

# Board Meeting Agenda Special Meeting USA Fencing Board of Directors

March 9, 2023 at 5:00pm MST via Videoconference

Zoom Link: <https://us02web.zoom.us/j/86485515832?pwd=VDRJU05rUUFIOTlybitWbleE2eGJzUT09>

Passcode: 177802

## **I. Call to Order**

Roll Call

General Announcement

Opening Remarks – David Arias, Chair

Conflict of Interest announcements for this agenda

Memorial – Stephen Bratsko

## **II. Consent Agenda Items (Mr. Arias)**

- a. To approve the minutes from the February 16, 2023 meeting attached as Appendix A.
- b. To approve the record of the February 23, 2023 eVote attached as Appendix B.

## **III. CEO, Operations & Financial Update (Mr. Andrews, Ms. Chamberlin)**

## **IV. Committee, Resource Teams & AC Updates (as applicable)**

## **V. Unfinished Business**

*CEO & Staff Leadership Succession*

**MOTION 1 (Mr. Arias):** To approve the CEO & Staff Leadership succession plan of USA Fencing, as Appendix C.

**Rationale:** Similarly, USA Fencing needs a succession plan for staff leadership to ensure business continuity and the continued evolution of USA Fencing, this formalizes the guidebook and road map for both.

*Deputized Chair in the event of non-Availability*

**MOTION 2 (Mr. Arias):** To approve Mr. Donald Alperstein to operate in the stead of the Chair in the event of the unavailability of the Chair until such time as Mr. Donald Alperstein or the current Chair change in their role.

**Rationale:** As a matter of good governance practice, and practicality, it is sensible for USA Fencing to officially appoint a similarly eligible and qualified individual to step into the role of Chair in the event of unavailability of the Chair. It should be clear that this motion does not, specifically, seek to create a succession plan nor to appoint a vice chair as such, but does provide for an individual the organization may turn to in the event of the Chair's unavailability.

#### *Hall of Fame Criteria Adjustments.*

**MOTION 3 (Mr. Arias):** To approve, in line with the recommendations of the Hall of Fame Committee, a revised approach to access to the Hall of Fame as set forth in Appendix D using objective measures to be selected to the Hall of Fame.

**Rationale:** The Hall of Fame Committee, upon recommendation of the National Office, have revised the Hall of Fame criteria to consider objective criteria for selection as detailed in the appendix. In doing so, the Hall of Fame process becomes more transparent to membership and selection to the Hall, while considering the input of membership is directly linked to the actions of an individual.

#### *Hall of Fame Removal Policy*

**MOTION 4 (Mr. Arias):** To be removed from the USA Fencing Hall of Fame, an individual shall be referred to the Board of Directors by the Hall of Fame Committee, or alternatively be referred by the Board of Directors own action and shall be removed only upon a two-thirds vote of Directors present at the meeting where the motion is considered. Further, a period of 6-month ineligibility or more implemented on an individual by the US Center for SafeSport, US Anti-Doping Agency, USOPC, FIE, IWAS or USA Fencing shall result in automatic removal from the Hall of Fame.

**Rationale:** In extreme circumstances, issues may come to light, for example the permanent ineligibility to participate of an individual who has been previously admitted to the USA Fencing Hall of Fame. In such circumstances, USA Fencing requires a route to remove individuals, this motion formalizes the process to do so. It ought to be noted the Hall of Fame Committee does not wish to have the power to remove from the Hall of Fame, but in extreme circumstances the organization must have a way to remove such individuals from the Hall of Fame.

#### *Committee Reports Requirements*

**MOTION 5 (Mr. Salem):** That each committee should submit a report, at least once every three months. This report should describe the committee's activities, feedback, and recommendations to the Board.

**Rationale:** It is important for the Board to be informed and support the various committees' activities.

*Move of Primary Financial Institution*

**MOTION 6 (Mr. Arias)** To authorize the move of USA Fencing and the US Fencing Foundation's primary financial institution from First Interstate Bank to Community Banks of Colorado, with no effect on USA Fencing's other banking relationships.

**Rationale:** Since the merger of USA Fencing's bank of choice into the First Interstate Bank system, the operational ability to carry out the functions of USA Fencing has become remarkably challenging, including the provision of credit card facilities through said bank as well as the online operating system for the bank. A number of small community sized banks were considered in the choice of Community Banks of Colorado. It should be noted that the CEO has declared his personal friendship with senior leadership at this particular bank and recused himself from the choice made.

**VI. New Business**

*Seating of the Grievance & Discipline Committee*

**MOTION 7 (Mr. Arias):** To appoint the following individuals to the Grievance and Discipline Committee, whose biographies are attached as Appendix E. The Athlete Commission will name the two athlete representatives:

Mark House (Phoenix, AZ – Independent) - Chair  
Charles Simon (New York City, NY – Independent)  
David Eldridge (Springfield IL)  
Ken Gauvey (Baltimore MD)

Board Liaison: Darryl Jacobs (Independent)

For reference, the Athlete Council have duly appointed Ellen Geddes PLY (Aiken, SC) and Daria Schneider (Boston, MA) to the Committee.

**Rationale:** Having approved the Grievance and Discipline Committee in the Board's last meeting, and approved the accompanying procedures, it now falls to the Board to populate the Committee. The Committee is populated with a mix of Independent individuals completely from outside of the sport of Fencing, and some who are within the sport to provide independent oversight while also including the knowledge of the sport. In addition, the said approval included the right of the board to appoint a Chair, which is put forth here.

### *Conflict of Interest Policy*

**MOTION 8 (Mr. Arias):** To approve the updated Conflict of Interest Policy of USA Fencing, attached as Appendix F.

**Rationale:** These modifications to the existing USA Fencing Conflict of Interest Policy update the policy to today's operational practices and additionally satisfies various USOPC audit requirements.

### *Whistleblower Policy*

**MOTION 9 (Mr. Arias):** To approve the Whistleblower Policy of USA Fencing, attached as Appendix G.

**Rationale:** Formal adoption of a Whistleblower policy formalizes methodology for individuals to come forward with information pertinent to the effective and ethical operation of USA Fencing, and in addition satisfies USOPC audit requirements.

### *Policy on Russian and Belorussian Participation*

**MOTION 10 (Mr. Burchard):** That the policy regarding the participation of citizens of Russia and Belarus adopted at the 2022 Annual Meeting of the Board of Directors be amended to read in its entirety as follows, with proposed omissions ~~stricken~~ and proposed additions set forth in **red font**:

Russian and Belorussian nationals are not allowed to ~~compete~~**participate** in USA Fencing competitions **or other functions** unless:

- They display no physical manifestation of Russian or Belorussian affiliation within the venue, including but not limited to uniforms, warm-ups, equipment bags, or accessories; and
- **Either:**
  1. For the previous three years, they have not held an FIE license indicating Russian or Belorussian sport nationality, unless they have officially been approved for a change of sport nationality from the FIE;  
**or**
  2. For the previous one year they have not competed in USA Fencing competitions or functions and have renounced their support for the Russian invasion of Ukraine by executing a declaration to the following effect:

I, \_\_\_\_\_, a citizen of \_\_\_\_\_, publicly renounce the invasion of Ukraine and the participation in official activities of USA Fencing by Russian and Belarussian nationals who have not renounced support for the war; and I will support USA Fencing's official position on the participation of citizens of those nations in activities under the auspices of the International Fencing Federation.

**Rationale:** USA Fencing's diverse community of athletes, coaches and club owners includes significant numbers of Russians and Belarussians. The very fact that these members reside in the USA, and participate in USA Fencing activities, often speaks to the intentions of these members to associate themselves with the values of our country. These members are great contributors to our community, and to our competitive success domestically and abroad.

With a declaration of their renunciation of the Russian and Belarussian aggression in Ukraine, and an allegiance to the United States, and US measures against this war, they demonstrate their intentions to support the principles of fair play, and fair competition of all athletes and clubs without political statements.

One year should suffice as a sanction, provided those in question sign a declaration of renunciation of the prosecution of war by the Russian and Belarussian governments in Ukraine.

*Instructions to USOPC and FIE Representatives of USA Fencing.*

**MOTION 11 (Mr. Burchard):** That USA Fencing's representatives, both at the USOPC and at the FIE, be instructed to convey USA Fencing's previously adopted position on participation in international competition and, where the opportunity arises, to vote against the inclusion of Russian and Belorussian athletes, coaches, and other personnel in the Paris Olympic Games, 2024.

**Rationale:** The Russian invasion of Ukraine, and the resulting atrocities demonstrate a lack regard for the spirit of international good will and friendly competition. Sport, and especially success in sport is a possible tool for the glorification of the aggressor nations in the international diplomatic arena. The United States should not demonstrate the smallest modicum of support for the nations perpetrating this invasion.

*Strip Coaching Rules.*

**MOTION 12: (Mr. Burchard):** To conform a provision of the USA Fencing Rules of Competition to the FIE Rules and those observed by most national federations by removing USA Fencing's existing qualification of t.109

**Rationale:** Currently the USA Fencing text of t.109 is the same as the FIE's text of the rule (except for Americanization of spelling and edits to make it gender neutral).

However, USA Fencing has adopted an exception, boxed and set forth in red italics, as shown below:

t.109

Everybody taking part in or present at a fencing competition must remain orderly and must not disturb the smooth running of the competition. During bouts no one is allowed to go near the strips. At no time is anyone allowed to criticize the Officials or their decisions, to insult them or to attempt to influence them in any way. Even the team captain must remain in the space assigned and may only intervene in the situations and in the manner provided for in Article t.130 of the Rules. The Referee must stop immediately any activity which disturbs the smooth running of the bout which he is refereeing (cf. t.137.1-3). Any person who, for any reason, threatens or insults an official commits an offence of the 4th group and is penalized according to Article t.169. In USA Fencing competitions, coaches and spectators are allowed to give advice to fencers, but cf. t.130, as well as t.131 and the associated USA Fencing note. In all situations, coaches and spectators must not disturb the order of the bout.

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*In USA Fencing competitions, coaches and spectators are allowed to give advice to fencers, but cf. t.130, as well as t.131 and the associated USA Fencing note. In all situations, coaches and spectators must not disturb the order of the bout.*

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The motion, if approved would remove the exception and conform the rule to that applied by the FIE and almost universally by other national federations. Doing so would have several benefits. It would prepare our fencers for conditions that prevail in international competition; it would mitigate the bullying behavior of coaches, parents and spectators on referees, especially young and new referees, and give the officials a means of enforcing appropriate conduct; and it would help restore civility among fencers, referees, coaches and spectators.

*Board Lead for Board Readiness Plan.*

**MOTION 13 (Mr. Arias):** In accordance with the USA Fencing Board Readiness Plan, an individual board member to oversee and lead efforts with respect to recruiting new Board members, to duly appoint into this role Selina Kaing.

Rationale: USA Fencing needs to ensure it's future and making the most of its' exceptionally talented membership base by recruiting new Board members, including and especially those who have attended USA Fencing's Leadership Academy. The previously approved Board Readiness Plan calls for this role to be appointed to work collaboratively with others to identify and encourage board candidates.



### *Creation of a Coaching Committee*

**MOTION 14 (Mr. Salem):** To add a US Fencing Coaches Committee to the US Fencing Bylaws and that the Committee be organized and function as follows:

#### US Fencing Coaches Committee

- a. Purpose. The US Fencing Coaches Committee (Coaches Committee) will serve to generate and provide meaningful opportunities to advise the organization.
- b. Operations. The Coaches Committee shall:
  - i. Advise the US Fencing Board of Directors and National Office on matters concerning the Fencing Coaches community. The Coaches Committee will make recommendations regarding bylaws, policies, processes and practices;
  - ii. Assist the Board of Directors with representation on the Board, Committees, and Resource Groups in order to ensure what is best for fencing;
  - iii. Identify qualified candidates for leaderships positions to be considered in the selection process on the Board, Committees, and Resource Groups;
  - iv. Educate and prepare interested individuals to serve in USFA governance and operations. Provide coach members with concise and timely instruction and certification requirements.
  - v. Research ways to increase the knowledge base of coaches and how the USFA can best provide this information.
- c. Composition. The Coaches Committee shall consist of six members, two of whom shall be chosen by the Board, two athletes, (that meet the requirements in Appendix II), and two to be elected by the coaches.

**Rationale:** Not provided by the movant.

#### **VII. Good and Welfare**

Report and Actions arising – USOPC Compliance Investigation

Report and Actions arising – USOPC Audit Outcomes

Report and Actions arising – External Audit

Timing of the April 16 Meeting, currently scheduled for 8am MT/10am ET

#### **VIII. Recess to Executive Session (if appropriate)**

#### **IX. Executive Session (if appropriate)**

To discuss one disciplinary outcome.

To discuss one legal matter.

To discuss the 6-month review of the CEO.

## **X. Recess**

### **Reporting Dates of Committees & Resource Teams**

<b>Comm/RT</b>	<b>Date of Last Report</b>	<b>Report This Mtg</b>	<b>Board Liaison</b>
Referee Comm	Feb 16 2023	No	Donald Alperstein
Hall of Fame Comm	Feb 16 2023	No	Peter Burchard
Audit Comm		No	Aimee Rice
Budget Comm		No	David Arias
Election Comm		No	Darryl Jacobs
Nominating Comm		No	Kat Holmes
DEIB Comm		No	Darryl Jacobs
IR Comm		No	Sam Cheris
SEMI Comm USA	October 2022	No	Donald Alperstein
Tournament Com		No	Peter Burchard
Veterans Comm		No	Abdel Salem
Club & Member RT		No	David Arias
Division RT	October 2022	No	Donald Alperstein
MarCom RT		No	Darryl Jacobs
Para RT		No	Abdel Salem
FenceSafe RT		No	Donald Alperstein
Sports Med RT		No	Kat Holmes
Youth Dev RT	December 2022	No	David Arias
Sports Perf. RT		No	Lorrie Marcil H.



