



**UNITED STATES EQUESTRIAN FEDERATION, INC.  
MID-YEAR BOARD OF DIRECTORS MEETING  
HILTON LEXINGTON DOWNTOWN – LEXINGTON, KY  
JULY 8-9, 2019**

**MINUTES**

**Board Members Present:** Murray Kessler, Elisabeth Goth, Tom O’Mara, Allison Brock, Jane Clark, Robert Costello, Lisa Gorretta, Nancy Harvey, Beezie Madden, Joe Mattingley, Cindy Mugnier, Diane Pitts, Philip Richter, Judy Sloan and Judy Werner

**Board Members Absent:** Tom Brennan, Margie Engle, Catherine Haddad Staller, Valerie Kanavy

**Council Chairs Present:** Mary Babick, National Breeds & Disciplines Council Chair and Shelley Campf, Member Services Council Chair

**USEF Senior Team Present:** Bill Moroney, Kelly Bolton, Will Connell, David Harris, Sally Ike, Sonja Keating, Vicki Lowell, Lisa Owens and Justin Provost

**1. Roll Call and Determination of a Quorum**

Mr. Kessler called the meeting to order at 2:02 p.m. EDT. Following a call of the roll, Ms. Adams noted that a quorum was present.

**2. Adoption of the Agenda**

Mr. Kessler requested that board attendance and a strategic plan discussion be added to the Executive session. Mr. Costello moved and Mr. O’Mara seconded the motion to adopt the agenda as amended. There was no further discussion and the motion carried unanimously.

**3. President’s Opening Remarks**

Mr. Kessler opened the meeting by stating that this has been a challenging year for all amateur sports organizations, but we strive to improve processes and rely on our mission and vision as well as our strategic plan to guide us through. We should not lose sight of the many significant improvements we have accomplished in sport, marketing, establishing the Member Services Council, the new building and many others. We cannot lose sight of doing the right thing, but we cannot let it overshadow the business of growing our sport and sharing the joy of horse sports with any many people as possible.

**4. Conflict of Interest Declaration**

Ms. Keating requested that Directors declare conflicts with any item on the agenda. Ms. Goth declared a conflict with agenda item 10.1 and Ms. Mugnier declared a conflict with item 10.1 and 10.2 in that both are on the lists for these committee appointments. Ms. Keating stated that they should abstain from voting on these items.

## **5. Approval of Board meeting minutes**

### 5.1 Board Meeting Minutes - April 29, 2019

Ms. Mugnier moved and Ms. Werner seconded the motion to approve the minutes from the Board meeting on April 29, 2019. There was no comment and the motion passed unanimously.

### 5.2 Special Board Meeting - June 17, 2019

Ms. Goth moved and Mr. O'Mara seconded the motion to approve the minutes from the Special Board meeting held June 17, 2019. There was no comment and the motion passed with Ms. Clark, Mr. Mattingley and Ms. Pitts abstaining as they did not participate in this meeting.

## **6. Presidential Modification Report**

A summary of Presidential Modifications granted since the April Board meeting was presented to Directors for informational purposes.

## **7. Consideration of Rule Change Proposals**

Ms. Gorretta moved and Ms. Goth seconded the motion to put all rule changes on the floor for discussion. There was no further discussion and the motion passed unanimously.

### Extraordinary Rule Changes

#### Tracking ID# 032-19

After some discussion, the motion to approve the extraordinary rule change to GR1002 regarding Applications for Licensed Officials passed with Ms. Pitts opposed.

#### Tracking ID# 035-19

After some discussion, the motion to approve the extraordinary rule change to DC Appendix for Para-Equestrian Driving passed unanimously.

#### Tracking ID# 042-19

After discussion, the motion to approve the extraordinary rule change to DR129.9 related to Dressage Musical Freestyle passed unanimously.

#### Tracking ID# 034-19

There was no discussion and the motion to approve the extraordinary rule change to the Endurance chapter to remove references to AERC passed unanimously.

