



**UNITED STATES EQUESTRIAN FEDERATION, INC.
BOARD OF DIRECTORS MEETING
JULY 25, 2022
3:00 P.M. EDT**

MINUTES

Board Members Present: Tom O'Mara, Elisabeth Goth, Judy Sloan, Jacob Arnold, Alex Boone, Allison Brock, Matt Brown, Ling Fu Wylie, Lisa Gorretta, Deborah Johnson, Mary Knowlton, Carol Kozlowski, Jon Kreitz, Joe Mattingley, Lauren Nicholson, Diane Pitts, Philip Richter, Richard Spooner, Chester Weber, and Judy Werner

Board Members Absent: Max Amaya

USEF Senior Team Present: Bill Moroney, Kelly Bolton, Will Connell, Mike Delahanty, Sonja Keating, Vicki Lowell, Lisa Owens, Justin Provost, and Stephen Schumacher

1. Roll Call and Determination of a Quorum

Mr. O'Mara called the meeting to order at 3:00 p.m. EDT. Following a call of the roll, Ms. Adams noted that a quorum was present.

2. Adoption of the Revised Agenda

Mr. Richter moved, and Mr. Kreitz seconded the motion to adopt the revised agenda. The revisions since originally posted include the addition of items numbered 12, 22.1a and 22.3. There was no further discussion and the motion carried unanimously.

3. President's Opening Remarks

Mr. O'Mara stated that he was pleased with the substantive discussion and outcomes from the in-person Mid-year board meeting resulting in some additional strategic initiatives.. Since that meeting, competition numbers remain strong, and our Championship and Final season is underway. We are hosting several Championship events this week including the Saddle Seat World Cup and Junior Hunter Finals West. We look forward to The World Championships for Jumping, Dressage, Para Dressage, and Vaulting in Herning Denmark next month as well as Pony Finals, North American Youth Championships, and Festival of Champions, now inclusive of the Para Dressage Championship. The World Championship for Driving and Eventing will be held at the end of September in Pratoni, Italy.

Mr. O'Mara recognized Mr. Connell for his service as Director of Sport following his notification that he will be leaving the Federation at the end of November.

4. Conflict of Interest Declaration

Ms. Keating requested that Directors declare conflicts with any item on the agenda. Ms. Brock stated that she has a conflict with agenda item 22.1a in Executive session. No additional conflicts were declared.

5. Approval of Mid-Year Board Meeting Minutes – June 20-21, 2022

Ms. Sloan moved, and Ms. Goth seconded the motion to approve the minutes from the Mid-Year Board meeting held June 20-21, 2022. Ms. Knowlton noted a language change in PRC Tracking ID 130-21 removing the words **Premier rated**. Following discussion, the motion passed with Mr. Boone, Ms. Brock, Ms. Nicholson, Mr. Richter, Mr. Spooner, and Mr. Weber abstaining as they did not participate in this meeting.

6. Presidential Modification Report

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

7. Ratify Ad Hoc Group actions

Ms. Sloan moved, and Ms. Kozlowski seconded the motion to ratify the actions of the Ad Hoc Selection and FEI Calendar Groups as outlined in Resolutions 2020-02 and 2020-08. After discussion and vote, the motion passed unanimously.

8. Audit Committee Report

8.1 2021 Audit Report and 2021 SAS 114 Letter

Ms. Werner, Chair of the Audit Committee, presented a report to the Board. The Committee met and discussed the management letter, audited financials, and Audit Report. Mr. Delahanty addressed the committee on two recommendations from the Auditors and reconciliation requests. Ms. Sloan moved, and Ms. Pitts seconded the motion to approve the 2021 Audit Report and SAS 114 Letter. Once approved by the Board, it will be finalized by Crowe and posted to our website in compliance with the USOPC requirements. After discussion and vote, the motion passed unanimously.

8.2 Approval of 2020 Form 990 Tax Return (12/1/20-11/30/21)

Ms. Goth moved, and Mr. Richter seconded the motion to approve the 2020 Form 990 Tax Return and the accompanying audited financials for the 2020 Tax year. Mr. Delahanty noted that there are no substantive changes versus prior years in the reporting. Following discussion and a vote, the motion passed unanimously.

