



**UNITED STATES EQUESTRIAN FEDERATION, INC.  
MID-YEAR BOARD OF DIRECTORS MEETING  
JUNE 28-29, 2021**

**MINUTES**

**Board Members Present:** Tom O'Mara, Elisabeth Goth, Judy Sloan, Jacob Arnold, Tom Brennan, Allison Brock, Ling Fu Wylie, Lisa Gorretta, Nancy Harvey, Valerie Kanavy, Carol Kozlowski, Jon Kreitz, Beezie Madden, Joe Mattingley, Diane Pitts, Philip Richter, and Judy Werner

**Board Members Absent:** Jane Clark and Richard Spooner

**Council Chairs Present:** Mary Knowlton, National Breeds & Disciplines Council Chair; Shelley Campf, Member Services Council Chair; and Joe Mattingley, International Disciplines Council Chair (Board member)

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

**Others Present:** Dr. Scott Stanley and Alina Brazzil

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

Mr. O'Mara called the Mid-Year meeting to order at 11:00 a.m. EDT. Following a call of the roll, Ms. Adams noted that a quorum was present.

**2. Adoption of the Revised Agenda**

Mr. O'Mara requested that the Board be flexible in shifting some of the items from Day 2 in the event there is additional time today. Mr. Brennan moved, and Ms. Goth seconded the motion to adopt the revised agenda as circulated. There was no further discussion and the motion to adopt the agenda as amended carried unanimously.

**3. President's Opening Remarks**

Mr. O'Mara reported he was pleased with the great work by staff, volunteers, and Board members in managing the complexities of the pandemic over the past year. Further, he noted that the competition environment is looking up with increasing entries and a growing number of competitions. Last, we look forward to the Tokyo Olympic Games competitions which are just 25 days away.

**4. Conflict of Interest Declaration**

Ms. Keating requested that Directors declare conflicts with any item on the agenda. No conflicts were declared.

## **5. Approval of Board Meeting Minutes – May 10, 2021**

Ms. Goth moved, and Ms. Fu Wylie seconded the motion to approve the minutes from the May 10, 2021, Board meeting. Ms. Kozlowski noted that she was late joining but was in attendance. There were no further corrections and the motion passed with the amended attendance record, and with Ms. Kanavy and Mr. Richter abstaining as they were not present at this meeting.

## **6. Presidential Modification Report**

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

### **6.1 Ratify CEO modification related to COVID-19 (Resolution 2020-07)**

Ms. Goth moved, and Ms. Gorretta seconded the motion to ratify all CEO rule modifications related to COVID-19 as outlined in the Board approved Resolution 2020-07. Following discussion and a vote, the motion passed unanimously.

## **7. Ratify Board Ad Hoc Group actions related to FEI calendar changes (Resolution 2020-08)**

Ms. Pitts moved, and Ms. Sloan seconded the motion to ratify the actions of the Ad Hoc FEI Calendar Groups as presented and required under Board approved Resolution 2020-08. After discussion and vote the motion passed with Ms. Goth, Ms. Harvey, Mr. Arnold, Mr. Richter, Ms. Sloan, and Mr. Spooner abstaining as they participated on these Ad Hoc meetings to approve FEI Calendars and amendments.

## **8. Treasurer Report**

Ms. Sloan presented the board with the Statement of Financial position ending May 31, 2021, and noted that the financials ending April 30, 2021, were also posted for Board reference. She highlighted current assets, current liabilities, and net assets noting that we continue to trend positively year to date. Last, Ms. Sloan reported that the PPP loan has been forgiven.

### **8.1 Approval of Amended Investment Policy Statement**

Ms. Pitts moved, and Ms. Goth seconded the motion to approve the USEF Investment Policy as amended. Following discussion and a vote the motion passed, with Ms. Sloan, Mr. Richter and Mr. Kreitz abstaining as they serve on the Investment Policy Task Force. It was noted that with the ongoing work of this group, a Resolution will be brought forward to the next meeting to approve the creation of an Investment Policy Committee and Charter.

### **8.2 Approval of Amended Resolution to Authorize and Execute Actions Related to Investment Portfolio and Bank Accounts**

Ms. Pitts moved, and Ms. Gorretta seconded the motion to approve Resolution 2021-04 which authorizes the USEF CEO and Treasurer to execute actions related to the Investment Portfolio and Bank accounts. Ms. Keating stated this is an update based on the Board-approved change in investment asset management from Fifth Third to Clear Harbor. Following discussion and a vote the motion passed, with Ms. Sloan abstained.

## **9. CEO Report**

Mr. Moroney reported that he is very encouraged by the financials to date. Based on these numbers we may be able to look at adding back in programs and events and will increase staffing as needed to support these new activities. Calendar management continues to be a big focus including weekly meetings of the Competition Task Force which he will report on next. Last, he noted that staff have

returned to the office two days a week to provide a smooth re-entry after working remotely for over a year.

