

## Email Vote Results

### USA Fencing Board of Directors

### Via Email on December, 2021

The majority of the board approved, by email vote beginning on December 9, 2021, the following motions. Any abstentions or no votes are noted following the motions.

**Motion 1 Mr. Arias:** To appoint Mr. Torres to the Ethics Committee as a representative from the Legal Resource Group.

Rationale: Per the USA Fencing Bylaws, the Board must appoint a member of the Legal Resource Team to the Ethics Committee. Mr. Torres has extensive legal experience that will be of benefit to this Committee.

**Motion 2 Ms. Holmes:** To appoint Ms. Bouwkamp as the USA Fencing Board Secretary.

Rationale: To replace Ms. Simmons as the Board Secretary.

**Motion 3 Mr. Alperstein:** To extend the appointment of Stephen Hess, Esq., as interim general counsel to USA Fencing on a month-to-month basis. Mr. Hess will continue to provide general legal services for a fixed rate of \$3,000.00 per month, except for litigation matters (which are understood to include proceedings under USOPC Bylaw Sections 8, 9, and 10). Should litigation matters arise, the parties will consider the terms of any engagement of Mr. Hess for those proceedings.

Rationale: Mr. Hess has been providing general counsel services under a three-month engagement that ends December 31, 2021. His availability and his counsel have been excellent, and he has agreed to continue forward month-to-month on the same basis he has been retained to date. The motion clarifies that the litigation exception to the scope of engagement includes certain possible adversarial proceedings under the USOPC Bylaws.

**One abstention.**

**Motion 4 Mr. Alperstein (as liaison to the Referees' Commission):** That in the current and ensuing elections of member of the Referees' Commission, that the following procedures be employed, pursuant to the Bylaws:

There shall be constituted a Referees' Commission Nominating Committee comprising the following nine (9) individuals:

- a. Three (3) active referees who have worked at least one North American Cup, July Challenge or National Championship event during the current or previous season (except that for the Nominating Committee to be selected in 2021, eligibility shall be extended to active referees who have worked at least one North American Cup, July Challenge or National Championship event during the current or two previous seasons.) The three referees shall be selected by a vote of all referees who are eligible to run for the Nominating Committee (*i.e.*, who meet the criterion in the previous sentence) in an election overseen by the National Office. Eligible voters will select their top three choices for the Nominating Committee. The three referees with the most votes will serve on the Nominating Committee. If there is a tie between two or more candidates for the third place, the winning candidate will be selected by a random draw.
- b. Two (2) members of the Referees' Commission who will be selected by and from the members of the Referees' Commission who are not running for an open position.

- c. Three (3) athletes to be selected by the USA Fencing Athlete Council.
- d. One (1) Board member to be selected by the Board of Directors.

The Chair of the Referees' Commission will select one of the Referee's Commission members of the Nominating Committee as its chair.

If there is a vacancy on the Nominating Committee, the body which selected/elected the previous member shall fill that vacancy.

Solicitations of interest in serving on the Referees' Commission Nominating Committee shall be solicited on the USA Fencing website no later than December 1 of the calendar year preceding the election and the application period shall end no earlier than December 14 of that year. Those interested in serving on the Referees' Commission Nominating Committee may apply by sending an email to [nominations@usafencing.org](mailto:nominations@usafencing.org) with "RC Nominating Committee" in the subject line.

The procedures set forth above shall be utilized in the 2022 election of Referees' Commission members and for all future Referees' Commission member election unless and until change by the Board of Directors.

### **Nominating Committee Duties**

After the application period, the Nominating Committee is responsible for establishing a deadline for the submission of applications for open positions on the Referees' Commission and for vetting and ranking of candidates who have an interest in serving on the Referees' Commission on the positions to be filled. The Nominating Committee will review the applications and credentials for each candidate and will interview the candidates best qualified for the position for which they applied. The Nominating Committee will then select two candidates to run for each position (unless there is only one qualified applicant). Should the Nominating Committee determine that insufficient qualified individuals have applied for the open positions, it has the authority to approach and solicit applications from referees the Committee feels have the ability to perform the duties and who meet the qualifications of such position or positions.

The open positions on the Referees' Commission will be filled by the majority vote of referees who have worked at least one regional or national level event in the current or preceding season. In case of a tie, the winning candidate will be selected by a random draw. The election shall be held under the auspices of the Election Committee, who shall report the results to the Board of Directors.

The National Office will conduct the election for the Nominating Committee and will provide no less than two weeks for the submission of ballots, ending no later than 5:00 pm MST December 31 of the year preceding the election to fill the vacancies on the Referees' Commission.

Rationale: USA Fencing's Bylaws, Section 12.11.b.ii, provides:

The Chair and Vice-Chairs of the Referees' Commission shall be elected by experienced referees. The standards for electors and the method for nominating candidates for these positions shall be determined by the Board of Directors consistent with these Bylaws, and nominees for the positions shall be elected by a vote of the electors that is conducted by the Election Committee.

In the past, the Board has not explicitly "determined" the procedures to be followed but has apparently implicitly done so by approving a Referees' Commission report to the Board in which nomination and election procedures were suggested. As a matter of better governance and accessibility to the determination, the procedures should be detailed by the Board and included in its record of proceedings. The foregoing procedures are based on those used in previous Referee Commission elections. These procedures recognize and accommodate the information and deadlines in the "Referees' Commission Call for Nominating Committee Members" published on the USA Fencing web site on December 1, 2021, except the foregoing contemplates three athlete members of the Referees'

Commission Nominating Committee to comply with Bylaws Section 12.4, instead of the two athletes mentioned in the posting.

**One abstention.**

**Motion 5 Mr. Arias:** To appoint Mr. Alperstein to the Referee Commission Nominating Committee.

Rationale: Per the Referee Commission nominating process, the USA Fencing Board must appoint one member to participate on the RC Nominating Committee.

**One no vote.**

**Motion 6 Mr. Arias:** to appoint the following individuals to the International Relations Committee and to appoint Ms. Comes as Chair of this committee.

**Proposed International Relations Committee Members:**

Don Anthony, Chair

Kelly Koehler

Alexander Massialas

Rita Comes

Sam Cheris

Sada Jacobson

**Proposed International Relations Advisors:**

Jeremy Summers

Carl Borack

Iana Dakova

Ted Li

Lorrie Marcil

Greg Massialas

Donald Alperstein

Jennifer Yamin

Rationale: Selection of the members of the International Relations Committee and the Chair following the November 2021 FIE Congress.

**One no vote.**

**Motion 7 Mr. Arias:** To approve the attached USA Fencing Job Reference Policy.

Rationale: The Ted Stevens Olympic and Amateur Sports Act now requires that NGBs not give job references to anyone who violated Center policies or was convicted of a crime related to sexual misconduct. NGBs need to incorporate specific required language in their Bylaws or Board approved policy.