



Oregon Dressage Society

2018 Board Meeting

Saturday, Jan. 6, 2018 ♦ Viola Farm ♦ Canby

ATTENDANCE LIST

POSITION	BOARD MEMBER		POSITION		
1	President Dir at Large	Tom Murray	1	Exec Director	Corinne Stonier
	President-Elec		2	Member	Sarah Diebert
2	C Region Rep	Karen Cheeke	3	Member	Rose Newman
	Treasurer		4	Member	Karina Molatore
3	Dir at Large	Gaye McCabe	5	Member	Dolores Morgan
4	Secretary	Valerie Stallings	6	Member	Mary
5	Dir at Lg	Anna Bigwood	7	Member	Francy Haupt
6	Dir at Lg	Jessica Rattner	8	Member	Tony
7	Dir at Lg	Emily Kenyon			
8	Dir at Lg	Lisa Koche			
9	N Region Rep	Jo Renn			
10	N Region Rep	Sam Clement			
11	S Region Rep	Brett Stallings			
12	E Region Rep	Sharm Daggert			

Prior to the meeting it was highly recommended that all BOD members read the ODS Bylaws and Policy Manuel.

Minutes

1. Call To Order at 10:22 a.m. by Tom Murray.
2. Agenda Approval: **Motion to approve the agenda was made by Valerie, Anna seconded; agenda was approved.**
3. Approval of November 4, 2017 Board of Director meeting minutes -- emailed to BOD on 1-4-18. There were two corrections of the November 4th minutes. First was in 6.1 the matching funds did not come from USDF. Second that Tom Murray was the Championship Show Sponsorship Coordinator and not the Manager. **Tom motioned that these two corrections be made to the minutes and that the minutes be approved with the corrections. Anna seconded the motion. The minutes were approved with the two corrections.**
4. President's report – Tom gave the following address:

There has been some negative emails regarding me wanting to have my own agenda for ODS. Yes. I do have an agenda for ODS. It is a fact that the direction in which ODS has been going is not sustainable and extinction is inevitable unless there is a change of course, which is why I thought I was elected as your new president. I want to state that Karen Cheeke and I have worked very hard together to try to learn the ins and outs of ODS. It has been our goal to have transparency and accountability in our organization.

Let me give you some background.

When I started last year in ODS as the North regional Rep and championship sponsorship coordinator, it was the general consensus that ODS was running out of money and Corrine was overworked and everything we did was a last minute panic. Upon further examination, I find many things that can make this organization run more efficiently and effectively for it's members.

I am extremely frustrated with the amount of work and hours I've spent, these past two months, just in attempts of passing the torch since the election. My first goal was to simply get information – and understand the finances and procedures of the organization. It has taken two months to finally receive unclear and incomplete accounting. This has caused tension between the outgoing administration, the executive director and myself.

I did receive the general account overview from Dolores Morgan, the past treasurer along with a long list of what appeared to be improprieties in regards to spending and co-mingling of personal and ODS funds on behalf of our executive director. That accounting is available to any member who wishes to review it.

Karen Cheek and I took it upon ourselves to read the policies and procedures, manual and bi-laws and started to realize that much of what was already set up for ODS has not been followed.

There appeared to be a lack of approvals for budgets such as the youth camp, where Devonwood was paid between 20 and 30k dollars for one week's worth of hosting --- unapproved by the board. To give you perspective, Viola Farm was paid \$150/day to host the Charlotte Bredahl youth Clinic. The youth camp lost \$5300 on a \$53,000 budget. Furthermore, the League shows, the ODS Championship show, the adult team show account all had no budgets and yet Lisa Koch presented a complete line by line budget for the Jan Ebling Clinic --- which turned almost a \$2500 profit -- which was an example of how this organization should be run at all times.

As a 501c3 organization with policies, procedures and bi laws, it is up to the board to approve all expenditures. None of this was apparently done.

When questioned about this, I was repeatedly told "This is the way we've always done it". Well, this is not how I will be doing it, if I continue on in my position as President.

Budgets will be presented to the board for approval on all ODS events.

Checks will be signed by board approved signers.

It came to my attention at the USDF convention, that of all the GMO's in the country we are 1 of 3 GMOS that have a paid office employee. California dressage society has a paid employee with close to 3500 members. We presently have only 700.

Our paid employee makes approximately \$36,000/year plus commissions and perks for a part time job. This comes to approximately \$24/hr plus commissions but this amount is not clear because the accounting is still not verified and accurate. One accounting I received showed that we had \$500 per year remaining in the general account after paying salary and office expenses. This does not allow us an appropriate cushion.

