Board of Directors | Regular Meeting | June 9, 2026
Meeting Minutes

Location: Remote via Zoom

Present: Mike Choi (Chair), Sara Soto (Vice Chair), Meredith Alwine, Andy Coggins, Mario Dispenza, Elizabeth Grossman, Adam Kleinfeld, Morgan McCullough, John McGovern, Joe Triolo, Sean Waxman

Absent: None

Guests: Dan Schmidt (Fractional CFO service provider - departed 5:21 pm MT)

Staff Present: Matt Sicchio (CEO), JP Nicoletta (COO), Pedro Meloni (Dir. Events & Sponsorship)

1. **Call to Order.** MC called the meeting to order at 5:02 pm MT and determined that a quorum exists.

2. **Declarations of Conflicts of Interest.**
    a. Meredith Alwine: none on agenda
    b. Mike Choi: none on agenda
    c. Andy Coggins: none on agenda
    d. Mario Dispenza: none on agenda
    e. Elizabeth Grossman: none on agenda
    f. Adam Kleinfeld: none on agenda
    g. Morgan McCullough: none on agenda
    h. John McGovern: none on agenda
    i. Sara Soto: none on agenda
    j. Joe Triolo: none on agenda
    k. Sean Waxman: none on agenda

3. **Finance Report.** DS reviewed USAW financial activity through April 30, 2026. Highlights include YTD surplus, with full-year budget remaining on track. YTD revenue is $57k above budget. Legal fees are elevated but expected to return to on budget following insurance claim payment. Tavel expenses are tracking above budget, reflecting normal advance purchases and known cost inflation arising from geopolitical and macroeconomic factors. Balance sheet remains strong, net assets and long-term investments up $481.7k year-over-year. Revenue from National Championships week events forecasted $50k below budget.

4. **Approval of Minutes.** The March 26, 2026, and April 8, 2026, meeting minutes were presented for approval. MC motion “to approve the March 26, 2026, and April 8, 2026, USAW Board meeting minutes.” SS second. EG requested an edit to correct JM’s arrival time in the March meeting minutes. Motion carried with requested edit.

5. **Ethics Committee Appointment.** MS requested a vote to appoint Kim Hoover to fill an independent position on the USAW Ethics committee. He noted Hoover's appointment will bring the seated committee to three which will allow it to perform its duties while a search to fill the three remaining seats continues. MC Motion, "to approve Kim Hoover to the Ethics Committee." AC second. Motion carried.

6. **Board Conduct & Accountability Guidelines.** MC proposed an addition to the Board Conduct & Accountability Guide. MC motion "to adopt the *USA Weightlifting Board of Directors Conduct & Accountability Guidelines* (Document B), as a companion to *USA Weightlifting Board of Director Guidelines* (Document A)." SS second. Motion carried.

7. **New Business.** MD made a motion: "to change this Board's current policy of recording Board votes as a general statement of pass/fail by adopting a voting policy that records each Board member's vote by name in the minutes of the Board's meetings. I move to replace the existing policy and return to the Board's former policy of recording individual votes in the minutes of the Board's meetings, which was in place until April, 2024." MC seconded the motion. Motion did not carry.

8. **Executive Session.** MC motion to enter Executive Session, SS second. Motion carried. At 5:52 pm MT the BOD entered Executive Session to discuss the topics of national events, legal matters and BOD conduct. Upon motion duly made and seconded, the BOD exited Executive Session at 7:10 pm MT.

9. **Censures.** MC motion "that the board formally issue a public censure for Directors Sean Waxman and Mario Dispenza for conduct inconsistent with the expectations and obligations outlined in our governance standards and reflected in the matters addressed by the board this evening, and that this action be reflected in the meeting minutes." "The Board finds that the *Conduct & Accountability Guidelines* adopted this evening do not create new duties or standards of conduct but provide a framework for addressing conduct already governed by existing fiduciary duties, Board Guidelines, and USA Weightlifting governance requirements. The Board further finds that the censure action taken this evening is not retroactive discipline, but the application of a governance process to conduct that was already subject to existing Board expectations and obligations." AC second. Motion carried. Censure language is attached to these minutes below.

