

Minutes

Special Meeting of the USA Fencing Board of Directors

February 19, 2011 Dallas, TX

In Attendance: Bradley Baker, Bill Becker, Aaron Clements, David Blake, David Herr, Terry Kwan, Paula Reed, Mario Rodriguez, Sunil Sabharwal, Laurie Schiller, Soren Thompson, Kalle Weeks

Absent: Wes Glon, Alan Kuver, Alex Wood

Guests: Donald Alperstein, Gerrie Baumgart, Raniero Bernardini, Samuel Cheris, Greg Dilworth, Charles Greene II, Mary Griffith, John Heil, Andrew Lambdin-Abraham, Jim Page, Evan Ranes, Jeff Salmon, David Sierra, Attilio Tass, Felicia Zimmermann

I. General Information and Organizational Items

General announcements

Remarks – Raniero Bernardini, Sport Events Manager, FIE.

Mr. Bernardini provided brief remarks thanking USA Fencing for hosting him as an invited guest at the Junior Olympics and extending his congratulations regarding the good work of the Association and the Board.

Moment of Silence

Richard Oles

Claus-Peter Folgner

Remarks – Kalle Weeks, President

Kalle noted that Aaron Clements, as previously appointed, would serve as Parliamentarian.

The Board met on Thursday afternoon for a strategic planning session. The first steps in that planning process took place at that meeting. A draft document detailing the high-level plans will be made available for circulation to the members for comment. The Board will at a meeting this spring discuss actions that need to be taken as an organization in order to fill out the details of the strategic plan. It will create and publish a complete plan, including a timeline of what steps will need to be taken to implement the plan, and make assignments of responsible parties.

II. Minutes of the January 20, 2011 Special Meeting of the Board of Directors

Motion (Mr. Baker): To approve the minutes of the January 20, 2011 Special Meeting of the Board of Directors (the minutes are distributed separately)

Second: Mr. Baker

Motion Passed.

III. Board of Directors Report of Action, January 31, 2011

The following resolution was adopted by the Board of Directors via email vote, which concluded January 31, 2011:

To approve a budget variance for the following line item from the budget approved on September 12, 2010 and modified on October 21, 2010.

Increase expenses in line 82 (Other Wheelchair) by \$10,000.

Net impact will be to decrease anticipated surplus by \$10,000.

The variance is to be used to purchase four (4) wheelchair frames which will become the property of USA Fencing and will be used to hold NAC competitions throughout the country. Currently USA Fencing owns two (2) frames. Clubs with wheelchair fencing have been kind enough to transport frames from their clubs to allow us to run NACs. Purchasing four frames will eliminate this necessity.

Motion (Mr. Baker): To approve the Report of Board Action

Second: Mr. Schiller

Motion Passed.

IV. Bylaws Amendment

Motion (Mr. Herr): To approve amendments to the Bylaws originally presented at the Annual Meeting of the Board of Directors in September, 2010 and published at the direction of the Board on the USA Fencing website for comments from the membership.

The proposed amendments are all ministerial or “housekeeping” amendments, as follows:

First Amendment: Table of Contents, page vi: Remove from the Table of Contents a spurious dot leader line between the entries for Article XIV, Secs. 3.a and 3.b.

Rationale: This change is ministerial, does not affect the text, substance or import of the Bylaws and probably does not require approval through the amendment process. It is being included in an abundance of caution and in the interest of transparency.

Second Amendment: Article VI, Section numbering: To renumber the sections now designated as Sections 5, 6, 7, 8, 9, and 10 to read Sections 1, 2, 3, 4, 5 and 6, respectively.

Rationale: The amendment corrects a formatting or typographical error that resulted in the first section of Article VI being improperly designated “Section 5,” with subsequent sections misnumbered accordingly. The proposed amendment would correct that error.

Third Amendment: Article VI, Sec. 5.c (expected to be renumbered Sec. 1.c in accordance with the Second Amendment, above): Revise the first sentence of the section to read “The Treasurer shall oversee the accounting for all moneys . . . “ etc. in accord with the original.

Rationale: The actual accounting functions are performed by members of the staff, and it is inaccurate and unreasonable to expect the Treasurer to actually discharge those tasks. Instead, the Treasurer is responsible assuring the Board is informed about the financial reporting and operations of the USFA.

Fourth Amendment: Article XII, Sec. 1.b: Change the phrase “Board of Director” in the second line of the Section to read “Board of Directors.”