The executive committee unanimously decided to limit the Executive Director's hours from 30 to 20 – effective Feb. 1st in an effort to reduce office expenses.

With the extensive amount of hours it has taken to address these transitional problems, it has left no time for the planning of the positive efforts that are needed for the success as a society. This has been personally very frustrating for me.

My agenda for the coming year would include:

- 1. I want an immediate accurate accounting of all our accounts. Including what we are actually paying our executive director.*
- 2. A committee to formulate a revised job description with the reduced hours for the executive director with clear goals and periodic evaluations.*
- 3. The finance committee to oversee the Treasurer and set up an accounting system that can deliver reports with the push of a button at any given moment in time.*
- 4. To set up a template for every ODS event whereby the information can be quickly and easily reviewed by the board for goals, budget, job description, project scope, etc.*
- 5. Have a complete press kit for the sponsorship of ODS functions and a committee to generate it.*
- 6. Have a youth delegate on the board of ODS*
- 7. Have a youth camp specifically geared towards 15-25 yr olds*
- 8. Improve the website and make it more user friendly.*
- 9. Create web tutorials to eliminate the need for repetitive explanations by the office*

Most importantly I want to minimize the drama and negative emails between board meetings and establish a more cohesive and positive approach that is broadly shared by volunteers and led by members of the board.

This is my agenda.

Thank You.

A call for a 3rd party audit of the ODS accounts was called for by Lisa. Karen thought that this may be a bit premature as the finance committee has not had a chance to go through all the accounts and getting things organized yet. She felt all of the year end paperwork needs to be in before an audit is done. Gaye agreed with Karen. Tom also commented that there was a system of checks and balances; however, he questioned how so many unapproved checks were going through the accounts. Karen will clarify how much a forensic audit would cost before a decision to hold such an audit is made by the ODS board of directors. Jessica added that budget loss figure on the youth camp was inaccurate and was not as much as Tom had stated. She had never been told that a budget needed to be presented to the board and she is more than happy to do that. Jessica had been in close contact with Gaye and Corinne thinking that that was enough. She clarified that the additional checks for \$200.00 were travel vouchers for instructors. Jessica further commented that she did not like the tone

of the present ODS leadership and it made her question whether she wished to continue on the board. She did not object to following the ODS policies and procedures but did object to how the current leadership was presenting it.

Tom countered by saying he had tried to reach out to her after her negative emails but did not get a response from her. He felt that she was purposely stirring up trouble making it more difficult to get to the bottom of the finances and who is doing what. Tom explained that he and Karen entered into their positions without any training and education and that they are trying to follow the proper procedures and it has felt as they have not had any cooperation to do so.

Karen injected that it was unfair to argue about any financial numbers since the process is not complete and the final numbers are not known. That this entire discussion on the finance and budget needs to be tabled until the finance committee has a chance to go over everything. That moving forward every committee needs to submit a budget for the board's approval.

Corinne pointed out that there is some confusion about the policies and procedures volunteers have continued to do things as in the past thinking they were following the rules. They may feel singled out when brought to account for not following procedures. Jessica echoed this sentiment.

Jessica added that she thought she was following the rules and is happy to adjust things so that the proper procedure is followed. She thought that presenting her budget to Corinne and Gaye was sufficient. She felt that Tom was asking too much and that things do not happen fast in ODS.

Lisa felt that if a person makes a request for information it is reasonable to expect that information be given in a timely fashion. Tony If the person cannot meet the deadline then respond with a counter deadline at least communicate.

5. Treasurer's financial report – **Karen moved to table the treasurer's report** as the finance committee has not had time to go over all the figures and come up with a proper accounting of ODS. Gaye stated that she emailed a proposed budget for 2018 to the board members. This budget was based on the 2017 actuals and a 10% decrease in membership. Gaye felt that one of the "off shoots" of moving the accounting year to January to December is that when the budget is due in November the current year is not complete so a proposed budget cannot be completed. **Valerie seconded the motion made by Karen that the treasurer's report be tabled until the retreat** so that Gaye would have sufficient time to complete the tasks. It was questioned when a proposed budget was supposed to be presented; Valerie answered that it is supposed to be presented in November at the board meeting and that Dolores had done so last November, this proposed budget is in the November 4 meeting minutes. **The motion was amended to include the ODS Accounting Accruals as well as a budget by the retreat. The motion was seconded by Valerie and approved.**

