

DRAFT
USDF GOVERNANCE RECOMMENDATIONS
12-17-2008

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The Committee on Governance (CoG) was formed to examine the structure and process of the current governance system of USDF. The goal of the CoG is to propose a leadership system that will provide better and more efficient service to USDF's members and sustain USDF's success into the next decade.

The CoG framed the project in the form of the following question:

How should the United States Dressage Federation best reshape its governance infrastructure (structure and processes) to sustain its future success?

The CoG defined the following areas to be reviewed:

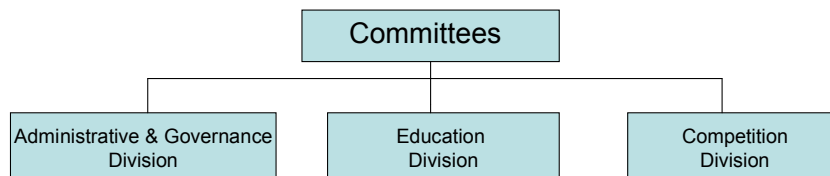
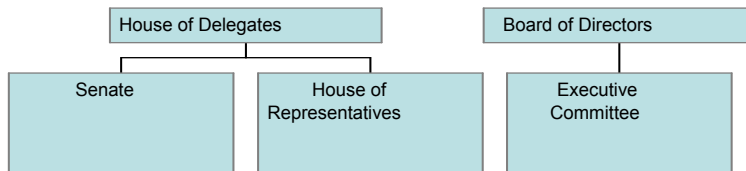
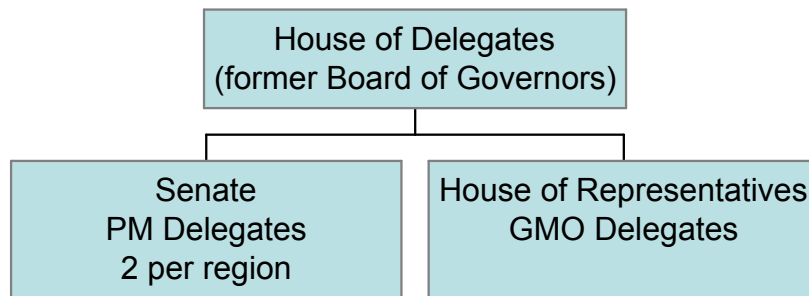
- The governance structure, including:
 - ⇒ Structure, size, composition and representation,
 - ⇒ Terms of office, and
 - ⇒ Accountability.
- USDF's governance processes, including:
 - ⇒ The governance roles, responsibilities and focus,
 - ⇒ Representation and enfranchisement,
 - ⇒ Accountability,
 - ⇒ Leadership development roles and responsibilities,
 - ⇒ Culture, image and reputation, and
 - ⇒ Communications with members.

The Committee has agreed upon, and therefore proposes, the following recommendations for reshaping USDF's governance system (both structure and process). As noted herein, some points require further development, discussion and refinement. This is submitted as a working draft that has the support of the CoG.

The USDF Committee on Governance wants your constructive feedback. After reviewing the following draft proposal, tell us which of the reshaping initiatives you think will improve USDF and which need further work and why. Alternative suggestions are welcome. Submit your e-mail feedback to: Governance@usdf.org.

USDF

Proposed Governance Structure



RECOMMENDATIONS:

A. The current Management Committee of the Executive Board will become the new Executive Committee (EC) of the new Board of Directors (BoD) (defined below)