Rationale: This amendment represents the correction of a typographical error in the text of the Bylaws as adopted by the membership.

Fifth Amendment: Add a Section 6 to Article XVII , as follows:

Section 6. **Responsibilities and Powers of Congress.** To the extent not inconsistent with the provisions of these Bylaws, the responsibilities and powers assigned to the Congress in Article VII, Sec. 9.c. of the Bylaws of the USFA as they existed immediately prior to the effective date of these Bylaws are transferred to and shall after the effective date hereof be discharged by the Board of Directors, unless and until such time as the Board of Directors shall by resolution otherwise prescribe.

Rationale: While the other functions previously performed by Congress have been addressed in the Bylaws adopted by the membership at its 2010 Annual Meeting or are no longer part of the governance plan of the USFA, those enumerated in Article VII, Sec. 9.c. (in particular the confirmation of the editor of *American Fencing* magazine and of the chair and members of the Hall of Fame Committee) were not directly addressed. The proposed amendment makes clear the transfer to the Board of those functions

and provides that the Board may by resolution make other arrangements for the discharge of those duties.

Second: Mr. Becker

Motion Passed unanimously.

V. Committee and Task Force Matters

Motion (Mr. Baker): To receive committee reports, as submitted to the Board.

Second: Mr. Herr

Discussion was conducted on the topic of several of the submitted committee reports:

Sport Science & Technology: Dr. Heil will coordinate with Mr. Page to assess the level of interest amongst National Coaches to complete eScout development. If there is a desire to do so, a budget variance would be necessary in the future.

Classification System Task Force: URL update: <http://labs.askfred.net>

Evan Raney provided an oral report about the work done by the Task Force thus far and the information available through the test reporting site via labs.askfred. Mr. Raney requested that people explore the system and provide feedback. He also briefly discussed future work that the Task Force intends, including predictive analysis based on each of the testing systems. A report will be made to the Board with recommendations at the Board meeting in July.

Ms. Weeks thanked all those involved in the process. It was noted that this process has been going on for nearly 15 years.

Motion Passed.

Motion (Mr. Baker): To establish the Membership Growth Task Force

Second: Mr. Sabharwal

The members of the Task Force will be Alex Wood (Chair), Greg Jones, Alex Ripa, Jay (John) Strass, Mark Stasinos, and Sunil Sabharwal, assuming each is willing to serve.

Motion Passed.

Motion (Mr. Baker): To amend appointments to the Committees of the Board as indicated on the list distributed at the meeting.

Gerrie Baumgart designated as Chair of Elections Committee.

Linda Merritt added to Youth Development Committee.

Second: Mr. Becker

Motion Passed.

VI. Association Status Update

Athlete Protection Task Force Report – Felicia Zimmermann/Jim Page

A presentation was given by Ms. Zimmermann.

The task force will have a report and recommendations available for the Board meeting in July. This is the beginning of what will be a very long process changing how we do many things. It may take us a couple of years to get to where we'd like to be as a starting point. This is an absolutely critical issue on which we want to move as quickly as we can, but we need to make sure that we have the infrastructure in place to follow through on promises we make to the membership.

Specific items mentioned included discussion of background checks – and their limitations – harassment and abuse prevention training, and education.

Meanwhile, there are some “quick win” items which can be implemented in the short term.

Executive Director's Report – Greg Dilworth

Mr. Dilworth answered questions regarding budget variance request for Cadet/Junior Worlds and the on-going collection of outstanding squad fees from 2009-10. He also provided further information about the structure and responsibilities of international program staff and one-day memberships.

Plans for one-day memberships will appear as an item on the agenda for the next Board teleconference. USA Fencing submitted two requests for International Relations grant to the USOC, one to fund a portion of the 2011 FIE Congress to be held in Philadelphia, another to provide support for the PanAm Zonals. The USOC International Relations budget is \$400k, \$50k is being given to us out of that amount to assist with hosting the FIE Congress. The Zonals will be supported with \$20.5k from a separate USOC grant fund.

International Report – Sunil Sabharwal

Mr. Sabharwal described some of the recent and on-going efforts in which we have engaged to further our organization's international standing, influence, and aims. The key is building personal relationships and contributing our “fair share” to the international fencing community. Examples from the current quadrennium include having a member of the FIE Executive Committee and Referee, Legal, and

Technical commissions, hosting 2 senior and 1 junior world cup, hosting the 2011 FIE Congress (first time in 100-year history of the FIE that the US has hosted the Congress), hosting the PanAm Zonals and FIE training in Reno, NV, hosting a PASO coaches clinic, and 8 referees on Grand Prix lists.