### **9.1 Competition Task Force Report**

Mr. Moroney reported on the work of the Competition Task Force noting that eight rule changes were proposed by this group based on discussions to date. Next steps include a concentration on ensuring we provide accessibility and on the value propositions we provide as well as continuing to monitor the calendar process.

### **9.2 Approval to Create a Coach Development Program**

Ms. Gorretta moved, and Ms. Brock seconded the motion to approve the creation of a Coach Development Program for presentation once developed. Mr. Moroney proposed that a program be developed to provide our Coaches with the areas of education needed to succeed in our environment. USEF staff will work with our Affiliates to complement any programs already in place. Following discussion and vote the motion passed unanimously.

### **9.3 Amateur Task Force Report**

Mr. Moroney reported on the work of the Amateur Task Force in reviewing the Amateur rule in our current environment. The diversely appointed Task Force began work in March following up on the work started by the Ad Hoc of the National Breeds & Disciplines Council. Ideas generated by this group will be socialized to outside groups for comment. Ms. Werner, Chair of this Task Force, stated that the best information came from the four focus groups held for Amateurs and Professionals. Once refined, the Task Force will submit a rule change proposal.

## **10. UK Lab Report**

Dr. Stanley reported that the Lab computer system has been enhanced working towards an on-site testing app for better communication and sample tracking from showgrounds to the Lab. Further, he noted that hair testing will be offered soon. The Racing Education Testing Consortium certified the Lab last year allowing Racing horse testing to begin with the Kentucky Thoroughbred Racing Association. Additionally, the Jockey Club approached the Lab on pre-sales testing which may involve some of our testing vets around the country. Pre-purchase testing, B sample testing, and pharmaceutical testing options are available for clients currently. We await a response regarding the credentialing renewal as an FEI Lab. Last, the UK Lab is moving to a new facility in February 2022 to allow expansion as well as new research capabilities.

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

Ms. Knowlton reported that the National Breeds and Disciplines enter their busiest time of the year with several Championships taking place.

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

Mr. Mattingley thanked staff for being proactive related to all the challenges surrounding Tokyo. Further, the Reining discipline is working through their status with the FEI through NRHA to be reported once finalized through a two-year transition. Last, the pending EHV-1 outbreak will be monitored and acted upon as needed.

### **12.1 Approval of the Eventing Mandatory Outing at Great Meadow as a Special Competition**

Ms. Pitts moved, and Mr. Kreitz seconded the motion to approve Special Competition status for the Eventing Mandatory Outing at Great Meadow. Ms. Keating stated that the entries are limited to the U.S. short list and a couple Canadian riders. USEF will manage the mandatory

event in conjunction with the LLC listed on the application. Following discussion and a vote the motion passed unanimously.

**13. Member Services Council Report**

Ms. Campf thanked the Council members for their diversity and productive conversation.

**14. Approval of Endurance Proposal**

Mr. Moroney introduced Ms. Kanavy to report on a proposal for the Endurance discipline. Ms. Kanavy reported on the program goals for development, promotion and facilitation and highlighted this five-part plan. Further, it will create opportunities for all from grassroots to elite riders in eight national zones in the Senior and Young Rider divisions. The pathway plan includes a Zone Qualification Championship, a Biennial Zone Team Challenge, leading up to a USEF National Endurance Championship. The goal is to move forward with this planning and keep the discussion about building an Affiliate going pending the successful launch of the program. Following discussion and a vote, the motion passed unanimously.

Ms. Goth moved, and Ms. Harvey seconded the motion to approve the Endurance proposal. Following presentation and discussion the motion passed unanimously.

The recently produced "I Am Equestrian" diversity, equity and inclusion video was played for the Board.

The Board recessed for lunch at 1:25 p.m. and reconvened at 1:55 p.m. continuing the agenda.

**15. Consideration of Bylaw Amendments**

Ms. Sloan moved, and Ms. Goth seconded the motion to approve the Amended and Restated Bylaws. Ms. Keating outlined the purpose of each amendment listed below. She noted that all members were notified of these changes and allowed the opportunity to respond. The governance structure of both the USOPC and NGBs were approved last fall and all NGBs must be certified every four years via an audit. Our audit has begun. To comply with the new best practices and to streamline the audit process, several bylaw amendments are being put forward. The main changes include athlete representation, mileage exemption process change requirements, attendance requirements and removal, and the definition of an Independent Director. Following thorough discussion and a vote the motion to approve the Amended and Restated Bylaws passed unanimously.

**16. Approval of the 2021 Athlete Election Timeline**

Ms. Gorretta moved, and Ms. Pitts seconded approval of the 2021 timeline for athlete elections. Ms. Keating noted that elections for the AAC and the Board will take place this fall for seating in January. After discussion and vote the motion passed unanimously.

