December 14, 2022

Dear USA Fencing Community Members:

As you know, last fall the United States Olympic & Paralympic Committee (USOPC) undertook a review of USA Fencing (USFA) based on concerns members raised regarding USFA’s governance, compliance with its grievance procedures, operational performance, leadership, athlete engagement and conflicts of interest. This letter summarizes our conclusions from that review and recommendations, both of which have been shared with USFA leadership.

I. Investigation Steps

To determine whether USFA is meeting its obligations under the Ted Stevens Olympic and Amateur Sports Act (the Ted Stevens Act), the USOPC’s Bylaws, and USFA’s Bylaws, policies, and procedures, the USOPC initiated a Compliance investigation beginning in November 2021. Between November 2021 and September 2022, the USOPC interviewed 21 people, including six current or former staff members, 14 current or former athletes, including four current or former athlete board members, and one former committee member. To try to obtain diverse perspectives, we randomly selected some witnesses using the 2020 Tokyo Olympic and Paralympic long lists while others voluntarily reached out to the USOPC. The USOPC also reached out to specific individuals based on their involvement in and/or knowledge of specific issues. For the most part, we did not find a meaningful distinction or bias between those we contacted versus those who contacted us.

All interviews took place by videoconference, and both Onye Ikwuakor, former Associate General Counsel, Litigation and Compliance or another USOPC Compliance team member, and I were present for all interviews. In addition to interviews, we reviewed documents provided by witnesses, as well as other relevant documents, and Bylaws provisions, policies, procedures. Finally, this report does not address every concern raised, as we focused on the issues that more broadly affect USFA and its members.

II. Confidentiality

To facilitate an open discussion, the USOPC informed athletes in its December 1, 2021, letter that the USOPC would speak with them on a confidential basis and that a confidential report would be shared with USA Fencing at the conclusion of the USOPC’s investigation. For that reason, this report does not refer to any interviewee by name.

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1 This abbreviation is consistent with that used in USFA’s bylaws, as the organization is incorporated as the United States Fencing Association.

2 We pulled two random samples of athletes from the long list, the second sample being several months after the first because we received few responses from our initial reach outs to athletes.

3 As an example, several witnesses referred to a conflict of interest between two board members. The USOPC and those Board members acknowledge there is a conflict, but there is no USOPC or USFA rule preventing immediate family members from serving on the Board at the same time. Rather, the definition of independence in Article 7, § 7.4(b)(ii)(A) of USFA’s Bylaws is the only provision that speaks to immediate family members’ service on the Board in the context of qualifications for independent directors.
III. Overview

Beginning in August 2021, the USOPC received complaints relating to conflicts of interest regarding the relationship between two directors who sit on USFA’s Board of Directors and also sat on USFA’s Governance Task Force (GTF), the effect of those directors voting on proposed bylaws changes that would benefit one of the directors, the removal of member-elected President Peter Burchard, and the reason for USA Fencing’s Bylaws amendment that required the Board select its Chair rather than membership. In addition, an athlete’s ongoing SafeSport investigation and his October 2021 claim that he was denied the opportunity to participate in what he believed was a Protected Competition led to additional turmoil within the Fencing community.

In mid-December 2020, USFA voted form the GTF, which included a representative from the USOPC, a USFA staff member, six Board members, and one committee member. The purpose of the task force was to propose Bylaws reforms consistent with best practices and with requirements from the USOPC’s NGB Compliance Standards and accompanying Implementation Guide. The GTF concluded its work in July 2021, and one of the working group’s recommendations was to revise the Bylaws to replace the President with a Chair and include a provision to allow the Board rather than the membership to elect its Chair.

At the July 9, 2021, Board meeting, the Board voted to publish the proposed Bylaws amendments on USFA’s website to give members 45 days to provide feedback as required by USFA Bylaws Section 14.2. The Board approved the proposed Bylaws changes at its August 31, 2021, meeting. In the interim, witnesses explained that Burchard continued to undermine the Board by sharing confidential information from Board meetings and by submitting inconsistent information to the international federation, which also interfered with the USFA staff’s responsibilities. As a result, on October 16, 2021, the Board voted to remove Burchard as Chair and appoint David Arias as the new Chair. Later that day, Arias released a statement to the Fencing community announcing his appointment by the Board as USFA’s new Board Chair, explaining the reasons for Burchard’s removal. Arias also announced that the Board would hold open forums at least every other month.

