



**UNITED STATES EQUESTRIAN FEDERATION, INC.
BOARD OF DIRECTORS MEETING
SEPTEMBER 18, 2023
3:00 P.M. EDT**

MINUTES

Board Members Present: Tom O'Mara, Judy Werner, Judy Sloan, Max Amaya, Jacob Arnold, Ellie Brimmer, Allison Brock, Matt Brown, Ling Fu Wylie, Lisa Gorretta, Deborah Johnson, Mary Knowlton, Jon Kreitz, Joe Mattingley, Melissa Moore, Lauren Nicholson, Diane Pitts, and Philip Richter

Board Members Absent: Carol Kozlowski and Chester Weber

USEF Senior Team Present: Bill Moroney, Kelly Bolton, Mike Delahanty, Terri Dolan, Hallye Griffin, Sonja Keating, Vicki Lowell, David O'Connor, Lisa Owens, Justin Provost, and Debbie Saliling

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 Agenda

Mr. O'Mara noted that agenda item 7 will be moved to Executive session, as new item number 13.05. Ms. Gorretta moved, and Mr. Richter seconded the motion to adopt the agenda as amended. There was no discussion and the motion to adopt the amended agenda passed unanimously.

3. President's Opening Remarks

Mr. O'Mara stated that Alex Boone resigned his seat on the Board designated to the USET Foundation. The Foundation has designated Philip Richter to serve the remainder of his term, vacating his Independent Director seat.

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

5.1 Mid-Year Board Meeting Minutes - June 19-20, 2023

Ms. Sloan moved, and Ms. Brimmer seconded the motion to approve the minutes from the Mid-year Board meeting held June 19-20, 2023. Following discussion and a vote the minutes were approved, with Mr. Brown, Ms. Nicholson, Mr. Richter, and Mr. Weber abstaining as they were not present at this meeting.

Mr. O'Mara noted that following the Mid-year meeting, he met individually with each of those Directors who were unable to attend to summarize the discussions and actions taken.

5.2 Special Board Meeting Minutes - July 24, 2023

Ms. Sloan moved, and Ms. Gorretta seconded the motion to approve the minutes from the Special Board meeting held July 24, 2023. Following discussion and a vote the minutes were approved, with Mr. Amaya, Ms. Brock, and Ms. Pitts abstaining as they were not present at this meeting.

6. Consideration of Proposed Rule Changes

6.1 Extraordinary Rule Changes

Ms. Werner moved, and Ms. Moore seconded a motion to approve all extraordinary rule changes. After discussion and vote, the motion passed unanimously.

<u>Tracking ID#</u>	<u>Rule Reference</u>	<u>Description</u>
003-23	EV111.5	Change width to height on fence construction specifications
004-23	EV9.2	Inflatable vests application
005-23	EV155	Update Jumping requirements for Officials & Personnel
006-23	EQ111.5	Update Qualifying period for Hunter Seat Medal Final
007-23	EN103.2	Update requirements for use of reins and lead rope
008-23	EV145.8	Frangible/deformable XC fence standards
023-23	GR1105.1	Remove requirements for transfer of ownership
024-23	GR406.1	Sample collection language updates
032-33	EN114.1	Add pulse recording for each timed loop
033-23	EN114.3	Add use of Federation Logbooks for veterinary & timing
034-23	EN116.1	Update Veterinary Panel requirements
035-23	Annex A	Veterinary update for catastrophic injury

6.2 FEI Rule Changes

Ms. Brimmer moved, and Ms. Gorretta seconded a motion to approve both FEI rule changes. After discussion and vote, the motion passed unanimously.

<u>Tracking ID#</u>	<u>Rule Reference</u>	<u>Description</u>
001-23	EV. App. 3	Update to Minimum Eligibility Requirements
002-23	DR120.1	Update to Gloves in Dress Code

8. Licensed Officials

8.1 Consideration of Proposed Penalty Guidelines for Inappropriate Behavior Towards Licensed Officials

Ms. Fu Wylie moved, and Ms. Knowlton seconded the motion to approve the proposed Penalty Guidelines for Inappropriate Behavior towards Licensed Officials. Mr. Moroney stated that the Judge Task Force thoroughly discussed this growing issue which was sent to the Hearing Committee Co-Chairs who commented that the penalties should be stronger which is addressed in this draft. Following discussion and a vote, the motion passed unanimously.