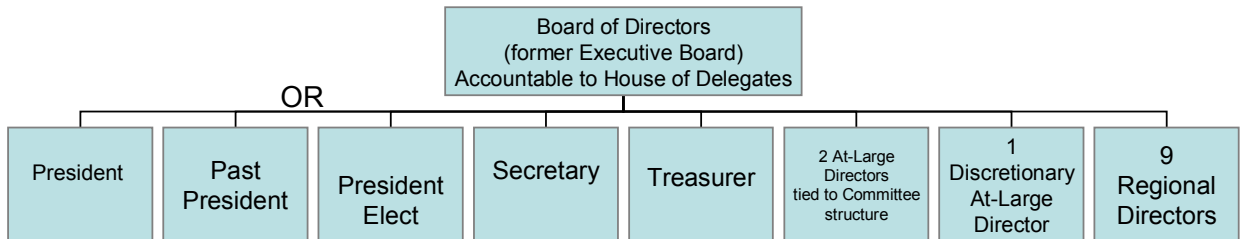
1. The members of the EC will include the following members of the BoD:
 - ⇒ President Elect - serves a one-year term every other year,
 - ⇒ President - serves a two-year term,
 - ⇒ Past President – serves a one-year term every other year,
 - ⇒ Treasurer – serves a three-year term,
 - ⇒ Secretary – serves a three-year term,
 - ⇒ One At-Large Board member, elected annually by the Board of Directors, and
 - ⇒ One Regional Director, elected annually by the Regional Directors.
2. The President Elect, President and Past President are in the automatic line of succession (queue), and each year the election is for the President Elect.
3. The President Elect and Past President have staggered terms such that one or the other is in office at any time and available to step in on behalf of the President.
4. The President Elect, Treasurer, Secretary and Regional Directors are elected by the House of Delegates (HoD) (defined below). The purpose of a President Elect is to prepare to be President. The role of the Past President is to ensure continuity in governance. Both are Officers and have voting rights.
5. The President cannot serve two consecutive terms and, if running for another term, must again rotate through the queue. There are no term limits on the President.
6. Term limits for the Treasurer, Secretary, and Regional Directors shall remain as set forth in the current USDF Bylaws. At-Large Directors shall serve as set forth below.
7. If a Regional Director moves into an Officer position on the BoD, a replacement Regional Director shall be elected by the appropriate delegates to the HoD (as set forth below). If an At-Large Director moves into an Officer position on the BoD, a replacement At-Large Director shall be selected by the same procedures used to select the current At-Large Director.
8. It is strongly recommended that a President Elect candidate have had prior experience as a USDF board member. Experience may be current or in the past. It is also recommended, however, that a policy allowing for some flexibility in this requirement be established in order to locate and recruit the best qualified candidates.
9. The roles and responsibilities of the Executive Committee include all those of the current Management Committee.

B. The current Executive Board will become the Board of Directors (BoD)

1. The new BoD will include:
 - ⇒ President Elect (one-year term)
 - ⇒ President (two-year term)
 - ⇒ Past President (one-year term),
 - ⇒ Treasurer (three-year term),
 - ⇒ Secretary (three-year term),
 - ⇒ Nine Regional Directors (three-year terms, staggered), and
 - ⇒ Two to Three At-Large Directors (one-year terms) (see B 5 below).
2. The new Board of Directors:
 - ⇒ is accountable to the new House of Delegates (defined below), and to the members,
 - ⇒ advances USDF's mission and philosophy,
 - ⇒ is responsible for ensuring that USDF has a clearly established strategic direction and oversees the implementation of USDF's strategic plan,
 - ⇒ Recommends strategic financial asset allocation and proposes the annual budget.
 - ⇒ oversees all USDF programs, services and activities,
 - ⇒ oversees the development of an enjoyable, welcoming and ethical culture,
 - ⇒ oversees, directs, tracks and will hold accountable all volunteer and paid work groups (committees, ad hoc groups, staff, etc.),
 - ⇒ focuses on identifying goals and projects for USDF but permits staff to engage in the activities needed to accomplish them,
 - ⇒ utilizes a knowledge-based leadership and decision-making process, and
 - ⇒ forms standing committees, task forces, ad-hoc committees and working groups as required.
3. The BoD will hold two face-to-face meetings per year and teleconference or electronic meetings as required.
4. All BoD members will receive reimbursement as allowed within budget constraints to cover expenses to attend board meetings.
5. On the BoD, the President will vote only in the event of a tie and be the tie-breaker.

6. **At-Large Directors:**

- a) Up to three At-Large Directors shall be appointed to the BoD.
- b) Two of these At-Large Directors are to be tied to the new USDF Committee structure (defined below) and will be chosen as set forth in Section C below, with one representing the “education” division and the other representing the “competition” division. The goal for adding these two new director positions is to provide additional expertise to the BoD and to foster communication between the BoD and the various Committees. The CCC will use its best efforts to provide at least two nominees for each Director position.
- c) One additional At-Large Director may be appointed at the discretion of the BoD based on USDF’s need for specific expertise on the BoD (for example – a person with capital campaign experience during a fundraising effort.) The goal of adding this position is to provide flexibility in soliciting expertise as needed. The position may remain unfilled if no need is identified.
- d) The term for At-Large Directors will be a one-year renewable term. All At-Large Directors are voting members of the BoD.