# DRAFT - Minutes

## Scheduled Winter Meeting

### USA Fencing Board of Directors

February 16, 2023 – Denver CO & Videoconference

#### I. Call to Order

**Present:** Donald Alperstein, David Arias, Ben Bratton (by video), Peter Burchard, Lauryn DeLuca (by video), Darryl Jacobs, Selina Kaing, Lorrie Marcil-Holmes, Ivan Lee, Nzingha Prescod (by video), Abdel Salem, Peter Barton (Parliamentarian)

**Absent:** Sam Cheris, Lauren Haynie, Kat Holmes, Aimee Rice

**USA Fencing Staff:** Phil Andrews, Kate Reisinger, Tabitha Chamberlin, Glen Hollingsworth, Brad Suchorski, Shannon Jolly, Christina Pachuta

**Recognition and Memorials:** the late Elizabeth Beguinet.

#### II. Consent Agenda Items (Mr. Arias)

1. To approve the minutes from the December 3, 2022 meeting, attached as Appendix A.
2. To approve the record of e-voting from December 19, 2022, attached as Appendix B.

**Second:** Lorrie Marcil-Holmes

**Result:** Passed by voice vote

#### III. CEO, Operations & Finance Update (Mr. Andrews, Ms. Chamberlin)

Phil Andrews provided an update on current USA Fencing national Office operations and Tabitha Chamberlin provided a Financial Update.

#### IV. Committee, Resource Teams & AC Updates (as applicable).

1. Report and Recommendations of the Y8-Y10-Y12 Working Group, attached as Appendix C.
2. Report and Recommendations of the Hall of Fame Committee, attached as Appendix D, with forthcoming motions under new business.

3. Preliminary summary outcome report of 2023 Membership Survey, attached as Appendix E.
4. Report of the Referees' Commission, attached as Appendix F.

## V. Old Business

**MOTION 1 (Mr. Alperstein):** To take from the table Motion 5 (*Omnibus Bylaw Motion*) from the December 3, 2022 meeting, so that motion may subsequently be withdrawn in favor of the updated and revised version set forth as Motion 2, below.

**Rationale:** At the December 3, 2022 board meeting, the board tabled an omnibus bylaw motion available in the published agenda for that meeting. The sponsor of that motion recommends that motion be withdrawn in favor of an updated, but similar, motion below. In order to avoid confusion, the tabled motion is not fully repeated here, but is available on the USFA website for interested parties to see.

**Second:** Lauryn Deluca

**Result:** Passed by voice vote

**Mr. Alperstein:** Withdraws un-tabled motion with consent of the second to the original motion.

**Ms. Deluca:** (Original second) Consents to the withdrawal.

## VI. New Business

### *Omnibus Bylaw Update*

**MOTION 2 (Mr. Alperstein):** That the following amendments to the USA Fencing Amended and Restated Bylaws effective as of January 5, 2022 ("Bylaws"), be approved for publication pursuant to Bylaw Section 14.2.a, and that they be considered for adoption at the next meeting of the Board following the required comment period:

1. That all references in the Bylaws be amended to change the phrases "Vice-Chair," "Vice-Chairs," "Vice Chair," "Vice Chairs," and "Vice Presidents" to read "Special Board Member" or "Special Board Members" as the context requires, except for such references in Section 12.11, which shall remain unchanged.

**Rationale:** A change in the title of this position was recommended by the Chair of the Board. The terms "Vice-Chair" and "Vice Chair" and their plural forms appear numerous times in the Bylaws but do not reflect the role of the positions to which they refer. For example, the Vice-Chairs do not stand in the line of succession to the duties of the Chair of the Board. Instead, as described in Section 6.1.d, these positions exist to "advise the Board of Directors, assist the Chair of the Board in the discharge of the duties of that office, and perform such other duties as may be assigned by the Board of Directors." The term "Special Board Member" more accurately describes those functions. "Vice Presidents" appears once in the Bylaws (in Section 9.3), apparently as an artifact of earlier terminology that was overlooked when use of that term was discontinued by previous amendments.

Section 12.11 is excluded from the proposed amendment because it refers to Vice-Chairs of the Referees' Commission and the designation remains accurate and appropriate in that context.

2. That in Sections 7.4.c and 7.6.c the term "AtLarge Directors" be corrected to read "At-Large Directors."

**Rationale:** The Bylaws contain 23 references to the position of At-Large Director. In all but these two the term is hyphenated. These two represent typographical or proofreading errors and should be corrected and harmonized with the other spellings of the term.

3. That the Section captioned "Treasurer and Vice Chair Candidates" and currently numbered as Section 9.3 be relocated and renumbered to become Section 6.1.e.

**Rationale:** There are two reasons for the change. First, and most importantly, Article IX addresses elections. The Vice-Chairs (to be renamed "Special Board Member" if item 1, above, passes) and Treasurer are not elected positions, so the current placement is anomalous. This provision, regarding these officers' qualification to serve should be set forth in proximity to other provisions regarding their selection, in Section 6.1. Second, as currently published, the Bylaws contain two sections numbered 9.3, so at least the numbering of one should be revised.

4. That Section 10.4 be restated to read in its entirety as follows:

Section 10.4. **Removal of Treasurer or Vice Chairs.** The Treasurer or Vice Chairs of the USFA may be removed by the Board of Directors, with or without cause, ~~as follows by a duly adopted resolution of the Board of Directors.~~

- a. ~~The Treasurer may be removed only after having been provided notice and an opportunity to be heard by the Board of Directors and upon the affirmative vote of two-thirds of the Directors present and voting.~~
- b. ~~The Vice Chairs may be removed by a duly adopted resolution of the Board of Directors.~~

**Rationale:** This amendment does not change the procedure for removal of the Vice-Chairs (to be renamed "Special Board Members" if item 1, above, passes). However, because the Treasurer serves as a check on improper use of USA Fencing funds, removal from that office should be made more difficult to protect against a small segment of the Board abusing the removal power to protect wrongdoing or hide mismanagement. Providing the Treasurer with the opportunity to address the Board before a removal vote is taken and requiring a supermajority of the Board's vote to remove should provide adequate assurance against abuse of the removal process. (Alternatively, removal could be predicated on proof of cause. However, defining cause could be problematic and the fact-finding necessary to prove or disprove it would be time consuming and distracting, possibly at a time when the need for removal seems urgent.)

5. That Section 6.2 regarding the terms of officers be amended to read in full as follows:

Section 6.2. **Terms of Officers.**

- a. Chair of the Board of Directors. The Director appointed as the Chair of the Board serves at the pleasure of the Board of Directors until they are no longer qualified or until a new Chair of the Board is approved by a majority of the Board. Once a new Chair of the Board is so approved, the former Chair will continue to serve any remainder of their term as an At-Large Director.
- b. Treasurer and Vice-Chairs. Unless otherwise removed as provided in these Bylaws, Special Board Members and the Treasurer shall serve terms of approximately two years, from adjournment of the annual meeting of the Board of Directors at which they are appointed until adjournment the second annual meeting following their appointment.
- c. Terms Limited. The Chair of the Board's term in office is subject to and not greater than their term as an At-Large Director, including limits placed thereon in these Bylaws. An individual may serve as Treasurer or Vice-Chair for no more than eight (8) consecutive years.

**Rationale:** The proposed amendment breaks the existing Section 6.2 into three subsections. The first addresses the tenure of the Chair of the Board and clarifies that if a Director serving in that position is replaced during their term as an At-Large Director, they continue to serve in that capacity. The second section recognizes that annual appointment of the Vice-Chairs (to be renamed "Special Board Members" if item 1, above, passes) and the Treasurer as in the current Bylaws is inconvenient and unnecessary and gives these officers too little time to understand and discharge the duties of their positions before having to stand for retention. Giving them approximately two-year terms from the end of the annual meeting at which they were selected to the end of the annual meeting two seasons later addresses that, and with At-Large Directors now serving staggered terms of four years that end in even numbered years, any new members of the Board will have the opportunity to assess and pass on the credentials of incumbent or newly nominated Vice-Chairs and Treasurers.

The third section makes a change in the first sentence is actually unnecessary but was suggested by USOPC auditors who didn't understand that the new language and the old language say exactly the same thing. The last sentence is added on the "suggestion" of the USOPC auditors. With respect to the Treasurer it makes sense to prevent the relationship between that individual and staff or volunteer leadership from growing too close.

6. That Sections 7.19 and 12.10 of the Bylaws be amended to read in their entirety as follows, with the changes noted below in red by omitting the ~~stricken~~ language and adding the underlined language; that there be added a new Section 12.13 as set forth below; and that existing Sections 12.13 to 12.17 be renumbered as Sections 12.14 to 12.18.

Section 7.19. **Disciplinary Powers and Procedures**. The ultimate disciplinary power of the USFA shall be vested in the Board of Directors, ~~which shall, by a two-thirds vote of the members voting, have the power to suspend, expel, deny continuation of~~

~~membership or deny readmission to membership of any member whose conduct may be deemed detrimental to the welfare, interests or character of the USFA, provided that at least a majority of the members of the Board of Directors cast an affirmative or negative vote on the question.~~

- a. ~~The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by the affirmative vote of two-thirds of the Directors voting, provided that at least a majority of the total number of Directors in office cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.~~
  - a. ~~Any other legal sanction may be imposed by the Board of Directors upon a majority vote or by action of any committee or commission designated by the Board of Directors or including, but not limited to the Ethics Committee and the Referees' Commission, whose disciplinary procedures shall have been approved by the Board of Directors.~~
- b. Sanctions shall be imposed by the Board of Directors or such designated committee or commission only after adherence to procedures for the protection of the due process rights of the accused. The procedures to be used with respect to resolving disputes on matters of discipline, grievances, eligibility or participation shall be set forth in the Operations Manual, the Athletes Handbook or the published procedures of the designated committees or commissions. All ~~panel~~tribunals affecting any individual's participation in protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.
- c. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

#### Section 12.10. Ethics Committee.

- a. Purpose. The Ethics Committee shall promote and help sustain a culture of ethical conduct throughout the USFA. The Ethics Committee shall review all USFA codes of conduct, conflict of interest regulations and disclosures, and other policies and reports addressing prescribed and recommended standards of behavior of USFA members, contractors and employees. The Ethics Committee may recommend to the appropriate promulgating authority proposals for adoption, revision and improvement of codes and policies concerning ethical conduct of persons associated with the USFA. The Ethics Committee shall prescribe standards and forms for the disclosure of actual, apparent and potential conflicts of interest, and shall not less frequently than annually review such disclosures and make a report thereof to the Board of



Directors.

- b. Operations. The Ethics Committee shall:
- i. address inquiries regarding the applicability, compliance or noncompliance with promulgated ethical standards that are referred to it by the National Office, Board of Directors, USFA members, or undertaken on its own initiative;
  - ii. ~~shall review complaints alleging ethical violations that are referred to it by the National Office or Board of Directors or undertaken on its own initiative~~ on an ongoing basis all USFA codes of conduct, conflict of interest regulations, and other policies addressing prescribed standards of behavior of USFA members, contractors and employees, and shall recommend to the Board of Directors revisions thereto;
  - iii. ~~shall conduct disciplinary and grievance proceedings within its jurisdiction~~ review and opine on conflict of interest concerns referred to it by those charged with the initial review of conflict of interest disclosures; and
  - iv. ~~shall refer to the Board of Directors~~ Grievance and Disciplinary Committee (or its designated administrator) or to another appropriate body any recommendations for commencement of disciplinary proceedings that the Ethics Committee deems advisable.
- c. Composition. The Ethics Committee shall consist of six members, four of whom shall be chosen by the Board of Directors and two athletes, who meet the requirements in Appendix II. Of the members chosen by the Board, at least one shall be an individual who meets the criteria for Independent Directors and at least one shall be a member of the Legal Resources Group. The athlete members shall be selected by the Athlete Council. The Board of Directors shall select the Chair of the Ethics Committee. Each member of the Ethics Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors. If there is a vacancy on the Ethics Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of these Bylaws to one-year terms.

#### Section 12.13. Grievance and Discipline Committee.

- a. Purpose. The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints falling within its jurisdiction as prescribed by the Board of Directors and not assigned by these Bylaws to another authority.
- b. Operations. The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline

Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.

- c. Composition. The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a member of that body and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees after the effective date of this Section 12.13 to one-year terms.

**Rationale:** These changes, as a group, accommodate the creation of a Grievance and Discipline Committee to consolidate and simplify the adjudication of complaints involving members of USA Fencing and the organization itself. If the Board of Directors declines to create the Grievance and Discipline Committee, this motion should be denied in its entirety.

The amendments to Section 7.19 preserve the Board of Directors' ultimate authority to impose the most severe sanctions that may result from disciplinary proceedings but streamline the process by allowing adjudications by the Grievance and Discipline Committee and Referees' Commission (and other bodies that may be given jurisdiction in the future) to stand with the presumptive required approval of the Board unless an aggrieved party appeals the decision. In the event of appeal, the existing requirement of a supermajority to affirm severe sanctions is preserved. In subsection b, the word "panels" is changed to "tribunals" because the former word is not defined and is not generally understood in this context whereas "tribunals" is. That such tribunals are panels of three members is established in the Grievance and Disciplinary Committee Complaint and Hearing Procedures, on the agenda for adoption at the same meeting as these amendments.