8.2 Approval of 2024 Licensed Officials Policies and Procedures amendments

Ms. Moore moved, and Mr. Kreitz seconded the motion to approve the amendments to the Licensed Officials Policies and Procedures. Ms. Brazzil stated that this document houses all application and maintenance requirements for national officials. Further, most changes are clean up with major changes to

Western Dressage, all effective December 1, 2023. After Board approval, the applicable sport committees and Affiliates will be engaged to review and comment as provided for in this document. Following discussion and a vote, the motion passed with Ms. Pitts abstaining.

9. Treasurer Report and Review of YTD Financials

Ms. Sloan reported that we are trending very positively and that we expect to sustain this trend through the remainder of the year. The core revenue set is being carried by multiple revenue streams.

Mr. Delahanty reported on the year-to-date financials as of July 31, 2023 noting that through the first eight months we are 4.7% favorable to plan mainly led by horse services. He outlined the various departments and programs and how they compare to budget as well as the performance of our investment portfolio.

10. Sport Requests

10.1 Approval of 2024 FEI Sport Calendars

Mr. Mattingley moved, and Mr. Kreitz seconded the motion to approve the 2024 U.S. FEI calendars for Dressage, Para Dressage, Driving, Endurance, Eventing, Jumping, and Vaulting. The Para Dressage and dates for Terra Nova on the Eventing calendar will be reviewed and corrected. After discussion and a vote, the motion passed unanimously.

10.2 Approval of 2024 USEF/NAYC National Dressage Qualifying Calendar

Mr. Mattingley moved, and Ms. Pitts seconded the motion to approve the 2024 USEF/NAYC National Dressage Qualifying Calendar. Ms. Griffin stated that the Calendar Working Group and Dressage Sport Committee both approved of this qualifying calendar. After discussion and a vote, the motion passed unanimously.

11. Old Business

There was no old business.

12. New Business

There was no new business.

13. Executive Session

At 3:50 p.m. Mr. O'Mara requested that staff, other than Mr. Moroney and Ms. Keating, leave the meeting for an Executive session of the Board. The Board discussed the following agenda items.

13.05 Approval of Board Resolution 2023-06 – Calendar Placement

Ms. Pitts moved, and Jon Krietz seconded a motion to adopt Board Resolution 2023-06, the Chief Executive Officer is hereby authorized to negotiate agreements with Federation licensed competition organizers whereby the Federation would receive media rights in exchange for providing Federation competition calendar placement for up to seven years, subject to annual renewal of the relevant competition license agreement in accordance with the rules and processes established by Chapter 3 of the Federation rulebook. Following discussion and a vote, the motion passed unanimously.

13.1 General Counsel Report

13.1a Litigation Report

Ms. Keating provided a litigation report on pending litigation.

13.1b Approval of Board Resolution 2023-07 – Establish Litigation Ad Hoc

Ms. Gorretta moved, and Ms. Sloan seconded a motion to adopt Board Resolution 2023-07 whereby a Litigation Ad Hoc shall be established and authorized for the purpose of approving expenditures of unbudgeted funds that it deems reasonable and necessary for defending and resolving any Litigation, in consultation with the Federation Chief Executive Officer and General Counsel. The Litigation Ad Hoc shall be comprised of the following three representatives: the Federation President (or another Federation Officer if the Federation President is not available), one Independent Director, and one Athlete Director. After discussion and a vote, the motion passed unanimously.

13.1c Approval of Criteria for Recognized Affiliate Associations

Ms. Sloan moved, and Ms. Pitts seconded a motion to adopt the proposed Criteria for Recognized Affiliate Associations. Following discussion and vote, the motion passed unanimously.

