

Minutes

Special Meeting of the USA Fencing Board of Directors

April 21, 2011 via Teleconference

Present: Bradley Baker, David Blake, Aaron Clements, Wes Glon, Alan Kuver, Laurie Schiller, Soren Thompson, Kalle Weeks, Alex Woods

Absent: Bill Becker, David Herr, Terry Kwon, Paula Reed, Mario Rodriguez, Sunil Sabharwal

Guests: Donald Alperstein, Dan Berke, Greg Dilworth

I. General Information and Organizational Items

General announcements

Remarks – Kalle Weeks, President

The Search Planning group met yesterday to get organized. The group will have weekly calls for the next 4-6 weeks. Planning will start with tentative time line and what a search committee should look like. Additional consideration will be given to going forward with a search company to find qualified candidates. Please forward any suggestions to Kalle and Terry. The committee will also be thinking about compensation structures going forward, as well as refinements to the job description. Expect to receive a request for input during this process.

Plans for the FIE Congress in December are under way. The Philadelphia Sports Congress is well acquainted with how to put together these events. There will be a welcome reception at the Franklin Institute and gala at the National Constitution Center. More details will be available going forward.

After receiving suggestions and giving thought to the topic of service awards, the following recipients have been determined. Service to the Sport of Fencing: Les Stawicki, for all he has done for wheelchair here and abroad. Service to Divisions and Sections: Dan Berke, for the contributions from FencingTime. Service to USA Fencing: Donald Alperstein.

Ms. Weeks noted the Mr. Clements, as previously appointed, will serve as parliamentarian.

Dr. Schiller addressed the Board about some comments he had made at a previous meeting in reference to the YDC and SYC selections. There had been some comments made about potential conflicts of interest and a specific reference was made to Jennie Salmon. Dr. Schiller has apologized to the Salmons and would like to also extend an apology to Board. His words were directed at the process and not intended to accuse either Ms. Salmon or Mission Fencing Center of any wrongdoing. The way it was taken by some was a misinterpretation of the intent and Dr. Schiller would like to correct the false impression.

Ms. Weeks noted that Jeff and Jennie Salmon appear in Sports Illustrated's "Faces in the Crowd" feature this week.

II. Minutes of the April 7, 2011 Special Meeting of the Board of Directors

Motion (Mr. Baker): To approve the minutes of the April 7, 2011 Special Meeting of the Board of Directors (distributed separately).

Second: Dr. Schiller

Motion Passed.

III. Finance and Budget

Financial Reports (Greg Dilworth and Sunil Sabharwal)

Audit Report

An oral report was provided by Mr. Dilworth.

A question was raised about the audit report containing a "going concern" letter. Mr. Dilworth indicated that USA Fencing had tried very hard not to have one included. There will be one as a part of the report this year, but it is hoped and expected that one will not be necessary next year.

There was some discussion of the possibility of obtaining outside financing of the remaining organizational debt.

There are tentative plans to have as a goal having all tournament volunteers paid through the Portland NAC prior to Summer Nationals. If in addition we receive a check from the State of Texas for Junior Olympics before the end of the fiscal year we can use that to pay off long-term debt, leaving a very clean balance sheet. This will give us a very clean set of financial reports by end of this season.

There was discussion of forecast for and history of international program expenses.

We should be in good shape this year (2010-11). We need to stay on top of things to continue that trend in the Olympic year (2011-12).

The 2010 Audit report is expected to be finalized by end of month.

If we were not in the current financial situation, then a deficit budget would be presented for 2011-12. Given our situation that will not happen. We will choose not to do things because of a need to present (and follow) a break-even budget due to overspending last quadrennium.

There was additional discussion of the audit report and changes from last season.

There was less concern this year. Last year we didn't even think it worth asking not to have a "going concern" letter. This year we felt our recent history presents a good argument that it may not have been necessary. This is a much, much cleaner audit all around. Now it's a matter of maintaining and improving. Timing of payments early next fiscal year vs. end of this fiscal year will improve our balance sheet and give us a completely clean audit, rather than a mostly clean audit, next year.

IV. Updates from the Executive Director (Greg Dilworth)

An oral report was provided by Mr. Dilworth.

There was discussion regarding analysis of data of the usage of one-day memberships.

The tournament software replacement process is taking place later than anticipated. We should have a report to Board in advance of the May 12 meeting. At that time the Board can give approval to begin contracting process.

V. International Update

Ms. Weeks provided an oral report.

