

Board Meeting Minutes

Annual Meeting

USA Fencing Board of Directors

Part I - Friday, September 8, 2023 at 4:30PM (MT)– Denver, CO and Zoom

I. Call to Order

Present: David Arias, Emily Bian, Peter Burchard, Lauryn DeLuca, Darryl Jacobs, Selina Kaing, Ivan Lee, Damien Lehfeldt, Amanda Nguyen, Abdel Salem, Peter Barton (Parliamentarian).

Absent: Ben Bratton, Sam Cheris, Kat Holmes, Nzingha Prescod, Aimee Rice

USA Fencing Staff: Phil Andrews, Kate Reisinger, Tabitha Chamberlin, Amanda Lilly, Christina Pachuta.

II. New Business

Election of the Chair of the Board of Directors

MOTION 9 (Mr. Arias): To call for an election of the Chair of the Board of Directors.

Rationale: In accordance with Article VI (b) of the Bylaws of the United States Fencing Association, the Chair shall be elected at each annual meeting held in odd numbered years. The Chair shall be elected from among the At-Large Directors by majority vote of the Board of Directors.

Second: Peter Burchard

Ms. DeLuca nominated Ivan Lee for Chair of the Board.

Result: Passed by voice vote

Appointment of Committees and Resource Groups

MOTION 1 (Mr. Lee): To approve the Committees and Resource Groups for the 2023-24 season as provided to the Board, details of which are provided in [Appendix A](#) which

includes Board Liaison appointments. One adjustment was made to substitute Nancy Kirkpatrick into David Eldridge's role on the Ethics Committee to allow Mr. Eldridge to maintain his focus within the Grievance and Discipline Committee.

Rationale: The committee task force has reviewed all applications and provided the Chair of the Board with recommended appointments for the 2023-24 membership year.

Second: David Arias

Result: Passed by voice vote

Appointment of the USA Fencing Treasurer

MOTION 2 (Mr. Lee): That the Board of Directors appoint the current Deputy Treasurer, Emily Bian as USA Fencing Treasurer.

Rationale: Ms. Bian has served for approximately 6 months as Deputy Treasurer of USA Fencing, shadowing and learning from our current Treasurer, Mr. Samuel Cheris, as well as playing an active role in the Budget Committee of USA Fencing. Ms. Bian is a qualified CPA, with experience including 4 years with the Big 4 accounting firms as well as over 10 years in corporate control.

Second: Peter Burchard

Result: Passed by voice vote

MOTION 3 (Mr. Lee): That the Board of Directors appoint the current USA Fencing Treasurer, Samuel Cheris, to Deputy Treasurer.

Rationale: Mr. Cheris has served on multiple occasions as USA Fencing's Treasurer, his willingness and ability to serve as Deputy Treasurer of USA Fencing allows the incoming Treasurer to be mentored and transitioned into the position.

Second: David Arias

Result: Defeated by 4 No, 3 Yes, 1 Abstention

Appointment of USA Fencing Auditors

MOTION 4 (Mr. Lee): That the Board of Directors appoint Briggs Kofford as Auditor for the 2023-24 season by recommendation from the Audit Committee.

Rationale: Briggs Kofford have been the Outside Auditor of USA Fencing for over a decade, with a new Treasurer and new members of the Audit Committee, as well as both CEO and Director of Finances in post for just over a year, it is highly recommended to

stick with our current audit firm at this time.

Second: Lauryn Deluca

Result: Passed by voice vote

Appointment of Special Board Members

MOTION 5 (Mr. Lee): That the Board of Directors appoint Special Board Members for the 2023-24 season by recommendation from the Nomination Committee based upon the Gap Analysis of the organization, and perceived needs of the organization as follows, biographies of Ms. Kaing and Mr. Joo are attached as [Appendix B](#).

Selina Kaing

Mike Joo

Rationale: The Special Board Member position exists to fill particular gaps and needs that the Board of Directors has in order to carry out the business of the Board of Directors. Ms. Kaing is an incumbent Special Board Member and has served the Board excellently in her role, notably Chairing the Task Force on Resource Teams and Committees with distinction. Mr. Joo has significant experience in a multitude of roles including Financial Services experience; as well as experience as a Fencing parent, as a Veteran Foil Fencer and as a significant corporate and board experience.

Second: Lauryn Deluca

Result: Passed by voice vote

MOTION 6 (Mr. Lee): That the Board of Directors appoint the following Special Board Member for the 2023-24 season put forward for consideration by the Nomination Committee, a biography for Mr. Alperstein is attached as [Appendix B](#).

Donald Alperstein

Rationale: Per the USA Fencing Nominating Committee, it is recognized that Mr. Alperstein has served significant time, above that which would be considered term-limited in the current bylaws, on the USA Fencing Board of Directors, and it is further recognized by the Nominating Committee that Mr. Alperstein was not elected by the membership. On the other hand, it is also recognized by the Nominating Committee; that the Board has had significant turnover in recent years and will benefit from Mr. Alperstein's institutional knowledge and experience which may prove of significant value in the short term to the Board of Directors.

It is noted that if Mr. Alperstein is appointed a further female non-voting member may need to be recommended to be appointed and sought based upon the Gap Analysis of the organization.

Second: Darryl Jacobs

Result: Passed by roll call vote 5 Yes, 2 No, 1 Abstention

Appointment of US Fencing Foundation Trustees

MOTION 7 (Mr. Lee): That the Board of Directors appoint the following individuals as trustees of the United States Fencing Foundation, biographies of which are attached as [Appendix C](#).

Kurtis Fechtmeyer

Lilly Huang

Robin McGraw

Rationale: Per Article 4 of the United States Fencing Foundation Articles of Incorporation, the Board of Directors shall have final approval of all elected trustees. The current serving US Fencing Foundation Trustees support the appointment of these individuals.

Second: David Arias

Result: Passed by voice vote

Compensation and Review Committee

MOTION 8 (Mr. Lee): That the Board of Directors approve the Compensation and Review Group of USA Fencing for the 2023-24 season, to include:

The Chair of USA Fencing

Amanda Nguyen (Independent)

Laurn Deluca PLY (Athlete)

David Arias (At-Large)* - Ex-Officio.

Rationale: USA Fencing will review the performance, compensation, and development of its' CEO every year with an interim review every 6 months, to be completed prior to the internal staff review series. The following process shall be used by the group to review the performance of USA Fencing's CEO:

- Reviewing initial objectives provided by the hiring group of USA Fencing.

- Soliciting feedback (Positive and Constructive) from the remainder of the Board of Directors.
- Soliciting feedback, if any, from direct reports to the CEO.
- Group meeting to discuss performance of the CEO relative to the objectives.
- Delivery of the review to the CEO.
- Delivery of a presentation and report to the USA Fencing Board of Directors in executive session.

Second: Darryl Jacobs

Result: Passed by voice vote

III. Motion to Recess to Executive Session

Second: Lauryn Deluca

Result: Passed by voice vote

Motion to Recess to Sunday, September 10th.