

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS
September 2017 MEETING: September 11TH, 2017

The regular September meeting of the Board of Directors (the “Board”) of Houston Dressage Society, Inc. (“HDS” or the “Company”) was held on Monday, September 11TH, 2017. The meeting was opened at 7:00 PM Central Time. The May meeting was called and held under the authority of the Texas General Non-Profit Corporation Law and the Bylaws of the Company. The September Board meeting was held in the home of Leslie Rohrer.

The following HDS Board members, Recognized Show Committee (RSC) members and guests, if any, that were in attendance or participated via TC are listed below:

Leslie Cummings (RSC) via TC
Elizabeth Crawford JR/YR Chair via TC
Kristin Cyprus Awards Chair via TC
Bit Fingerhut Treasurer
Vince Flores IT/Historian
Angel Gunn Vice President
Lacey Halstead via TC
Chris Renne President and meeting facilitator
Leslie Rohrer Recognized Shows Chair
Charles Saltzer Secretary
Jena Tavormina Schooling Show Chair

An Agenda outlining topics to be reviewed and considered during the September meeting was previously furnished via email to each member of the Board and the members of the Recognized Show Committee.

Chris opened the meeting noting the Board members and the one RSC member, listed above, in attendance via TC. There were no guests. Lacking a quorum of current Board members at the beginning of the September Board meeting, Chris tabled a discussion of the August minutes until the expected quorum of Board members was in attendance. Chris noted that HDS had cancelled the Laborious Day Show rather than risk the well being of any and all participants that would have travelled to GSWEC and back during Hurricane Harvey. Chris advised the Board she planned to proceed to the September Agenda to cover and discuss topic in the order listed in the Agenda. Chris concluded her opening remarks and proceeded to the previously distributed September Meeting Agenda.

BOARD REPORTS (per September meeting agenda)

Bit Fingerhut, HDS Treasurer, opened her remarks by endorsing and applauding Chris' comments regarding HDS' cancellation of Laborious because of Harvey. Bit stated she would define HDS' potential loss as the result of the Shows cancellation and then throw the issue of refunds to Show participants open for discussion. Bit noted she and other Board member have voted to provide refunds to certain participants based on clear circumstances but never has HDS faced a total Show cancellation and the impact of a substantial loss as the

result of some level of blanket refunds. Bit noted prior to the meeting she discussed with Leslie and Chris how HDS could find a "break even" point between Show Income versus Show Expenses with any excess funds therefore being available for refund to Show participants. Bit next advised the Board that before the Laborious Day Show HDS had a previously reported YTD Net of approximately \$12,500.00. With the goal of a "\$0.00" change for August, the month impacted by the Show cancellation, Bit summarized financial details for the Board regarding the Show at the time of the late August cancellation decision based on safety first in light of Harvey.

With the above scenario, certain Board members and RSC members worked with GSWEC, the Judges, Show Officials and Show Secretary in an effort to reduce HDS' Show Expenses. With the near total cooperation of the above Show entities, HDS was able to reduce Show Expenses to ~\$11,000.00. At this point Board discussion and questions centered on HDS' cancellation experiences and how HDS handled the question of HDS' combined responsibility to its membership and mitigating the risk to HDS of uncontrolled financial exposure, specifically what is the Board responsibility regarding HDS' financial health. It was noted that historically HDS has worked to "break even" on a Show by Show basis and a Year by Year basis. Historical refunds that adversely impacted HDS were never to the extent that refunds as a policy resulted in a complete reversal from a YTD Positive Net to a YTD loss. The "break even" concept was been in place prior to 2008-09 and its associated economic downturn which lead to several years where HDS EOY Net was negative and as a result HDS had to draw from limited cash reserves provided by a previous one-time grant/donation to HDS. In addition HDS has in the Prize List an "Act of God" clause which historically is in the prize List in the eventual of a completely uncontrolled natural disaster. As additional background it was noted by several Board Members that over the last ~five years, HDS has replaced HDS' drawn cash reserves and has operated such that "break even" or a EOY Positive Net Income has become the norm. Following that discussion Bit noted that with 180 Show entries and HDS expenses reduced to \$11,000.00, HDS could make reimburse amount to Show participants for fees Net to HDS minus \$60.00/participant and HDS would meet its goal of "break even". Bit simplified the math, HDS would retain $\$60.00/\text{entries} \times 180 \text{ entries} = \$10,800.00$ of Income to HDS versus ~\$11,000.00 of Show Expenses to HDS thus "break even" for HDS for the month of August, 2018. Finally as noted by other Board members, Show refunds have historically been decided upon by HDS' Recognized Show Secretary in conjunction with both HDS' Treasure and HDS' President. Based on that established precedent including the discussion of Board members in attendance and an understanding of HDS' "break even" goal, it was decided that the proposed refund plan to all Laborious entries was appropriate given the impact of Harvey and within the authority of the noted Chairs having worked out the details and proposed the Refund plan. The well conceived and hopefully well received Laborious Day Show Refunds.

