



## **Jun 7 Scheduled USA Fencing Board Meeting**

USA Fencing (United States Fencing Association, Inc.)

Saturday, June 7, 2025 at 10:00 AM MDT to Saturday, June 7, 2025 at 12:00 PM MDT

### **Agenda**

#### **I. Zoom Access Information**

Zoom Link:

<https://us02web.zoom.us/j/83306629685?pwd=KRmqWHoRN7qgmZKcWG3bqw8Km1c33t.1>

Password: 390067

#### **II. Call to Order**

Presenter: Damien Lehfeldt

- Roll Call
- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance
  - Rinaldo A. Campana Sr.
- Conflict of Interest Declaration

#### **III. CEO, Operations & Financial Reports**

Presenters: Phil Andrews, Tabitha Chamberlin

#### **IV. Committee, Resource Groups, and Task Force Updates (as applicable)**

Presenter: Damien Lehfeldt

- Governance Task Force
- Paralympic Development Resource Team
- Budget Committee
- Hall of Fame Committee
- Referee Commission
- International Relations Committee
- Coaches Committee
- Tournament Committee

#### **V. Consent Agenda**

Presenter: Damien Lehfeldt

1. Approval of the minutes from the 15 April 2025 and 24 May 2025 Board of Directors Meetings.
2. To appoint Jessica Saxon Esq. as the Secretary of USA Fencing.

1. **Rationale:** Ms. Saxon has taken the post in the organization previously held by Ms. Pachuta, this motion aligns her responsibilities to those previously undertaken by Ms. Pachuta. Ms. Saxon holds a JD from Rutgers School of Law and is registered to practice law in the State of New Jersey.
3. To approve the 2025-2026 Operations Plan of USA Fencing, as attached.
4. To approve the revised USA Fencing Financial Policy, as attached.
5. To approve the revised Charter of the USA Fencing Coaching Committee, as attached.

## **VI. New Business**

### **A. Budget Approval**

Presenter: Damien Lehfelddt, on recommendation of the Budget Committee

Guests: Emily Bian, Tabitha Chamberlin, Phil Andrews

**Motion:** To approve the 2025-2026 Budget of USA Fencing.

**Rationale:** The budget of USA Fencing expresses the allocation of resources in support of the operation of the organization and 2024-2028 Strategic Plan. The Budget Committee has approved this budget for recommendation to the Board of Directors.

### **B. Proposal for Bylaw Amendment I - Board Chair**

Presenter: Damien Lehfelddt, on behalf of the Governance Task Force

Guests: Molly Hill, Kat Holmes, Jackie Dubrovich, Lauryn Deluca, Jade Burroughs, Marie Donoghue

**Motion:** To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval, the proposed bylaw amendments (listed below and as part of a full draft of the proposed bylaw amendments in Appendix X) that will allow any voting member of the Board of Directors to become Chair. All proposed bylaw changes have been reviewed by the USOPC and our legal team.

- From section 6.1.b: "...The Chair of the Board shall have such authorities, powers and duties as are assigned to that office by these Bylaws or as are necessary and normally appurtenant to the powers and duties herein specified. Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors. The Chair of the Board of Directors shall be elected from among the voting membersAt- Large Directors of the Board of Directors by a majority vote of the Board of Directors, which election shall be conducted at each annual meeting held in odd numbered years."
- From section 6.2.a: "...Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an At- Large Director."
- From section 6.2.c: "The Chair of the Board's term in office is subject to and not greater than their term as an At-Large Director, including limits placed thereon in these Bylaws..."
- Section 6.3.a.ii: "If a vacancy in the office of Chair of the Board occurs by reason of resignation of that office, or removal while the person who had been serving as Chair remains a Director, the Board of Directors shall elect an At-Large Director who meets the qualifications of the office of Chair of the Board."

- From Section 10.6: “...The person holding the position of Chair of the Board of Directors continues to serve as an At-Large Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.”

**Rationale:** Today, only At-Large directors may serve as Board Chair. The proposal would allow any voting director — elected, appointed or athlete — to be considered for this important leadership role, broadening the talent pool from five to twelve Directors. In addition it aligns USA Fencing with a best practice followed by about 80 percent of other NGBs (as opposed to only being one of two limiting the position to At-Large Directors), strengthening the sport’s credibility with sponsors, donors, and the U.S. Olympic & Paralympic Committee.