#### Tracking ID# 048-19

After some discussion, the motion to approve the extraordinary rule change to EQ105 for the Talent Search Finals passed unanimously.

#### Tracking ID# 043-19

There was no discussion and the motion to approve the extraordinary rule change to EV122 regarding Tests passed unanimously.

### FEI Rule Changes

#### Tracking ID# 037-19

There was no discussion and the motion to approve the FEI rule change to DR119 regarding Tests for Dressage passed unanimously.

Tracking ID# 036-19

There was no discussion and the motion to approve the FEI rule change to DR119.2 regarding Dressage FEI Medium Tour Freestyles passed unanimously.

**8. Bylaws**

8.1 Approval of Bylaw Amendment

Ms. Goth moved and Ms. Gorretta seconded the motion to approve the amendment to Bylaw 311 to increase the number of representatives from the Advisory Group to serve as members on the National Breeds and Disciplines Council by two for a total of three representatives to include one athlete. There was no further discussion and the motion passed unanimously.

8.2 Approval of Amended and Restated Bylaws

Mr. Mattingley moved and Ms. Werner seconded approval of the amended and restated bylaws as presented. There was no discussion and the motion passed unanimously.

**9. Audit Committee Report**

Ms. Werner, Chair of the Audit Committee, outlined the meetings and work of the Committee this past year and reported that no issues were found in the audit and the auditors noted very detailed record keeping and a responsible accounting structure.

9.1 Approval of the 2018 Audit Report and the 2018 SAS 114 Letter

Ms. Goth moved and Ms. Gorretta seconded approval of the 2018 Audit Report and the 2018 SAS 114 Letter as presented. After discussion, the motion passed unanimously.

9.2 Approval of Crowe LLP for the 2019 Year End Audit

Ms. Mugnier moved and Mr. O'Mara seconded approval to engage Crowe LLC to perform the 2019 Year End Audit. After some discussion, the motion passed unanimously.

**10. Approval of Committee Population**

10.1 Approval of the Audit Committee

Mr. O'Mara moved and Mr. Richter seconded approval for Mr. Brennan, Ms. Gorretta, Ms. Mugnier, Ms. Goth and Ms. Werner to serve a one-year term on the Audit Committee, with Ms. Werner serving as Chair. There was no further discussion and the motion passed with Ms. Gorretta, Ms. Mugnier, Ms. Goth and Ms. Werner abstaining.

10.2 Approval of the Licensed Officials Committee

Ms. Goth moved and Ms. Werner seconded approval for nine Presidential appointees: Cindy Mugnier as Chair, Linda Andrisani, Lisa Blackstone, Mary Choate, Jose Colon, Liselotte Fore, Martha Hanks-Nicoll, Marilyn Payne and Robert Weber and three appointed athletes including Chris Hickey, Missy Ransehausen and Danielle Torano to serve on the Licensed Officials Committee. Three new members join this committee. Ms. Mugnier clarified that Mr. Colon will serve a three-year term. There was no further discussion and the motion passed with Ms. Mugnier abstaining.

10.3 Approval of the Para Equestrian Sport Committee

Ms. Goth moved and Mr. O'Mara seconded approval for one additional Presidential appointee Kerri Sowers, one additional Affiliate appointee Patricia Sweeney and two eligible athletes Kate

Shoemaker and Robin Brueckmann to serve on the Para-Equestrian Sport Committee through January 2021. There was no further discussion and the motion passed unanimously.

#### 10.4 Approval of the Adaptive Sport Committee

Mr. Mattingley moved and Ms. Harvey seconded approval for four Presidential appointees Joann Benjamin, Lendon Gray, Hope Hand, Sharon Schneidman and one eligible athlete Robin Brueckmann to serve on the Adaptive Sport Committee through January 2021. There was no further discussion and the motion passed unanimously.