The amendments to Section 12.10 clarify the Ethics Committee's principal responsibilities of monitoring USA Fencing behavioral policies and conflict of interest issues, and transfer its disciplinary authority to the centralized administration of the newly created Grievance and Discipline Committee.

The renumbering of current Sections is necessary if the provisions creating the G&D Committee are to preserve the current organization of the Bylaws by keeping committee designations, delineations, and descriptions together in consecutive



sections.

7. That the multiple phrases in the Bylaws referring to Directors be made uniform through use of the words “Director” or “Directors” in each instance. Specifically:

That in Section 6.3.a.i the phrase “one of its members” be changed to read “a Director;”

That in Sections 6.3.a.ii, 7.11.a, 7.11.b, 7.12, 7.15.c, 10.3.a, and 12.4 the phrases “member of the Board of Directors” and “members of the Board of Directors” be changed to read “Director” or “Directors” respectively;

That in Sections 6.3.a.iii, 7.15.c, and 7.19 (in the phrases “a two-thirds vote of the members” and “a majority of the members”), the word “member” or “members” be changed to read “Director” or “Directors” as the context requires;

That in Sections 7.4.a, 7.d, 7.7, 12.6.b, 12.7.b, and 14.2.a the phrases “member of the Board” and “members of the Board” be changed to read “Director” and “Directors” respectively;

That in Section 7.4 (first and last sentences) the phrase “voting members” be changed to read “Directors,” but that the phrase “non-voting members” in the first sentence not be changed;

That in Section 7.9 the phrase “voting members of the Board of Directors” be changed to read “Directors;”

That in Section 7.14 the phrase “Board members” be changed to read “Directors;”

That in Section 7.20.a the phrase “its members” be changed to read “a Director;” and That except for its use in the phrase “comparable director seat” in Section 7.4.d, that wherever the terms “director” and “directors” appear in the Bylaws they be changed to read “Director” or “Directors” respectively.

**Rationale:** These changes, recommended by the parliamentarian, serve several purposes. First, a voting member of the Board of Directors is properly designated as a “Director” and that term is used in establishing the composition of the Board as set forth in Section 7.4. Additionally, the word “member” appears 140 times in the current Bylaws, but in so doing refers to several different statuses, often in the same sentence or paragraph, such as enrolled members, committee members, family members, etc. The proposed change differentiates Directors from these other categories. Further, the Treasurer is described in Section 6.1.c as a “non-voting member of the Board of Directors,” and in the following proposed amendment it is suggested that vice-chairs (proposed to be re titled “Special Board Members”) and the Secretary be referred to in a similar manner. Designating these positions as “non-voting members of the Board of Directors” distinguishes them from Directors, who do vote, clarifies their status, and removes ambiguities such as whether they may sit with the Board in executive session, fall within the ambit of attorney-client privilege, and have other, albeit not voting, privileges and duties, including fiduciary duties, of the

Board.

Certain of the changes called for in this part 7 will be obviated if other parts are adopted and either use the “Director” terminology or no longer refer to the position.

8. That the second sentence of Section 6.1.d be amended to read as follows:

~~Vice Chairs~~ **Special Board Members** shall **serve as non-voting members of the Board of Directors**, advise the Board of Directors, assist the Chair of the Board in the discharge of the duties of that office and perform such other duties as may be assigned by the Board of Directors.

And that the last sentence of Section 6.4, regarding the office of Secretary, be amended to read as follows:

The person or persons discharging these functions shall **serve as a non-voting member of the Board of Directors and shall** serve at the pleasure of the Chair of the Board.

**Rationale:** Designating these positions as “members of the Board of Directors” clarifies their status and removes ambiguities such as whether they may sit with the Board in executive session, fall within the ambit of attorney-client privilege, and have other, albeit not voting, privileges and duties, including fiduciary duties, of Directors. See also Section 7.4, which refers to “such other persons as are designated non-voting members by these Bylaws.”

9. That in Sections 6.2 and 11.8 the phrase “annual meeting” be changed to read “Annual Meeting”.

**Rationale:** All other appearances of the term, whether referring to the Annual Meeting of the Board or of the Membership are capitalized. The suggested change makes all such references uniform.

10. That the following Section 7.10.c be added to the Bylaws:

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.

**Rationale:** At present, there is no agenda notice requirement for Regular Meetings of the Board. Good governance requires that the Board members and the public have advance notice of agenda items so that they may properly prepare for the meeting or share their views on items expected to be considered. The minimum required notice, of course, does not prevent greater notice from being given but also allows for the inclusion of matters that arise close to the date of the meeting. While staff has undertaken to provide draft agendas well in advance of all meetings, there should be a

firm deadline for notice of actions to be considered, provided that amendment of the agenda is possible in accord with established procedures and that the Annual Meeting remains open for new proposals.

11. That in Section 7.4.b the phrase “this Subsection” be amended to read “this Subsection 7.4.b,” that in Section 7.4.b.iii the phrase “this Subsection” be amended to read “this Subsection 7.4.b.iii,” that in Section 7.15.c the phrase “this Subsection” be amended to read “this Subsection 7.15.c,” and that in Section 12.6.a the phrase “this subsection” be amended to read “this Subsection 12.6.a.”

**Rationale:** These changes are recommended by the Parliamentarian to clarify internal references.

12. That the following be added as a second sentence to Section 7.15.c:

If the matter to be submitted for such a vote is to be considered privileged or confidential, as if taken up in executive session, the notice of the submission shall so state and the Directors shall act accordingly.

**Rationale:** This amendment, suggested by the Parliamentarian, is intended to assist the Directors in their understanding of their obligations with respect to the treatment of matters submitted for votes taken other than at convened meetings of the Board.

13. That the following sentence in Section 7.15.c be amended to read as indicated:

The closing date shall be ~~not less than the~~ **earlier of** three business days after the provision of notice of the vote to be taken **or upon receipt votes or abstentions from all Directors.**

**Rationale:** This amendment, suggested by the Parliamentarian, provides that the voting closes when all Directors have voted or abstained and that balloting need not be held open thereafter.

14. That the following be added as the penultimate sentence to Section 7.15c:

Once a matter has been submitted for a vote under this Subsection 7.15.c, it may not be withdrawn after the vote of at least one Director has been received by the Secretary.

**Rationale:** This amendment, suggested by the Parliamentarian, is intended to reduce the potential for manipulation of matters submitted for votes under the section.

15. That the following be added as Section 7.15.e:

Parliamentarian. For each meeting of the Board of Directors there shall be a Parliamentarian, who may be appointed for each meeting or as a standing position, to advise the Board on matters of procedure and who serves at the pleasure of the Board. No person may assume the position of Parliamentarian until they have executed the Qualifying Affirmation provided in Article VII. The person appointed as Parliamentarian shall serve as a non-voting member of the Board of Directors and shall

serve at the pleasure of the Chair of the Board.

**Rationale:** This amendment, suggested by the Parliamentarian, establishes the position which otherwise has no standing under the current Bylaws.

16. That Section 6.1.b be amended to read in its entirety as follows:

- b. Chair of the Board of Directors. The principal duties of the Chair of the Board of Directors shall be to foster the formulation of policy; to develop financial and membership support; and to conduct relations between the USFA and the USOPC, the FIE, IWAS and other authorities whose jurisdictions affect the functions and purposes of the USFA. The Chair of the Board shall preside over meetings of the membership and the Board of Directors and shall be a voting member of those bodies. **Unless otherwise provided by these Bylaws or a resolution of the Board of Directors, the Chair of the Board shall with the approval of the Board of Directors appoint the Parliamentarian and USFA representatives to other organizations.** 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. Only current At-Large Directors on the Board of Directors may hold the office of Chair of the Board of Directors. The Chair of the Board of Directors shall be elected from among the At-Large Directors of the Board of Directors by a majority vote of the Board of Directors.

**Rationale:** This amendment, suggested by the Parliamentarian, makes two clarifications to the section. First, it affirms that appointments of the Parliamentarian and official representatives of USA Fencing to the FIE other organizations are a prerogative of the Chair with the advice and consent of the Board of Directors.

17. That in the third sentence of Section 14.2.a the word “date,” be inserted before the phrase “time and place.”

**Rationale:** This amendment, suggested by the Parliamentarian, removes any ambiguity whether the word “time” requires disclosure of the date as well as the hour of the meeting.

18. That in Section 7.11 the word “assure” be changed to “ensure”:

**Rationale:** “Assure” is a typographical or diction error noted by the Parliamentarian.

19. That in the last sentence of Section 11.8 the phrase “by the members” be added after the word “approved.”

**Rationale:** This amendment, suggested by the Parliamentarian, clarifies any ambiguity about the process for approving the submission of member-initiated resolutions to the Board.

20. That in Sections 7.20 and 11.6 the phrase “Roberts Rules of Order” be changed to “Robert’s Rules of Order.”

**Rationale:** This amendment, suggested by the Parliamentarian, corrects a misspelling.

21. That the following be added as a new Section 10.6:

**Removal of the Chair of the Board of Directors.** The Chair of the Board of Directors serves at the pleasure of the Board and may be removed from and replaced in that position at any time provided notice of the motion seeking removal is included in the published agenda for the meeting at which removal or replacement will be sought and the person holding the position is given an opportunity to address the Board before the vote to remove or replace is taken. The person holding the position of Chair of the Board of Directors continues to serve as an At-Large Director unless removed from the Board itself in compliance with Section 10.3 of these Bylaws.

**Rationale:** Experience shows that abrupt leadership changes may engender confusion and distrust. The provision of notice that a change in Board leadership will be pursued addresses that concern by providing time for reflection, inquiry, and understanding. In addition, before an individual is removed from a position of authority or responsibility, they are in fairness entitled to an opportunity to explain the actions that engendered the removal effort for the record and to inform the decision makers. The proposed amendment makes clear that removal of the Chair does not affect their position as a Director At-Large and that as such they may only be removed from the Board by the processes prescribed for all Directors.

22. That the text of Section 4.6 of the Bylaws be deleted in its entirety and replaced with the following:

**Membership Anti-doping Obligations.** It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USFA, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, the FIE, IWAS, the USOPC, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, the FIE, IWAS, and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the FIE or IWAS, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the FIE, IWAS, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make



them subject to penalties including, but not limited to, disqualification and suspension.

**Rationale:** USA Fencing's legal counsel advises that the language currently set forth in Section 4.6 is prescribed for NGBs that do not have organizational members, and that because USA Fencing has organizational members such as clubs (and potentially as Amateur Fencing Organizations), the above language is required for inclusion in USA Fencing's Bylaws.

23. That the following be added as a new Section 10.9:

**Financial Obligations.** It is the duty of every member to remain in good financial standing with the USFA. Notwithstanding any provision of these Bylaws to the contrary, the membership rights of any member who is more than ninety (90) days in arrears on any amount owed to the USFA will be administratively suspended without further action than notice given to the member's email address or mailing address of record. Such suspension is not considered disciplinary action and is not contingent on any procedures regarding the same. However, any member who contests such action may file a complaint and have the validity and amount of the claimed balance due established under the procedures prescribed for the resolution of grievances.

**Rationale:** This amendment was requested by the National Office. It documents and affirms current practice and provides the member with a means of contesting the administrative determination that they are in arrears in their financial obligations to the organization. Suspension may only take place after a lapse of 90 days and notice to the member's email or physical address of record.

24. That Section 7.4.a.ii be amended and a new Section 7.4.a.iii be added as follows:

ii. The four (4) Athlete Directors shall be selected as follows:

- A. ~~Any Director seated ex officio pursuant to Appendix HUSFA's representative to the USOPC Athlete Advisory Council;~~ and
- B. The remaining Athlete Directors shall be elected according to the methods established by the Athlete Council.

iii. ~~If not otherwise seated as a Director, USFA's alternate representative to the USOPC Athlete Advisory Council shall sit with the Board of Directors as a non-voting member.~~

**Rationale:** This unnecessary amendment to subsection iii is demanded by the USOPC compliance auditors because they are incapable of understanding the basic principles of legal interpretation and construction. Subsection iii is new and reflects a requirement that was probably incorporated by reference, but that was not clearly so and the amendment meets USOPC requirements.

25. That Section 7.20.a be amended to read as follows:

In the absence of the Chair of the Board and the Treasurer, the Board may by resolution appoint one of its members ~~who meets the qualification of the position to~~

preside. In the discretion of the Board of Directors, the appointment may be made in advance of any specifically known need therefore.

**Rationale:** The Bylaws do not require, clearly permit, or prohibit the Board to plan in advance for the unavailability of the Chair. This amendment confirms that the Board may plan ahead by designating in advance a qualified member who can substitute for the Chair when needed without having to make that decision under exigent circumstances.

26. That Section 12.4 be amended by the addition of the following last sentence to the section:

On any committee that oversees selection of athletes, coaches, or staff for para-fencing Protected Competitions, at least half of the athlete members must have met the requirements set forth in Appendix II by competing in a para-fencing event.

**Rationale:** This change is demanded by the USOPC auditors although we have found no basis for the requirement in the USOPC Bylaws or elsewhere. Nevertheless, despite that overreach, the notion is consistent with USA Fencing's commitment to para-fencing. A similar provision already exists in Section 8.2.b.iii regarding composition of the Athlete Council.

27. That Section 9.3.b.iii be amended to read in its entirety as follows:

iii. The petitions submitted in support of the prospective candidate after August 1, 2023 include no fewer than 50250 subscriptions of voting members in good standing who have among them named no fewer than ten separate officially recognized clubs as their primary affiliation and whose identity and intent are not reasonably subject to doubt.