6. Committee Reports

- 6.1. Adhoc Grievance Committee Report – Jo (see [1/6/2018 ODS GREIVANCE COMMITTEE RECOMMENDATIONS](#)) This committee met to discuss the grievance brought up by Dolores Morgan challenging the November 4, 2017, election for the position of ODS treasurer (see [LETTER TO ODS BOARD](#)). An impartial committee was chosen by the ODS president to consider the grievance, as per the ODS PPM, and present its findings to the ODS BOD. After listening to the findings of the committee, found in the cross reference above, Tom thanked the committee and congratulated them on a job well done. Discussion followed. Jessica queried if Ed Miller had been consulted as he seemed to be the most familiar with the ODS Bylaws and Policy and Procedure Manual. As such she felt Ed should have been on the committee. Lisa informed

Jessica that Ed had been invited but declined. **the motion to accept the decision of the committee and hold a re-vote for the position of ODS treasurer by the previous ODS BOD via Survey Monkey with the results made available to the current BOD no later than January 15, was made by Tom and seconded by Jo. The motion passed with two abstains.**

6.2. Executive Committee report – Karen

6.2.1. Executive Committee Meetings, 2 meetings Karen asked if everyone had read the minutes of the executive committee meetings and summarized who was at the meetings and why they were held.

6.2.2. Executive Director hours and duties

Jessica asked if any further action was taken in regards to asking the chapters for stipends. This stipend would be only on event profits. Jessica felt that before the executive director's hours were reduced that the chapters be tapped for additional funds to cover the cost. Karen explained that the hour reduction was in the executive committee jurisdiction and it has all ready been done. Jessica had an issue with this decision even though it was within the policy of ODS and the executive board did have the authority to do so. Jessica made a motion to rescind the decision of the executive board. Gaye stated that the full BOD can oversee the actions of any committee and overturn any decisions made in committee. Karen pointed out that it could be done according to Robert's Rules of Order as well. Karen pointed out that the decision to cut Corinne's hours was not a personal one but a financial one. The membership dues currently being brought into ODS does not cover the expense currently incurred by having this position with the amount of hours she is being paid. Karen also pointed out that those hours can be increased on a temporary basis as needed and Corinne will be paid for those additional hours. A temporary employee could also be hired if needed.

Corinne then informed the board that she has all ready asked for and been approved for more hours at her other job. She will therefore be unable to work more than the 20 hours ODS is paying her for.

The result, Karen and Corinne stated, is that ODS members will have to step up and volunteer to fill the jobs and some of the items that is currently being handled by Corinne. **Karen made the motion that the executive committee prepares a letter of explanation to the membership about the decision including the how and whys, this letter will be presented to the BOD for approval before being sent out to the membership at large. Tom seconded the motion.** Karen volunteered to compose the letter.

Tony felt this was a good idea and that it was something the membership needs to know. People need to know that membership is down and that volunteers are needed. Anna and Sharm expressed concern over Corinne's hours being cut. Karen reminded everyone that Corinne has expressed in the past that she will be graduating and possibly moving on so that this is an opportunity while Corinne is still here to get the membership more involved and volunteer.

Gaye wanted it on the record that she was under the impression that as ODS came to the end of 2017 it only had \$500.00 in the general account and that membership was dropping. Based on these numbers ODS would not be able to sustain the expense of the executive director as it stood so she voted for the reduction of hours from $\frac{3}{4}$ time to $\frac{1}{2}$ time. She later found out that this was a wrong assumption and that she should have abstained from the vote until she had the correct numbers. It would not have changed the outcome but it is how she now feels she should have voted. Discussion continued as to what Corinne's actual salary is, what the cost is to ODS, and what the entire administrative budget is. Tom reiterated that the EC has not been able to get accurate answers on what certain costs are and that is why he feels an audit is needed.