### **C. Proposal for Bylaw Amendment II - Board Composition**

Presenter: Damien Lehfelddt, on behalf of the Governance Task Force

Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue

**Motion:** To approve the proposed bylaw amendments (listed below and as part of a full draft of the proposed bylaw amendments in Appendix X) to restructure the composition of the Board to four (4) Athlete Directors, four (4) At-Large Directors directly elected by the membership, and four (4) At-Large Directors appointed by the Board of Directors, at least two (2) of whom must meet requirements for independence outlined in the bylaws. All proposed bylaw changes have been reviewed by the USOPC and our legal team. The relevant bylaw changes are as follows:

- From section 7.4.b: “Independent Directors. There shall be three (3) Independent Directors. All Independent Directors shall be individuals who meet the qualifications and are selected as specified in this Subsection 7.4.b. At-Large Directors. There shall be eight (8) At-Large Directors. Four (4) At-Large Directors shall be elected by the membership, and four (4) At-Large Directors shall be appointed by the Board of Directors. Of the appointed At-Large Directors, at least two (2) must be independent...”
- Added to Section 7.4:
  - At-Large Directors to be appointed from the general membership by the Board of Directors shall be voting members of the USFA in good standing.
  - At-Large Directors to be elected by the membership shall be voting members of the USFA in good standing. The slate of candidates to be elected by the membership shall be selected by the Nominating Committee per Section 9.3.
- From Section 7.6.c: “...Two (2) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year two of the Quadrennium and three two (32) At-Large Directors shall be elected and two (2) At-Large Directors shall be appointed in year four of the Quadrennium...”
- Added to Section 7.22: “The terms of the Independent Directors appointed as officers in 2025 shall be extended from two (2) years to three (3) years, and those positions will be filled by appointment in 2028. Upon enactment of these amended bylaws, those Independent Directors shall become At-Large Directors. Upon

conclusion of the transition in 2028, these Bylaws shall be automatically amended to remove this Section.”

- Renaming Article IX “ELECTIONS AND APPOINTMENTS”
- Added to Section 9.3.a:
  - “For candidates from the general membership that are to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected, and shall announce its nominees no later than January 15 of the calendar year in which the appointment is to be held.
  - For independent candidates to be appointed by the Board of Directors, the Nominating Committee shall nominate at least as many qualified candidates for the number as there are Directors to be selected. The Nominating Committee shall announce its nominees no later than June 15 of the calendar year in which the selections are to take place.”
- From Section 12.9.b.iv: “Current or past Independent Directors or appointed At-Large Directors who meet the definition of “independent” as set out above.”

**Rationale:** Currently our Board is composed of four (4) Athlete Directors, five (5) elected At-Large Directors, and three (3) appointed Independent Directors. The Governance Task Force’s new proposal offers a balance of expertise, maintains a strong athlete voice, and allows for flexibility to add directors with critical skills as needed to keep the Board agile and effective. The proposed changes are supported by the Nominating Committee. Additionally, the Nominating Committee has begun work updating and codifying the application and nomination process for transparency and standardization, regardless of the outcome of this motion.

#### **D. Bylaw Amendments III - Petitions**

Presenter: Damien Lehfelddt, on behalf of the Governance Task Force

Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue

**Motion:** To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval (listed below and as part of a full draft of the proposed bylaw amendments attached) to remove petitions as an alternative option for nomination to the ballot to be elected as an At-Large Director, and to replace it with a higher minimum number of candidates from the Nominating Committee as well as the ability for the Board of Directors to modify the slate of candidates by majority vote. All proposed bylaw changes have been reviewed by the USOPC and our legal team:

- Added to Section 9.3.a: “Candidates for At-Large Directors must be nominated by the Nominating Committee except as provided for in Section 9.3.a.iii”
- Added to Section 9.3.a:
  - “For candidates that are to be directly elected by the membership, the Nominating Committee shall nominate at least as many qualified candidates as there are Directors to be selected plus two additional candidates (n+2), and shall announce its nominees no later than January 15 of the calendar year in which the elections are to be held. The Board of Directors may by

majority vote of Directors present and voting have the discretion to modify the slate of candidates for election by the end of the Winter Meeting of the same year so long as other requirements in these Bylaws are met (including but not limited to Sections 7.4 and 9.3.iii). Directors who are up for re-election or appointment must recuse themselves from the vote.