**Rationale:** This change, recommended by the National Office and the Nominating Committee with the concurrence of the Election Committee is intended to reflect the growth in membership since the petition requirements were first articulated decades ago and to assure that any candidate nominated by petition has demonstrated substantial support among the membership at large. It applies only to elections conducted and petitions submitted beginning with the 2023-24 membership year so as not to interfere with the election being conducted this year.

28. That Section 7.4.e be amended to read in its entirety as follows:

e. Terms Limited. ~~An~~ Except as may be required under Sections 7.4.a.ii.A and 7.4.a.iii, no individual may serve as an Athlete a Director, Independent Director or At-Large Director for no of any class for more than eight (8) consecutive years. This limitation shall apply to all terms of Directors commencing after September 1, 2020.

**Rationale:** This change was recommended in part by the USOPC auditors and extends term limits to Amateur Fencing Organization Directors who were previously not term limited. The "except" clause is logically required by the *ex officio*



appointment of one of the Athlete Directors, whose term is reliant on USOPC regulations of the moment.

**Second:** Lorrie Marcil-Holmes

**Mr. Alperstein:** Will amend to omit paragraph 27 with consent of the second.

**Lorrie Marcil-Holmes:** Consents to the withdrawal

**Mr. Alperstein:** Move to divide proposals 4, 6, 7, 13, and 21 to be considered separately and subsequently, based on discussion of the Board.

**Second:** Lorrie Marcil-Holmes

**Result:** Passed by voice vote

**All paragraphs except 4, 6, 7, 13, 21, and 27 Result:** Passed by voice vote

**Proposal 4 Result:** Passed 7-2 by roll-call vote.

**Proposal 6 Result:** Passed by voice vote

**Proposal 7 Result:** Passed by voice vote

**Proposal 13 Result:** Passed by voice vote

**Proposal 21 Result:** Passed by voice vote

**ORAL MOTION (Mr. Salem):** That the proposed version of Section 6.1.b of the USA Fencing Amended and Restated Bylaws (item 16, above) be further amended prior to publication for comment by the addition of a new clause to the last sentence of the section, so that sentence reads as follows:

The Chair of the Board of Directors shall be elected from among the At-Large Directors 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.

**Second:** Lauryn Deluca

**Result:** Passed by voice vote

*Creating the Grievance and Disciplinary Committee*

**MOTION 3 (Mr. Alperstein):** That there be constituted a Grievance and Discipline Committee as follows and the Board of Directors delegate to it the authority to adjudicate complaints by USA Fencing and its members; and further that the Board of Directors and Athlete Council fill the positions on the Committee:

Grievance and Discipline Committee.

- a. Purpose. The Grievance and Discipline Committee shall be responsible for the administration and adjudication of all grievances and disciplinary complaints

falling within its jurisdiction as prescribed by the Board of Directors and not assigned by the Bylaws to another authority.

b. Operations. The Grievance and Discipline Committee shall operate under procedures adopted by the Board of Directors. To the extent not inconsistent with Board of Directors prescribed procedures, the Grievance and Discipline Committee may adopt such practices and procedures as it deems appropriate and useful to the discharge of its duties.

c. Composition. The Grievance and Discipline Committee shall consist of six members, four of whom shall be chosen by the Board of Directors, and two athletes who meet the requirements in Appendix II. Of the members chosen by the Board of Directors, none shall be a voting or non-voting member of that body or an officer of USA Fencing and at least two shall be licensed or retired attorneys. The athlete members shall be selected by the Athlete Council. The Chair of the Grievance and Discipline Committee shall be selected by the Board of Directors and shall be a licensed or retired attorney. Each member of the Grievance and Discipline Committee, however chosen, shall serve a term of two years commencing with adjournment of the Annual Meeting of the Board of Directors at which they are selected, and there shall be at least one licensed or retired attorney in each two-year cohort. If there is a vacancy on the Grievance and Discipline Committee, the body that selected the member who is no longer serving shall select a successor who qualifies for and meets the requirements of the vacant position to fill the balance of the term of the vacating member. The Board of Directors and the Athlete Council shall provide for staggered terms of the members each body selects by limiting one half of its initial appointees to one-year terms.

d. The adjudication of disciplinary matters by the Grievance and Discipline Committee, Referees' Commission or any other body given disciplinary authority by the Board of Directors or these Bylaws shall be presumed to have the full authority of the Board of Directors and shall be self-executing without further action by the Board of Directors unless appealed. If appealed, the suspension, expulsion, denial of continuation of membership or denial of readmission to membership shall be upheld if approved by two-thirds of the Directors voting, provided that at least a majority of the members of the Board of Directors cast an affirmative or negative vote on the question. Any other legal sanction may be affirmed or imposed by the Board of Directors upon a majority vote.

e. All tribunals affecting any individual's participation in protected competition constituted under this section shall include no less than one-third Athlete members as defined in Appendix II.

f. To the extent the Board of Directors previously delegated the approval of disciplinary panel members to the FenceSafe Review Group, that authority is hereby revoked and transferred to the Grievance and Discipline Committee.

g. The imposition of competitive penalties within the Rules of Competition shall not be considered disciplinary action.

**Rationale:** USA Fencing and its members have been subjected to a patchwork of authorities and procedures for the resolution of complaints made by members against

other members and USA Fencing and by USA Fencing against members. The motion seeks to clarify, consolidate, and simplify the adjudication of such complaints. It is anticipated that the Grievance and Discipline Committee will eventually have Bylaw status, and proposed amendments to accomplish that are also being proposed at this meeting for publication under the amendment process. The intent of this motion is to begin Committee operations while the amendments the publication, review, and comment process.

If the Board of Directors elects to create the Grievance and Discipline Committee, it should also adopt Complaint & Hearing Procedures under which the Committee will operate, and members of the Committee will have to be selected by the Board and Athlete Counsel.

The motion preserves the Board of Directors' ultimate authority to impose the most severe sanctions that may result from disciplinary proceedings but streamline the process by allowing adjudications by the Grievance and Discipline Committee to stand with the presumptive required approval of the Board unless an aggrieved party appeals the decision. In the event of appeal, the existing requirement of a supermajority to affirm severe sanctions is continued. In subsection e, the word "tribunals" is used instead of "panels" because the latter word is not defined and is not generally understood in this context whereas "tribunals" is. That such tribunals are panels of three members is expected to be established in the Grievance and Disciplinary Committee Complaint and Hearing Procedures, on the agenda for adoption at the same meeting as this motion.

**Second:** Lorrie Marcil-Holmes

**Result:** Passed by voice vote

**MOTION 4 (Mr. Alperstein):** That the form of "Complaint and Hearing Procedures" attached to the Agenda for this meeting as Appendix G be adopted to establish the jurisdiction and provide operational procedures for the Grievance and Discipline Committee, the staff and parties to the Committee's proceedings.

**Rationale:** This motion should be considered after the Board acts on a related motion to constitute a Grievance and Discipline Committee and should be adopted only if that committee is formed.

The Complaint and Hearing Procedures attached as an exhibit to the Agenda are the product of several months' work by a group that includes USA Fencing's general legal counsel, the CEO, the Senior Manager of Compliance and Athlete Safety, and two Board members. Heretofore, USA Fencing's disciplinary and complaint resolution procedures have not been well defined, were hard to understand and varied from one authority to another. Centralization of authority to resolve disputes in the Grievance and Disciplinary Committee allows for use of a uniform set of procedures. Further, the motion creating the Grievance & Discipline Committee requires the Board to define the Committee's jurisdiction and provide procedures under which it operates. The proposed Complaint and Hearing Procedures fill these needs.

The proposed procedures comply with USOPC, USSF and USADA requirements and preserve the rights of members and USA Fencing to access tribunals to resolve grievances and preserve discipline while according to all participants fair and due process.

**Second:** Lorrie Marcil-Holmes

**Result:** Passed by voice vote

*Multi-Activity Participation for Youth Athletes*

**MOTION 15 (Mr. Arias):** To approve as policy, in line with the recommendations of the Y8-Y10-Y12 Working Group attached as Appendix C, a policy that to participate in National Events at Y10 and Y12 levels an individual must demonstrate participation in at least one more sport or activity from the commencement of the 2023-2024 season.

**Rationale:** The Y8-Y10-Y12 Working Group has determined that, based upon the expert testimony and data, the practice of competition at these age groups is an activity required in the sport of Fencing in order to develop athletes to the top levels of the sport. However, the group has also recognized the key value in balance and multi-sport athleticism at this age, designed to limit early specialization and burnout. To this end, the requirement of an additional activity or sport demonstrates the individual's commitment to the same.

**Second:** Donald Alperstein

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

*Y8 Events at Regional Events.*

**MOTION 16 (Mr. Arias):** To approve, as policy, in line with the recommendations of the Y8-Y10-Y12 Working Group, attached as Appendix C, the formal approval of Y8 as a Regional level event from the 2023-2024 season.

**Rationale:** The Y8-Y10-Y12 working group endorsed the concept of Y8 being formalized as a regional level event, but not to the national level. In part because these are already contested but not recognized at regional events. In doing so, the group recommended the same requirement as for Y10 and Y12 National events.

**Second:** Abdel Salem

**Motion to Amend (Mr. Burchard):** to add "and local" following "Regional".

**Second:** Donald Alperstein

**Result:** Passed by voice vote

**Motion to Amend (Mr. Alperstein):** Add "optional" prior to "Regional and local".

**Second:** Ben Bratton

**Result:** Passed by voice vote

**Result:** Passed by majority voice vote with 1 abstention.

*Approval of CEO Policy*

**MOTION 5 (Mr. Arias):** To approve the CEO Policy of USA Fencing, attached as Appendix H.

**Rationale:** As USA Fencing plans forward for eventual CEO succession planning, the CEO policy is a first step on that road, it provides for a clear definition of expectations between USA Fencing's board and its' sole employee, the CEO.

**Second:** Abdel Salem

Text

**Result:** Passed by voice vote

**MOTION 6 (Mr. Arias):** To approve the Gift and Entertainment Policy of USA Fencing, attached as Appendix I.

**Rationale:** USA Fencing requires a Gift and Entertainment policy to clarify the reasonable boundaries to be put in place in respect of the receipt of Gift and Entertainment to leadership within our organization. This policy in addition satisfies USOPC audit requirements in this area.

**Second:** Abdel Salem

**Result:** Passed by voice vote

**MOTION 7 (Mr. Arias):** To approve the updated Conflict of Interest Policy of USA Fencing, attached as Appendix J.

**Rationale:** These modifications to the existing USA Fencing Conflict of Interest Policy update the policy to today's operational practices and additionally satisfies various USOPC audit requirements.

**Withdrawn by Mr. Arias.**

**MOTION 8 (Mr. Arias):** To approve an Equality Policy of USA Fencing, attached as Appendix K.

**Rationale:** Formal adoption of an Equality policy re-enforces the commitment of our organization to DEIB, and in addition satisfies USOPC audit requirements.

**Second:** Darryl Jacobs

**Result:** Passed by voice vote

**MOTION 9 (Mr. Arias):** To approve the Whistleblower Policy of USA Fencing, attached as Appendix L.

**Rationale:** Formal adoption of a Whistleblower policy formalizes methodology for individuals to come forward with information pertinent to the effective and ethical operation of USA Fencing, and in addition satisfies USOPC audit requirements.

**Withdrawn by Mr. Arias**

**MOTION 10 (Mr. Arias):** To approve the board readiness plan of USA Fencing, attached as Appendix M.

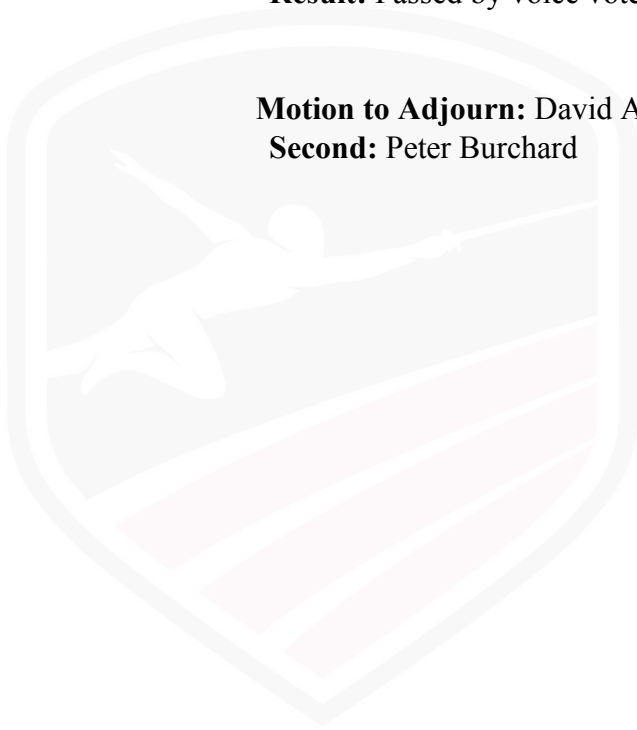
**Rationale:** As a complex organization, USA Fencing has needs to formalize a process for developing a leadership pipeline, onboarding board members and communicating where we are as a board to new board members. Adopting this readiness plan gives transparency to that process and a guidebook to our process to succession.