**17. Consideration of Policy Revisions**

Mr. Mattingley moved, and Ms. Goth seconded the motion to approve agenda items 17.1, 17.2, 17.3 and 17.4.

**17.1 Conflict of Interest Policy**

Ms. Keating reported on the amendments to this policy noting changes to the scope of who must comply, now adding in individuals who provide a substantial service to USEF, and receipt of a gift. After discussion and vote the motion to approve the revised Conflict of Interest Policy passed unanimously.

### **17.2 Whistleblower Policy**

Ms. Keating outlined the changes to the Whistleblower policy noting broader language to cover other individuals who may report violations and ensures their protection upon doing so. Following discussion and a vote the motion to approve the revised Whistleblower Policy passed unanimously.

### **17.3 Code of Conduct**

Ms. Keating outlined the changes to the Whistleblower policy stating inclusion of increased individuals: those providing a substantial service to USEF; support personnel; members; Board; and staff. Following discussion and a vote the motion to approve the Code of Conduct revisions passed unanimously.

### **17.4 Minor Athlete Abuse Prevention Policies (MAAP)**

Ms. Keating outlined the changes to the MAAP policies noting changes two years out from initial publication by the U.S. Center for Safe Sport and will be consistent among all NGBs. Following discussion and a vote the motion to approve the revisions to the MAAP policies passed unanimously.

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

### **18.1 Extraordinary Rule Changes**

Mr. Richter moved, and Ms. Sloan seconded the motion to put all eight of the extraordinary rule changes on the floor for discussion. There was no comment and the motion passed unanimously.

#### **Tracking ID# 196-20**

After discussion, including review of the errata sheet, the motion to approve the extraordinary rule change to GR302.6 regarding assignment or lease of an organizer's licensed dates passed unanimously.

#### **Tracking ID# 197-20**

After discussion, the motion to approve the extraordinary rule change to GR834.2 regarding baseline minimum standard requirements for lighting and footing passed, with Ms. Harvey abstaining.

#### **Tracking ID# 198-20**

Mr. Mattingley moved, and Ms. Goth seconded the motion to amend the rule to have these facilities available one hour before and one hour after sunrise/sunset through the competition. After discussion, the motion to approve the extraordinary rule change to GR1216.4 regarding baseline minimum standard requirements for food and potable water passed unanimously.

#### **Tracking ID# 199-20**

After discussion, the motion to approve the extraordinary rule change to GR1202.1 ensuring a qualified competition manager or qualified assistant manager is present whenever classes are underway passed, with Ms. Harvey against, and Mr. Brennan abstaining.

Tracking ID# 200-20

After discussion, the motion to approve the extraordinary rule change to GR1210.12 restricting the collection of mandatory participation fees except for USEF, and its Recognized Affiliates passed unanimously.

Tracking ID# 201-20

After discussion, the motion to approve the extraordinary rule change to GR1217.3 to reflect the current version of the Horse Protection Act and removing the reference to poling passed unanimously.

Tracking ID# 203-20

After discussion, the motion to approve the extraordinary rule change to GR1210.12 which removes the prize list corrections review requirement passed unanimously.

Tracking ID# 204-20

After discussion, the motion to approve the extraordinary rule change to GR829.1 allowing USEF the discretion to impose or adjust fines for exceeding the number of hours a competition may operate each day passed unanimously.

**18.2 Standard Rule Changes**

Mr. Brennan requested that Tracking 096-20 be pulled from the Consent Disapprove Calendar to the Voting Calendar.

**18.2a Consent Approve Calendar**

Ms. Pitts moved, and Ms. Goth seconded the motion to approve the Consent to Approve Calendar. There was no comment and the motion passed unanimously.

**18.2b Consent Disapprove Calendar**

Ms. Goth moved, and Ms. Sloan seconded the motion to approve the Consent to Disapprove Calendar, absent Tracking 096-20. There was no comment and the motion passed unanimously.

**18.2c Voting Calendar**

Ms. Gorretta moved, and Ms. Goth seconded the motion put all rules on the Voting calendar on the floor for discussion and approval with the addition of 096-20. There was no comment and the motion passed unanimously.

Tracking ID# 023-20

Following discussion regarding the Council comments and a vote the motion to approve the rule change to GR1 replacing the specific name of Recognized Affiliates with the generic term, i.e., Recognized Affiliate for Dressage, failed unanimously. It was noted that should an Affiliate name change, it could be done through a rule clarification.

Tracking ID# 009-20

Mr. Mattingley moved, and Ms. Sloan seconded the motion to refer this rule change to the August Board meeting with a final version being agreed upon by the Licensed Officials and Jumping Sport Committees and to include Council comments. Following discussion and a vote the motion to refer the rule change to GR1005.10 regarding Certified Schooling Supervisors passed unanimously.