- All nominees must be announced by publishing the names of the nominees and any report issued by the Committee on the USFA website.”
- Removal of Sections 9.3.b, 9.3.c, and 9.4, all outlining the current petition process
- From Section 9.5: “... The signed Qualifying Affirmation, agreement to be a candidate and submission to binding arbitration of candidates nominated by petition shall be submitted to the National Office of the USFA with the petition that purports to make that nomination.”

**Rationale:** Currently any member can petition to be added to the ballot for the election of an At-Large Director with the signatures of at least 1% of voting members from two regions and from 2% of clubs. Removing the petition pathway aligns USA Fencing with 73% of NGBs that rely solely on a slate directly from the Nominating Committee. To ensure a diverse set of options for the membership, these proposed changes include a mandate that the Nominating Committee include at least as many candidates for the number of seats plus two additional (n+2). There is also a provision for modification of the slate by a majority vote of the Board of Directors to act as a safeguard in case of an oversight by the Nominating Committee. Members still choose who wins these seats, but every name on the ballot will have been vetted for experience and strategic fit. These proposed changes are supported by the Nominating and Election Committees.

## **E. Bylaw Amendments IV - Omnibus**

Presenter: Damien Lehfelddt, on behalf of the Governance Task Force

Guests: Molly Hill, Kat Holmes OLY, Jackie Dubrovich OLY, Lauryn Deluca PLY, Jade Burroughs, Marie Donoghue

**Motion:** To publish to the USA Fencing membership for a 45 day comment period with the Board of Directors recommendation for approval additional proposed bylaw amendments attached not already approved or rejected by the Board of Directors as part of earlier motions of this meeting.

**Rationale:** The Governance Task Force reviewed the entirety of the bylaws for updates, alignment with NGB best practice, and opportunities for added flexibility, modernization, clarification, and simplification. All proposed bylaw changes have been reviewed by the USOPC and our legal team. Proposed changes include:

- Replacing references to the International Wheelchair and Amputee Sports Federation (“IWAS”) with Wordability Sport (“WAS”)
- Changing the window for eligibility of voters in elections from February 1st to sixty (60) days prior to when voting opens. This allows for flexibility in election dates and aligns with the most common window of eligibility across NGBs that hold direct elections. This change is supported by the Election Committee.
- Replacement of references to the USOPC SafeSport Code to just the Safe Sport Code as the Center for SafeSport is no longer a part of the USOPC

- Re-organized officers and non-voting members of the board under one section (Section 6) for simpler and clearer understanding
- Explicitly designated the Chair of the Board as the equivalent of President in the eyes of the FIE and WAS per preferred international terminology. This proposed change is supported by the International Relations Committee
- Added references to the USFF by-laws that declare the Chair, Treasurer, and CEO of USFA as non-voting members of the ir Board of Trustees
- Clarified that Treasurer, Parliamentarian, Secretary, and CEO are all advisory/ex officio members of the Board which guarantees access to meetings, in line with long-standing practice
- Mandated Background Check and Conflict of Interest form for all candidates for voting and non-voting positions of the Board per standard practice of other NGBs and to mitigate risk
- Amended Special Board Members' duties to include addressing strategic needs of the Board and remove a reference (from when it was called "Vice-Chair") to assisting the Chair in their role
- Set two (2) as the maximum number of Special Board Members to align Board size to industry best practices
- Clarified that there is no term limit for Secretary or Parliamentarian and that filling the role of Parliamentarian upon its vacancy is optional
- Added references to Resource Groups and Councils where appropriate, as many places just listed Committees and Task Forces.
- Added mandate that no voting Director may be an employee of the organization or have a contractual relationship with USFA unless reviewed and approved by the Ethics Committee with an exception for tournament staff. This is a codification of existing practice and precedence by the Ethics Committee.
- Cleaned up list of requirements for independence, including condensation and simplification. Per the suggestion of the USOPC, "fencing entity affiliated with USFA" was changed to be more broadly written as "sport family entity of fencing" and added a clause to allow the Nominating Committee wiggle room as there is a difference between being functionally and definitionally independent.
- Removed the mandate that any Amateur Fencing Organization give USFA a reciprocal seat as it is not compliant with legal and USOPC requirements
- Added a clause about the timeline for appointing Directors in case of vacancy as this was previously not explained
- Removed Transition section from last major by-law change now that this transition has already happened
- Removed outdated references to officers directly elected by the membership
- Updated removal clause to be compliant with Colorado state law, mandating that directors may only be removed by the group that elected or appointed them. Also noted that how a Director votes is not cause for removal or not being re-nominated unless it violates USA Fencing policy - this clause is common in many by-laws.