8.3 Approval of the 2022-2023 Audit Committee

Ms. Pitts moved, and Ms. Sloan seconded the motion to approve the population of the Audit Committee for a one-year term beginning August 1, 2022. The members are Judy Werner as Chair, Ali Brock; Lisa Gorretta, Elisabeth Goth, and Joe Mattingley. Following discussion and a vote, the motion passed with Ms. Werner, Ms. Brock, Ms. Gorretta, Ms. Goth, and Mr. Mattingley abstaining.

9. Approval of Decision-Making Matrix

Ms. Keating stated that the matrix includes amendments as requested by the Board at the Mid-year meeting to incorporate the changes to the Bylaws. It was noted that the Board Officers and Independent Directors should be approved by the Nominating Committee, not the Affiliates. Additionally, Working Groups must be approved by the Board and will be added to this list. Mr. Mattingley moved, and Mr. Boone seconded the motion to approve the Decision-Making Matrix. Mr. Mattingley requested that any additional decision-making requests that would facilitate further streamlining of operations can be sent to the Governance Committee for review. Following discussion and a vote, the motion passed unanimously with the amendments requested.

10. Approval of clarification to the Prevention of the Manipulation of Competition Policy

Ms. Gorretta moved, and Ms. Goth seconded the motion to approve the clarification to the Prevention of Manipulation of Competition Policy. Ms. Keating stated that following the Mid-Year Board meeting approval, an

amendment was made to the policy to clarify that a participant's engagement in sports wagering or betting at a competition is restricted only when they are actually participating in the competition, whether as a rider, groom, owner, trainer, veterinarian, etc., as defined in the policy. This change makes the USEF policy slightly less restrictive than the FEI policy, so those competing in FEI events must follow the more stringent policy. After discussion and vote, the motion passed, with Ms. Pitts, Ms. Kozlowski, and Ms. Knowlton against.

11. Treasurer Report and Review of June 2022 Financials

Ms. Sloan reported that the June 2022 books will close this week and financials will be provided next week.

Mr. Delahanty stated that following discussion with Clear Harbor, USEF plans to deploy a portion of its cash to a conservative, short-term, and accessible investment account to earn a higher return.

12. Presentation by candidates for Retention Vote and Opening of Polls

Ms. Keating stated that at the Mid-Year Board meeting the Board voted to amend the Bylaws to include a "retention" Bylaw whereby any Board member who is eligible for a successive term can choose to stand for retention rather than go through the nomination and election process. The Board votes whether to retain an Officer or Independent Director if the Board member chooses to stand for retention. Judy Sloan (Secretary/Treasurer) and Diane Pitts (Independent Director) are both eligible to seek a retention vote and have chosen to do so for a successive four-year term beginning in January 2023.

Ms. Keating explained that following presentations by each candidate, each Board member will receive a unique link by email to cast a vote for each seat. A majority vote by the electorate (not votes cast) in favor of retention is required for the Board member to serve a successive term. If a majority is not achieved, then the individual would not be eligible to serve a successive term in that seat. Both candidates are eligible to cast a ballot for each seat. To provide Board members with sufficient time to cast a ballot, the poll will close at 5:00 p.m. Eastern time on Tuesday, July 26, 2022. After the votes are tallied, the Board will be informed of the results.

After tallying results from the election, both candidates were voted to be retained for a successive term beginning January 2027.

13. Consideration of Proposed Rule Changes

13.1 Extraordinary Rule Change Proposal

Tracking ID# 208-21

Ms. Kozlowski moved, and Ms. Pitts seconded a motion to approve the extraordinary rule change to the Endurance chapter. Following the Board-approved Five Part Plan for Endurance, the Endurance Chapter underwent a full rewrite to ensure we have the means and structure in place to implement it. After discussion and vote the extraordinary rule change which includes amendments to the entire Endurance Chapter passed unanimously.

13.2 Rule Changes Referred from the Mid-Year Board Meeting

Ms. Sloan moved, and Mr. Richter seconded the motion to put all the rule changes referred from the Mid-year Board meeting on the floor for discussion and separate vote. The motion passed unanimously.

Tracking ID# 104-21, 157-21, and 159-21

The Eventing Chapter structure reorganization will optimize the accessibility and navigation for athletes, organizers, licensed officials, and other stakeholders by organizing rules based on these roles. Previous proposed rule changes including tracking numbers 153-21, 154-21, 155-21, 156-21, 158-21, 013-21, 038-21, and 116-21 were withdrawn. After discussion and vote the rule change to the Eventing Chapter, EV

Appendix A to bring the Minimum Eligibility Requirements (MER) in line with FEI rules, and improvements in safety to mitigate horse and rider falls by requirement additional experience before upgrading levels passed unanimously.

