testing.

REST APIs are an industry standard and a common platform for communicating data between software programs. APIs reduce the chance of human error and malicious intervention of data. They have been successfully used by equine organizations such as AHA and USEF.

The discussion on this motion was continued from the Thursday 2024 Convention meeting. John Parke stated that he put a lot of time drafting and preparing the October 2023 policy for the Technical Committee, and that someone should address the revised motion to ensure that it does or does not fit within the scope of the current policy. Eric Rueter voiced his concerns over voting against this policy as it will effectively eliminate the ERIC program and he also felt it would affect the Green Bean program.

Motion from the Technical Committee failed.

John Parke moved to adjourn at 9:25 p.m., seconded by Jan Stevens. Motion to adjourn passed.

Respectfully submitted by Connie Caudill