**Second:** Lorrie Marcil-Holmes

**Result:** Passed by voice vote

**Motion to Adjourn:** David Arias

**Second:** Peter Burchard







USA  
FENCING



USA  
PARAFENCING

# USA FENCING

December/January Financials 2022/2023



# Organization Overview

➤ *Cash + Receivables exceed expenses by \$3,279k*

➤ *December National Events*

➤ *January Nationals*

➤ *Para IWAS WC*

➤ *Investment account balance \$2,241K for December. January*

*Investment numbers have not come in yet.*

➤ *Moving Banks from First Interstate to Community Banks*

➤ *Looking forward to 2023/2024 year*

➤ *Forecasting*

# December NAC

- The December NAC registrations revenue \$635k. Expenses came in close to budget Air was the only expense that was significantly over budget.
- Total Net Income for event was \$334k, significantly above than budgeted by \$84k
- This was the largest December NAC ever held



# January NAC

- January NAC Registration revenue was \$668K.
- Expenses are higher than what was budgeted. Air and hotel expenses are higher than budgeted. This is expected due to increase in inflation.
- Net Income for January NAC was \$ 262K, and \$38k over what was budgeted.



# PARA IWAS WC

- Para IWAS World Cup was a success in terms of the event. However, this event did not come out in a positive financial position.
- The expenses ended higher than what was budgeted. Original event was paired with Capital Clash which would have decreased the cost of the hotel.
- USA Fencing took a loss of \$165k. There is a variance of \$17k from donations that will be settled once there is a transfer from the Foundation. Total loss looks to be closer to \$148k.

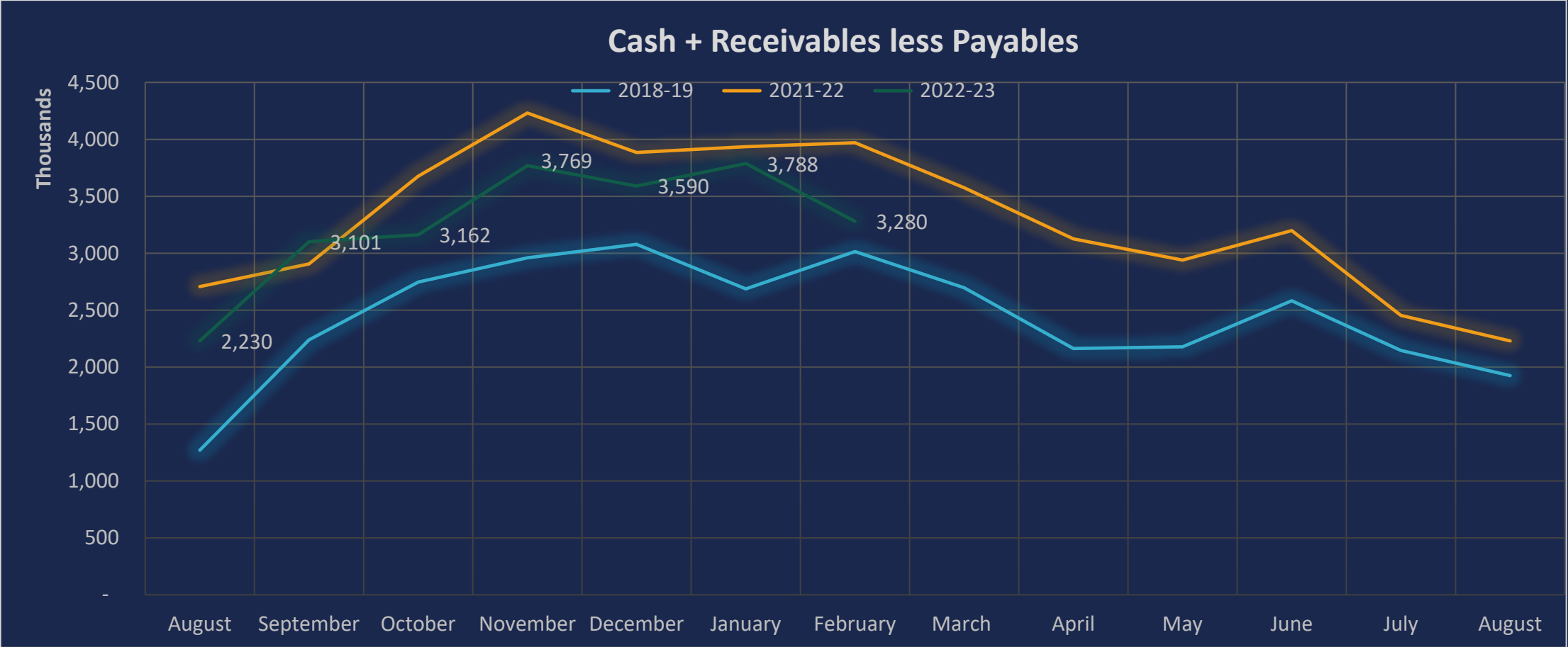


USA  
PARAFENCING

IWAS  
WHEELCHAIR FENCING  
2023 WORLD CUP WASHINGTON

WASHINGTON, D.C. ★ USA

# Cash + Receivables



# Membership

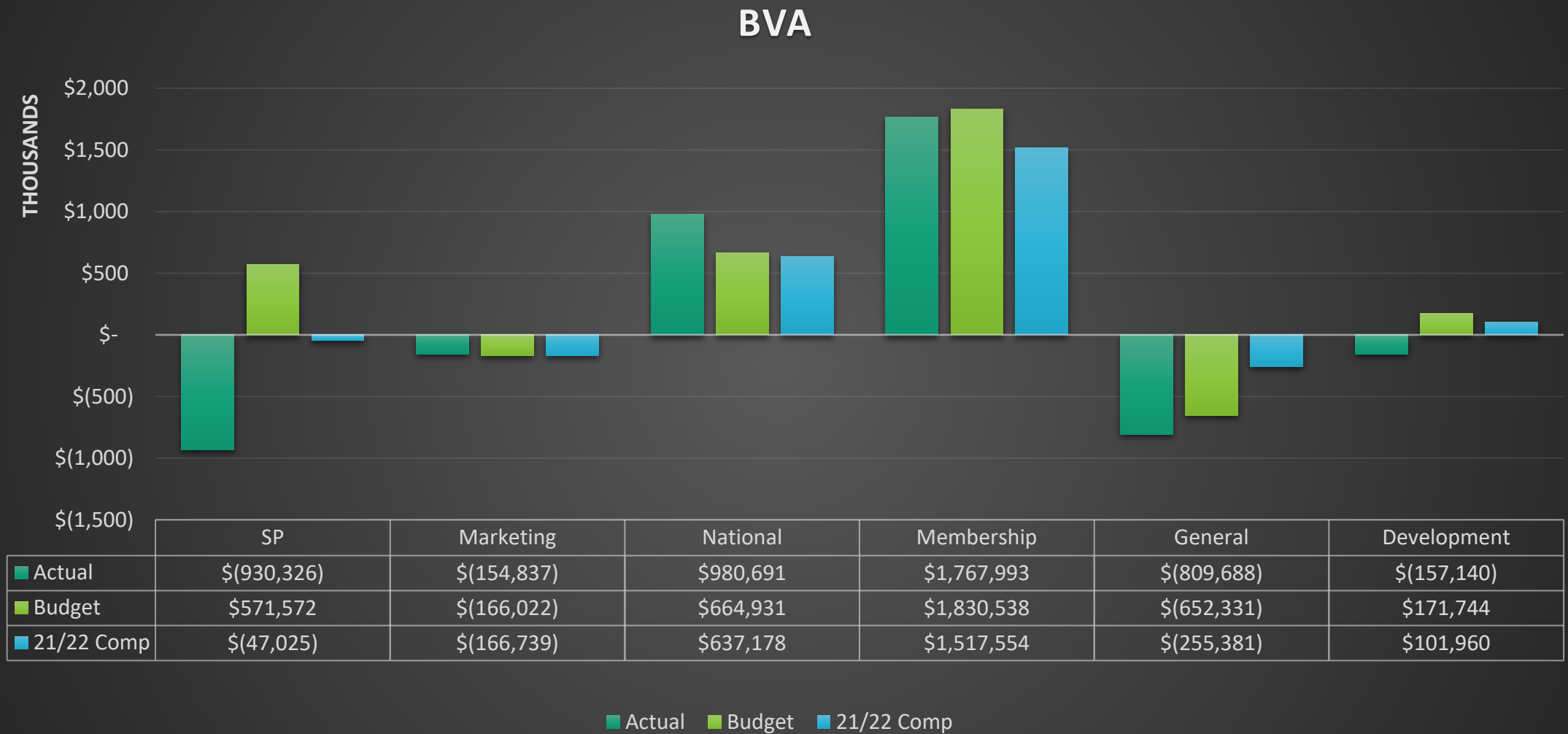
## Current Memberships

- Club Membership is \$129k below budget
- Access membership is \$41k over budget
- Competitive membership is \$7k over budget and Non-Competitive is \$30k below budget
- Individual membership is up by 20% from 21/22, and 11% from 18/19
- Club membership is up 17% from 21/22 and 14% from 18/19

## Comparisons



# Budget Vs Actual





# BVA Breakdown

- General Department actual vs budget loss
  - Rent has increased in 2023 roughly \$600
  - Braintree fees are higher than expected.
  - Investments for January will not be reported until end of February.
- Development
  - The Foundation and Association are finalizing revenue and expenses. February there will be an adjustment in revenue and expense for the development department.
  - Association will receive a prorated grant in the amount of \$6k
- Sports Performance
  - IWAS effected the Sports performance budget more than expected.
  - Received \$243K from the USOPC to help for this quarter's events.

# Snapshot

## ➤ Community Bank

- Visa Cards

- Decreased bank fees

## ➤ Budget 23/24

- 3/20/2023 first draft

- 4/20/2023 second draft

- 5/20/2023 third draft

- 6/2023 final touches on budget/budget committee

- 7/4/2023 Final budget to be approved by the

board

# Wrap Up

## Revenue

- Credit Card Processing fees have lowered to 1.99%+.49. This is a reduction from 3.99%
- Foundation is working on finalizing the numbers to cover expenses Association has covered along with what donations belong to the Association. Numbers should be finalized in February.
- There is a steady growth in Memberships and National Event Registrations.

## Organizations Challenges

- Investments are seeing a downward swing of 12%
- January did see a downward trend in cash; due to multiple events in the same month.
- Expenses in 1/31/23 increased 156% since 1/31/21 and 49% since 1/31/22.
- Inflation Rates are still at 6.5%

**DRAFT**  
**Record of Electronic Vote**  
**USA Fencing Board of Directors**  
Email on February 23, 2023

**The majority of the board approved, by email vote beginning on February 23, 2022, the following motions. Any abstentions or no votes are noted following the motions:**

**Motion (Mr. Arias):** That Samuel D. Cheris be enshrined in the USA Fencing Hall of Fame and that he be inducted as a “Contributor” with the Hall of Fame Class of 2023.

**Rationale:** Few if any individuals have contributed to USA Fencing and international fencing to the degree or with impact of Mr. Cheris. A copy of his resume is attached and reflects some of his accomplishments, but it cannot alone reflect the magnitude of his impact on USA Fencing, the FIE or the sport itself. Because much of what Mr. Cheris has accomplished and contributed is unknown to USA Fencing’s general membership, there is considerable danger that without Board action he may not achieve popular election. The purpose of the Hall of Fame is to recognize and remember those in the United States who have meant the most to the sport and to the organization. Mr. Cheris most certainly deserves that recognition and remembrance. Mr. Cheris’ comments at a recent FIE Congress in support of USA Fencing’s position on the participation of Russian and Belorussian athletes and his publicly disclosed state of health both argue in favor expediting this selection.

**No Votes: Two.**

**Per Board Member request:**

It is duly clarified that the Hall of Fame Committee does not support the motion.

**USA Fencing CEO & Senior Staff Succession and Transition Planning**  
**As at 2/16/2023**

**Introduction & Purpose**

History shows us that Executive and Senior Staff transition can lead to knowledge gaps and other issues for the organization. It also shows that there is significant risks when multiple senior individuals in key roles leave the organization.

Providing a roadmap for such a transition is designed to de-stress the solution for Board, Staff and Membership alike as well as provide transparency around how the organization is to prepare for just such an event.

**Short Term CEO Unavailability**

In the case of Short Term unavailability of the CEO (for 2 or more days), the Chair of USA Fencing and the CEO shall pre-designate the individual on the team's senior staff who shall be empowered to act in the stead of the CEO.

**Short Term Senior Staff Unavailability**

In the case of Short Term unavailability of senior staff (for 2 or more days), the CEO and the senior staff member shall pre-designate the individual on the team's senior staff who shall be empowered to act in the stead of the individual.

**Spokesperson in the case of CEO Unavailability**

In the case that the CEO is unavailable at any time, short or long term, any designated spokesperson duties shall reside with the Director of Communication and in the event of his or her unavailability, the Chair of the Board.

**Internal Professional Development of Senior Staff**

As a part of the planning for succession of the CEO and Senior staff team, the CEO shall ensure a cross-training development plan is implemented so that senior staff have a baseline knowledge of each others roles and therefore have an ability to fill in as an Interim leadership position or full time leadership position in time.

The CEO shall also ensure and construct a personal development plan for senior leaders who have an interest in becoming the leadership figure of the organization, such individuals shall be highlighted to the Chair of the Board (and his or her successor Chairs) and appraised by the CEO of the progress of their professional development in the areas of leadership, people management, financial management and communications management. The Board, for their part, shall support the staff with appropriate resources to do so.

The CEO shall include specific written review of this element of Professional Development in each staff member.

The CEO shall also ensure staff have appropriate exposure to external stakeholders to further support

the transition in the case of such a need.

The expectation shall be that internal individuals will be trained to place where they are ready to be in a leadership position, however, that the expectation is also that in the event of CEO transition the Board shall engage in a thorough process.

#### **CEO or Senior Staff Transition – Transition Notice**

It is anticipated that the CEO or Senior Staff will responsibly let the Chair or CEO as appropriate know in sufficient time to prepare to activate a transition plan.

