



## Summer Board Meeting - Milwaukee, WI

USA Fencing (United States Fencing Association, Inc.)

Sunday, June 29, 2025 at 5:00 PM MDT to Sunday, June 29, 2025 at 6:00 PM MDT

Baird Center, 400 W Wisconsin Ave, Milwaukee, WI 53203

## Agenda

### I. Zoom Access Information

Zoom Link:

<https://us02web.zoom.us/j/82147761256?pwd=ppyohmRMDRTlBqkbW67zl2T4tsfMo.1>

Password: 876443

In Person Room: 203A

### II. Call to Order

Presenter: Damien Lehfeltd

- Roll Call
- General Announcements
- Opening Remarks – Chair
- Moment of Remembrance (if applicable)
- Conflict of Interest Declaration

### III. CEO, Operations & Finance Update

Presenter: Phil Andrews, Tabitha Chamberlin

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

Presenter: Damien Lehfeltd

- Election Committee

### V. Consent Agenda

Presenter: Damien Lehfeltd

1. Approval of the minutes from the June 7, 2025 Board of Directors Meetings.
2. **Motion:** To adopt and implement for USA Fencing the “USA Fencing Policy for Dealing With Inactive and Non-Functional Divisions” developed by the Division Resource Group and attached to this Agenda.
3. **Motion:** To adopt for USA Fencing and incorporate into the Rules of Competition the following change to T.56.11 as per the recommendation of the Referee Commission.

## VI. Old Business

### A. Bylaw Amendment Publication - Board Composition

Presenter: Damien Lehfeldt

**Tabled Motion:** To approve for publication to the membership for a 45 day comment period, 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.

## **VII. New Business**

### **A. President to Chair Transition**

Presenter: Abdel Salem

**Motion:** That USA Fencing issue an acknowledgement that the transition from President to Board Chair, as necessitated by the newly passed Bylaw position, was mishandled and caused confusion to the membership and distress to Mr. Peter Burchard acting President.

**Rationale:** This will help to clarify and increase the Board transparency to the membership regarding the processes of the Board of Directors. The acting chair at the time, David Arias, has publicly made a similar statement, in a video meeting

[https://www.youtube.com/watch?v=zYK\\_nbj2Eyg](https://www.youtube.com/watch?v=zYK_nbj2Eyg)

### **B. Conflict of Interest**

Presenter: Abdel Salem

**Motion:** Any person that the ethics committee determines has a moderate conflict level should not serve in any position of leadership within the USA Fencing organization, until such time as the conflict is removed or lowered to “No Conflict”.

**Rationale:** During the review process the main factor the Ethics Committee looked at was whether an individual was in a position in which they could have direct financial gain or some sort of personal benefit from USA Fencing. The committee Found few members that hold leadership positions have clear conflicts of interest.

If the committee found any levels of conflict, the members with any level of conflict should not be allowed to hold leadership positions. If we are doing this conflict check, then it must be meaningful, otherwise it would become another PR gesture that will lead to more membership distrust in our process.

## **VIII. Good & Welfare**

### **A. Next Meeting: 2 August, 2025 via Zoom.**

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

**X. Executive Session (if require)**

**XI. Adjourn**