

**Agenda**  
**Special Meeting of the**  
**USA Fencing Board of Directors**  
**April 18, 2017**  
**8:00 PM EDT via Teleconference**

**Present:** Donald Alperstein, Don Anthony, David Arias, Raquel Brown, Sam Cheris, Diana Hoadley, Alan Kidd, Lorrie Marcil-Holmes, Cody Mattern, Jeff Salmon, Laurie Schiller, Adam Watson

**Absent:** Daria Schneider

**Guests:** Peter Barton, Kris Ekeren, Doug Hayler, Nicole Jomantas, Grant Jones, Melissa Jones, Bill Korbus, Jim Neale

**I. General Information and Organizational Items**

Remarks – Donald Anthony, President (**Appendix A**)

Mr. Schiller: What is the status of the meeting date for Summer Nationals?

Mr. Anthony: It looks like June 30<sup>th</sup> will work, but waiting on some more responses to doodle poll. Please respond if you have not already done so.

**II. Consent Agenda Items (Don Anthony)**

1. To approve the minutes of the February 21 and March 20, 2017 meetings
2. To approve the financial reports for January and February 2017
3. To accept the RC Ombudsman Report

Second Mr. Kidd. Motion passed.

**III. Executive Director's Report (Appendix B)**

Mr. Schiller: We seem to be well behind on our membership numbers again. Do we think that we are going to pick up?

Mr. Hayler: No we do not anticipate that we will make up the deficit. Our membership numbers

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are higher than last year with 3% growth but were too aggressive in the growth projection with the budget. The adjustments we made in December are in line with where we are now.

Mr. Alperstein: What budget adjustments were made to cover the overstated budget goals for membership?

Mr. Hayler: We went through and did a review of the entire budget and found \$108K in adjustments across the organization. The cuts did not come from one department or area. We have not cut any specific programs, we saved in personnel and were able to save on some expenses. The impact was minimal.

Mr. Alperstein: If the board approves the budget, shouldn't the board approve the cuts?

Mr. Anthony: If the office was asking for a budget variance then it would require board approval. If the office is able to make adjustments to the working budget without impacting any program areas but keep the bottom line at what was approved, no board approval is required.

#### **IV. Finance Update (Doug Hayler)**

Membership services total net income is currently \$94K behind budget. Since our December review, membership revenue has held at this level so the adjustments that were made have been more in line with current activity and prior year actual information. We are hoping that this will continue.

National events total net income is currently \$53K ahead of budget. Event revenues are performing better than budgeted but expenses are also coming in higher than budgeted. The increase in revenue is greater than the increase in expenses so our total net income remains positive.

All other departments are tracking close to budget.

Overall YTD net income is \$1,100K versus a budget of \$1,070 giving us a positive variance of \$30K. We believe we are still on track to meet our budgeted goal of \$250K net income for the 2016-17 fiscal year.

Cash + Receivables exceeds our payables by approximately \$1,875K.

#### **V. Committee Working Group Update (Lorrie Marcil Holmes and Kris Ekeren)**

Ms. Ekeren provided an oral update on the working group with a memo coming to the board on the recommended committee structure for 2017-18 soon.

Ms. Holmes would like to ask that the board encourage members to serve on these committees and take the opportunity to apply and become more involved.

#### **VI. International Championship Exploration Task Force Update (Kris Ekeren)**

Ms. Ekeren provided an oral update on the ICE task force. The biggest portion of the work that needs to be completed is getting information from potential cities on how much support they can provide. Columbus, Tulsa, Oklahoma City and Houston have expressed an interest. The city support will help determine if hosting a Junior/Cadet World Championship event is recommended.

## **VII. Legal Update (Jim Neale)**

There is nothing of note to report that is not privileged or that will not be covered in executive session.

## **VIII. Safe Sport Bylaw Change Update (Jim Neale)**

The proposed bylaw change will be ready for the board to review soon and hopefully approve at the summer meeting.