VII. Finance and Budget

Financial Procedures

Financial Reports

An oral report was given by Mr. Sabharwal

An evaluation was presented of progress against short- and long-term objectives that were identified at the Board meeting in September.

Mr. Dilworth made brief remarks thanking the staff finance team in the National Office. Through their careful and diligent work monthly budget vs. actual reports are produced by the 10th of the month, whereas previously only December numbers would have been available by now [mid-February], with only some hope of accuracy.

Audit Committee Report – David Herr

An oral report was provided by Mr. Herr.

A draft audit letter has been received. It is a very clean letter, indicating no serious problems identified by the outside auditors. The letter, as expected, includes a comment noting our financial position. The report does not include a “going concern” letter. There are no issues which the Audit Committee feels need to be brought to the Board’s attention. This is by far our cleanest audit letter and all recommendations from last year have been addressed and were not repeated in this year’s audit letter.

Motion (Mr. Sabharwal): To receive the Budget Report as submitted to the Board.

Second: Mr. Baker

Motion Passed.

Motion (Mr. Sabharwal): To approve the 2010-2011 Budget variances, as submitted to the Board.

To add \$20,000 of expense to Line 66 for the Junior/Cadet World Championships, taking the total approved expense to \$158,585.

To add a new line item between items 71 and 72 on the approved budget. The new line item should be titled “Pan Am Zonal Championships 2011 – Team costs.” This line item will have no revenue and expense of \$45,000.

Second: Mr. Herr

Motion Passed.

Motion (Mr. Sabharwal): To adopt the Financial Policies and Procedures Manual, as distributed to the Board.

Second: Mr. Becker

Based on comments and feedback from several Board members, some adjustments to the manual have been made. The suggestion was put forward that this motion should be tabled until the next Board meeting.

Motion withdrawn with the concurrence of Mr. Sabharwal and Mr. Becker.

VIII. Coastal Carolina Petition (See Appendix I)

Motion (Mr. Becker): To grant the petition to form the Coastal Carolina Division.

Second: Mr. Blake

Concerns with the proposed Bylaws were raised. both in terms of some incompatibilities with the national Bylaws and some provisions that raise inherent concerns.

Arguments were presented against the petition on the basis that the petition was intended to allow for easier qualification paths for members of the new division and the inclusion of a dividing line between Raleigh and Durham.

A counter point was presented that there are two sides to this argument. The previous set of concerns is based almost exclusively on talking to the side currently in charge and not to those petitioning for a new division.

Motion Failed.

IX. New Business

1. Tournament Committee Proposal (See Appendix B)

The Tournament Committee asks that suggestions and comments regarding their proposal be sent to tc@usfencing.org by April 1, 2011.

It was noted that the committee has explicitly asked that comments be provided in writing so that they can be compiled.

2. Investigation regarding a confrontation between a non-member and a staff member

It was noted that both Mr. Singh and his attorney were invited to attend the meeting and that either would have the opportunity to address the Board. No response was received from either in response to that invitation.

It was also noted that Mr. Singh is not a member of USA Fencing. His non-member status removes both the disciplinary options and the limitations for sanctions against members available through the Bylaws.

Various potential sanctions were discussed.

Motion (Mr. Becker): Mr. Raj Singh is, after the date hereof, barred from attending USFA sanctioned events and from participating in official USFA team or staff functions in any location.

Second: Mr. Schiller

Mr. Baker recused himself from the discussion of and vote on this motion on the grounds that Mr. Singh's attorney is the father of one of his students.

Motion Passed.

3. Executive Director Search

Ms. Kwan, Mr. Sabharwal, Mr. Becker, Mr. Clements, and an athlete to be determined will form an Executive Director Search Planning Group.

X. Good and Welfare

1. Schedule of Board calls and meetings

We do not plan to have a call in March but plan to have calls in April, May, and June. Our next in-person Board meeting (not including the Strategic Planning Session), will take place on July 2 at the conclusion of fencing.

The Hall of Fame dinner will take place on July 3 at the conclusion of fencing.

XI. Executive Session

In executive session it was resolved by the Board that a disciplinary panel be appointed to investigate allegations that an athlete committed fraud in seeking entry to a world cup and, if the allegations are sustained, that the panel recommend appropriate disciplinary action.

XII. Adjournment

Motion (Mr. Baker): To adjourn the meeting

Second: Mr. Becker

Motion Passed.