13.1d 2024 USOPC Implementation Guidelines

18. Adjourn

At the conclusion of the Executive Session the meeting adjourned at 4:34 p.m. EDT.

Signed and submitted:



Karen Adams
Recording Secretary

**Attachments: Board Resolution 2023-06
Board Resolution 2023-07**

**RESOLUTION OF THE BOARD
TO EMPOWER THE CHIEF EXECUTIVE OFFICER TO APPROVE MULTI-YEAR
COMPETITION CALENDAR PLACEMENT
(2023-06)**

WHEREAS, on June 29, 2021, the United States Equestrian Federation, Inc. (the "Federation") Board of Directors (the "Federation Board") approved its 2021-2024 Strategic Plan ("Strategic Plan"), which includes a strategic goal of generating brand awareness and leveraging Federation digital media assets.

WHEREAS, the Federation's Chief Executive Officer is empowered to approve the licensure of national level competitions in accordance with the procedures and requirements of Chapter 3 of the Federation's General Rules.

WHEREAS, the Federation entered into a strategic partnership to increase awareness of equestrian sport, among other reasons. To bring value to the partnership and to the sport generally, and consistent with the Strategic Plan, the Federation wishes to pool media assets from Federation licensed competitions.

WHEREAS, to accomplish the aforementioned goals, the Federation Board wishes to empower its Chief Executive Officer to negotiate agreements with Federation licensed competition organizers whereby the Federation would receive certain media rights in exchange for providing Federation competition calendar placement for up to seven years. Such placement would be subject to annual renewal of the relevant competition license agreement in accordance with the rules and processes established by Chapter 3 of the Federation rulebook.

NOW THEREFORE, BE IT RESOLVED BY THE FEDERATION BOARD OF DIRECTORS:

The Chief Executive Officer is hereby authorized to negotiate agreements with Federation licensed competition organizers whereby the Federation would receive media rights in exchange for providing Federation competition calendar placement for up to seven years, subject to annual renewal of the relevant competition license agreement in accordance with the rules and processes established by Chapter 3 of the Federation rulebook.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Federation's Board of Directors at a meeting duly called and held telephonically on the 18th day of September, 2023, at which a quorum was present and voted, and that such resolution is duly recorded in the minutes.

Recording Secretary:



Karen Adams

**RESOLUTION OF THE BOARD
TO EMPOWER THE EXECUTIVE COMMITTEE TO
ALLOCATE FUNDS OUTSIDE THE BUDGET FOR LITIGATION PURPOSES
(2023-07)**

WHEREAS, the United States Equestrian Federation, Inc. (the "Federation") is named in lawsuits in various states and may be named in lawsuits in the future, some of which allege breaches or misconduct that pre-dates the corporate formation of the Federation ("Litigation");

WHEREAS, insurance coverage is not available for all lawsuits in Litigation, requiring the Federation to expend monies out-of-pocket for legal defense and settlements, if any;

WHEREAS, when insurance coverage is available for Litigation, coverage for defense costs begins only after a certain retention is paid out-of-pocket by the Federation;

WHEREAS, the notice requirements to convene the full Federation Board of Directors (the "Board") makes it difficult to obtain authority to expend monies not contemplated by the Board approved budget;

WHEREAS, the Board wishes to empower the Federation Executive Committee to convene with notice of at least 24 hours for the purpose of authorizing the expenditure of unbudgeted funds that it deems reasonable and necessary for defending and resolving any Litigation following consultation with the Federation CEO and Federation General Counsel.

WHEREAS, the Board wishes to require two-thirds (2/3) or more of the votes cast for a motion under this Resolution to carry.

NOW THEREFORE, BE IT RESOLVED BY THE FEDERATION BOARD OF DIRECTORS:

The Federation Executive Committee is hereby authorized to convene with notice of at least 24 hours for the purpose of authorizing the expenditure of unbudgeted funds that it deems reasonable and necessary for defending and resolving any Litigation following consultation with the Federation CEO and Federation General Counsel. Two-thirds (2/3) or more of the votes cast are required for a motion under this Resolution to carry.

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Karen Adams