



**UNITED STATES EQUESTRIAN FEDERATION, INC.
SPECIAL BOARD OF DIRECTORS MEETING
TUESDAY, AUGUST 18, 2020
3:00 P.M. EDT**

MINUTES

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

Senior Team Members Present: Bill Moroney, Kelly Bolton, Will Connell, Terri Dolan, Sally Ike, Sonja Keating, Vicki Lowell, Lisa Owens, Justin Provost, Debbie Saliling, and Stephen Schumacher

1. Roll Call and Determination of a Quorum

Mr. Kessler 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 Agenda

Mr. Kessler stated that agenda item 6 has been amended to seek approval of only the Nations Cup Qualifier and not the World Cup Qualifier. Ms. Goth moved and Ms. Fu Wylie seconded the motion to adopt the agenda with the noted amendment of agenda item 6. Following discussion the motion passed unanimously.

3. President's Opening Remarks

Mr. Kessler stated that we will be battling this pandemic for longer than we had hoped, likely another 6-8 months. While we have been able to run competitions, many organizers and competitors have made the decision not to run or compete during this time. The USOPC feels strongly that the Olympic Games will take place next year. Building the 2021 budget will be very different and challenging. Longer term strategic planning should include welfare & safety of our horse and human competitors while growing the sport.

4. Conflict of Interest Declaration

Ms. Keating requested that Directors declare conflicts concerning any item on the agenda at this time. Mr. O'Mara noted conflict with agenda items 8.1 and 8.2 in Executive Session.

5. Consideration of Bylaw amendments and affected rule changes regarding grievances and complaints

Ms. Goth moved, and Ms. Pitts second a motion to approve the amended and restated Bylaws, version 2, and affected rule changes regarding grievances and complaints, including repeal of Chapter 6 of the rulebook, effective September 1, 2020. Ms. Keating stated that the Bylaws presented were a result of feedback from the USOPC, athletes, Hearing Committee Co-Chairs, AAC, counsel to the Hearing Committee and outside counsel. Following discussion, the motion passed unanimously.

6. Approval of an Ad Hoc of the Board to approve the Jumping Nations Cup Qualifier to be submitted to the FEI

Ms. Sloan moved and Mr. Richter seconded the motion for the President to appoint an Ad Hoc of the Board to approve the Jumping Nations Cup Qualifier. Mr. Connell stated that this request follows the cancellation of the Palm Beach Masters North American League qualifier. At present, Nations Cups are planned to run in 2021, for which the U.S. must select an event. The selection will be pending FEI approval and subject to change based on health concerns and travel restrictions. After discussion, the motion passed unanimously.

7. Approval of the date and location for the 2020 CCI3*-L Eventing National Championship

Ms. Pitts moved and Mr. Arnold seconded the motion to award the 2020 CCI3*-L National Championships to Galway Downs to be held October 29-November 1, 2020 in Temecula, CA. Mr. Connell noted that following cancellation of the Maryland 5* and Fair Hill International, the 3*-L Eventing National Championships did not have a host and the bid period was reopened to eligible competitions this fall. Recommendations were received from the Eventing Calendar Working Group, the Eventing Sport Committee and the IDC. After discussion, the motion passed unanimously and therefore the CCI3*-L Eventing National Championship will be awarded to Galway Downs.

8. Executive Session

At 3:28 p.m. Mr. Kessler excused Council Chairs and staff with the exception of Mr. Moroney and Ms. Keating to proceed in an Executive Session of the Board. Mr. O'Mara left the call as he declared a conflict with agenda items 8.1 and 8.2.

8.1 President-Elect stipend

Ms. Goth moved and Ms. Werner seconded the motion to approve a stipend for the President-Elect until he assumes the role of President in January 2021. Following discussion, the motion failed.

8.2 Amendment of revised terms to approved Related-Party Transaction

Ms. Pitts moved and Ms. Sloan seconded the motion to approve the Resolution amending the terms of the previously approved Related Party Transaction between Tom O'Mara and Horse & Country TV. Following discussion, the Board unanimously approved the motion subject to an amendment that the authorization for the Chief Executive Officer to amend the contract is limited to adding competitions that would be streamed, and excludes any other material contractual terms. Following discussion, the motion passed unanimously.

Mr. O'Mara rejoined the meeting for discussion of the remaining agenda items.

8.3 2020 Financial Projection

Mr. Kessler and Mr. Moroney provided a financial overview with year-end projections. Mr. Moroney is optimistic that based on the cut in expenses and anticipated PPP loan forgiveness the Federation will end the year in a neutral and possibly favorable position. He noted that many of the sport expenses are not eliminated, they are pushed to 2021 due to the postponement of the Olympic Games in Tokyo.

8.4 General Counsel Update

Ms. Keating provided a litigation update to the Board.

At 4:20 p.m. Mr. Moroney and Ms. Keating left the call leaving only the members of the Board on the call.

9. Adjourn.

Following Executive Session, the Board meeting adjourned at 4:55 p.m. EDT.

Signed and submitted:

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

Karen Adams, Recording Secretary