Following Burchard’s removal, members were vocal about what they viewed as an orchestrated move to remove Burchard, starting with amendments to USFA’s Bylaws which required that Board members rather than USFA members select a Chair. To address athletes’ concerns, USOPC Athletes’ Advisory Council Representative and USFA Board member Kat Holmes posted a letter to athletes on social media outlining...
the specific reasons why the Board voted to remove Burchard, including his attempts to involve himself in the day-to-day operations of USFA, his advocacy for athlete safety measures that contradicted the United States Center for SafeSport’s rules, and his disregard for Board confidentiality.

In addition to concerns relating to USFA’s governance, between mid-2020 and through much of 2021, USFA and its members, particularly elite athletes, were affected by the pending SafeSport matter and USFA’s handling of that situation at the Tokyo Olympic Games. The handling of his case highlighted what some witnesses referred to as a confusing complaint process that caused delays in case response and resolution. Multiple USFA staff members also left in the fall of 2021, including the Executive Director, the Communications Director, the Senior National Events Manager, Sport Performance Manager, Human Resources Director, and Finance Director. At least one staff member was so concerned, particularly given the Executive Director’s departure in November 2021, that the staff member asked the USOPC to intervene.

IV. Findings

Finding No. 1: USFA did not effectively communicate the formation of its Governance Task Force and the reasons for proposed reforms which led to members’ perceptions that USFA’s Board of Directors introduced and voted for the proposed reforms to remove Peter Burchard.

USFA’s Board of Directors voted in December 2020 to form the GTF for the purpose of “reviewing the current governance structure and making recommendations to ensure certification and best practices,” which is reflected in the Board’s minutes dated December 14, 2020. Minutes dated December 29, 2020, note the Board’s approval of some GTF appointees.

Although USFA posted these meeting minutes on its website, there is no reference to the Board’s creation of the Governance Task Force or the Task Force’s purpose in USFA’s News Archive around December 2020 when the Task Force was formed and when members were appointed. Instead, members learned of proposed Bylaws changes through posts on social media following the July 9, 2021, Board meeting where the Executive Director walked the Board through the proposed changes. On July 12, 2021, USFA posted a news release and a link to the Governance Task Force’s presentation outlining the changes and the reasons for them.

Despite USFA’s minutes documenting the formation of the GTF and posting proposed Bylaws changes on its news feed, along with the GTF’s presentation on its work, one witness believed members did not have an opportunity to provide input to the GTF, felt leadership did not listen to members, and said members felt that the Bylaws changes were “being pushed through by the outgoing board members rather” than being based on best practices. Indeed, when asked whether the Board acknowledged reviewing member feedback, a witness said the Board considered the feedback but had not acknowledged it had done so. This of course may have led to members’ perceptions that the Board did not consider their feedback.

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10 USFA Minutes, Email Vote Results, Dec. 14, 2020.
12 USFA Board Meeting Minutes, July 9, 2021.
13 Proposed Changes to USA Fencing Bylaws, July 12, 2021 at https://www.usafencing.org/news_article/show/1173820.
Another witness saw Burchard’s removal as a coup and thought the Board used a loophole to remove Burchard, while another thought Burchard’s removal was “shady.” These witnesses’ impressions underscore members’ misunderstanding of the reasons for the Bylaws changes and the effect of USFA not fully or effectively explaining the reasons for them until the proposed changes were posted online.

Following Burchard’s removal Holmes posted a letter to athletes on social media explaining the reasons why she voted for Burchard’s removal. Arias also addressed the changes to Board leadership at a meeting held on Zoom following Burchard’s removal. In that town hall, Arias addressed the timing of Burchard’s removal and the Bylaws changes, and he explained the reasons for the Bylaws changes and the reasons for Burchard’s removal, noting that a number of issues triggered his removal. Arias also explained that the Board started to consider Bylaws changes well before the Board voted for the changes on August 31, 2021, but he acknowledged that the optics were “terrible.”

**Finding No. 2: USA Fencing should consider formal succession planning for key leadership positions.**

Several witnesses believed that the Board has not sufficiently focused on formal succession planning or focused on identifying potential new leaders. One witness explained that while USFA worked hard at implementing good governance practices, such as creating a committee structure and outlining committee responsibilities, the Board did not focus enough on how to find new independent Board candidates, for example. Indeed, the only candidate put forth by the Nominating Committee was Donald Anthony, a Board member who had already served two terms as President. The Nominating Committee did not select the other candidate, Burchard, and a third candidate withdrew his name from consideration.

