

# Governance Task Force Proposed Bylaw Changes

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July 12, 2021



USA  
FENCING

As we reviewed the Bylaws and Governance structure, the following guiding principles were followed:

- Separate operations and governance
- Clarify and improve reporting structure, member engagement roles and communication
- Improve membership experience

# Why are these changes necessary?



Required to comply with USOPC requirements for NGBs



Integrates DEI initiatives into the fabric of USA Fencing



Aligns Committee structure to clarify operational and governance responsibilities



Adjusts leadership titles and positions based on best practices with other NGBs



Increases membership voice by adding 2 At-Large Director positions

# Creation of the Board Governance Task Force:

## Proposal:

- The Board of Directors voted to form the Governance Task Force (GTF) on December 19, 2020.
- The Board charged the GTF with reviewing the **current governance structure** and **making recommendations to ensure USOPC certification compliance and best practices.**

## Mandate:

- To ensure that USA Fencing is in compliance with all USOPC standards and regulations.
- To ensure that USA Fencing is in compliance with its DEIB audit recommendations.
- To establish a yearly review process to help ensure that the current strengths and weaknesses of the Board's expertise and experience are assessed and addressed in recruiting of new Board members
- To create a stronger/more formalized education/orientation for new Board members as well as continuing education for all Board members.
- To review the existing Committee structure and make recommendations for changes, if needed.
- To evaluate the establishment of a Governance Committee, possibly combined with the Nominating Committee ("Nom-Gov. Committee".)
- To evaluate combining the Nomination and Election committees so as to make the election process more efficient and effective.
- To ensure that Board and committee level representation is diverse and reflects the diverse membership of USA Fencing.

# GTF Members



Kat Holmes – Chair

Don Anthony – Co-Chair

Lorrie Marcil Holmes

Alan Kidd

Donald Alperstein

Cody Mattern

Rick Torres – DEIB Advisor

Bridget Toelle – Staff Liaison

David Patterson – USOPC Advisor



# Summary of the proposed changes

- Add USOPC required language throughout the Bylaws to comply with new USOPC requirements and remain in good standing as a National Governing Body
- Establish a DEIB Committee in the Bylaws
- Enhance diversity and anti-discrimination language throughout the Bylaws
- Clarify and align all Committees based on their roles and responsibilities
- Retitle the office of “President” to “Chair of the Board of Directors” based on NGB best practices
- Update the selection process for the Chair of the Board and Treasurer positions to reflect NGB best practices
- Add two new At-Large Director positions for a total of five member-elected positions on the Board
- Extend At-Large Director position terms to four years to give At-Large Directors time to be effective on the Board and eliminate annual elections, in the process saving staff and monetary resources

# Diversity, Equity, Inclusion and Belonging (DEIB)

- Establish a DEIB Committee in the Bylaws in order to:
  - Serve our strategic plan and modernize USA Fencing
  - Become a innovative Leader in the Olympic/Paralympic movement
  - Help ensure that there is diverse representation and plurality of identities and backgrounds on the Board, Committees, and Resource Groups
  - Develop sustainability and accountability so that we can elevate the importance of diversity and inclusion in our organization
  
- Assist the Board in developing norms that favor open discussion and favor the presentation of different views
  
- Amend principles of anti-discrimination to further include gender identity, color, and disability status

Both operations and governance are important to the success of USA Fencing.

The next few slides illustrate the distinct differences between operations and governance. The proposed committee restructure aligns the committees to an operational or governance capacity based on their current roles and responsibilities.

## Operations

- Day-to-day functioning of the organization
  - Staffing
  - Execute strategy
  - Operational policies, plans, and decisions
  - Financial activities
  - Manage and provide oversight to all committees, task forces, and resource teams
- Organization's spokesperson
- International federation relations
- Reports to the Board

## Governance


- Determine organization's mission and purpose
- Build a competent Board
- Ensure legal and ethical integrity
- Ensure financial oversight
- Select, support, and evaluate chief executive officer
- Monitors operational activities through oversight of the CEO
- Collaborate with CEO to determine direction
  - Provide suggestions to CEO in development of strategic plan
  - Monitor strategic plan implementation and through BOD relationships add to and strengthen programs and services
  - Enhance organization's public standing



### Clear Cut Governance


The Board is the governing body responsible for (1) Strategy, (2) Policy, and (3) Oversight