Tracking ID# 165-20

The rule now outlines instances where a Certified Schooling Supervisor (CSS) is required to officiate, define the duties of the CSS in the Hunter schooling area, adds requirements for a featured class, and adds a breed amendment as requested by the National Council. Following discussion and a vote the motion to approve the rule change to HU Appendix A passed unanimously.

Tracking ID# 163-20 and 148-20

It was noted that not all horses are registered with a breed or sport registry and this rule provides a way for owners to register their horses by recording them with USEF. Following discussion and a vote the motion to approve the rule change to HU133 and JP116 regarding age verification for horses in sections that restrict classes by age failed unanimously.

Tracking 096-20

Mr. Brennan noted that the National Council recommended the following change to the first sentence in point a in which they would approve this rule change: "To be eligible to participate **and/or compete** as an ~~rider~~ **exhibitor**, owner, lessee, agent, coach, or trainer . . ." Following discussion and a vote the motion to approve the rule change to WD102.8 with the National Council amendment passed unanimously.

**19. Old Business**

There was no old business.

**20. New Business**

There was no new business.

The Board moved into an Executive Session of the Board at 3:50 p.m. on July 28, 2021, with Mr. Moroney, Ms. Keating, and Mr. Provost remaining on the call.

**22. Legal and Litigation Update**

Ms. Keating updated the Board on the status of the Legal department as well as current and threatened litigation.

The Board concluded discussion and recessed at 4:21 p.m.

The Board reconvened in closed session at 11:01 a.m. on July 29, 2021 with all Board members present. During Executive Session, the Board discussed the following topics.

**21. Approval of Recommendation to draft an Unsanctioned Events Rule**

Following three hours of discussion, Ms. Gorretta moved and Mr. Kreitz seconded the motion to direct staff to review the points raised during Executive Session discussion regarding an unsanctioned event rule and come back with a proposed plan in September. The motion passed unanimously.

**23. Strategic Plan Review and Approval.**

Mr. Richter moved, and Ms. Goth seconded the motion to adopt the 2021-2025 Strategic Plan as presented. The motion passed unanimously.

**24. Strategic Plan Initiatives Presentations**

**24.1 Information Technology Presentation**

**24.2 Future of Membership Strategy and Plan**

**24.3 USEF Network: Strategic Evolution**

**24.4 Marketing the USEF Campaign**

**25. Board Assessment Review**

**26. Adjourn**

At the conclusion of the Executive Session on June 29, 2021, the meeting adjourned at 4:13 p.m.

Signed and submitted:

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

Karen Adams

Recording Secretary



**AMENDED RESOLUTION OF THE BOARD  
FOR AUTHORIZATION TO EXECUTE ACTIONS RELATED TO INVESTMENT PORTFOLIO  
AND BANKING ACCOUNTS  
(2021-04)**

WHEREAS, on January 10, 2016, the United States Equestrian Federation (the "Federation") Board of Directors ("Board") approved a Resolution for Authorization to Execute Actions related to USEF Investment Portfolio and Banking Accounts (the "Resolution");

WHEREAS, the Board empowered the Federation Treasurer and Federation Chief Executive Officer, William J. Moroney, to execute the investment wishes of the Federation and all banking relationships;

WHEREAS, the Resolution is specific as to the investment portfolio with Fifth Third Bank;

WHEREAS, on May 10, 2021 the Board approved the recommendation of the Investment Policy Task Force to change the management of the current account from Fifth Third to Clear Harbor Asset Management; and

WHEREAS, the Board wishes to empower the Federation Treasurer and Federation Chief Executive Officer, William J. Moroney, to execute the investment wishes of the Federation with Clear Harbor Asset Management.

NOW THEREFORE, it is

RESOLVED, that the Board authorizes the Federation Treasurer and Federation Chief Executive Officer, William J. Moroney, to take all actions necessary to carrying out the provisions of the agreement with Clear Harbor Asset Management for trust, agency, or custodial services including, but not limited to, transferring, selling, and assigning stock and transmitting instructions to Clear Harbor Asset Management regarding the investment and/or distribution of funds, and

RESOLVED, that the Federation Chief Executive Officer, William J. Moroney, is authorized to take all actions necessary to carry out the provisions of the master agreement with PNC Bank NA, and Chase Bank for all banking relationships including, but not limited to, signatory authority on all banking accounts, credit card accounts, and short-term investment accounts.

**CERTIFICATION**

I HEREBY CERTIFY that the foregoing is a true and correct copy of an amended resolution presented to and adopted by the Federation's Board of Directors at the Mid-Year Meeting of the Board duly called and held via videoconference on the 28<sup>th</sup> day of June 2021 at which a quorum was present and voted, and that such resolution is duly recorded in the minutes.

Recording Secretary:



Karen C. Adams

**2021-04**