



**Board of Directors Fall Advance Meeting Minutes  
November 7 & 8, 2020  
8:30 am – 4:30 pm PST**

Approved 12.21.2020

**DAY ONE**

**I. Welcome – Beth Kuchenreuther**

**A. Meeting Call to Order**

Beth called the meeting to order at 8:40 am PST.

**B. Roll Call**

Board Members Present: Beth, Lisa, Marian, Misty, and Wanda (Zoom)

External Expert Invited: Financial Consultant (Zoom)

**C. Mindfulness Minute – Wanda Whittlesey-Jerome**

Wanda shared the Lakota Code of Ethics with the Board. For the link, visit:

<https://www.thesanctuaryheal.com/post/lakota-code-of-ethics>

**II. Vote to Approve October 12, 2020 Meeting Minutes – Entire Board**

Discussion and vote to approve meeting minutes from the October 12, 2020 meeting minutes. After brief discussion, Marian moved and Lisa seconded the motion to approve the October 12, 2020 meeting minutes. The motion carried unanimously.

**III. Important Updates to the Board – Marian Heyink and Beth Kuchenreuther**

Update #1 from Marian: Marian shared what she learned from participating in the online PATH, Intl. open forum November 6, 2020. They plan to adopt the terminology “Equine Assisted Services” (EAS). The categories are: (1) equine assisted therapy, including psychotherapy, (2) equine assisted learning, education and personal development, and (3) equine assisted horsemanship, which includes all adaptive sports, vaulting, riding, etc.

The American Hippotherapy Association (AHA) neither approved the paper nor adopted the language. PATH, Intl. plans to share the paper with their membership “soon.” In three years, the understanding is that PATH instructors must certify with PATH, Intl. that they are using the new language. Equine assisted psychotherapy (EAP) is not being identified as problematic, but it is not considered useful, optimal language. The new terminology will not be required to be used globally. For the time being, the new terminology pertains only to domestic EAS for PATH, Intl.

Update #2 from Beth: Beth discussed questions submitted by the Financial Consultant based on their review of the 2019 Audit and 2019 Form 990. Beth suggested that the Eagala attorneys need to understand our current financial situation as well as other growing concerns that will again be addressed with them in detail as soon as possible.

**IV. Review of the BoardSource Checklist – Entire Board**

The Board reviewed the BoardSource Checklist of Board Roles and Key Responsibilities. #1: Establish Eagala’s Identity & Direction; #2: Ensure the Necessary Resources for Eagala; #3: Provide Oversight for Eagala; and #4: Maintain & Evaluate Board Operations

**V. Board Business - Ethics Committee & Governance Policies – Wanda Whittlesey-Jerome**

The Board discussed, reviewed, revised, and voted to approve the following Eagala policies & documents:

1. Eagala Code of Ethics (revised and approved)  
After discussion, Wanda moved and Misty seconded the motion to approve the updated Eagala Code of Ethics. The motion carried unanimously.
2. Eagala Formal Grievance Policy and Protocol (revised and approved)  
After discussion, Marian moved and Lisa seconded the motion to approve the updated Eagala Formal Grievance Policy and Protocol. The motion carried unanimously.
3. Eagala Conflict of Interest Policy (revised and approved)  
After discussion, Misty moved and Wanda seconded the motion to approve the updated Eagala Conflict of Interest Policy. The motion carried unanimously.
4. Eagala Disclosure of Conflict of Interest Policy (revised and approved)  
After discussion, Marian moved and Lisa seconded the motion to approve the updated Eagala Disclosure of Conflict of Interest Policy. The motion carried unanimously.
5. Eagala Ethics Committee: Mission and Objectives (revised and approved)  
After discussion, Beth moved and Lisa seconded the motion to approve the updated Eagala Ethics Committee: Mission and Objectives. The motion carried unanimously.
6. Eagala Formal Ethics Policy and Protocol (revised and approved)  
After discussion, Lisa moved and Wanda seconded the motion to approve the updated Eagala Formal Ethics Policy and Protocol. The motion carried unanimously.
7. Eagala Ethics Committee Membership Application (postponed)  
The Board has reviewed the draft of this document, and has concluded that this application is not effective. It will be developed by the reestablished Ethics Committee under the leadership of the new Chair.
8. Eagala Ethics Committee Member Recruitment Letter (postponed)  
The Board has reviewed the draft of this document, and has concluded that this application is not effective. It will be developed by the reestablished Ethics Committee under the leadership of the new Chair.
9. Sample Ethics Committee Member Acceptance Letter (postponed)  
The Board has reviewed the draft of this document, and has concluded that this application is not effective. It will be developed by the reestablished Ethics Committee under the leadership of the new Chair.
10. Sample Ethics Committee Member Declination Letter (postponed)  
The Board has reviewed the draft of this document, and has concluded that this application is not effective. It will be developed by the reestablished Ethics Committee under the leadership of the new Chair.