**Strategy**




Setting the strategic direction and vision.  
Advancing the organization's multiyear strategic plan

**Policy**



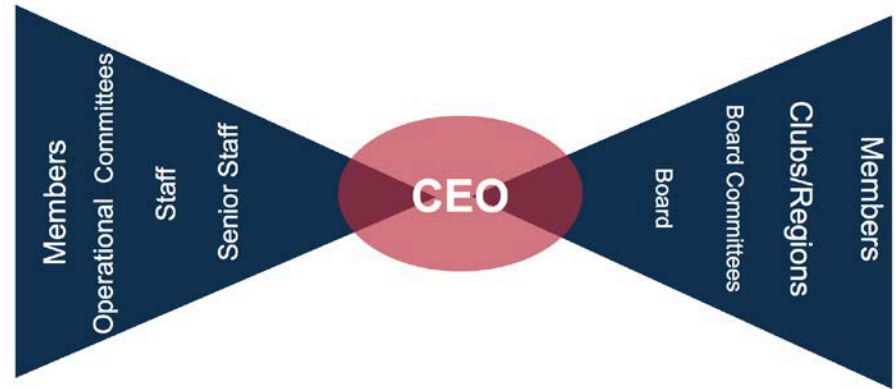
Creating Policies (internal) and positions (external) to benefit members and advance the mission.

**Oversight**



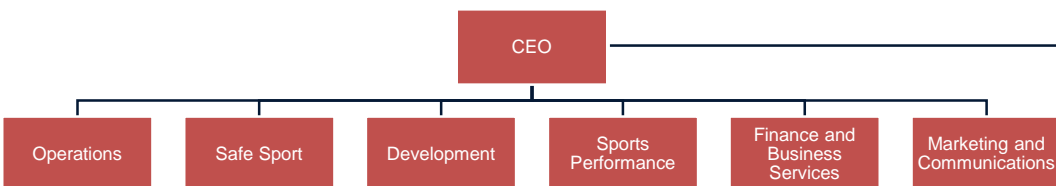
Overseeing resource allocation, including adoption of the annual budget, and evaluating performance of programs, products, and services.

The CEO is responsible for management of the organization, including staffing, physical office, protection of assets and other responsibilities associated with a corporate CEO.