## **IX. Old Business (none)**

## **X. New Business**

**Proposed Resolution: (Adam Watson)** WHEREAS it is or may become important for members of the Corporation's Board of Directors, Committees, Task Forces and National Office to be aware of potential conflicts of interests in connection with actions to be considered and/or taken by those bodies, it is hereby RESOLVED as follows:

1. Each Conflict of Interest Form ("COIF") submitted to the Corporation by any person shall be available for review as follows:
  - (a) All COIFs shall be available for review by each of: (i) each Officer and member of the Board, (ii) each member of the Ethics Committee, (iii) the Corporation's General Counsel and such other Legal Resource Group members as the General Counsel shall designate, and (iv) the Corporation's Executive Director and such other National Office personnel as the Executive Director shall designate;
  - (b) Each COIF submitted by any member of a Committee or Task Force shall be available for review by each member of that Committee or Task Force;
  - (c) Each COIF submitted by any prospective candidate for any volunteer, consulting or paid position with the Corporation shall be available for review by each member of any Committee charged with nominating candidates for that position.
2. Persons reviewing COIF forms as provided for above shall keep them in confidence and shall not disclose their contents, except (a) to other

persons authorized to review them, (b) as reasonably necessary during meetings or other proceedings of the Board or Ethics Committee, or of the relevant Committee or Task Force, or (c) as the Board or Ethics Committee shall, by a vote of its members conducted in accordance with the Bylaws, direct.

3. Notwithstanding Paragraph 2(b) above, persons submitting COIF forms may request that specified portions thereof constituting sensitive personal, financial, or commercial information not be disclosed during open sessions of meetings of the Board. In that event, unless the Ethics Committee or Board shall determine otherwise, Board and Committee meetings concerning those specified COIF portions shall be conducted in executive session. In the event of conflicts in this regard between determinations of the Ethics Committee and Board, the Board's determinations shall control.

Second Mr. Alperstein. Motion passed.

**Motion: (Mr. Anthony)** To appoint Peter Barton the Legal Resource Team.

Second Mr. Schiller. Motion passed.

**XI. Discussion and Nomination of board member to serve on the Referees' Commission Nominating Committee (Don Anthony)**

Please send Don an email if you are interested in serving on the RC Nominating Committee.

**Motion: (Mr. Anthony)** To recess to executive session.

Second Mr. Alperstein. No objection was heard.

**XII. Executive Session**

**Present:** Donald Alperstein, Don Anthony, David Arias, Raquel Brown, Sam Cheris, Diana Hoadley, Lorrie Marcil-Holmes, Cody Mattern, Jeff Salmon, Laurie Schiller, Adam Watson

**Absent:** Alan Kidd, Daria Schneider

**Guests:** Kris Ekeren, Melissa Jones, Jim Neale, Suzie Riewald

**Summary of Actions Taken during Executive Session**

The board received an update on IT and sponsorship items.

The board voted not to convene a disciplinary panel in response to a complaint, but will have Mr. Cheris and Mr. Neale meet with both parties about their behavior.

The board voted to deny an appeal on a membership suspension.

The board voted to add a new disciplinary case to a current panel. If the chair of the disciplinary panel feels that a separate panel is necessary, one will be requested.

The board voted to accept the recommendation of a disciplinary panel.

### **XIII. Adjournment**

**Motion: (Mr. Schiller)** To adjourn.

Second Ms. Brown. Motion passed.

## Appendix A

### USA FENCING BOD MEETING REMARKS

- We are moving forward with the Nominating Process for the Referee Development Position to be filled this summer and I am glad that we are continuing our progress in this area
- The Long Beach GP went well overall. There were a number of challenges faced including a power outage during the semi-finals. The event was very successful from an athlete performance perspective with nine men and seven women making the top 64, two men and three women in the final 8, and a Silver Medal for Alexander Massialas and a Gold for Lee Kiefer making them both #1 in the World.
- The event looked great on television and the post event produced one hour show will air on Universal HD tomorrow evening.
- We continue to get more visibility for our sport on TV with the ACC Fencing Championships and the NCCA Championships airing on ESPN and the ACC Network. We look forward to continuing to strengthen our relationship with the NCAA to grow our sport at the collegiate level.
- We had a very successful Cadet and Jr. World Championships in Plovdiv, Bulgaria finishing 3rd on the overall medal count and delivering one of the most exciting matches of the event in the Jr. Men's Foil team event for the Gold medal against Japan resulting in our only Gold medal with a 45-44 come from behind finish by Geoffrey Tourette.
- I want to thank all of the athletes, coaches, cadre, parents and National Office for all of the work they do and the leadership of Sam Cheris, Wes Glon, Jennifer Yamin, Jennifer Gallagher and our amazing Armorers Peter Rosen and Michael Mergens and Medical staff Giuseppe Giovatto and Annie Babikian.
- I also want to congratulate Mariel Zagunis on her Bronze Medal at the first event she competed in since Rio. I look forward to more great performances at the NAC and Div 1 National Championships in Baltimore this weekend.
- Finally - I would like to welcome our new staff members Bill Korbus and Sam Callan. I look forward to working with them both.