**VI. Finances – Financial Consultant (3 pm PST, 4 pm MST, 5 pm CST, 6 pm EST)**

**A. 990 and Audit**

The financial consultant is a practicing CPA with years of experience working with nonprofits. He had numerous questions about the Eagala Audit Report. First of all, in nonprofit organizations, the auditor reports to the Board. Last year, our Board treasurer

was a CPA, which should meet the auditing requirement for 2019. The financial consultant led the Board through the audit, identifying concerns. He suggested we reach out to our former treasurer, Jeff Moore, and ask clarifying questions, based on our discussion. The Board will consider next steps.

Marian moved and Misty seconded the motion that the Board's financial consultant be authorized to contact Squire & Company, the audit firm that prepared Eagala's 990 for 2019, after the Board consults with Eagala's attorneys about such actions. The motion carried unanimously.

The Board has been requesting corporate documents for some time now. The Board discussed the importance of additional key Board-related policies and procedures. The Board reiterated our need to access Eagala corporate documents as required by law for non-profit organizations. As of the date of this meeting, the executive team has not provided said documents nor access to the documents.

## **VII. Adjournment, Day One – Entire Board**

Beth called for a motion to adjourn the meeting at 4:30 pm PST. Lisa moved and Marian seconded the motion to adjourn the meeting on Day One. The motion carried unanimously.

## **DAY TWO**

### **I. Welcome – Beth Kuchenreuther**

A. Beth called the meeting to order at 8:30 am PST.

B. Roll Call

Board Members Present: Beth, Lisa, Marian, Misty, and Wanda (Zoom)

Board members spent a few minutes reflecting on current events and how change is in the wind. As below – so above. We mused briefly about how horses tune into human emotions. We shared updates on some of the horses we feel blessed to have with us.

### **II. Board Business – Entire Board**

The Board discussed, developed, reviewed, revised, and voted to approve the following Board policies:

1. Eagala Board Initial Inquiry Form (developed and approved)

2. Eagala Board Application (revised and approved)

Beth moved and Lisa seconded the motion to accept and approve the Eagala Board Inquiry Form and Eagala Board Application. The motion passed unanimously.

3. Eagala Board Interview Questions (revised and approved)

After discussion, Misty moved Lisa seconded the motion to approve the Eagala Board Interview Questions as revised. The motion carried unanimously.

4. Eagala Board Member Self-assessment (reviewed)

The Board reviewed the aggregated scores from the Eagala Board Member Self-assessment that we completed in Spring 2020.

### III. Finance Committee – Beth Kuchenreuther

#### A. Fiscal Report

The Board did not receive as requested, for the 3<sup>rd</sup> time, copies of Eagala's Independent Contractor's individual contracts, as well as a financial summary report from the CFO. The CFO did not respond to our invitation to this meeting, nor did she provide the financial report as requested.

#### B. Training Report

The Board has not received the requested Training Report from the CFO.

#### C. Review of 3<sup>rd</sup> Quarter Financials and General Ledger

The Board reviewed the 3<sup>rd</sup> quarter financial reports, which included the General Ledger Summary. The Board has a number of questions about the reports for the CEO and CFO.

#### D. Review First Draft of 2021 Budget as Submitted by Officers

The first draft of the 2021 budget was not provided as is customary for the Board to review at the Fall Advance. The Board was provided with the 2021 Budget Formulas/Explanations.

Unfortunately, much of the information was not updated from the 2019/2020 Budget Formulas/Explanations. This was deeply concerning to the Board as we were unable to adequately discuss and review an initial draft of the 2021 budget. The Board has a number of questions regarding these documents for the CEO and CFO.