As a matter policy, this should be kept confidential and a safe space for the employee should be created in order that they may feel safe to progress their career, look at opportunities but the organization can plan in the case a departure does occur.

#### **Timeline for Exit Plans**

The CEO and the Senior Staff member, together with any departure stakeholder (such as a new employer), and/or the Board and CEO, together with any departure stakeholder should agree an appropriate transition period. This should be approximately 3 months for the CEO, approximately 2 months for Senior Staff.

#### **Legacy Items**

The CEO shall keep current every 3 months a statement of current major projects that he or she is working on that is shared with the Chair (and/or their designee) and the CEO's designed short term deputy, such that in the event of their unavailability, there is an ability to carry on work of the organization. Senior staff shall do the same with the CEO.

#### **Appointing an Interim**

In the event of a Senior Staff member leaving, the CEO shall designate a staff member to step into their place on an interim basis.

In the event of the CEO leaving, the Chair shall convene a panel consisting of at least one Paralympic athlete, at least one Olympic athlete, at least one At-Large board member and at least one independent, with the Treasurer present as an ex-officio individual to appoint an interim CEO.

Based upon the information on professional development, the group shall agree on the appointment internally. If more than one individual has expressed an interest in being a future CEO candidate, the first choice should be guided by an individual who is not interested in being the future CEO in fairness to those candidates. Unless the CEO departure is caused by an adverse action, the CEO shall be consulted on the choice of Interim CEO.

If there is no obvious choice of internal CEO, an external Interim CEO could be considered as a last resort option. The same group shall decide on the individual concerned, with experience in a similar Olympic or Paralympic NGB being a critical factor.

#### **Communication Plan**



As soon as the Interim is appointed, within 72 hours the Chair and CEO, together with the new Interim CEO shall meet with the full staff to ensure comfort around the transition plan.

Following this, the CEO (or Chair, if the CEO is unavailable) shall introduce the Interim CEO to all key stakeholders within the ecosystem – including but not limited to sponsors, major donors, suppliers, international stakeholders, key committee chairs, banks, USOPC departments, US Center for SafeSport staff, to be completed no more than 96 hours.

In the case of the CEO's departure, or a long serving (above 5 years) senior staff member, a press release will also be made. It is critical that transparent and regular communication to affected key stakeholders and membership are continued.

### **Transition Team**

The board shall appoint a transition team of no more than 6, recommended by the Chair and to include at least one independent director and one athlete member, to oversee transition.

In the case of a Senior Staff member, the CEO shall oversee the transition.

Once the remainder of tenure plan has been agreed, the transition team shall meet weekly with the outgoing individual to ensure a transfer of knowledge. Where appropriate, departmental heads or reporting individuals shall join the calls to make such a knowledge transfer.

Using a shareable spreadsheet, knowledge shall be collected across the team including key dates, knowledge of key contracts, current legacy items (see above) that can be provided to the incoming CEO or senior staff member.

This spreadsheet begins with the above legacy statement maintained by the CEO, and/or the projects communication of the departing senior staff member.

The transition team shall also meet with key staff members during this period at least biweekly to ensure transparency.

### **Search Committee**

The above committee who appointed the Interim will also serve as the Search Committee, the Committee shall meet with the exiting CEO, key stakeholders and the remainder of the board to discuss what the key characteristics are of the incoming CEO required to meet the challenges of USA Fencing of the day and those projected over the coming few years.

The committee shall, in consultation with the exiting CEO, devise and produce an RFP for a search firm to assist with the search, and the appointment made by the consent of the majority vote of the full board.

In the case of Senior Staff departures, the CEO will determine the search committee for the particular position and if it is necessary to include external resources.

### **Onboarding**

The key individual responsible for onboarding a new CEO shall be the Chair of the Board, and this should be viewed as a critical skill set for the Board Chair.

The onboarding plan shall be devised by the Board Chair in consultation with the Interim CEO, Incoming CEO and senior staff and should be approved by the Transition Team.

The onboarding plan should consider familiarity with key USA Fencing stakeholders, board members, staff, policies and procedures, financial information, cultural norms and ensure regular check ins with the incoming CEO, once per week in the first month, then bi-weekly henceforth.

The onboarding plan should also consider a walk through of the transition documents prepared above.

### **Embedding**

Once the new CEO or Senior Staff member is onboarded, the individual should immediately seek to revisit this process to ready for the eventuality of further transition.



		<b>LIFE RESULTS</b>	<b>GOLD</b>	<b>SILVER</b>	<b>BRONZE</b>	<b>4TH</b>
1		OLYMPIC MEDALS INDIVIDUAL	150	130	110	90
2		OLYMPIC TEAM EVENT MEDALS	100	85	70	55
3		OLYMPIC FINALS PLACES 5-8	45			
4		OLYMPIC TEAM PARTICIPANT	90			
5		SENIOR WORLD CHAMPIONSHIP INDIVIDUAL	150	130	110	90
6		SENIOR WORLD CHAMPIONSHIP TEAM EVENT	100	85	70	55
7		WCHAMP INDIVIDUALS FINALS PLACES 5-8	45			
8		SENIOR WORLD CHAMPIONSHIP PARTICIPANT	90			
9		WORLD CUP OVERALL CHAMPION	100			
10		SENIOR WORLD CUP/GRAND PRIX MEDALIST (DESIG	80	70	60	
11		WORLD CUP TEAM EVENT	50	40	30	
12		PAN AM GAMES INDIVIDUAL	70	60	50	
13		PAN AM GAMES TEAM EVENT	60	50	40	
14		PAN AM GAMES TEAM PARTICIPANT	40			
15		PAN AM ZONAL CHAMPIONSHIPS INDIVIDUAL	60	50	40	
16		DIV I NATIONAL CHAMPIONSHIPS HISTORIC OPEN IN	60	50	40	
17		DIV I NATIONAL CHAMPIONSHIPS FINALIST	30			
18		NATIONAL CHAMPION TEAM HISTORIC	30	20	10	
19		SENIOR WORLD CHAMPIONSHIP PARTICIPANT	40			
20		JUNIOR WORLD CHAMPIONSHIP INDIVIDUAL	40	35	30	25
21		CADET WORLD CHAMPIONSHIP INDIVIDUAL	35	30	25	20
22		NCAA/NIWFA CHAMPIONSHIPS INDIVIDUAL	40	30	20	10
23		HALL OF FAME VOTE 1ST PLACE	300			
24		HALL OF FAME VOTE 2ND PLACE	250			
25		HALL OF FAME VOTE 3RD PLACE	200			
26		HALL OF FAME VOTE 4TH PLACE	150			
27		HALL OF FAME VOTE 5TH PLACE	125			
28		HALL OF FAME VOTE 6TH PLACE	100			
29		HALL OF FAME VOTE 7TH PLACE	80			
30		HALL OF FAME VOTE 8TH PLACE	70			
31		HALL OF FAME VOTE 9TH PLACE	60			
32		HALL OF FAME VOTE 10TH PLACE	50			
33		USFCA/NCAA COACH OF THE YEAR	80			
34		NCAA COACH OF THE YEAR DIV III	60			
35		FIE HALL OF FAME MEMBER	200			

## 2011WNIT Team Airline Information

3/3/2311:12 AM

		<b>LIFE RESULTS</b>	<b>GOLD</b>	<b>SILVER</b>	<b>BRONZE</b>	<b>4TH</b>
1		OLYMPIC MEDALS INDIVIDUAL	150	130	110	90
2		OLYMPIC TEAM EVENT MEDALS	100	85	70	55
3		OLYMPIC FINALS PLACES 5-8	45			
4		OLYMPIC TEAM PARTICIPANT	90			
5		SENIOR WORLD CHAMPIONSHIP INDIVIDUAL	150	130	110	90
6		SENIOR WORLD CHAMPIONSHIP TEAM EVENT	100	85	70	55
7		WCHAMP INDIVIDUALS FINALS PLACES 5-8	45			
8		SENIOR WORLD CHAMPIONSHIP PARTICIPANT	90			
9		WORLD CUP OVERALL CHAMPION	100			
10		SENIOR WORLD CUP/GRAND PRIX MEDALIST (DESIGNATED)	80	70	60	
11		WORLD CUP TEAM EVENT	50	40	30	
12		PAN AM GAMES INDIVIDUAL	70	60	50	
13		PAN AM GAMES TEAM EVENT	60	50	40	
14		PAN AM GAMES TEAM PARTICIPANT	40			
15		PAN AM ZONAL CHAMPIONSHIPS INDIVIDUAL	60	50	40	
16		DIV I NATIONAL CHAMPIONSHIPS HISTORIC OPEN IND	60	50	40	
17		DIV I NATIONAL CHAMPIONSHIPS FINALIST	30			
18		NATIONAL CHAMPION TEAM HISTORIC	30	20	10	
19		SENIOR WORLD CHAMPIONSHIP PARTICIPANT	40			
20		JUNIOR WORLD CHAMPIONSHIP INDIVIDUAL	40	35	30	25
21		CADET WORLD CHAMPIONSHIP INDIVIDUAL	35	30	25	20
22		NCAA/NIWFA CHAMPIONSHIPS INDIVIDUAL	40	30	20	10
23		HALL OF FAME VOTE 1ST PLACE	400			
24		HALL OF FAME VOTE 2ND PLACE	350			
25		HALL OF FAME VOTE 3RD PLACE	300			
26		HALL OF FAME VOTE 4TH PLACE	250			
27		HALL OF FAME VOTE 5TH PLACE	225			
28		HALL OF FAME VOTE 6TH PLACE	200			
29		HALL OF FAME VOTE 7TH PLACE	180			
30		HALL OF FAME VOTE 8TH PLACE	170			
31		HALL OF FAME VOTE 9TH PLACE	160			
32		HALL OF FAME VOTE 10TH PLACE	150			

**Appendix E**  
**Biographies**  
**Grievance and Disciplinary Committee Candidates**

**Mark House (Chair – Independent – Phoenix AZ).**

Mark House is a specialist in litigation involving estates, trust and financial exploitation, as well as tax, and trust planning. House has also assisted in overseas sports matters, most notably as Outside Counsel to the IWF Athlete Commission.

House holds degrees from Northern Arizona University and the Emory University School of Law. House is also an outside professor at the Arizona State University School of Law.

Mr. House has Chaired two panels for USA Fencing previously.

**Charles Simon (Independent – New York City NY)**

Charles Simon serves as the Director of Ethics for UNAIDS (United Nations Program on HIV & AIDS) and is based at the United Nations in New York City. Mr. Simon has previously served as Chief of Staff for the same working across the work of UNHCR, UNICEF, WFP, UNDP, UNFPA, UNODC, UN Women, UNESCO, the WHO and World Bank.

Prior to his service with UNAIDS, Mr Simon was General Counsel to Case Commons, SVP of Public Policy at Clear, Deputy Director of the New York State Criminal Justice Department and an Assistant US Attorney for the Southern District of New York.

Mr. Simon holds degrees from Yale University and the University of Chicago Law School – Mr Simon has served on one panel on behalf of USA Fencing.

**David Eldridge (Springfield IL)**

Eldridge's professional career has centered around government-related positions where he has used his skills as an attorney to go along with business administration. In 2015 he founded his own law practice which focuses on government relations, research and legal representation. Eldridge served as legislative counsel in the Illinois Governor's Office of Legislative Affairs from 2013-2015 and was senior policy advisor to the Executive Ethics Commission (EEC) from 2011-2012 among his many professional roles.

Mr. Eldridge also serves on the USA Volleyball Board of Directors as an independent, and is currently a member of the USA Fencing Leadership Academy.

Mr. Eldridge has served on one panel for USA Fencing.

**Ken Gauvey (Baltimore, MD)**

Currently serving as the Assistant Attorney General for the State of Maryland, Mr. Gauvey entered private practice until 2021 at which time he was appointed to the Attorney General's office's department of Budget and Management.

Mr Gauvey has degrees from Ohio University and the University of Maryland School of Law.

Mr. Gauvey has been on two panels for USA Fencing recently.



USA  
FENCING



USA  
PARAFENCING





**CONFLICT OF INTEREST POLICY**  
**OF**  
**USA Fencing**

**DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.**

USA  
FENCING

USA  
PARAFENCING

## SECTION 1. PURPOSE

**USA Fencing** is committed to sustaining an ethical workplace free of conflicts of interest and perceived conflicts of interest. Each Decision Maker, as defined in Section 2 below, has the responsibility to administer the affairs of **USA Fencing** honestly and prudently, and to exercise their best care, skill, and judgment for the sole benefit of **USA Fencing**. Decision Makers shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with **USA Fencing** or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all **USA Fencing** decisions and actions. **USA Fencing** requires that any of its Decision Makers recognize, disclose, and attempt to avoid activities or investments that involve, might appear to involve, or could result in an actual or potential conflict of interest. While all actual or potential conflicts must be disclosed, that alone does not disqualify an individual from serving **USA Fencing**. Whether an actual or potential conflict is disqualifying depends on the particular circumstances.

A “**Conflict of Interest**” or “**Conflict**” exists when a Decision Maker acts individually, or as part of a committee, on behalf of **USA Fencing** or in connection with a transaction to which **USA Fencing** is a party, where the Decision Maker’s actions or relationships present the potential for improper personal gain or advantage, or for an adverse effect on the interests of **USA Fencing**, or where the Decision Maker’s actions or relationships create the appearance that the Decision Maker may not be able to put **USA Fencing**’s interests first. A “**conflict of interest**” also exists in the context of athlete or team selection when a Decision Maker participates in a selection decision that involves or impacts an athlete with whom the Decision Maker has a direct or indirect relationship, or when a Decision Maker participates in a benefits or services allocation decision that directly impacts the Decision Maker. This policy does not attempt to provide an exhaustive list of every possible circumstance that might give rise to a conflict of interest, but provides examples of situations that create conflicts of interest as a guide to the types of transactions (a “**transaction**” is any contract, transaction, agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a grant or loan, or the establishment of any other financial relationship with **USA Fencing**) and/or relationships that can create conflicts of interest.