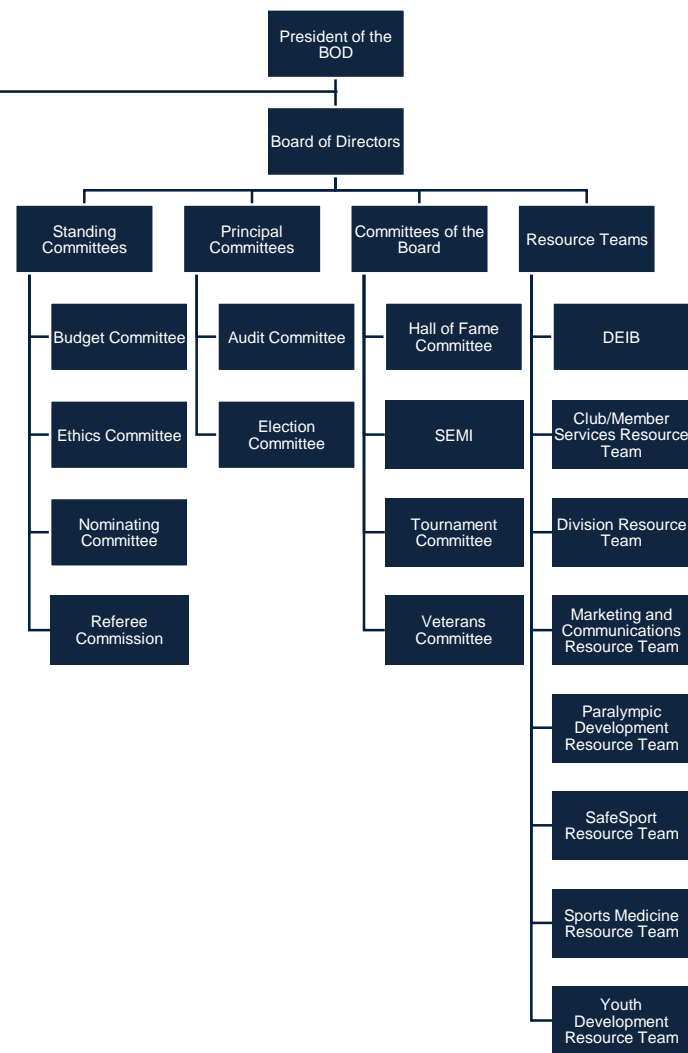


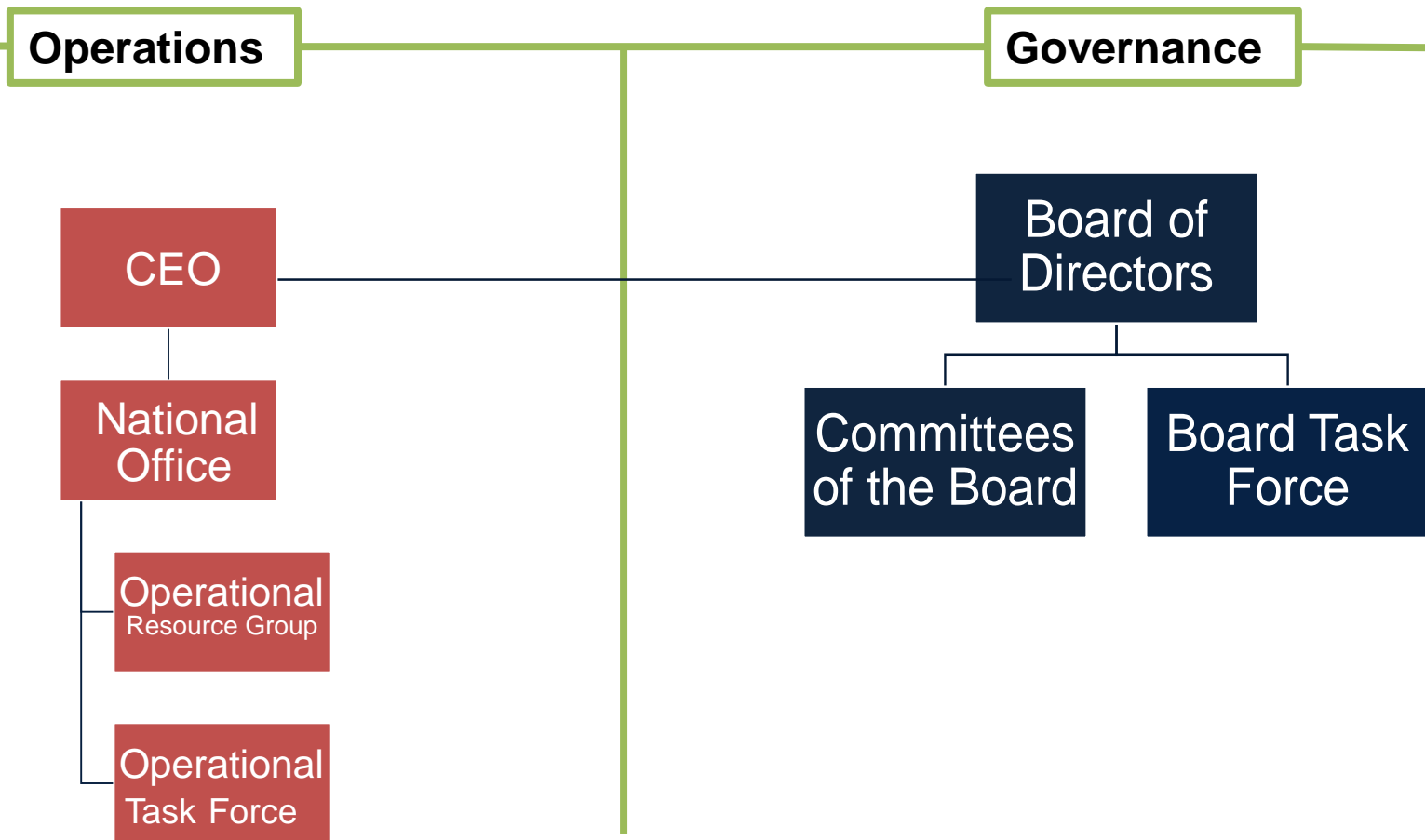
Group	Reports To	Authorized to Makes Decisions	Ongoing Responsibilities
Board Committee	Board	Sometimes	Yes
Board Task Force	Board	No	No
Operational Resource Group	CEO/Staff	Sometimes	Yes
Operational Task Force	CEO/Staff	No	No