### IV. Strategic Planning Session – Entire Board

#### Strategic Planning Session

The Board reviewed the 2020 Strategic Plan and brainstormed about principles and values that we want to focus on as Eagala moves forward into 2021.

### V. Overarching Board Goals – Entire Board

The Board began brainstorming additional overarching goals to go with this one, created 9.8.20. A draft document contains three Board goals and measurable objectives.

#### **Board Goal #1: To govern a healthy and truly sustainable organization.**

Obj. 1: Embody excellence across the governing entities of the organization.

Obj. 2: Increase transparent communication between systemic components.

Obj. 3: Model, support and oversee ethical principle-centered leadership throughout the organization.

#### **Board Goal #2: To develop and maintain quality member services.**

Obj. 1: Provide and monitor state-of-the-art professional training.

Obj. 2: Develop quality educational opportunities for members.

Obj. 3: Create business development opportunities for members.

#### **Board Goal #3: To build a thriving and inclusive organizational culture.**

Obj. 1. Offer timely, open communication linkages throughout the organization.

Obj. 2. Encourage diversity at all levels of the organization.

Obj. 3. Strengthen and expand Eagala's global community.

- VI. Requested Corporate Records for Fall Advance and Compliance Purposes – Entire Board**  
The Board received some, but not all, of the requested corporate records and documents they required for the Fall Advance. The Board has made multiple requests for corporate records to oversee and ensure compliance with non-profit requirements and regulations.
- VII. Executive Director’s Report – Lynn Thomas, CEO**  
In the past, it was customary for the CEO to participate in the Fall Advance with the Board. The CEO did not attend, nor did she provide a report prior to, during, or after the two-day meeting.
- VIII. Governance Committee – Marian Heyink, Chair**  
A discussion of the professional characteristics for the reestablished Ethics Committee and new Chair was deferred to the December 2020 meeting.
- IX. Yearly Board Calendar – Entire Board**  
The Board planned to discuss, review, edit and vote to approve a revised Yearly Board Calendar. The Board will defer work on the Yearly Board Calendar to the December 2020 meeting.
- X. CEO Compensation and Review**  
The CEO was not present during the Board’s Fall Advance. As a result, no compensation review took place.
- XI. Other Board Business – Entire Board**  
The Board discussed issues related to the Eagala organization, efforts made, and financial support given to already established collaborations and initiatives, and next steps. The Board developed a list of questions for the CEO regarding the status of Eagala’s 2020 initiatives, including the following:
1. Hybrid curriculum and online trainings;
  2. Status of relationship with the Covey Institute and Eagala, including the relationship of the CEO to the Bridle Up Hope program;
  3. Alex and Ani corporate sponsorship 2021;
  4. American Equus corporate sponsorship 2021;
  5. Lunch ‘n Learns at national horseshows;
  6. Marriott Headquarters discussion;
  7. VA Grant and scholarship funds to train Vets;
  8. Details on the 15 trainings scheduled through August 2021;
  9. ASPCA: The Right Horse Initiative Affiliation;
  10. Dover Saddlery, Smart Pac, and Ariat Brands for corporate sponsorships;
  11. Latest marketing initiatives update;
  12. Commander John Scott Hannon Veterans Mental Health Care Improvement Act SB 785; and
  13. Phelps Media Public Relations Campaign.

**November 2020 Eagala Board Committee Calendar Action Items  
(To report during December Board Meeting)**

<b>Finance Committee</b>	<b>Governance Committee</b>
Prepare final budget report to submit to board for approval	Review governance committee calendar
Review finance committee calendar	Review governance responsibilities
Review finance committee responsibilities	Collect board self-assessments and evaluation reviews
	Plan board education/development topics for next year

**XII. Adjournment** – Beth Kuchenreuther

Beth called for a motion to adjourn the meeting at 5:05 pm PST. Misty moved and Marian seconded the motion to adjourn the meeting on Day Two. The motion carried unanimously.

**Next Board of Directors Meeting:**

Monday, December 14, 2020 at 6 pm PST, 7 pm MST, 8 pm CST, 9 pm EST (Zoom)

Respectfully submitted,

*Wanda Whittlesey-Jerome*

Wanda Whittlesey-Jerome, Eagala Secretary 2020 - 2021