## SECTION 2. DECISION MAKERS

This Conflict of Interest Policy is applicable to all **USA Fencing** Decision Makers. The term “Decision Makers” includes, but is not limited to, members of the **USA Fencing** Board of Directors (the Board of **USA Fencing**), officers (including division officers), committee members, task force members, working group members, resource team members, hearing panel members, members of all committees and hearing panels that are empowered to resolve grievances, employees, and volunteers of **USA Fencing**.

## SECTION 3. AREAS IN WHICH CONFLICTS MAY ARISE

Conflicts of interest may arise in the relations of Decision Makers with any of the following third parties: (1) Persons or entities supplying goods and services to **USA**

**Fencing**; (2) Persons or entities from whom **USA Fencing** leases property and/or equipment; (3) Persons or entities with whom **USA Fencing** is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property; (4) Competing or affinity organizations; (5) Donors and others supporting **USA Fencing**; (6) Agencies, organizations, and associations which affect the operations of **USA Fencing**; (7) Family members, friends, close associate, and other employees. A “**Family Member**” is defined as a spouse, domestic partner, parent/grandparent, parent/grandparent of spouse/domestic partner, child or child of a spouse/domestic partner, sibling or the sibling of a spouse/domestic partner, other blood relative or the blood relative of a spouse/domestic partner of a Decision Maker; (8) club members or teammates. If a Decision Maker or other disclosing individual has any question as to whether a relationship or activity may create a conflict of interest, a disclosure should be made and the advice sought from the Ethics Committee.

A potential conflict of interest might exist in at least the situations described below. This list is for example only and is not intended to be exhaustive nor determinative of whether a conflict exists. But it is a listing of circumstances in which disclosure may be appropriate in order to avoid even a perception of a conflict:

- 1) A Decision Maker or their Family Member owning stock or holding debt or other proprietary interests in any third party dealing or potentially dealing with **USA Fencing**.

**EXAMPLE:** When a **USA Fencing** resource team member owns an interest in a company seeking to enter into a contract to provide consulting services to **USA Fencing**.

- 2) A Decision Maker or their Family Member owning a business, being employed by, or providing goods or services under a provider, contractor, or consulting agreement, to or for a business which provides goods or services to **USA Fencing**, the USOPC, or any other NGB.

**EXAMPLE:** When **USA Fencing** is contemplating entering into an agreement for consulting services from a committee member of **USA Fencing**.

- 3) A Decision Maker or their Family Member holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with **USA Fencing**.

**EXAMPLE:** When a **USA Fencing** board member’s wife is the CEO of a company negotiating a contract to provide services to **USA Fencing**.

- 4) A Decision Maker or their Family Member receiving remuneration for services with respect to individual transactions involving **USA Fencing**.

**EXAMPLE:** When a **USA Fencing** resource group gets paid a commission if **USA Fencing** enters into a particular contract with a third party.

- 5) A Decision Maker or their Family Member using **USA Fencing**'s time, personnel, equipment, supplies, or goodwill for anything other than **USA Fencing**-approved activities, programs, and purposes.

**EXAMPLE:** When a **USA Fencing** employee uses a **USA Fencing** vehicle for a personal road trip.

- 6) A Decision Maker or their Family Member soliciting or receiving personal gifts, loans, gratuities, or discounts from third parties in violation of **USA Fencing**'s Gift & Entertainment Policy. No personal gift of money should ever be accepted.

**EXAMPLE:** When a company trying to obtain a contract to provide services to **USA Fencing** offers a \$100 gift certificate to a **USA Fencing** board member who would be voting on whether **USA Fencing** should execute the contract in question.

**EXAMPLE:** Asking for box seats to a sporting event because of your position on **USA Fencing**'s Nominating Committee.

**EXAMPLE:** Accepting tickets to an NFL game worth \$250 from a business seeking to obtain a contract to provide landscaping services for **USA Fencing** headquarters.

- 7) A Decision Maker or their Family Member acting as an agent, representative, or consultant to a business whose interests may conflict with the interests of **USA Fencing**.

**EXAMPLE:** When a **USA Fencing** Division Officer agrees to promote another NGB in negotiations with potential sponsors or licensees.

**EXAMPLE:** When the spouse of a **USA Fencing** board member works for or is a decision maker in an organization that competes with **USA Fencing** or that provides services to an organization that competes with **USA Fencing**.

- 8) A Decision Maker or their Family Member having a business relationship with a sponsor, supplier, licensee, or vendor of **USA Fencing** (for a current list of **USA Fencing** sponsors, suppliers, and licensees, go to <https://www.usafencing.org/sponsors>).

**EXAMPLE:** When a family member provides legal services to one of **USA Fencing**'s sponsors.

- 9) A Decision Maker or their Family Member awarding **USA Fencing** business to, or provide favorable treatment to, a business owned or controlled by a volunteer, family member, or personal friend.

**EXAMPLE:** Awarding a contract to provide landscaping services for **USA Fencing** headquarters to a family member's landscaping business.

- 10) A Decision Maker or their Family Member participating and/or voting within a discretionary selection committee for **USA Fencing** when the individual has a relationship with an athlete who is potentially impacted by the selection procedures (e.g., as coach, trainer, parent, etc.)

**EXAMPLE:** Participating in a decision to select an athlete on **USA Fencing's** team for World Championships or major international competition when Decision Maker is athlete's current coach or family member.

- 11) A Decision Maker or their Family Member drafting selection procedures for protected competition when the individual, family member, teammate or clubmate, could benefit directly or indirectly from the selection method.

**EXAMPLE:** The athlete representative assisting with drafting, voting on, and/or signing the procedures is also competing for a spot on the team for which the procedures are written.

- 12) A Decision Maker or their Family Member having activities or interests, whether direct or indirect, that interfere with or influence, or have the potential to interfere with or influence, a Decision Maker's responsibilities on behalf of **USA Fencing** or to undermine the interests of **USA Fencing**.

**EXAMPLE:** A **USA Fencing** Tournament Committee member has a significant client who owns or operates a facility being considered as the host of a **USA Fencing** event.

**EXAMPLE:** A Decision Maker serves on a hearing panel or appeal panel involving discipline against a member of the Decision Maker's club / team / family.

**EXAMPLE:** An athlete is the potential recipient of benefits or services that are being allocated by **USA Fencing** and participates in the allocation decision.

It shall be the continuing responsibility of each Decision Maker to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

## SECTION 4. DISCLOSURE POLICY AND PROCEDURE

At each Board and Committee meeting, members shall disclose all potential conflicts of interests with subjects on the meeting agenda. All disclosed potential conflicts of interests shall be included in the meeting minutes as well as members who recuse themselves due to an actual or apparent conflict of interest.

In addition to the mandatory disclosures required from each Decision Maker under Section 9 and Section 10 of this policy, if any Decision Maker becomes aware of their own undisclosed or partially disclosed conflict of interest, such person should report the information to the Board, committee, task force, working group, or resource team that may be involved.

After disclosure of the conflict or potential conflict of interest and all material facts, and after any discussion with the interested person, the Board, committee, task force, working group, or resource team involved shall make an initial determination whether the conflict or potential conflict disqualifies the interested person from discussion and approval of such transaction. If any interested party disagrees with the initial determination then they may refer the matter to the General Counsel and to the Ethics Committee for resolution. The initial determination by the Board, committee, task force, working group, or resource team shall be communicated to the affected parties by email, and documentation of the determination shall be included in the minutes or records of the Board, committee, task force, working group, or resource team.

If any Board, committee, task force, working group, resource team or individual has a good faith belief that a Decision Maker has a conflict of interest that has not been disclosed, that party or individual should notify **USA Fencing's** General Counsel and the Ethics Committee for resolution. No individuals shall retaliate against or harass or intimidate another party, or cause another person to do so, for making or raising actual or possible conflicts of interest.

If the matter is referred to the General Counsel and to the Ethics Committee and involves a transaction between **USA Fencing** and a Decision Maker (or a family member or business in some way related to a Decision Maker) the Ethics Committee shall decide if a conflict of interest exists pursuant to Section 5 below, and if there are mitigating measures that could be implemented to permit **USA Fencing** to move forward with the transaction or activity. The Ethics Committee's decision will be shared with the Decision Maker. The Decision Maker must acknowledge in writing and comply as a condition of membership with the decision and direction provided by the Ethics Committee for managing the conflict.

Transactions with parties with whom a conflicting interest exists may be undertaken if the Ethics Committee has determined there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest pursuant to Section 5 below or without notifying the General Counsel and Ethics Committee, if all of the following, at a minimum, are observed:



- 1) The conflicting interest is fully disclosed;
- 2) The person with the conflict of interest is excluded from the discussion and approval of such transaction; and
- 3) A competitive bid or comparable valuation exists.

With respect to the review of any disclosure by the Ethics Committee, the Ethics Committee shall communicate in writing or email delivered to the respective Board, committee, task force, working group, or resource team, and to any individual involved in the potential conflict, any action it has taken with respect to the disclosure including, but not limited to, a determination that no action is required, direction for managing the disclosed conflict, or prohibition of a conflicted transaction. Not later than seven days following delivery of the determination by the Ethics Committee to an affected individual, the individual must acknowledge in writing (a) any action in mitigation or management of the conflict required by the Ethics Committee and (b) any prohibition of any conflicted transaction, and further acknowledge that compliance with the required mitigation or prohibition is an express condition of the individual's continued membership in USA Fencing.

## **SECTION 5. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST WITH RESPECT TO TRANSACTIONS OR BUSINESS OF USA FENCING**

If a possible conflict of interest exists and is referred to the General Counsel and Ethics Committee with respect to a proposed transaction, promptly and before any decision is made regarding the proposed transaction, the proposed transaction shall be addressed as follows:

- 1) The interested person may make a presentation to the Ethics Committee, which may be convened telephonically, regarding the transaction or arrangement involving the possible conflict of interest.
- 2) The Ethics Committee shall review alternatives to the proposed transaction or arrangement if presented to the Ethics Committee by the Board of **USA Fencing**, staff, or relevant committee.
- 3) After reviewing the presented information, the Ethics Committee shall inform the Board of **USA Fencing** or committee whether there is a conflict of interest precluding **USA Fencing** from entering into the transaction or arrangement, or if there are mitigating measures that may be implemented to alleviate concerns regarding the potential conflict of interest.

## **SECTION 6. PROCEDURES FOR ADDRESSING POSSIBLE CONFLICTS OF INTEREST IN DRAFTING SELECTION PROCEDURES AND ATHLETE / TEAM DISCRETIONARY SELECTION**

The following more particularized disclosure requirements and procedures apply in the context of drafting selection procedures and athlete/team discretionary selection decisions in an attempt to ensure that no individual participating in the process has a conflict of interest that will impact their ability to make a fair and unbiased decision in the athlete or team selection process.

Any individual involved in the drafting of procedures, including the athlete representative, or on a discretionary selection committee (or similar group) must disclose to all of such committee or group members: all club and coaching affiliations of the Decision Maker and each member of the Decision Maker's family, and any known parties that employ or are employed by Decision Maker and members of the Decision Maker's family.

The Committee or group involved will first determine if a conflict exists. If there is any question or conflict concerning the Decision Maker's involvement in or voting on a matter, a report should be made to USA Fencing's General Counsel and to the Ethics Committee for clarification or resolution of any issue.

A resolution could be that the Decision Maker may participate fully, be barred from participating or voting, or a middle ground such as participating in the drafting of the procedures or be included in the discussions for discretionary selection of a team, but not take part in any sign-off, vote, or decision. For example, a national team coach or high performance director may provide information to the selection committee so long as such information is provided in a fair and unbiased manner and the committee member who disclosed the conflict of interest does not vote toward the final decision.

## **SECTION 7. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

- 1) If the disinterested members of the Ethics Committee have reasonable cause to believe a Decision Maker has failed to disclose actual or possible conflicts of interest, it shall promptly inform the Decision Maker of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the disinterested members of the Ethics Committee determine the Decision Maker has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action. The Decision Maker will be notified of the disciplinary and/or corrective action in writing. Decision Makers may appeal any such disciplinary and/or corrective action. Any such appeal must be commenced by notice emailed to the Board or to any committee or commission designated by the Board and General Counsel no later than 10 business days of being notified of the disciplinary and/or corrective action in writing. Any such appeal shall be conducted on the record of the Ethics Committee, and not by a hearing de novo. The Decision Maker shall have the right to present argument to the Board/committee/commission, but not

new evidence, in connection with the appeal. The Board/committee/commission may, in its discretion, hear from the Ethics Committee. The Board/committee/commission may affirm, reject or modify the disciplinary and/or corrective action by a majority or 2/3 vote, depending on the nature of the disciplinary and/or corrective action and as provided in the USA Fencing Bylaws. The Board's/committee's/commission's decision shall become final and effective when transmitted via email to the Decision Maker. Applicable disciplinary sanctions may be further appealed through arbitration pursuant to Chapter 13 of the Athlete Handbook.

- 3) While any such failure to disclose an actual or possible conflict of interest is under investigation, the Decision Maker shall be precluded from engaging in further decisions of **USA Fencing** that bear any relation whatsoever to the matter that is the subject of the actual or possible conflict of interest.