## Operations

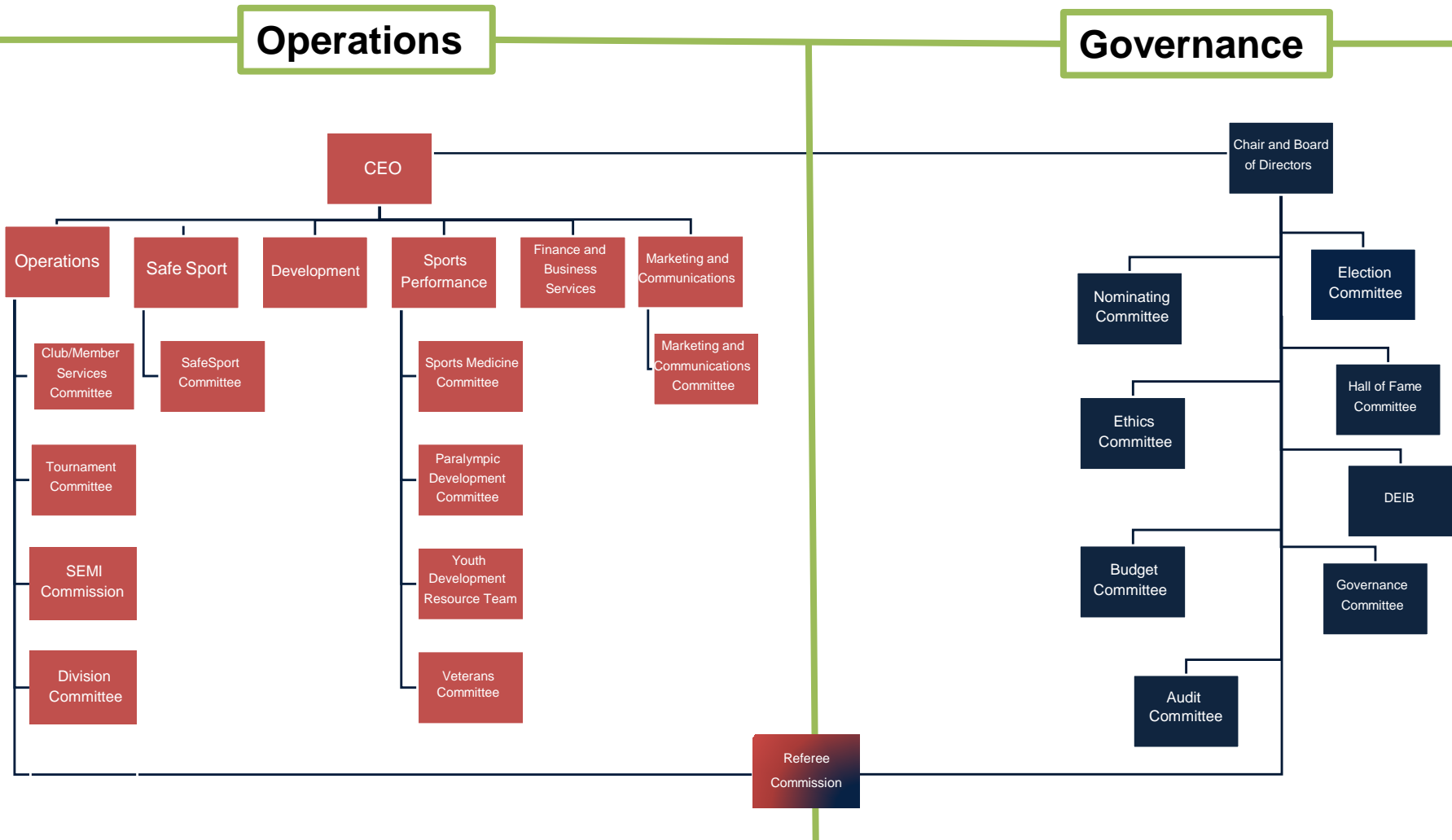


## Governance





- Remove reference to Standing and Principal Committees – all governance committees will simply be referred to as “Committees of the Board” to minimize confusion
- Operations committees will be referred to as Operational Resource Groups
- Governance Committees or Board cannot commit financial resources without approval of CEO



- The Referees' Commission is both a Committee of the Board and an Operational Resource Group as they have both operational and governance responsibilities.