Following Bit's remarks, Chris asked if there were any Board questions for HDS' Treasurer. With no Board questions, Chris directed the meeting back to the September Agenda.

Vince Flores, HDS Historian Chair, opened by updating the Board regarding HDS' efforts and that of its members to help HDS members and the overall Equine Community overcome

the impact of Harvey. Vince noted HDS members and HDS Sponsors that have stepped up with donations from hay to Equine supplies and medication to help those in need. Vince noted the impact on specific Barns that serve HDS members in the area impacted by Harvey. In some cases Barns suffered near today loss of equipment and feed. In several cases Barns had to be evacuated and had to find shelter for both horses and staff. The Barns currently shut down will adversely impact the current Schooling Show Schedule. Vince went on to note the individual efforts of HDS Board members, HDS members and GSWEC staff to bring supplies and support to at risk horses in the Beaumont and Port Arthur areas. Vince added that based on the many problems encountered in locating/finding and helping those effected by Harvey that he would volunteer to lead a small Board subcommittee to develop an HDS Emergency database of Barns information, contact numbers and names, along with critical path resources that would be available in an future emergency scenario. In closing Vince thanked a number of local Barns and their owners for providing shelter and provisions to horses and owners that were displaced by Harvey. Vince noted that HDS' Social Media resources provided a forum for members to communicate and identify those that needed urgent help during Harvey. Vince especially noted the help that Chris Renne provided to coordinate the efforts of HDS volunteers to help those from the Equine Community that were displaced by Harvey.

Following Vince's remark, Chris inquired if there were any Board questions or comments. With no Board questions, Chris directed the meeting back to the September Agenda.

Leslie Rohrer, on behalf of the Recognized Show Committee (RSC), covered for the Board the now obvious correct choices made concerns HDS' cancellation of Laborious based on potential threat posed by Harvey that more than materialized. Leslie noted the actual Laborious entries totaled 188 including Southern Breeder Series entries. Leslie added for those that were not aware, a non-HDS Recognized Show was hastily put together and held at Windy Knoll near Magnolia, Texas to enable those hoping for 2017 Championship Qualifying Scores and the Southern Breeder Series entries to have their day in the sun. Leslie advised the Board of the specifics regarding the successful efforts of the RSC and others in reducing HDS' Laborious Show Expenses. Here those names will not be included. Those who stepped up know who you are and the Great Job done by those on behalf of HDS and its members. Leslie offered one more "Thank You" to those that asked on behalf of HDS and those that provided financial relief to HDS. Leslie suggested HDS provide some acknowledgement to GSWEC and its management for the financial relief GSWEC provided and the help GSWEC freely provided to displaced horses owned by HDS members and Houston's overall Equine Community that was in need. Leslies' suggestion opened dialog regarding USEF and USDF Funds that might be available along with Houston Sports Authority Grants to local Barns owned by HDS members. Following the discussion, it was decide HDS would invite GSWEC management to the Region 9 Championship dinner to publically "Thank" GSWEC on behalf of the Houston Equine Community and at the next HDS Board meeting HDS would consider some gift to GSWEC as an additional "Thank You" from HDS and its members.

Leslie transitioned to items specific to the Region 9 Championships then to the preparation for the Region 9 Championships. Currently HDS has seven (7) Judges contracted for the Region 9 Championships but Leslie and the RSC expect less entries because of the severe impact of Harvey. Some barns may not even get back into any schedule until late September thus horses and riders will be so adversely effected thus Championship competition is not possible this year. HDS will continue to monitor entries and make Show adjustments as required.

Chris inquired if there were any Board questions regarding HDS' Recognized Show Committee or comments. With no additional Board questions or input, Chris directed the meeting back to the September Agenda.