Succession planning is important for any organization, but particularly in USFA’s case, where according to one witness, some in the Fencing community feel that leaders who have been with the organization for a long time were not willing to step aside and make room for others. Another witness put it more bluntly, explaining that there is a perception that six to 10 people “hijack” USFA which does not sit well with members who generate much of USFA’s revenue. As a result, another witness explained, having the same volunteers year after year leads to perceptions of voting blocs and speculation about who gets involved in what and why, *e.g.*, how or why one is selected for a task force or committee.

**Finding No. 3: The Nominating Committee could have benefitted from additional guidance in carrying out its responsibilities as it considered candidates for President.**

In several witnesses’ opinions, one of the reasons members elected Burchard as President was because the Nominating Committee only nominated one candidate who had previously served two terms as President. The lack of other qualified candidates is also a succession planning issue, but one witness believed that the Nominating Committee did not think that the Committee had the authority to do anything beyond what the Bylaws said, *i.e.*, submit at least two candidates for consideration or add Burchard back to the ballot. In that person’s opinion, the Nominating Committee could have benefitted from more specific rules outlining what the Committee could and could not do.
Witnesses also said the Nominating Committee needs a better process for soliciting nominations and to find candidates with diverse perspectives and noted that in the past the Executive Director, who sits as a non-voting *ex officio* member of the Nominating Committee, did not have enough time to support the Committee.

**Finding No. 4: USFA has not responded to or followed up on complaints, or timely responded to complaints.**

Several witnesses said that in the past USFA had not responded to or followed up on complaints, or timely responded to complaints. Another witness described the grievance process as “confusing,” while another said when they reported a concern, they were not directed to a formal reporting process. Finally, another witness said that until recently, there had not been a dedicated USFA staff member to manage the complaint process.

Except for the fourth witness, we spoke with all of these witnesses before USFA hired a dedicated Athlete Safety and Compliance Manager who is responsible for managing all complaints and grievances. Additionally, USFA has since published a comprehensive Athlete Handbook that is easy to locate on USFA’s website and includesa Disciplinary Procedures and Dispute Resolution section that explains the disciplinary process, the steps for filing a complaint, and the appeal process, among other things. The inclusion of disciplinary procedures in a handbook that many members will need to refer to for competitions is also helpful so members do not have to navigate USFA’s website to find a separate policy or manual. USFA also has a dedicated page on its website for its FenceSafe program, and that page explains the difference between USFA’s FenceSafe program and the Center and provides contact information for the USFA staff member responsible for compliance and athlete safety. These resources should help members navigate athlete safety matters and disciplinary procedures, and therefore, we did not include a related recommendation for this finding.

**V. Recommendations**

To address the findings outlined above, we have developed recommendations that we hope will help USAF continue to increase communication with its members, better support its Nominating Committee, and plan for the future.

**Recommendation No. 1:** USFA should consider more broadly sharing information regarding the reasons for organization-wide changes, particularly changes that affect members.

**Recommendation No. 2:** USFA’s Board of Directors should consider developing a formal succession plan for key leadership positions including independent Board members, athlete representatives, the Board Chair, and the CEO.

**Recommendation No. 3:** USFA’s Board of Directors should consider working with USFA’s national office to develop more specific guidance and procedures for the Nominating Committee.

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15 Id. at Chapter 13.
16 See USA Fencing FenceSafe at https://www.usafencing.org/fencesafe.
VI. Conclusion

USFA experienced several challenges in mid- to late 2021, but the organization’s efforts in the last year have shown that it is committed to implementing best practices, and to providing communication and support to its members on important issues such as complaint intake and resolution. We hope this review and our recommendations will help USFA continue to build on the progress it has already made and continues to make.

While USFA has already taken positive steps in the past few months towards the implementation plan for these recommendations, the USOPC has asked USFA to formally confirm that it will adopt the recommendations referenced in this letter and the date by which they will address them by February 17, 2023. If USFA adopts these recommendations, the USOPC will follow up with USFA to validate that it has implemented those changes.

Please feel free to reach out if you have any questions or concerns.

Sincerely,

Holly R. Shick
Chief Ethics & Compliance Officer

cc: David Arias, Chair of the Board of Directors, USFA
Phil Andrews, Chief Executive Officer, USFA
Kat Holmes, USOPC Athletes Advisory Council Representative, USFA

17 The USOPC selected this date based on the Board of Directors’ next scheduled meeting on February 16, 2023, but USFA may provide a response sooner if it wishes to do so.