

# Board Meeting – Draft Minutes

## Scheduled Meeting

## USA Fencing Board of Directors

Saturday, February 17<sup>th</sup>, 2024 at 6:00PM (ET)– Charlotte, NC Room 219D and Zoom

### I. Call to Order

**Present:** David Arias, Donald Alperstein, Emily Bian, Ben Bratton, Peter Burchard, Lauryn DeLuca (dropped after Motion 1), Kat Holmes, Darryl Jacobs, Mike Joo, Selina Kaing, Damien Lehfeldt, Nzingha Prescod, Abdel Salem, Peter Barton, and Molly Hill (joining at Motion 2).

**Absent:** Amanda Nguyen and Aimee Rice

**USA Fencing Staff:** Phil Andrews, Tabitha Chamberlin, Glen Hollingsworth, Brad Suchorski, and Christina Pachuta.

**Motion to Amend the Agenda (Mr. Burchard):** Motion to amend the agenda to add a new motion stated as follows:

To direct the nominating committee to provide clear weighted criteria for selecting candidates for the Board-appointed vacant At-Large Director seat and nominate the top 3 candidates with the highest ranking based on the same weighted criteria or, alternatively, to include all eligible candidates on the ballot in the coming general election to fill the vacant seat.

**Second:** Abdel Salem

**Result:** Defeated by roll call vote 2-7

### II. CEO, Operations & Financial Update (Mr. Andrews and Ms. Chamberlin)

### III. Committee, Resource Groups, and Task Force Updates (Mr. Arias)

- a. Marketing and Communications Resource Group ([Appendix A](#))
- b. Tournament Committee ([Appendix B](#))
- c. International Relations Committee ([Appendix C](#))
- d. Division Resource Team ([Appendix D](#))
- e. Paralympic Development Resource Group ([Appendix E](#))
- f. Referee Commission ([Appendix F](#))
- g. Youth Development Resource Group ([Appendix G](#))
- h. Nominating Committee ([Appendix O](#))

**Motion to Accept Reports (Mr. Arias)**

**Second:** Kat Holmes

**Result:** Passed by voice vote

**IV. Consent Agenda (Mr. Arias)**

- a. Clerical and Legal Updates to the US Fencing Foundation Articles of Incorporation, previously approved by the USA Fencing Board of Directors, attached as [Appendix H](#).
- b. Clerical and Legal Updates to the US Fencing Foundation Bylaws, previously approved by the USA Fencing Board of Directors, attached as [Appendix I](#).
- c. Clerical update to USA Fencing Amended and Restated Bylaws Section 7.6.c to align with Section 7.21, attached as [Appendix J](#).
- d. To approve the minutes of the December 22, 2023 Emergency Board Meeting ([Appendix K](#)).
- e. To approve the minutes of the December 16, 2023 Special Meeting of the Board ([Appendix L](#)).
- f. To approve a change in the timing of the CEO salary review to align with USA Fencing's fiscal year ([Appendix M](#)).

**Second:** Darryl Jacobs

**Result:** Passed by voice vote

**V. New Business**

*Appointment of At-Large Board Member*

**MOTION 1 (Mr. Arias):** To, by secret ballot vote of the Board, appoint one of following three (3) individuals, recommended by the USA Fencing Nominating Committee, to the balance of the vacant At-Large Board Seat for the balance of the vacated term to August 31, 2026 per 7.6 of the USA Fencing Bylaws.

In Alphabetical order by surname:

Donald Alperstein  
Molly Hill  
Selina Kaing.

Board Applications for all 3 individuals are attached as [Appendix N](#), and the report of the USA Fencing Nominating Committee is attached as [Appendix O](#).

Board members will vote via email to the Parliamentarian and Secretary; who will coordinate the results and report to the Board the result.

**Rationale:** USA Fencing's bylaws in section 7.6 call for the USA Fencing Board of Directors to appoint an individual to serve the balance of the vacated seat in the event of the resignation of an At-Large Director. USA Fencing asked its' Nominating Committee to put forward candidates for the same, and today USA Fencing's Board of Directors will complete the process.

**Second:** Kat Holmes

**Result:** Passed by voice vote with 1 opposition

**Results of Secret Ballot Vote:** Molly Hill – 4, Selina Kaing – 3, Donald Alperstein - 2

### *Bylaws*

**MOTION 2 (Mr. Arias):** To approve the bylaw changes proposed at the December meeting, following the comment period set by the amendment clause of the bylaws.

**Rationale:** Per the previous vote of the Board to amend the USA Fencing bylaws on the recommendation of the Referee Commission to create a further Vice Chair position to more effectively deliver the mission of the Referee Commission. A full list of changes is attached as [Appendix P](#).

**Second:** Damien Lehfeltdt

**Result:** Passed by voice vote

**MOTION 3 (Mr. Arias):** To recognize the United States Association of Collegiate Fencing Clubs as an autonomous sanctioned organizational member of USA Fencing, subject to a vote of the USACFC membership.

**Rationale:** USA Fencing seeks to deepen its' relationship with college-age Fencers both inside and outside of NCAA programs; in addition; USA Fencing has worked with USACFC's leadership to arrive at a mutually agreeable way to integrate Collegiate fencing into USA Fencing's sanctioned events and membership. USA Fencing wishes to provide a pathway for Fencers who find the sport in college to continue to participate, earn ratings, facilitate referee recruitment and ultimately a "Life enriched by Fencing".

**Second:** Molly Hill

**Result:** Passed by voice vote

## **VI. Good and Welfare**

Next meeting of the Board of Directors has been rescheduled to Saturday, May 18<sup>th</sup> via zoom at 10am MT.

**Motion to Adjourn to Executive Session (Mr. Arias)**

**Second:** Damien Lehfeldt

**Result:** Passed by voice vote

**Reporting Dates of Committees & Resource Teams**

<b>Committee/RT</b>	<b>Date of Last Report</b>	<b>Report This Meeting</b>	<b>Board Liaison</b>
Referee Comm.	12/16/23	Yes	(Temp) David Arias
Hall of Fame Comm.	12/16/23	No	Peter Burchard
Audit Comm.		No	Aimee Rice
Budget Comm.	6/10/23	No	Emily Bian
Election Comm.	9/10/23	No	Darryl Jacobs
Nominating Comm.	2/17/2024	Yes	Amanda Nguyen
DEIB Comm.		No	Darryl Jacobs
IR Comm.	12/16/23	Yes	(Temp) David Arias
SEMI Comm USA	10/22/22	No	Damien Lehfeldt
Tournament Comm	7/4/23	Yes	Peter Burchard
Veterans Comm.	7/4/23	No	Abdel Salem
Club and Member RG		No	David Arias
Division RG	12/16/23	Yes	David Arias
Mar/Comm RG	2/17/24	Yes	Darryl Jacobs
Parafencing RG	12/16/23	Yes	Lauryn Deluca
FenceSafe RG		No	Nzingha Prescod
Sports Medicine RG		No	Kat Holmes
Youth Development RG	12/16/23	No	(Temp) David Arias
Sports Performance RG		No	Kat Holmes
Coaching Advisory RG	12/16/23	No	Ben Bratton
Data Science RG	12/16/23	No	Kat Holmes