### **11. National Breeds & Disciplines Council Report**

Ms. Babick highlighted that the Junior Hunter Finals horse numbers are up. She was pleased to report that she and Ms. Werner coordinated a cross-over breed/discipline event at the Emerging Athlete Training session with Hunter and Saddlebred groups.

### **12. International Disciplines Council Report**

Mr. Mattingley reported on the IDC operational plan, the updates from the FEI regarding the Reining discipline and the human physio needs at the Pan American Games in Lima, Peru.

#### 12.1 Approval of a Resolution for an Ad Hoc of the Board to approve the 2020 U.S. FEI Calendar and an Ad Hoc of the Board to consider World Cup bids

Mr. Mattingley moved and Mr. Costello seconded approval of a Resolution (2019-07 attached to these minutes) for the President to appoint an Ad Hoc of the Board to review and approve the 2020 U.S. FEI Calendar and to appoint a second Ad Hoc of the Board to approve the slate of North American League World Cup Jumping bids for the 2020/2021, 2021/2022 and 2022/2023 seasons. Mr. Connell stated that our calendar submission is due to the FEI by October 1<sup>st</sup> and will not be ready to submit to the September Board meeting and we are on a deadline for submission of the World Cup bids as well. There was no discussion and the motion passed unanimously.

#### 12.2 Approval of additions to the 2019 U.S. FEI Calendar

Mr. Mattingley moved and Ms. Clark seconded approval of the addition of two Endurance and one Driving event to the 2019 U.S. FEI Calendar. There was no discussion and the motion passed unanimously.

#### 12.3 Approval of the 2020-2021 U.S. Dressage Festival of Champions

Ms. Gorretta moved and Ms. Brock seconded approval of the 2020-2021 U.S. Dressage Festival of Champions to be held at Lamplight Equestrian Center August 18-23, 2020 and August 17-22, 2021. There was no discussion and the motion passed unanimously.

At 3:30 p.m. the Board took a brief recess.

At 3:45 p.m. the Board continued with the agenda.

### **13. Member Services Council Report**

Ms. Campf, Chair of this new Council, joined the Board for this report telephonically. She reported on the past meetings and work to be done going forward including looking at the 2020 budget and reviewing plans for each of the work areas under the Council's purview.

## **14. Marketing Report**

### 14.1 Consideration of amended Equestrian of the Year Award Criteria

Ms. Mugnier moved and Mr. Richter seconded the motion to approve the amended Equestrian of the Year Award criteria as presented by the Awards Committee. This change would allow a National breed/discipline winner and an FEI International discipline winner each year beginning at the 2020 USEF Annual Meeting. There was no further discussion and the motion passed unanimously.

### 14.2 Membership Plan Report

Ms. Lowell presented a look at membership from where we began in 2016 to where we are now in 2019 and looking forward at our plans to grow membership in the coming years. Highlights included the USEF Network, competing and fan membership and member benefits, promotion of MemberPerks and the Learning Center.

## **15. CEO Report**

Mr. Moroney reported on updates to various areas since the last Board meeting including: Safe Sport and MAAP policies, the USEF Laboratory closure, a Safety Committee reorganization, sport highlights on the national and international sides, good governance, the new USEF building and capital campaign, Affiliate, FEI and USOPC relationships, budgeting for 2020, staffing and HR initiatives, task force progress, the Member Services Council, the new rule change process and the Horse Protection Act. Mr. Moroney outlined Strategic Plan Phase IV progress noting that a final report on this phase would be presented at the 2020 Annual Meeting. Mr. Moroney will provide a report on the Compliance department at the next Board meeting.

### 15.1 Capital Campaign

Mr. Moroney stated that we are close to rolling out the capital campaign for the new USEF building. A brochure was presented that outlines the various donation levels.