- 6.3. Organizational Charts – Anna has put together two organizational charts, one for ODS at the state level and one for the chapters. Each has a list of jobs in ODS and she is asking the BOD to look over the charts and fill in the blanks where they can.
- 6.4. Adult Program Committee – Lisa Koch: Lisa submitted a budget for the activities account.
7. Old Business
 - 7.1. Adult Camp – tabled until the retreat.
8. New Business
 - 8.1. Jerome Geissler membership – Corinne

It was brought to the attention of the ODS office that a member of the Pudget Sound Chapter had thought he had paid his dues for 2017, but through an error had not. He had participated in the chapter as he was a member and did not find out he was not a member until the chapter year end at which time he found he was ineligible for the chapter year end awards as his dues had not been paid. Jerome was requesting that he be allowed to pay his 2017 dues and have his membership retroactive for the year. He had been a member prior to 2017 and has paid his 2018 dues. **Gaye made the motion that Jerome be allowed to have a retroactive membership for 2017, Jo seconded it and the motion was passed.**
9. For the good of the order
 - 9.1. Sarah Diebert pointed out there was an error in the approved minutes from the November 4th BOD meeting. The selection of the USDF delegates from ODS was sectioned under Youth Programs and should have had its own section. It was noted that the minutes in question have been approved. Valerie made a motion that the USDF delegates be given their own subheading, Jo seconded, and all agreed that the correction should be made.
10. Adjourn Meeting 12:50 p.m.

Approved Sunday, January 28, 2018

LETTER TO ODS BOARD

To: ODS Board of Directors

From: Dolores Morgan

Date: December 28, 2017

I contest the election of ODS Treasurer for 2018 based on the failure to follow the ODS ByLaws as indicated below.

I request a revote with the nominees identified during the Nov. 4, 2017 General Membership meeting, i.e. Dolores Morgan (nominated by Tom Murray) and Gaye McGabe (nominated by herself). My rationale is based on the following:

Roberts Rules of Order Newly Revised 11th Edition: **Bylaws includes all rules that the society considers so important that they a cannot be changed** without previous notice to the members and the vote of (a) specified large majority (such as a 2/3 vote) and (b) **cannot be suspended** (with the exception of clauses that provide for their own suspension under specified conditions, or, clauses in the nature of rules of order.) page 13 ConsistitutionBylaws

ODS By-Laws, Article V Section 3 defines the sequence and eligibility of nominating, electing and appointing the Secretary and Treasurer. That sequence is:

1. Any Director or Regional Representative currently on Board or any ODS member in good standing with the skills may be nominated
Tom's nomination of DM should stand – DM a Director at time of nomination (see Article IV, Section 2)

Section 3: Selection of Treasurer and Secretary: The offices of....shall be held by a Director or Reg Rep currently serving on the Board or by an ODS member...nominated by a current Board member

DM was a Director at the time of nomination AND was being nominated by a current Board member

Section 4. Terms: An officer may be re-elected without limitation on the number of terms the officer may serve

Supports the re-nomination of Treasurer who is not a Director at Large or Regional Rep but who is a Board member by Article IV Section 2: The Board shall consist of at least 6 Directors and 4 Regional Reps... The holders of these offices (Secretary and Treasurer) become Directors for the term of that office

2. Election is held for identified nominees

Did not occur since presiding officer (Board President) did not recognize nominee DM and declared herself Treasurer

ODS Policy and Procedures Manual, Chapter II: Bylaws and Procedures indicates:

Section 1: Bylaws published separately and prevail in case of conflict with Policy Procedure Manual

Two issues occur in the Policy and Procedure Manual, **Chapter I**, page 4 B: Board of Directors: Board may appoint a Secretary or Treasurer if the ***elected*** Board does not have a willing member with appropriate skills to perform those duties. This is more restrictive than the Bylaws which stipulate, Director, Regional Representative OR ODS member in good standing. Second, willingness alone is not sufficient, skills are also included. A vote of candidates identified by the nomination process proscribed in the Bylaws provides members the opportunity to express their evaluation of the candidates.

In addition to the above references to the Bylaws and PPM, a slate of candidates was identified by the Nominating Committee through an open process. Gaye McCabe had opportunity to indicate her desire to be Treasurer. She chose not to come forward as a candidate and as President to not accept the slate of candidates identified.

From PPM

Grievance Committee

a. As needed, there shall be an ad hoc grievance committee appointed by the President and presided over by the President Elect. This will be a committee on protests, charges, and hearings, henceforth referred to as the Committee. All members of this committee must be disinterested parties to prevent conflict of interest.

b. It shall be the duty of the Committee to hear protests and charges in any disagreements. Complaints will not be allowed before the Board if they have not first gone through the Committee.

c. The Committee will investigate all complaints and report their findings to the Board. The committee shall keep minutes of its proceedings and retain any evidence that comes into its possession.

d. At the next Board Meeting the Grievance committee or designated chairman shall report its recommendations to the Board. The Committee minutes shall be retained in the Records of the Society. The ODS Secretary shall include the Committee's report in the Board Meeting minutes that are mailed to the Directors. These minutes are available to Society members on written request to the Office Manager.

