



Jun 7 Scheduled USA Fencing Board Meeting

Minutes

USA Fencing (United States Fencing Association, Inc.)
6/7/2025 10:00 AMMDT

Attendance

Present:

Members: Phil Andrews (remote), Peter Barton (remote), Emily Bian (remote), Jade Burroughs (remote), Lauryn Deluca (remote), Jackie Dubrovich (remote), Andrey Geva (remote), Molly Hill (remote), Kat Holmes (remote), Selina Kaing (remote), Damien Lehfeldt (remote), Andrea Pagnanelli (remote), Maria Panyi (remote), Scott Rodgers (remote), Abdel Salem (remote), Jess Saxon (remote)

Guests: Tabitha Chamberlin

Absent:

Members: Marie Donoghue

I. Zoom Access Information

Zoom Link: <https://us02web.zoom.us/j/83306629685?pwd=KRmqWHoRN7qqmZKcWG3bqw8Km1c33t.1>

Password: 390067

II. Call to Order (Presenters: Damien Lehfeldt)

- Roll Call
- General Announcements
- Opening Remarks - Chair
- Moment of Remembrance
 - Rinaldo A. Campana Sr.
- Conflict of Interest Declaration
 - Mr. Lehfeldt declared a conflict of interest with respect to referee pay and highlighted the same on behalf of Dr. Salem OLY-EGY and Ms. Panyi, and highlighted a pre-disclosed Conflict of Interest for Dr. Scott Rodgers PLY in respect of the Para Fencing funding area of the budget.
 - Mr. Alperstein raised that according to Robert's Rules of Order, an individual may vote for budgets, a recusal is not therefore necessary.
 - Ms. Hill stated the Ethics Committee had advised to recuse.

III. CEO, Operations & Financial Reports (Presenters: Phil Andrews, Tabitha Chamberlin)

The CEO & Director of Finance gave a report to the Board that highlighted the current state of the organization, including the impacts on the organization of the House vs. NCAA report, highlighting macro environment uncertainty in respect of the coming financial year and highlighting strategic plan progress, increased membership renewals, webcasting, TV coverage developments and the overall financial health of the organization.

IV. Committee, Resource Groups, and Task Force Updates (as applicable) (Presenters: Damien Lehfeltdt)

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

Motion to Amend: To enter a revised Governance Task Force Report. Motion by Damien Lehfeltdt, Seconded by Molly Hill.

Result: Passed by voice vote.

Motion: To Accept the reports of USA Fencing Committees. Motion: Damien Lehfeltdt, Second: Molly Hill

Result: Passed by voice vote.

 [Paralympic RT Board Report 5.12.25.pdf*](#)

 [HoF Committee Report - May 2025.pdf*](#)

 [GTF Report for 6 7 25 Meeting.pdf*](#)

 [Report of the USA Fencing Budget Committee v2.pdf*](#)

 [6-7 Referees Commission BOD Report June 2025.pdf*](#)

 [6-7 Coaching Committee Report June BOD meeting.pdf*](#)

 [IRC BoD Update 2025-05v2.pdf*](#)

 [TC Meeting Minutes Board - May 2025.docx.pdf*](#)

 [6-7 Ethics Committee.pdf*](#)

 [6-7 Vet Chair Report 2025 - Revised.pdf*](#)

 [Draft Minutes - Apr 15.pdf*](#)

 [Draft Minutes - May 24.pdf*](#)

V. Consent Agenda (Presenters: Damien Lehfeltdt)

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.

Motion to Amend: To enter a revised Coaches Committee Charter (available on the Committees page of the USA Fencing website). Motion by Molly Hill, Seconded by Lauryn DeLuca PLY.

Result: Passed by voice vote.

Motion: To Approve the Consent Agenda. Motion: Damien Lehfeltdt, Second: Lauryn Deluca PLY

Result: Passed by voice vote, with one opposed.

 [USA Fencing 2025-26 Ops Plan.pdf*](#)

 [1Coaches Committee Charter REVISED.pdf*](#)

 [USA Fencing 2025-26 Ops Plan.pdf*](#)

 [1Financial Policies and Procedures. 2025.pdf*](#)

VI. New Business

- A. Budget Approval (Presenters: Damien Lehfeltdt, on recommendation of the Budget Committee, Guests: Emily Bian, Tabitha Chamberlin, Phil Andrews)

Motion A1: To approve the 2025-2026 Budget of USA Fencing, less the elements with respect to Referee Pay and Paralympic Athlete Funding.

Motion: Damien Lehfeltdt, Second: Maria Panyi

Result: Passed by Voice Vote.

Motion A2: To approve the 2025-2026 Budget of USA Fencing, with respect to Referee Pay. (Mr. Lehfeltdt, Dr. Salem OLY-EGY, Ms. Panyi & Ms. Hill have declared a conflict of interest).

Motion: Damien Lehfeltdt, Second: Abdel Salem OLY-EGY

Result: Passed by Voice Vote

Motion A3: To approve the 2025-2026 Budget of USA Fencing, with respect to Paralympic Athlete Funding. (Dr. Rodgers PLY has declared a conflict of interest).

Motion: Damien Lehfeltdt, Second: Lauryn Deluca PLY

Result: Passed by Voice Vote

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.