C. Nominations/Election

1. The HoD (defined in Section D below) elects the Officers and Regional Directors as follows:
 - ⇒ The President Elect, Treasurer, and Secretary are elected by all of the delegates to the HoD. The Regional Directors are elected by the delegates to the HoD from the respective Region (as defined in the current USDF Bylaws) of each Regional Director.
 - ⇒ Delegates to the HoD will be elected and/or selected by USDF members of their Region as set forth below.
2. The Nominating Committee will develop the slate of candidates for all open Officer and Regional Director positions each year in accordance with the term requirements set forth above. An open nomination period will also be established, ending 30 days prior to the Annual Convention, during which time nominations not included on the Nominating Committee's slate of candidates may be submitted to the Nominating Committee. These nominations will be subject to a reasonable discovery process by the Nominating Committee. In the event emergency circumstances prevent one of the Nominating Committee's slate of candidates from running, the Nominating Committee can, if appropriate, make a substitution prior to the Convention.
3. A Council of Committee Chairs (CCC) is created that is composed of the chairs of the various standing Committees. The CCC nominates, from the base of current and former council and committee members and chairs, nominees for two At-Large Director positions to the BoD. One of these At-Large Directors should represent the Education division of Committees and the other the Competition division. The BoD will appoint from these nominees the two At-Large Directors.
4. To fill the third At-Large Director position, the BoD would submit a request to the Nominating Committee for the position to be filled accompanied by a definition of the expertise needed and purpose to be accomplished. The Nominating Committee would conduct a search and submit a list of candidates to the BoD, which would make the appointment from the list of nominees. Expertise that fills a specific need is the driving qualifying factor for the third At-Large Director.
5. Selection of candidates for the nine Regional Director positions shall follow current procedures, however the Nominating Committee will become more active in identifying and recruiting qualified candidates.
6. The Nominating Committee will be considered a part of the governance of USDF and will consist of a Chair and 7-9 members appointed by the BoD for 3-year terms, with a term limit of two terms. Each year, no more than 1/3 of the members of the Nominating Committee will be replaced to ensure continuity.

D. The current Board of Governors will become the new House of Delegates (HoD)

1. The new HoD will consist of two chambers and include Delegates representing the GMO and Participating membership categories of USDF. The GMO members will be represented by the **House of Representatives** and the Participating members by the **Senate**.
2. PM Delegates would make up the first chamber (Senate), which consists of two (2) delegates per region.
 - a. Each delegate has one (1) vote (This creates greater equity between regions with differing populations) except as set forth in 2b below.
 - b. Only in the case of elections of BoD officers, each of the two delegates will have a number of votes relative to the membership of their region. Each 50 members will carry one (1) vote. Example, for 100 members in a region each delegate would represent 50 members and carry one vote.
 - c. PM delegates would serve a two-year term, with elections staggered such that one PM delegate is elected annually in each Region. A procedure for replacing a PM delegate that cannot serve the full term shall be established.
3. GMO Delegates comprise the second chamber (House of Representatives) and consist of one (1) delegate per GMO with 50 to 1,000 members. A GMO must have a minimum of 50 members to have a delegate. GMOs with 1,000-2,000 members will be allowed a second delegate and GMOs with over 2,000 members will be allowed a third delegate.
 - a. In the House of Representatives each GMO Delegate will carry one (1) vote per 50 members.
 - b. GMOs with more than one delegate would split their votes among the number of delegates. For example 3,000 members = 3 delegates with 20 votes each.
 - c. GMOs would elect or appoint their delegates as they do in our current system.
 - d. GMO proxies can be assigned by submitting a proxy form, submitted and signed by an officer of the GMO.
 - e. As a group, GMOs with fewer than 50 members will be assigned a Special Delegate to represent them and carry their collective votes. There will be two such Delegates, one representing the small GMOs located in the Eastern half of the U.S. and the other representing the small GMOs in the Western half of the U.S. Example, 10 GMOs with 25 members each would collectively through their Delegate carry the voting power of 250 members or 5 votes. (delegate selection process to be defined).
4. Delegates must either be a GMO Delegate or a PM Delegate and cannot represent both groups.
5. On any specific resolution, the House of Representatives votes first. Majority vote prevails. Thereafter, the Senate votes. Majority vote prevails. Majority vote defined as of those Delegates present, 50% +1. In the case of a tie vote **in the Senate**, the USDF President will cast the winning vote. Provided, however, that

any resolution passed by the House of Representatives will need a negative vote by two-thirds of the Senate Delegates (a super-majority) to fail. Subject to this restriction, all issues require approval from **both** chambers (House of Representatives and Senate

6. **Both** chambers of the HoD collectively will elect the candidates for Officer and Regional Director positions, provided, however, that for Regional Directors only those delegates from the Region of the Regional Director being elected shall be able to vote.

Number of delegates if above formula is applied today:

SENATE18
 HOUSE OF REPRESENTATIVES.....96
 TOTAL DELEGATES IN HoD.....114

Currently, USDF consists of 127 GMOs. A requirement limiting GMO Delegate representation to GMOs with 50 members would mean approximately 30-35 smaller GMOs would lack representation on the BoG and would need to be represented collectively by a special Delegate.