### 15.2 Recommendation on Decision Making

Mr. Moroney noted that the Governance Committee requested a review of our current processes for approval to review and make recommendations for efficiencies in processes as needed. Their recommendations include a one-year trial for the CEO to be the final approver for special competitions (GR309), limiting entry requests (GR915) and heritage competition designation (GR307). After discussion, Mr. O'Mara moved and Ms. Madden seconded the motion to allow the CEO approval power for limiting entry requests and heritage competition requests utilizing Resolutions of the Board (2019-08 and 2019-09 attached to these minutes) for one year with a report back next summer. The Board further directed the Governance Committee to review the remaining approval processes to identify additional efficiencies and review the special competition approval process in more detail. There was no further discussion and the motion passed unanimously.

## **16. CFO Report**

Mr. Harris reported that we are 53 days from move-in at the new building which is planned for Labor Day weekend. We are making plans to turn over occupancy of the building back to the Trust on November 30, 2019. Mr. Harris does not expect to exceed the budgeted amount for repairs on the current building.

Mr. Harris stated that the second quarter is tracking similarly to the first quarter and we continue to be in a strong financial position. Staff is aggressively managing expenses and utilizing non-profit discounts when available. He thanked the Foundation for their grant contribution this year.

## **17. General Counsel Report**

### 17.1 Litigation Update

Ms. Keating updated the Board on the status of current litigation.

### 17.2 Approval of the 2019 Athlete Election Timeline

Ms. Pitts moved and Ms. Goth seconded approval of the 2019 timeline for athlete elections. Ms. Keating stated that just one Board seat, currently occupied by Ms. Haddad Staller, will become vacant in January 2020. The importance for our Athlete Directors to participate in Board meetings was noted. There was no further discussion and the motion passed unanimously.

## **18. Old Business**

There was no old business.

## **19. New Business**

There was no new business.

At 5:55 p.m. the Board recessed until July 9, 2019 at 8:00 a.m.

At 8:07 a.m. on July 9, 2019 the Board continued the agenda in Executive Session.

## **20. Executive Session**

Mr. Kessler requested that only Board members, and staff upon request by invitation to include Mr. Moroney, Ms. Keating and Ms. Bolton remain for the Executive Session portion of the meeting and excused remaining staff, Council Chairs and meeting attendees.

The following actions resulted from their discussions.

- The criteria for determining the Equestrian of the Year needs to be reviewed and updated due to the approval of designating a national and international Equestrian of the Year.
- Creation of a comprehensive Safe Sport campaign including engagement of a crisis and communications consultant.
- The Board approved an amendment to the interpretation of the new MAAP policies that USEF will communicate membership wide.

## **21. Adjourn**

At the conclusion of the Executive Session on July 9, 2019, the meeting was adjourned at 1:20 p.m.

Signed and submitted:



Karen Adams  
Recording Secretary

**RESOLUTION OF THE BOARD  
TO AUTHORIZE THREE MEMBERS OF THE BOARD  
TO ACT ON ITS BEHALF  
Resolution 2019-07**

At a properly noticed in-person Mid-Year Meeting of the Board of Directors of the United States Equestrian Federation, Inc. ("Federation") on July 8, 2019 at the Hilton Lexington Downtown, Lexington, KY, the following resolution was proposed and approved:

**WHEREAS**, the Federation Board of Directors wishes to appoint and authorize at least three (3) members of the Board of Directors, one of whom must meet the definition of Eligible Athlete as defined by the Federation Bylaws, to bind the Board of Directors for the following purposes:

1. To review and approve the 2020 FEI Calendar, which must be completed by October 1, 2019.
2. To review and approve the FEI World Cup bids received by the Federation beginning in the Fall 2020 season through the Spring of 2023 season, which must be completed by no later than August 19, 2019.

**WHEREAS**, appointing and authorizing the three (3) members of the Board of Directors to accomplish the above mentioned purposes will alleviate the need of the Federation Board of Directors from scheduling a formal meeting.

Therefore, **IT IS HEREBY RESOLVED**, that the Federation Board of Directors appoints and authorizes three (3) members of the Board of Directors to bind the Board of Directors in the review and approval of the 2020 FEI Calendar and all submitted FEI World Cup bids.