10. **CEO Report.** MS opened the floor to questions regarding his pre-meeting headline summary report of YTD USAW results under the four pillars of USAW's Strategic Plan: high performance excellence, participation and sport development, revenue generation and diversification, and organizational effectiveness. Highlights distributed to the BOD included updates on the new membership structure rollout (5/11/26), recently completed Masters Council election, ongoing responses to the USOPC's audit findings, planned opening for two HQ positions (Membership Services and Communications), changes to the 2027 national event schedule, a USA Weightlifting Foundation grant approval, progress with public relations and earned media efforts, second place finishes for both the men's and women's teams at Senior Pan Am Championships and a pending agreement with the U.S. Marine Corps to offer a USAW Tactical Essentials Course.

11. **Adjournment.** MC motion to adjourn. AC second. Meeting was adjourned at 7:17 pm MT.

PUBLIC CENSURE OF DIRECTORS SEAN WAXMAN AND MARIO DISPENZA

ACTION TAKEN BY THE USA WEIGHTLIFTING BOARD OF DIRECTORS | JUNE 9, 2026

WHEREAS, members of the Board of Directors of USA Weightlifting are expected to uphold the fiduciary duties, governance standards, and Board Guidelines applicable to directors of the organization, including the obligation to conduct disagreements regarding organizational matters through appropriate governance channels and in a manner that does not undermine the organization, its staff, or its operations;

WHEREAS, these obligations and expectations existed prior to and independent of the Board's adoption of the Conduct and Accountability Guidelines, which were adopted to clarify and organize existing governance expectations and escalation pathways available under the USA Weightlifting Bylaws, Board Guidelines, and related governance authorities;

WHEREAS, on or about April 20, 2026, Director Sean Waxman publicly posted commentary on social media concerning a decision of USA Weightlifting relating to the inclusion of the Mountain North WSO Championships within USA Weightlifting National Championships;

WHEREAS, Director Mario Dispenza publicly engaged with and amplified the content of that post through affirmative interaction on social media;

WHEREAS, the public nature and content of these communications were reported by staff to the Chief Executive Officer as undermining confidence in organizational operations, diminishing staff credibility, and creating concern regarding board support for staff execution of duly authorized organizational activities;

WHEREAS, the Board considered that this matter did not arise in isolation, but followed prior governance-related concerns involving public social media commentary regarding organizational matters, including prior instances in which informal intervention and requests for corrective action had occurred without sustained corrective conduct;

WHEREAS, attempts were made by board leadership and the Chief Executive Officer to communicate with Directors Sean Waxman and Mario Dispenza regarding the matter prior to formal Board consideration, and no corrective action or meaningful response was received;

WHEREAS, as of June 1, 2026, the referenced social media activity remained publicly visible and uncorrected;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of USA Weightlifting hereby formally censures Director Sean Waxman for conduct determined by the Board to be inconsistent with the fiduciary duties, professionalism, and governance standards applicable to directors of USA Weightlifting;
BE IT FURTHER RESOLVED, that the Board of Directors hereby formally censures Director Mario Dispenza for publicly supporting and amplifying conduct determined by the Board to be inconsistent with the fiduciary duties, professionalism, and governance standards applicable to directors of USA Weightlifting;

BE IT FURTHER RESOLVED, that this censure constitutes a formal reprimand of record and shall be entered into the official minutes of the Board of Directors;

BE IT FURTHER RESOLVED, that the Board reaffirms its expectation that directors address disagreements concerning organizational policy, operations, governance, and staff through established governance processes consistent with their fiduciary duties to the organization and its membership;

BE IT FURTHER RESOLVED, that continued or repeated conduct of a similar nature may warrant further review and escalation under the Board's Conduct and Accountability Guidelines, Administrative Grievance procedures, Ethics processes, or other applicable provisions of the USA Weightlifting Bylaws and governance policies.