1/6/2018 ODS GREIVANCE COMMITTEE RECOMMENDATIONS

The grievance committee was composed of Sam Clement, Lisa Koch, and Jo Renn. The committee was convened to address the grievance by Dolores Morgan that the ODS election for 2018 treasurer did not follow the ODS Bylaws. We met by phone on 1/4/18 and also conversed by e-mail. Karen Cheeke was present throughout the phone call. She facilitated the discussion and provided information, but was not a voting member of the committee. Prior to the phone call, the committee members read the e-mail discussion that had occurred among the entire 2017 ODS Board of Directors on the topic of the election for 2018 treasurer. We also read the ODS Bylaws and the Policies and Procedures Manual. Here are the conclusions and recommendations of the committee:

1. We noted that there is some discrepancy between the bylaws and the policies and procedures manual in the description of how the treasurer is to be nominated. The bylaws state: "The offices of Treasurer and Secretary shall be held by a Director or Regional Representative currently serving on the Board of Directors or by an ODS member in good standing with the appropriate skills and qualifications for these offices who has been nominated by a current member of the Board." (Article V, section 3). The PPM states: "The Board may appoint a Secretary or Treasurer to serve on the Board if the elected Board does not have a willing member with appropriate skills to perform those duties."

The discrepancy is that the ppm stipulates that a person who is not a member of the board could be nominated as treasurer only if the "Board does not have a willing member with appropriate skills to perform those duties." whereas the bylaws do not have such a stipulation. A key point in the discussion was whether this stipulation in the ppm was consistent with the bylaws, and should be considered as a further refinement of the bylaws, or if the two documents were in conflict. In the case of a conflict

between the bylaws and the PPM, it is clear that "the bylaws shall prevail." (ppm Chapter II, section 1.) **This committee concluded that the difference in meaning between the two documents was great enough that it did create a conflict, and that therefore the bylaws should prevail.**

2. The committee concluded that as a member in good standing, who has been nominated by a current member of the board, Dolores Morgan was eligible to run for treasurer according to the Bylaws. Gaye McCabe was a Director currently serving on the board, and also was eligible to run. On the night of the election, Dolores Morgan was prevented from running due to the above-mentioned stipulation in the policies and procedures manual. However, we have concluded that the wording in the BYLAWS, not the PPM should prevail. Therefore, we conclude that an election between these two eligible candidates should have taken place. To rectify this situation **this committee recommends: that a re-vote be carried out with both Dolores Morgan and Gaye McCabe running for the office of treasurer. We further recommend that the voting should be done by the 2017 board members (i.e. those who were eligible to vote in the original election.)**

3. **This committee recommends that the above referenced sections of the bylaws and the policies and procedure manual should be revised to eliminate this conflict between the two documents; and also, that other sections of the ppm referring to this same issue be revised to make them consistent with the bylaws.** Of course, the revisions would not affect the current election, but will be important in preventing future confusion.

4. This committee also noted that in the bylaws the wording of "Director or Regional Representative currently serving on the Board of Directors " is unclear. Since the outgoing board is still in service through the end of the membership meeting, it is unclear whether the word "currently" refers to the past board of directors or the incoming board of directors. Gaye McCabe was a member of the board both in the year prior to elections and the year after elections, she was clearly eligible to run regardless of how the word "currently" was interpreted. Dolores Morgan was eligible to run under the separate clause "an ODS member who has been nominated by a current member of the board." Therefore, our above conclusions would stand under any interpretation of the word "currently". We did not feel it was necessary to decide which interpretation to use in order to address this specific grievance. However, the fact that there were multiple areas of confusion further strengthens our recommendation for a re-vote. We feel it would be more fair to include all possible candidates in a re-vote than to exclude someone based on unclear wording. To avoid future confusion: **We recommend that both the bylaws and policies and procedures manuals be reviewed, and that all use of terms such as "currently," "current board," or "elected board" be clarified when referring to the nomination or election of officers.**

5. We recognize that this is a contested election, and that we are recommending a re-vote. Neither the bylaws, nor the policies and procedures manual outline any policies for rescinding an election or re-voting. **We recommend that this re-vote be carried out only if all parties are willing to accept the results of this vote as binding. We further recommend that a section be added to the ppm to outline policies in the case of a contested election or re-vote in the future.**

These are the recommendations of the Grievance Committee respectfully submitted on 1/6/2018.