



## Board of Directors Meeting Minutes September 14, 2020

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

#### A. Meeting Call to Order

Beth called the meeting to order at 6:10 pm PT.

#### B. Roll Call

1. Board Members Present: Beth, Lisa, Marian, Misty, and Wanda
2. Excused: Ric Jerez (not feeling well)
3. Executive Officers Invited and Present: Lynn Thomas, CEO (Zoom), Janet Crandall, CFO (Zoom)

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

Wanda set an intention for all of us to come together during this meeting to do the work of Eagala. The intention was entitled, “Every one of us makes the whole world of difference.”

### II. **Vote to Approve Board Special Meeting Minutes August 31, 2020** – Entire Board

After brief discussion, Marian moved and Lisa seconded the motion to approve the August 31, 2020 Special Meeting Minutes. The motion carried unanimously, with Ric’s absence duly noted.

### III. **Board Business** - Beth Kuchenreuther

#### A. Review and Discuss: Board Goals and Objectives

The Board decided to post-pone this review and discussion until Ric could join us.

#### B. Discussion - Upcoming Topic for next Advance

Beth introduced the topics being suggested for our Advance, which will probably be a Zoom meeting. Topics to discuss include budgeting, strategic planning, etc. The Fall 2019 Advance agenda could be used as a guide to develop our next Fall 2020 Advance.

The Board identified November 7 and 8 (Saturday and Sunday) for the Zoom meeting with the auditor. Janet suggested we ask the auditor to attend our next board meeting and present the 990 if he can’t make the weekend Advance, but she will also ask him about the November Advance dates.

### IV. **Finance Committee** – Ric Jerez, Chair

#### A. Discussion and Vote - 2<sup>nd</sup> qtr. Financials

Discussion and vote were postponed until Ric could participate. Beth asked Janet to bring forward anything the Board should know regarding the 2<sup>nd</sup> quarter financials. Trainings have been down due to having to limit numbers of attendees in response to Covid-19. Janet had sent a spreadsheet with training information to the Board prior to the meeting. Sharing her screen, she and board members discussed the training schedule, then certain budgetary issues of which the board needed to be aware. Beth reminded the Board that we need to vote on the 2<sup>nd</sup> quarter financials as soon as possible with Ric.

**V. Governance Committee – Marian Heyink, Chair**

**A. Ethics Committee: Handling Current Ethics Grievances & Future Plans**

Marian discussed the two outstanding grievances that were submitted in August 2020. Marian is trying to schedule a Zoom meeting and work with Amanda to put the pieces together. Governance is putting together a recruitment letter for distribution to the membership.

Beth asked about recruiting a Chair for the Committee. Marian and Wanda talked with Dora about what is important going forward in that role. Beth asked how Ethics Committee (EC) members were recruited or volunteered in the past. Beth asked Lynn about how the EC members were recruited through an application process. Lynn suggested we reach out to advanced certified members. Wanda asked if there were questions about misdemeanors or felony convictions on the application, but hasn't seen the application itself yet. Discussions focused on recruiting an EC and moving forward swiftly, as the Board doesn't want to have to continue doing this work.

**B. Board Conflict of Interest Policy: Crafting New Policy & Timeline for Board Recruitment**

The Board decided to postpone this discussion until the Fall 2020 Advance.

**VI. Executive Director's Report – Lynn Thomas, CEO**

**A. Executive Summary of CEO Activities**

Eagala is slated to use all of the allocated funds from the VA grant. This is a success, all things considered, e.g., Covid-19 conditions. Eagala hasn't received notice of approval for next year. There is an on-going audit. Eagala won't find out until September 30, 2020.

Lynn discussed the number of new people who have requested to be on our mailing list. Ads are being viewed and some are clicked-on. Marketing webinars are being well-received with lots of positive feedback. Beth asked how Lynn sends out the free webinars. Lynn shared there are mass emails, an e-newsletters, Facebook, as well as a form email to all members. Go to [myeagala](http://myeagala), click on continuing education, then click on webinars. The Board recognized that Lee has been a great addition to Eagala. Lee is sending out the e-newsletter.

American Equus supports Eagala, and now there is a new t-shirt that will be designed through an art contest. Lynn shared the positive email from the Israel group. They are very involved and motivated.

Lynn asked the Board to vote to approve the Anti-discrimination Pro-inclusion (ADPI) workgroup's mission statement. Because Ric wasn't here for this meeting, and he is the board representative on that workgroup, the Board deferred voting on approval during this meeting; however, the Board will need to review and vote on the ADPI mission statement as soon as possible with Ric.

Lynn updated the Board on the submission for publication of the Unified Terminology. It was submitted for peer-review on September 12, 2020.

Lynn asked about the Alex and Ani Thank You letter from the Board. The letter has been

written and is just about to be signed and mailed to them shortly. The letter praises Alex and Ani as a wonderful partner for Eagala. The Board looks forward to another bracelet project with that organization in the future, all considerations based on Covid-19 and its impact on the marketplace.

Janet shared that funding arrived from ICAAD today. Good news!

Lynn shared that overall member retention is about 60 – 63%. The website is now sending automatic reminders to renew, followed by quarterly reminders as well. This is a very good process for recouping members who need a gentle nudge to renew.

- B. Approval requests from CEO pursuant to Delegation of Authority  
Beth will include this item as a regular agenda item on our monthly meetings from now on. This agenda item is to provide structure, especially in cases where approval is necessary. The Board will discuss the DA policy more in depth at the Fall Advance. This will be an important process for Eagala in the future. We may want to review cases where approval is necessary ahead of time – and come up with a yearly time-line for those reviews to eliminate bottle-necks in the approval process.

The Board doesn't want the process with expenses to slow things down – especially with normal expenses that occur over time. The Board wants to assure everything is reviewed in a check and balance process. Janet asked clarifying questions about training travel costs.

Beth clarified that our discussion is focused on across-the-board expenses – and that the Board reviews the expenses. Board oversight of the budget is to close the accountability loop and is not a source of judgment. Beth reminded everyone that the Board can also do a hindsight review. The Board will move forward with an objective of continuous improvement of the process.

As soon as Ric is able to join us, Beth will do a quick call for voting on 2<sup>nd</sup> quarter financials, the CEO expenses, and ADPI workgroup's mission statement.

## **VII. Other Business - Full Board**

- A. Schedule Mid-year Performance Evaluation of CEO  
Beth deferred this agenda item for the time being.
- B. Discussion of Ideas for Fall Advance Agenda
1. Auditors Review 990 with Board
  2. Working Session on 2020 – 2025 Strategic Plan and Board Goals/Objectives
  3. Review and Modify Yearly Board Calendar
  4. Review Various Ethics Training Curricula – Wanda will pull the Training Packet together prior to the Fall Advance 2020.

Finance Committee	Governance Committee
Review 3 <sup>rd</sup> quarter financials and prepare report	Review conflict of interest policies and processes
Review 1 <sup>st</sup> draft of next year's budget submitted by officers	Review and update board self-assessment and annual performance evaluation processes
CEO compensation and review – submit recommendations	

**VI. Adjournment** – Beth Kuchenreuther

Marian moved and Misty seconded the motion to adjourn the meeting at 7:22 pm PT. The motion carried unanimously.

**Next Board of Directors Meetings:**

**Monday, October 12, 2020 via Zoom @ 6pm PT; 7pm MT; 8pm CT; 9pm ET**

Respectfully submitted,

*Wanda Whittlesey-Jerome*

Wanda Whittlesey-Jerome, Eagala Secretary 2020 - 2021