**CERTIFICATION**

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation Board of Directors at a properly noticed in-person meeting under New York law and the Bylaws of the Federation.

Recording Secretary:



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Karen C. Adams

**RESOLUTION OF THE BOARD  
TO MODIFY GENERAL RULE 915 TO  
AUTHORIZE CHIEF EXECUTIVE OFFICER  
TO TAKE ACTION IN LIEU OF BOARD OF DIRECTORS  
Resolution 2019-08**

At a properly noticed in-person Mid-Year Meeting of the Board of Directors of the United States Equestrian Federation, Inc. ("Federation") on July 8, 2019 at the Hilton Lexington Downtown, Lexington, KY, the following resolution was proposed and approved:

**WHEREAS**, pursuant to Federation General Rule 915, any competition that sets restrictive criteria for accepting entries and/or offers classes or events which are part of a league, series, or other ranking or award system must do so by meeting the applicable requirements described in Federation General Rule 915, including obtaining approval from the applicable Federation Council. Any Hunter Jumper Licensed Competition wishing to have HOTY points awarded for a class or section where entries are restricted must submit an application to the Federation Board of Directors for approval, pursuant to Hunter Jumper Rule 134. Any Jumper Licensed Competition wishing to set restrictive criteria for accepting entries over than based on money won, must submit a written application to the Jumper Sport Committee and obtain approval from the International Disciplines Council, pursuant to Jumper Rule 114.

**WHEREAS**, modifying the approval process for setting restrictive criteria for entries and/or offers classes or events which are part of a league, series, or other ranking or award system, by empowering and authorizing the Federation Chief Executive Officer to take unilateral action would streamline and expedite the process thereby increasing the efficiencies of the meetings of the Federation Board of Directors Federation Councils.

Therefore, **IT IS HEREBY RESOLVED**, that the Federation Board of Directors authorizes the Federation Chief Executive Officer to approve or deny all submitted written requests for setting restrictive criteria for entries and/or offers classes or events which are part of a league, series, or other ranking or award system, in lieu of Federation Board of Directors or Federation Council approval.

**CERTIFICATION**

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation Board of Directors at a properly noticed in-person meeting under New York law and the Bylaws of the Federation.

Recording Secretary:



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Karen C. Adams

**RESOLUTION OF THE BOARD  
TO MODIFY GENERAL RULE 307 TO  
AUTHORIZE CHIEF EXECUTIVE OFFICER  
TO TAKE ACTION IN LIEU OF BOARD OF DIRECTORS  
Resolution 2019-09**

At a properly noticed in-person Mid-Year Meeting of the Board of Directors of the United States Equestrian Federation, Inc. ("Federation") on July 8, 2019 at the Hilton Lexington Downtown, Lexington, KY, the following resolution was proposed and approved:

**WHEREAS**, pursuant to Federation General Rule 307, approval is needed from the Federation Board of Directors to designate a competition as a Heritage Competition; and

**WHEREAS**, pursuant to Federation General Rule 307, approval for all Heritage Designations requires a recommendation by the Federation Chief Executive Officer, approval by the Federation Recognized Affiliate primarily represented by the competition, and approval by the Federation Board of Directors; and

**WHEREAS**, modifying the approval process for Heritage Competition designation by empowering and authorizing the Federation Chief Executive Officer to take unilateral action would streamline and expedite the process thereby increasing the efficiencies of the meetings of the Federation Board of Directors.

Therefore, **IT IS HEREBY RESOLVED**, that the Federation Board of Directors authorizes the Federation Chief Executive Officer to approve or deny all submitted written applications for Heritage Competition designation in lieu of Federation Board of Directors approval.

**CERTIFICATION**

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation Board of Directors at a properly noticed in-person meeting under New York law and the Bylaws of the Federation.

Recording Secretary:



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Karen C. Adams