Lacey Halstead, HDS Sponsorship/Advertising Chair, opened her comments by thanking the HDS Board for the help and support the Board and HDS members provided to Twinwood and its clients during Harvey. Transitioning to the pre-Championship status of Sponsorships is Lacy stated that several Sponsorships were withdrawn, all by Barns severely impacted by Harvey. Currently HDS has commitments totaling ~\$16,000.00 versus \$20,400.00 in 2016 at the Championship open. Lacey noted the Barns that have Sponsorships, thus receiving 12'X12' stall, have reduced the available 12'X12' stall to the point that enticement is no longer available to Barns requesting any large block of 12'X12' stalls.

Chris inquired if there were any Board questions regarding HDS' Sponsorship efforts. With no Board questions, Chris directed the meeting back to the September Agenda.

Karen Peacock, HDS Membership Chair, advised the Board that HDS had increased to 331 members as of this date versus June's 320 members. Bit injected that 331 members current HDS members for '17 versus '16's membership of 387 members from a similar '16 date which translates to a current 14% deficit in '17 membership versus '16. Bit further noted that the membership deficit wise is being cut into in that the June '17 versus June '16 reduction in '17 membership was 17%. At this point, Chris advised the Board that she is finalizing a previously discussed mass mail-out to prior HDS members that have **not** joined in '17. Chris' message will encourage re-joining HDS and will emphasize that HDS has not raised HDS membership for '17 and will not raise membership for '18. Chris noted that effort wise if a mail out generates even a small increase in HDS members that will be a success.

Chris inquired if there were any Board questions regarding HDS Membership or comments. With no Board questions, Chris noted that several Chairs were running late and lacking a quorum at the moment Chris elected to modify the September Agenda and shifted to HDS Special Events.

Devon O'Leary, HDS Special Events Chair, updated the Board regarding Special Events planned for the Region 9 Championships and HDS Open Show. Devon stated with the always popular Competitor Party will be held on Friday Night of the Championships. The party will again be Sponsored by Gentle Creek Equestrian Center. Saturday Dinners' Entertainment will feature two (2) Equestrian demonstrations, one provided by Waller Farms

the other by Haras. The Theme for the Dinner remains Spooktackulous Dressage. Devon noted Show Secretary is apparently having website issues and HDS Dinner application appears to be lost or not accessible. Fortunately HDS Social Media sites are spreading that issue and interested parties are contacting Devon and other HDS Board members regarding reserving dinner tickets.

Chris inquired if there were any Board questions regarding HDS Special Events or comments. With no Board questions, Chris directed the meeting back to the September Agenda.

Chris Renne, HDS Education Chair, updated the Board regarding HDS' next Schumacher FEI Training Series noted the Session begins one week from this evening with AM sessions at Woodlands Equestrian Center & PM sessions at TexOver Farms. Timing wise this Session will be two (2) weeks before the Region 9 USDF Championships Moving on to the previously discussed FEI Passport securing presentation, Chris stated that work and the presentation will be delayed, a date TBD, because of the time and effort devoted to Harvey relief by those that were to create the presentation. Chris transitioned to a brief review of the upcoming HDS Elections. With the noted impact of Harvey on HDS Board members, Chris' interpretation of HDS' By-Laws governing HDS Elections permits the Board to delay HDS Elections base on extenuating circumstances. Harvey clearly fits any definition of extenuating circumstances. That said, Jena will be the properly defined HDS Board member chairing an Election Committee and X-HDS Board members Jennie Robicheaux and Tracy Zaidenweber have stepped forward to serve with Jena. Plans are the HDS Election, totally via electronic voting, will be announced electronically to HDS members and on HDS Social Media sites, then voting will open in late October.

In closing Chris suggested HDS acknowledge all those that have donated time, feed, other supplies, and transport as was vitally needed during and after Harvey's swing through South Central and South East Texas. Chris suggestion publishing an HDS acknowledgement in the Region 9 Championship Program. Chris' suggestion received unanimous support.

Completing her comments, Chris inquired if there were any Board questions regarding HDS' Education venue or comments. With no Board questions, Chris directed the meeting back to the September Agenda.

Kristin Cyprus, HDS Awards Chair, advised the Board that her priority has shifted to HDS Year End Awards. Kristin has several new Award ideas and will present her ideas and the associated costs hopefully at the next HDS Board meeting. Kristin noted she has the range of expenditures made in past year on HDS Year End Awards. Moving on to on-going Award purchases Kristin noted she is purchasing medals primarily for HDS Schooling Shows along with Glasses for 2018 HDS Recognized Show 1ST Place winners.