Nothing of special note has taken place beyond the wonderful performance in Jordan. The next FIE EC meeting will take place in late June on the same weekend as the NYC world cup. We will discuss possible motions to present to the FIE at our next Board meeting in May.

It was noted that Veteran Worlds will be in Porec, Croatia.

VI. Legal Update (Donald Alperstein)

Mr. Alperstein provided an oral report.

Most of what we need to talk about will occur in Executive Session.

Disciplinary Panel Appointments:

High-Performance Athlete Panel: Mark Stasinios (chair), Iris Zimmermann, Dan Berke (Sam Cheris will act as legal advisor to the panel)

Referee Panel formed April 7, 2011: Peter Barton (chair), Cody Mattern, Meredith Delgado

Work continues on items discussed last meeting.

VII. Election Committee Report

Mr. Blake provided an oral report.

Gerrie Baumgart, Dan Berke, and Dave Blake spoke last week in Portland. A contract with the company conducting the election was planned to be signed by today. We will not have paper ballots. Members without email (or for whom emails bounce) will receive a follow-up snail mail postcard.

Candidates will be requested to provide a picture and 250-word statement.

The petitions from two of three petition candidates were found valid. One did not have enough signatures from members over the age of 18. Ms. Walker had too few eligible signatures.

The Elections Committee requested input from the Board with regards to whether or not there should be an indication with the ballot materials of which candidates were nominated by the nominating committee and which by petition. There was discussion regarding whether or not such indication might be required under our Bylaws, potential bias resulting from such indication, and precedent set during the 2008 officer elections.

After the discussion no objections to identifying candidates nominated by petition were recorded.

Ms. Weeks thanked the committee for their work in determining all of the specifics as we transition to a new system.

VIII. Committee Appointments

National Team Oversight Committee: The group, as currently configured, has been designed with the hope not to replicate difficulties of some of the similar groups in the past. Based on conversations with Mr. Largman and Mr. Page, it's not clear the committee is as useful as it might be. Discussions have been taking place with Mr. Largman about alternative compositions that would be more helpful. Suggestions have included more expertise with international championships and Olympics in the past for a better feel and guidance, as well as adding another athlete. Conversations will continue and Ms. Weeks will bring suggestions back to Board for possible alterations in how committee is constituted. The thought is not to change the mission or mandate, but to populate it with those capable of providing proper oversight for Olympics and National Teams. Recommendations for new personnel for that committee will be forthcoming.

IX. One-Day Membership Fee Increase

Motion (Mr. Kuver seconded by Mr. Wood): For the 2011-12 season, the price of one-day memberships be increased from \$10 to \$20.

Discussion included the question of whether or not we should have one-day memberships at all. Mr. Wood is currently chairing a task force examining ways to increase membership and indicated a desire to keep one-day memberships in place for at least one more year for data gathering purposes.

Motion Passed (5-3).

Motion (Mr. Wood seconded by Dr. Schiller): When an individual pays for a one-day membership, the initial fee is applied to a higher class of membership.

It was noted that this would cost us money in the form of additional programming fees in the membership management software. It was suggested that the motion be tabled to a future meeting where more information could be available.

Motion (Mr. Clements seconded by Mr. Blake): To table the motion until the May 12 meeting.
Motion to Table Passed.

- X. Motion (Mr. Blake):** USA Fencing will waive the FIE rule of a three year ineligibility period required when an athlete requests a change from one national representation to another national representation if the athlete has not competed in international competition (World Cup, European Cadet Cup Etc.) in that season.

Second: Mr. Baker
Motion Withdrawn.

- XI. Motion (Mr. Baker):** To adopt the Financial Policies and Procedures Manual (distributed separately).
Tabled to the May 12 meeting.

- XII. Motion (Mr. Baker):** To add selection events for wheelchair National Teams to the list of foil competitions that will require the use of conductive bibs as of August 1, 2011.

Second: Dr. Schiller
Motion Passed.

- XIII. Appeal from Ms. Harmann (omitted from original agenda)**
Tabled to the May 12 meeting.

XIV. Executive Session

In executive session it was resolved by the Board that there be an investigation of allegations of activities taking place at two member clubs that could render the clubs ineligible for membership and that may be designed to circumvent disciplinary sanctions imposed by the Board on members of the Association.

XV. Adjournment

Motion (Mr. Baker): To adjourn the meeting.

Second: Mr. Clements

Motion Passed.