- Eliminated requirement for meetings of the membership as it has not been used in recent memory and no longer is functional in a modern organization of over 43,000 members
- Codified existence and role of Board and Staff Liaisons to committees
- Removed outdated clause that all Election Committee meetings being public. This proposed change is supported by the Election Committee
- Explicitly noted the existing optionality of Chairs for Resource Groups
- Explicitly noted the existing optionality of athletes on Councils
- Removed unnecessary secondary reference to the date of effect of the bylaws (it's already at the top of the bylaws)
- Clause allowing for a shorter membership review period for bylaw changes in case of an emergency need especially for legal compliance. This change was made per the advice of legal counsel. A need for a two-thirds (2/3) majority vote of the Board is included to ensure that this shorter window is only used in rare emergency cases
- Removal of outdated allowance for amendments by the membership petition. This aligns USA Fencing with 81% of NGBs that only allow amendments by the Board of Directors or an equivalent body
- Assorted typos and grammar changes, renumbering sections, etc.

## **F. Site Selection Policy**

Presenter: Damien Lehfeldt

Guest: Phil Andrews

**Motion:** To approve the amended site selection policy of USA Fencing.

**Rationale:** USA Fencing has taken the approach that events must be safe, secure and enjoyable for all USA Fencing members. This adjustment to the policy seems to simplify, clarify and optimize how USA Fencing approaches event awards. The DEIB Committee has seen the policy and approved its' content.

## **G. Red Flag Background Check Hearing Panel**

Presenter: Molly Hill

Guests: Jess Saxon, Phil Andrews

**Motion:** To appoint the following group of Board Members (to consist of one at-large board member, one Independent board member and one athlete) to hear background check appeals, per the Background Check Policy of USA Fencing - 3 voting members are required.

- Molly Hill (At-Large)
- Dr Scott Rodgers PLY (Athlete)
- Marie Donoghue (Independent)

Reserve: Andrea Pagnanelli (Independent), Jackie Dubrovich (Athlete), Andrey Geva (At-Large).

Such a group shall not apply when a hearing is held as part of a full USA Fencing Board meeting that has been duly scheduled for a reason other than such a hearing.

**Rationale:** In order to be more efficient with the majority of board member's time, and to allow USA Fencing to deal with appeals in an efficient manner, appointing a sub group allows for an expedited approach to hearing such appeals.

#### **H. National Anthem Policy**

Presenter: Damien Lehfelddt

**Motion:** Per the recommendation of the USA Fencing Tournament Committee, upon the request of the USA Fencing Board of Directors, to adopt the National Anthem Policy of USA Fencing in respect of National Events, as attached.

**Rationale:** The USA Fencing Board of Directors requested the USA Fencing Tournament Committee to work to devise an appropriate National Anthem policy for the organization, the result of that work is now before the board for approval.

#### **I. Enactment Date of Revised Transgender & Non-Binary Eligibility Policy**

Presenter: Maria Panyi

**Motion:** To enact at the start of the 2025-2026 season (1 August 2025), the updated USA Fencing Transgender and Non-Binary Eligibility Policy as stated in the USA Fencing Board Meeting of April 15, 2025, unless or until such time as alternative instruction is received from the IOC, USOPC, FIE, WAS, Federal Law or other jurisdiction with authority over USA Fencing.

**Rationale:** USA Fencing is currently facing a time of crisis which threatens to be costly to USA Fencing's financial, reputational and legal well-being as an organization. Enacting this motion aligns USA Fencing with the understood direction of the President of the IOC, as well as the US Federal Government with immediate effect rather than awaiting other instructions.

#### **VII. Adjourn to Executive Session (if required)**

#### **VIII. Executive Session (if required)**

#### **IX. Adjournment**