Chris inquired if there were any Board questions regarding HDS Awards or comments. With no Board questions, Chris directed the meeting back to the September Agenda.

Malinda Edwards de Mata, HDS Publication Chair, was unable to attend this Board meeting. Here Chris and other Board members suggested HDS note and collect articles noting Harvey's impact on the Region 9 Equine Community. HDS has already been contacted by the Chronicle of the Horse regarding a potential story relating Harvey and HDS' efforts to help in the relief efforts within the Region 9 Equine Community.

Chris inquired if there were any Board questions regarding HDS Publications or comments. With no additional Board questions or input, Chris directed the meeting back to the September Agenda.

Jena Tavormina, HDS Schooling Show (SS) Chair, opened her remarks to the Board noting, as requested, she has ordered 1000 inexpensive HDS monogrammed sunglasses in all available colors. The sunglasses will be used as an HDS membership promotional incentive which hopefully results in increased 2018 HDS membership. The sunglasses will be advertised as Join or Re-Join HDS in 2018 and receive a pair of HDS sunglasses as a "Thank You". The promotion will be made via HDS Social Media sites which will depict several pairs of highlighting the available colors for HDS monogrammed sunglasses. Jena is also pricing the purchase of HDS authorized HDS monogrammed headwear for those HDS members and grooms attending the USDF National dressage Championships. Transitioning to HDS Schooling Shows (SS) Schedule Jena noted the already mentioned cancellation of several SS's due to Harvey. Specifically there are two cancelled SS's. Jena added that the interest in the 2017 SS Championship is such that HDS will contract three (3) Judges, 2 from the local area and a USER Recognized Judge for some of the upper Level Championship tests and upper Level Open tests.

Chris inquired if there were any Board questions or comments regarding HDS' Schooling Show program for 2017. With no Board questions, Chris directed the meeting back to the last September Agenda.

Elizabeth Crawford, HDS Junior/YR Chair, who was in attendance via TC had to leave early and as such there was no HDS Junior/YR Chair report.

Chris inquired if there were any Board questions regarding HDS' HDS Junior/YR program or comments. With no Board questions, Chris directed the meeting back to the September Agenda.

Emily Conn, HDS' Volunteer Coordinator could not attend this September Board meeting because between retuning back to a teaching position and after one week of that along with moving to a new home Ms. Conn needed to recoup. Otherwise it was noted Emily had her volunteers ready for Laborious and Emily has shifted gears to volunteers for the Region 9 USDF Championships. Here Angel interjected she has compiled a list of Region 9 USDF Championships entries and has added their volunteers hours as an additional column for reference. There are entries, mostly HDS Board members with 60 to 70 hours volunteered. There are entries with little or zero hours volunteered. Angel noted it is the responsibility of YE Award contenders to have fulfilled the volunteer requirement via a number of options.

Some entries contacted have noted they were on the volunteer list for Laborious. Angel noted being on a list and volunteering are not always a one:one match. Angel suggested those entries in non-volunteer compliance be contacted and advised of the HDS Volunteer guidelines that have not been met in 2017 and any possible mitigating circumstances or a defined solution by the entry.

Chris inquired if there were any Board questions or comments regarding HDS' Volunteering efforts during 2017. With no Board questions, Chris directed the meeting back to the last September Agenda items Unfinished Business and any New Business.

UNFINISHED BUSINESS *(per September meeting agenda)*

Due to the time demands of Harvey and Region 9 Championship preparation, Chris tabled any discussion of HDS website updates.

NEW BUSINESS *(per September meeting agenda)*

HDS elections were discussed. The open Board positions that will be announced to all HDS members and interested parties using an HDS email blast and HDS' Social Media sites. Per HDS By Laws, a Nominating Committee headed by an Board member that is not up for Election will select a Nominating Committee of two (2) HDS members and the HDS Board member will serve as the Election Board Chair. Jena Tavormina has agreed to serve as the Election Board Chair along with X-HDS Board members Jennie Robicheaux and Tracy Zaidenweber.

With the listed HDS September Meeting Agenda items addressed, Chris requested and received a motion to close the September 2017 HDS Board. The meeting adjourned at 8:47 PM.

Secretary

Approved: _____ Chairman