Tracking ID# 171-21

After discussion and vote the rule change to FR101.1 adopting the new membership policy of the Friesian Affiliate (IFSHA) that new owners, new horses, and renewing horses have their membership completed at least five days in advance of participating in a USEF licensed competition with Friesian classes passed unanimously.

Tracking ID# 029-21

Ms. Keating stated that pursuant to discussions over potential difficulty with the availability of obtaining foreign officials to judge national events, the following language will be added consistent with the Show Pass approved allowance: d. All foreign FEI officials officiating in national classes **at more than one** Federation licensed and/or endorsed competition **within any 12-month period of time**. The effective date will be shifted from 12/1/2022 to 4/1/2023 to allow a transition period aligning with our licensing renewal processing. After discussion and vote the amended extraordinary rule change to GR1005.3 requiring all officials who officiate in USEF national classes to have completed the Safe Sport training and background check with USEF passed, with Mr. Arnold against.

Tracking ID# 166-21

Following discussion and a vote, the motion to approve this rule change to JP111 passed unanimously.

Tracking ID#167-21

This proposed rule change to JP138.3, related to the procedure for timing if a safety vest deploys, has been withdrawn.

14. Coach Development Program Update

Mr. Connell reported that there are many opportunities as well as challenges for those in this trade. He outlined the varying complexity of various nations versus the current U.S. environment. The proposed coaching development model presented will take Board directive to develop and require a basic curriculum containing specific requirements as well as a deadline to achieve full implementation. Ms. Gorretta moved, and Mr. Brown seconded the motion to proceed with the development of an equestrian coaching program considering input from existing NGB coaching programs with a time-specific plan for introduction by January 2025. Following discussion and vote, the motion passed unanimously.

15. USOPC AAC Report

Ms. Brock, USEF's AAC Representative to the USOPC, reported that she attended the USOPC AAC meeting held the same week as USEF's Mid-Year meeting and provided insight into the athlete discussions on sport. She shared a flyer outlining the Congressionally appointed Commission on the State of U.S Olympics & Paralympics that requested athlete feedback. Staff will work with Ali to pull an athlete list to circulate this flyer.

16. International Disciplines Council Report

Mr. Connell, liaison to the IDC, had no additional comments to the report provided. Mr. Mattingley noted that he would like a future report to include the activity of the EEF.

17. National Breeds & Non-FEI Disciplines Council Report

There was no discussion or questions on the Council report.

18. Member Services Council Report

Mr. Moroney, staff liaison to the Council, stated that the Council has not met since the Mid-Year Board meeting. There were no questions or discussion.

19. CEO Report

Mr. Moroney reported that the Show Pass reorganization transition and implementation for 2023 are underway and the 2023 California Hunter/Jumper competition license agreements have been issued with updated dates and reflect that organizers will be accountable for their submitted facility improvement plans. The Florida first trimester of 2023 Hunter/Jumper competition applications have been reviewed and the draft 2023 calendar established. Competition organizers will be notified and upon informing USEF of their acceptance of calendar dates, license agreements will be issued. The Equine Infectious Disease Panel work continues with subgroups developed to focus on specific topics, including a potential test of protocols and preventive best practices during both the Florida and California winter circuits in 2023. The Eventing Elite Program Task Force has completed its work and the Elite Program Plan has been finalized. It will be sent first to the Task Force, then to Eventing committees, and posted on the Eventing page on our website. The plan includes governance and staff structure as well as criteria changes related to horse/rider combinations included in the elite program. Mr. Moroney concluded by saying that he will provide updates on BIG initiatives and a proposal on staffing and compensation during Executive session.

20. Old Business

There was no old business.

21. New Business

There was no new business.

22. Executive Session

At 5:11 p.m. Mr. O'Mara requested that all staff, other than Mr. Moroney, Ms. Keating, and Ms. Bolton leave the meeting for an executive session of the Board. The Board covered the following Agenda items.

22.1 General Counsel Report

22.1a Approval of Related Party Transaction

22.2 Staffing and Compensation

22.3 BIG Update

23. Adjourn

The meeting adjourned at the end of Executive Session.

Signed and submitted:

A handwritten signature in black ink, appearing to read "Karen Adams", written in a cursive style.

Karen Adams, Recording Secretary