## Appendix B



To: USA Fencing Board of Directors

From: Kris Ekeren, Executive Director

Date: April 12, 2017

Subject: Executive Director's Report

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Please see the updates on the progress made on USA Fencing's identified business objectives.

### **Optimize Leadership/Operational Effectiveness**

The Committee Working Group (David Blake, Kris Ekeren and Lorrie Marcil Holmes) have reviewed the structure for the 2017-18 committees and resource teams. The online volunteer application will be available the week of April 24<sup>th</sup> with a deadline of June 9, 2017. Initial review of applications will occur at the Summer Nationals board meeting.

### **Achieve /Maintain Financial Solvency, Stability & Sustainability**

We are on target to meet our 2016-17 budget goal of \$250,000. The National Office has received final notice of our 2017 USOC allocation and we're pleased that we will receive the same level of support as we did in 2016.

### **Generate Sustainable Revenue from Internal and External Sources**

Welcome to Bill Korbus, our new Director of Marketing. Bill has been on the USA Fencing Team for a month. He is becoming familiar with the organization as well as establishing relationships with existing sponsors and other supporters. Bill will be in Baltimore to attend his first national event and will be meeting with several individuals.

Grant Jones continues to make progress on the development front and is focused on meeting our fundraising goals for 2016-17, including a push for additional Weapon Specific Endowments around the 2017 Senior World Championships in July.

### **Optimize Qualification and Tournament Process**

The Tournament Summit Team has begun meeting with the goal of reviewing tournament operations and making recommendations for 2018-20, while looking towards the 2020-24 quad. The discussion to date has focused on three areas: reviewing the points system/strength factor, the event pyramid and branding and presentation plans. The International Championships Exploration (ICE) task force met after the February board meeting and will be make a final recommendation to the Board of Directors at the Summer Nationals meeting. Christy Simmons has spoken with several cities that may be willing to provide support to host the event.

### **Grow and Promote the Sport of Fencing**

Membership growth remains steady at 3 % for the 2016-17 membership year. Significant time will be spent on increasing the number of high schools clubs and individuals fencers that are participating with USA Fencing. Interest in the All Academic and the new High School All American program remains high. Bob also attended the Collegiate Fencing Championships to

network with clubs and officials at the event.

### **Improve Sports Performance and Development**

Congratulations to all of our athletes, coaches and cadre that were involved in Junior and Cadet World Championships as Team USA turned in another great performance with a total of 11 medals.

I want to welcome Sam Callan, our senior manager of coaching education. Sam has hit the ground running, attending a USFCA training in his first week. Sam will also be in Baltimore to meet with coaches at the event. He will also serve as the staff liaison for the Referees' Commission. One of his initial projects will be creating the American Development Model with assistance from the Sport Development Resource Team.

### **Transform Culture of Fencing Leadership and Governance**

The group that volunteered to review this business objective will be meeting prior to the Summer Nationals board meeting to provide additional context. Thanks to Lorrie Marcil Holmes, Cody Mattern, Kate Reisinger and Daria Schneider for assisting with this project. On behalf of the National Office, I want to take a moment to thank all of our volunteers as we approach National Volunteer Week. We appreciate all you do to make USA Fencing a great and successful organization and it is an honor and pleasure to work with all of you.

### **Refine Organizational Structure of Fencing in the US**

The Divisions Resource Team continues to meet to discuss best practices of divisions and how we can support grassroots fencing. The team also addresses any challenges that may come up on the division level.

Finally, I want to thank the staff that have worked long hours during the transition to the new membership platform. As anticipated, there have been some issues; however, we are quickly addressing the problems and are confident that the change to the new database is a positive step forward for USA Fencing.