 [Report of the USA Fencing Budget Committee v2.pdf*](#)

 [Budget 25-26 for board approval .xlsx*](#)

 [USFA Budget Narrative 25-26.pdf*](#)

- B. Proposal for Bylaw Amendment I - Board Chair (Presenters: Damien Lehfeltdt, 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 with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) 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. The Chair of the Board of Directors shall be elected from among the voting members 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 a 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 a 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 a 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 a 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.

Motion: Damien Lehfeltdt, Second: Kat Holmes OLY

Result: Passed by Voice Vote.

 [GTF Bylaw Proposed Amendments.pdf*](#)

- C. Proposal for Bylaw Amendment II - Board Composition (Presenters: Damien Lehfeltdt, 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 with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) 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: “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 two (2) 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.

Motion: Damien Lehfeltdt, Second: Jade Burroughs.

Result: Motion to lay the motion on the table until such time as the Governance Task Force can discuss further with appropriate stakeholders, to include membership and volunteer leaders in our community.

Motion to Lay on the Table: Lauryn Deluca PLY, Second: Jackie Dubrovich OLY

Result: Motion Tabled, motion approved by voice vote, with one abstention.

Ms. Panyi left the meeting after this motion.

Mr. Barton joined the meeting after this motion.

 [GTF Bylaw Proposed Amendments.pdf*](#)

- D. Bylaw Amendments III - Petitions (Presenters: Damien Lehfeltdt, 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 with red strikethroughs and green annotations as part of a full draft of the proposed bylaw amendments in the appendices) 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
- Removed 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 Committee.

Motion: Damien Lehfeltdt. Second: Molly Hill

Motion to Amend: Molly Hill, Second: Damien Lehfeltdt.

After further discussion the Governance Task Force has modified its proposal to maintain the petition process as it currently stands but to change the requirements to ensure that petitioned candidates have the broad support of the membership while maintaining a safeguard for the membership to use in case of an error or oversight of the Nominating Committee. To determine the threshold of 6% of members, the election results from the last election were analyzed. Maria Panyi received the most first-place votes with about 539 which is how 6% was selected. It is an achievable number that allows for an underdog candidate to collect signatures while ensuring that the candidate truly represents a significant portion of the membership.

Motion to Amend Result: Passes by Roll Call Vote, with two opposed.

Motion, as Amended, Result: Passes by Roll Call Vote, with two opposed.

 [GTF Bylaw Proposed Amendments.pdf](#)*

- E. Bylaw Amendments IV - Omnibus (Presenters: Damien Lehfeltdt, 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 in the appendices not already approved or rejected by the Board of Directors as part of motions considered earlier in this Agenda.

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.
- 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.
- 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 40,000 members
- Codified existence and role of Board and Staff Liaisons to committees
- Removed outdated clause that all Election Committee meetings being public.
- 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.

Motion: Damien Lehfeldt, Second: Molly Hill.

Motion to Amend: Molly Hill, Second: Kat Holmes OLY

To remove redundant the annual membership meeting mention (Section 6.1), add notice to membership to the bylaws, written or verbal (Section 7.10), keeping election meetings public Annual Membership Meeting - remove mention of it in 6.1c, Keep Election committee meetings public (section 9.7), Added operational and financial updates to membership meetings in section 7.10(11): "Regular Meeting Agendas. Not less than five days prior to any Regular Meeting of the Board of Directors, there shall be delivered to each Director, officer, and the Parliamentarian an agenda of matters proposed to be considered at such meeting. A Director may propose motions not on the agenda at the Annual Meeting, but business not mentioned in the agenda may not be acted on at a Scheduled Meeting unless a majority of the members of the Board of Directors then in office vote to consider the matter. There shall be updates presented at each Regular Meeting regarding operations and finances (either written or verbal), and the Chair may also provide an update."

Motion to Amend Result: Passed by Voice Vote, with two abstentions.

Motion, as Amended, Result: Passed by Voice Vote, with two abstentions.

 [GTF Bylaw Proposed Amendments.pdf*](#)

F. Site Selection Policy (Presenters: Damien Lehfeldt, Guests: 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.

Motion: Damien Lehfeldt, **Second:** Scott Rodgers PLY

Result: Passes by Voice Vote

 [6-7 USA Fencing Event Site Selection .pdf*](#)

G. Red Flag Background Check Hearing Panel (Presenters: 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). Appeals will be scheduled with the above members in mind. However the rest of the Board of Directors will receive the meeting invitation and may attend if desired and vote if they are a voting member of the Board, but will not be obligated to attend nor will it count towards their meeting attendance requirements.

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, by scheduling with fewer people, allows for an expedited approach to hearing such appeals.

Motion: Molly Hill, Second: Damien Lehfeltdt.

Result: Passes by Voice Vote

H. National Anthem Policy (Presenters: Damien Lehfeltdt)

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.

Motion: Damien Lehfeltdt, Second: Kat Holmes OLY

Result: Passed by Voice Vote.



[USA Fencing National Anthem Policy.docx.pdf*](#)

VII. Executive Session

Motion to Enter Executive Session: Damien Lehfeltdt, Second: Molly Hill.

Result: Passed by voice Vote.

Summary of Executive Session:

The Board of Directors heard a red flag background check hearing panel, and discussed 3rd party external support in respect of alleged Board Conduct and Communications issues.

VIII. Adjournment

Motion to Adjourn from Executive Session and Adjourn the Meeting: Damien Lehfeltdt, Second: Kat Holmes OLY

Result: Passed by voice vote, meeting adjourned.

*[Board Book](#)