Top 4 GMOs by Number of Voting Members

California Dressage Society	4705	3 delegates
New England Dressage Association	1824	2 delegates
Oregon Dressage Society	1222	2 delegates
Potomac Valley Dressage Association	985	1 delegate

7. The HoD will meet face-to-face once a year at the annual convention.
8. The HoD:
 - ⇒ channels ideas and concerns from the members to their representatives for presentation to the BoD, which in turn serves the interests of the members and advances the sport of Dressage through developing internal and external policy,
 - ⇒ is accountable to members,
 - ⇒ represents members,
 - ⇒ approves the annual budget,
 - ⇒ oversees and approves the Audit Committee findings,
 - ⇒ approves amendments to USDF’s Bylaws,
 - ⇒ approves dues increases, and
 - ⇒ approves any strategic plan developed by the BoD.

9. The HoD meetings will include:
 - ⇒ an increased strategic focus concerning directing the practice of the sport,
 - ⇒ use of speakers and experts to provide critical background information to delegates as they make decisions to advance the sport, and
 - ⇒ opportunities for the sharing of “best practices” among the Regions and discussions of Regional issues.
10. As practical, the HoD will conduct more business and increase intra-delegate communication outside of the once-a-year meeting via technology.

E. New Committee Structure

1. USDF can no longer financially support an excessively large Council and Committee structure where resources often go to supporting the bureaucracy of the structure rather than to meaningful output. The CoG’s goal is to reduce the structure to a grouping of committees that have a clear and meaningful charge while improving their effectiveness in support of USDF’s strategic plan.
2. The current council structure with an emphasis on geographic representation has been found ineffective in most cases as compared to a committee structure that places emphasis on expertise. The governance structure of USDF is also unnecessarily complicated by having the two entities of committees and councils. It is recognized that some purposes do require regional representation. The proposed new structure is simplified to include only committees. However in the few cases where geographic representation is desirable, the unique needs regarding the make-up of the committee will be outlined in its mission statement. For each Committee listed below, a new Mission Statement will be drafted that details all of the new and retained duties of the Committee. The Chair of each committee makes appointments with input from the Board of Directors on possible candidates.
3. A sub-committee designation is justified only if it has substantial ongoing activity and management responsibility. A sub-committee operates under the umbrella of a committee.
4. All other activities under the guidance of a committee that require volunteer support should be assigned to ad hoc working groups, on an as-needed, project-by-project basis and only for the duration of the defined project.
5. The new committee structure should support USDF’s strategic plan and not political interests or general membership issues. General membership interests are represented primarily by the new HoD structure: GMO interests by the House of Representatives, and PM interests by the Senate. Specific projects related to general membership interests should be assigned to ad hoc committees appointed by the BoD.

6. Three divisions serve as the umbrella under which committees would operate. These three divisions are Education, Competition and Administration and Governance. The most dominant of the committee's activities determines the division under which it is placed. The divisions of Education and Competition have representation on the BoD.

PROPOSED COMMITTEE STRUCTURE: (Includes 12 committees)

Administration and Governance Division

- 1) Audit Committee
- 2) Bylaws Committee
- 3) Historical Recognition Committee
- 4) Nominating Committee
 - Leadership Development Sub-committee

Education Division (Represented by At-large Director on BoD)

- 5) Judges Committee
 - L Education Program Sub-committee
 - Continuing Education for Judges and L Graduates Sub-committee
 - Test Writing Working Group
- 6) Instructor/Trainer Committee
 - Steering Sub-committee
 - Trainers' Conference Working Group
- 7) Education Committee
 - Adult Education Sub-committee
 - University Working Group
 - Freestyle Working Group
 - GMO Education Working Group
 - Youth Education Sub-committee
 - Young Rider Graduate Program Working Group
 - FEI Jr/YR Clinics Working Group (needs tie-in with FEI JR/YR Committee)
 - Youth Leadership Working Group (former Youth Executive Board)

Competition Division (Represented by At-large Director on BoD)

8) FEI Jr/YR Committee (Chair makes appointments with input from Regional Directors – regional representation built into mission statement of this committee to support NAJYRC team competition).

9) Awards Committee

10) Competition Officials Committee (should include competitor representation)

- Competition Management Sub-committee
- Technical Delegates Sub-committee
(will require communication with Judges Committee)

11) Championships Committee (should include competitor representation)

- (Championships Working Groups)
 - Regional Championships Working Group
 - National Championship Working group
 - Breeders Championships Working Group (needs tie-in with Sport Horse)
 -

12) Sport Horse Committee

- (Sport Horse Working Groups)
 - All Breeds
 - Competition and Competition Management
 - Sport Horse Education
 - Sport Horse Judging, sport horse tests, judging criteria definitions
 - Sport Horse registration, record keeping, statistics
 - Sport Horse Rules and Regulation

The USDF Committee on Governance wants your constructive feedback. Tell us which of the proposed reshaping initiatives you think will improve USDF and which you think need further work and why. Your alternative ideas as to how we might achieve the objectives are also welcome. Submit your feedback to: **Governance@usdf.org**.