## **SECTION 8. RECORDS OF PROCEEDINGS**

For any meeting or portion of a meeting of the Ethics Committee involving an allegation of a violation of the Conflict of Interest Policy, the minutes of the meetings shall contain:

- 1) The names of the persons who were found to have a connection with an actual or possible conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Ethics Committee's decision as to whether a conflict of interest in fact existed.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, or selection process, the content of the discussion (including, but not limited to, an analysis of the fairness and reasonableness of the transaction or arrangement in question, or the fairness of having the individual participate in the selection process), including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **SECTION 9. ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENTS**

Each Decision Maker shall annually sign and submit to the Ethics Committee and **USA Fencing's** General Counsel a statement, substantially in the form attached hereto, which such person affirms:

- 1) Has received a copy of the conflicts of interest policy;

- 2) Has read and understands the policy;
- 3) Has agreed to comply with the policy, and
- 4) Understands that **USA Fencing** is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. The disclosure statements shall be reviewed by the Ethics Committee. If the Ethics Committee determines that a possible conflict of interest exists and still needs to be addressed, the procedures in Section 4 and 5 shall apply.

Any actual, perceived, or potential conflict of interest should be disclosed in the annual statement.

Any new **USA Fencing** employee shall submit a conflict of interest disclosure statement within 14 days of their hiring by **USA Fencing**. Any other new Decision Maker shall submit a conflict of interest disclosure statement by the earlier of 14 days after their appointment or their first **USA Fencing** Board, committee, task force or hearing panel meeting. In no event shall a Decision Maker participate in any decisions to commit **USA Fencing** to a proposed transaction, hearing, or athlete or team selection procedures prior to submission of their conflict of interest disclosure statement.

The **USA Fencing** national office shall maintain copies of all Annual Statements submitted under Section 9 and 10 for not less than three (3) years.

## **SECTION 10. PERIODIC STATEMENTS / UPDATES**

Each director, officer, committee member, task force member, hearing panel member, and employee shall update their annual disclosure as necessary and submit to the Ethics Committee a signed statement describing any new potential conflicts of interest as soon as practicable after becoming aware of such potential conflict of interest.

## **SECTION 11. ADDITIONAL INFORMATION**

**USA Fencing's** Ethics Committee can be contacted with any questions about this policy by sending an email to [ethicscommittee@usafencing.org](mailto:ethicscommittee@usafencing.org).

## **USOPC General Resources**

### **For Athletes With Questions Regarding This Conflict of Interest Policy:**

The Athlete Ombudsman provides cost-free, independent and confidential advice regarding athlete rights; resolving disputes or grievances; and any sport rule, policy, or process, including NGB-athlete agreements, codes of conduct or team selection procedures. The Athlete Ombudsman can also help athletes connect with legal counsel or mental health resources if needed. Athletes may contact the Athlete Ombudsman at:

PHONE: (719) 866-5000

EMAIL: [ombudsman@usathlete.org](mailto:ombudsman@usathlete.org)

WEBSITE: [www.usathlete.org](http://www.usathlete.org)

**For Individuals With Questions Regarding Conflicts of Interest:**

For additional resources, individuals may contact the USOPC Ethics and Compliance Office at [ethics@usopc.org](mailto:ethics@usopc.org).



USA  
FENCING



USA  
PARAFENCING

**DO NOT COMPLETE THIS DISCLOSURE STATEMENT. STARTING IN AUGUST 2021 ALL DISCLOSURES WILL BE COMPLETED ELECTRONICALLY.**

**USA FENCING CONFLICT OF INTEREST DISCLOSURE STATEMENT**

I, \_\_\_\_\_, am a member of **USA Fencing** and serve in the following role(s):

☐ Board of Directors

☐ Committee Member

Please specify which committee(s) \_\_\_\_\_

☐ Task Force Member

Please specify which task force(s) \_\_\_\_\_

☐ Working Group Member

Please specify which task force(s) \_\_\_\_\_

☐ Resource Team Member

Please specify which task force(s) \_\_\_\_\_

☐ Hearing Panel Member

Please specify which hearing panel(s) \_\_\_\_\_

☐ Employee

☐ Volunteer

☐ Selection Committee

☐ Other

I affirm:

☐ I have received the **USA Fencing** Conflict of Interest Policy (the “Policy”).

☐ I have read and understand the Policy.

☐ I agree to comply with the Policy.

☐ I understand that **USA Fencing** is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

*Note: This disclosure statement also requires you to provide information with respect to certain other parties that are related to you and may have an interest in the transaction. These persons are called “affiliated persons” and include, but are not limited to:*

*a) Your family members as defined in the USA Fencing Conflict of Interest policy;*



b) Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or beneficial owner of any class of equity securities (other than ownership of less than two percent of the equity interests in any publicly traded securities); and

c) Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

### **Sport and Community Involvement**

Please note all sport and **USA Fencing** community involvement. Please state the obvious – even if your involvement is widely known, be sure to note it here to be certain that any conflicts are up front and easier to deal with.

- ☐ I or my affiliated person(s) own, operate or work at a business that is involved in our sport
- ☐ I or my affiliated person(s) am actively participating in our sport as a competitor, official, coach or other type of participant👉

1. Please state the following:

a. name of each fencing club of which you, or any affiliated persons, are a member:

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b. name of your fencing coach, and the coach of any affiliated persons

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2. Do you or an Affiliated Person own stock or hold debt or other proprietary interests in any third party dealing or who may potentially deal with **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who Holds, or May Hold the Proprietary Interest?

ME

AFFILIATED PERSON

BOTH

If someone else, who is that person/organization?

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If someone else, how is this person or organization related to you?

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What is the Proprietary Interest(s) held or that may be held?

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3. Do you or an Affiliated Person own a business, maintain a primary or secondary job, or provide goods or services under an agreement by which the outside business provides goods or services to **USA Fencing**, the USOPC, or another NGB in the past year?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that provided goods or services to **USA Fencing**, the USOPC or another NGB in the past year?

ME

AFFILIATED PERSON

BOTH

If someone else, who is that person/organization?

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What goods or services have been or are to be provided to **USA Fencing**, the USOPC, or another NGB in the past year?

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4. Have you or any of your affiliated persons provided services (other than board/committee/task force/hearing panel/employee/volunteer services) or property to **USA Fencing** in the past year?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that provided goods or services to **USA Fencing** in the past year?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person or organization?

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What goods or services were provided to **USA Fencing** in the past year?

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5. Have you or any of your affiliated persons purchased services or property (other than items publicly available) from **USA Fencing** in the past year?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was associated with the third party that purchased goods or services from the NGB in the past year?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person or organization?

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What goods or services have been or are to be purchased from the NGB in the past year?

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6. Do you or an Affiliated Person hold office, serve on the board, participate in management, or are otherwise employed (or formerly employed) with a third party dealing with **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who held office, served on the Board, participated in management or was otherwise employed (or formerly employed) with a third party (including other NGBs) dealing with **USA Fencing**?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person or organization?

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What role(s) and/or organization(s) were you or your affiliated persons involved with?

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What dealing(s) did the organization(s) noted above have with **USA Fencing**?

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7. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which **USA Fencing** was or is a party.

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who had a direct or indirect interest in dealing with **USA Fencing**?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What direct or indirect interest in a transaction did you or the affiliated person have?

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8. Do you or a Family Member act as an agent, representative, or consultant to a business whose interests may conflict with the interests of **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who has an interest that may conflict with the interests of **USA Fencing**?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What potentially conflicting interest do you or the affiliated person have?

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9. Were you or any of your affiliated persons indebted to pay money to **USA Fencing** at any time in the past year (other than travel advances or the like)?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was indebted to **USA Fencing** in the past year?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What debt did you or your affiliated person owe to **USA Fencing** in the past year?

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10. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from **USA Fencing** or as a result of your relationship with **USA Fencing**, that in the aggregate could be valued in excess of \$1,000, excluding compensation or reimbursement of expenses directly related to your duties to **USA Fencing** as a board/committee/task force/hearing panel/employee/volunteer?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who was paid \$1000 or more by **USA Fencing** in the past year?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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Please describe the benefit and/or income paid to you or the affiliated person:

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11. Are you or any of your affiliated person a party to or have an interest in any pending legal proceedings involving **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is involved in a legal proceeding involving **USA Fencing**?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What is the nature of the legal proceeding involving **USA Fencing**, you and/or an affiliated person?

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12. Are you affiliated with an person who is an athlete competing for a spot on a **USA Fencing** national team, are you an athlete competing for a spot on the team, do you coach an athlete who is competing for a spot on the team, or do you have an immediate family member, employee, or colleague who is otherwise participating in the competition for which the selection committee has been convened?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the athlete competing for a sport on a national team, or the coach of an athlete competing for a spot on a national team?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What role do you or the affiliated person play?

COMPETING ATHLETE

COACH OF A COMPETING ATHLETE

13. Do you or a family member have a business relationship with a sponsor, supplier, licensee or vendor of **USA Fencing**?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization with a business relationship with a sponsor, supplier, licensee or vendor?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What is the nature of the relationship you or the affiliated person has with the sponsor, supplier, licensee or vendor?



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14. Are you aware of any other undisclosed events, transactions, arrangements or other situations that have occurred in the past or present involving another individual that you believe should be examined by **USA Fencing's** Ethics Committee in accordance with the terms and intent of **USA Fencing's** Conflict of Interest Policy?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization that you believe there may give rise to a conflict of interests?

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What is the nature of the potential conflict the person or organization may have?

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15. Do you have any events, transactions, arrangements or other situations that have occurred or may occur in the future involving you or an affiliated person that you would prefer be examined by **USA Fencing's** Ethics Committee in accordance with the terms and intent of **USA Fencing's** Conflict of Interest Policy?

YES

NO

NOT SURE

If yes, or if you are not sure, please provide the following information:

Who is the person or organization that you believe there may give rise to a conflict of interests?

ME

AFFILIATED PERSON

BOTH

If an affiliated person or both, who is that person/organization?

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What is the nature of the potential conflict you or the affiliated person may have?

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Would you like to be contacted by a member of the USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest policy further?

YES

NO

16. Do you have anything not covered in the questions above that you wish to disclose?

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17. Would you like to be contacted by a member of USA Fencing Ethics Committee to discuss questions or comments about this declaration or to discuss the Conflict of Interest Policy?

YES

NO

I HERBY CONFIRM that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the board or committee Chairperson or General Counsel (as applicable) immediately.

Signature

Date

☐ Reviewed by the Ethics Committee

Date: \_\_\_\_\_

☐ Determined no potential conflicts of interest need to be addressed

☐ Potential conflicts were addressed in the following manner:

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## WHISTLEBLOWER AND ANTI-RETALIATION POLICY

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**Covered Individuals:** This Policy applies to all US Fencing Association (“USFA”) Members, employees, officers, members of the Board of Directors, Committee and Task Force Members, members of Hearing Panels, volunteers, and contractors who have been required to adhere to this Policy through their written contracts with USFA (“Covered Individual”). In addition, this Policy applies and protects any good faith reporter of alleged misconduct and any person who participates or is involved in the investigation or adjudication of claims of misconduct (“Covered Third-Persons”)

**General Statement:** The USFA’s Codes of Conduct requires all participants in USFA activities to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members of USFA, we all must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. Specifically, compliance with the Ted Stevens Olympic and Amateur Sports Act, the USOPC Bylaws, all USFA policies and procedures, and state and federal laws.

**Reporting Rights and Protections:** It is the right of all Covered Individuals and Covered Third-Persons to avail themselves of the protection of USFA Codes of Conduct and other laws and policies, and to report violations or suspected violations in accordance with this Whistleblower Policy. For purposes of this Policy, “violations” includes violations of:

- A. USFA’s Bylaws and policies
- B. The Ted Stevens Olympic and Amateur Sports Act
- C. USOPC Bylaws and policies
- D. Applicable state and federal laws

No individual who in good faith reports a violation of the Codes of Conduct shall suffer harassment, retaliation or adverse membership consequences. “Retaliation” as used in this policy includes threatening, intimidating, harassing, coercing or any other conduct that would discourage a reasonable person from engaging or participating in USFA’s activities or processes when the action is reasonably related to the report or engagement with USFA. Retaliation may be present even where there is a finding that no violation occurred, but “retaliation” does not include good-faith actions lawfully pursued in response to a report of a violation. In addition, no Covered Individual nor USFA itself shall take or threaten to take any action against an athlete as a reprisal for disclosing information to or seeking assistance from the Office of the Athlete Ombuds as outlined in the Ted Stevens Act, Section 220509(b)(5).

An individual who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership. This Whistleblower

Policy is intended to encourage and enable members and others to raise serious concerns within USFA prior to seeking resolution outside the organization.

**Enforcement:** The Grievance and Discipline Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of this Policy. Complaints or information concerning violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

All reports will be reviewed under USFA's Complaint and Hearing Procedures. The investigation and corrective action (if any) will be undertaken and imposed by disinterested persons.

Violations of this Whistleblower and Anti-Retaliation Policy should be reported to the Chair of the USFA Grievance and Discipline Committee at [Grievancecommittee@USFAencing.org](mailto:Grievancecommittee@USFAencing.org) and will be managed as violations of USFA's Codes of Conduct. Questions and concerns can also be sent to, Christina Pachuta, Athlete Safety and Compliance Manager at [c.pachuta@USFAencing.org](mailto:c.pachuta@USFAencing.org).

**Enforcement with Respect to Employees:** If the NGB finds an employee has retaliated against a Protected Individual, that person will be immediately terminated or suspended without pay pursuant to the requirements of the Ted Stevens Act.