# Best Practices: President or Chair of the Board?

For most corporations, President is synonymous with CEO. Volunteer leadership of non-profit corporations is usually given the title Chair of the Board.

Of 47 NGBs:  
32 Chair (68%)  
15 President (32%)

Chair of the Board	President of the Board
USA Triathlon	USA Boxing
USA Archery	USA Artistic Swimming
USA Cycling	USA Figure Skating
USA Handball	USA Wrestling
USA Judo	USA Luge
USA Taekwondo	USA Speed Skating
USA Weightlifting	USA Bowling
USA Ice Hockey	USA Softball
USA Field Hockey	USA Equestrian
USA Shooting	USA Racquetball
USA Pentathlon	USA Karate
USA Swimming	USA Climbing
USA Volleyball	USA Curling
USA Table Tennis	USA Soccer
USA badminton	USA Canoe/Kayak
USA Water Polo	
USA Rugby	
USA Diving	
USA Track and Field	
USA Gymnastics	
USA Rowing	
USA Bobsled	
USA Biathlon	
USA Ski and Snowboard	
USA Roller Sports	
USA Sailing	
USA Surfing	
USA Squash	
USA Tennis	
USA Waterski	
USA Golf	
USA Basketball	
<b>Total: 32</b>	<b>Total: 15</b>

# Best Practices: Chair of the Board

- Change title of “President” to “Chair of the Board” to more accurately reflect the role of the position in the organization
  - Job description and duties listed in the Bylaws do not change
- The term of the current Chair of the Board will not change until after the 2024 election
- After 2024, the Chair of the Board shall be selected from the At-Large Directors on the Board, voted on by all Board members.
  - Membership directly decides who shall be qualified to serve as Chair. Currently, candidates for President are limited to those who have served as a Board member, Chair of a Principle Committee, a 4 year member of a Principle Committee or National Officer.
  - Board Chair will have a vote on all matters before the Board. President currently only votes in ties.
  - This will create one of the two additional At-Large Director seats on the Board

# Best Practices: Treasurer Position

## Looking at other NGBs

<b>No Treasurer</b>	<b>32%</b>
<b>Treasurer from the Board</b>	<b>45%</b>
<b>Treasurer from Members/Others</b>	<b>19%</b>
<b>Treasurer from Staff</b>	<b>4%</b>

- Historically USA Fencing has had very few qualified candidates for the Treasurer position
- After 2024, make selection of a qualified Treasurer a responsibility of the Board with vetting by the Nominating Committee
- Treasurer will serve as a non-voting advisor to the Board
- This will allow creation of an additional At-Large Director position

# Current Board

**Independent  
Director**

**Independent  
Director**

**Independent  
Director**

**President**

**Treasurer**

**Athlete  
Director**

**Athlete  
Director**

**At Large  
Director**

**At Large  
Director**

**At Large  
Director**

**Athlete  
Director**

**Athlete  
Director**

Voting

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Advisors

**Vice  
Presidents**

**Chairs of Principle  
Committees**

**Secretary**



# GTF Proposed New Board Structure

Independent  
Director

Independent  
Director

Independent  
Director

Eligible to Serve As Chair

At Large  
Director

At Large  
Director

At Large  
Director

At Large  
Director

At Large  
Director

Athlete  
Director

Athlete  
Director

Athlete  
Director

Athlete  
Director

Voting

Advisors

Vice Chairs

Treasurer

Secretary

# Transition to New Structure

- Change means five At-Large Director positions with four-year terms, staggered by two year election cycles
  - Two Directors will be elected in one cycle and three will be in the second cycle
- Current President will assume one of the two new At-Large Director positions, automatically be made Chair, and serve the remainder of his elected term until 2024
- Current Treasurer will assume other new At-Large Director position, remain Treasurer, and serve the remainder of his elected term until 2024
- Beginning in 2024, these two new At-Large Director positions will be up for election

## Transition (continued)

- Current three At-Large Directors will be grouped into one election cycle, over a six year transition period:
  - The current At-Large Director term begun in 2020 extended by one year to 2023 instead of 2022. The election for that position will thus occur simultaneously with the next election (in 2023) for the two At-Large Director terms begun in 2021.
  - The three At-Large Directors elected in 2023 shall serve a three-year term and be up for election in 2026.
  - Beginning in 2026, these At-Large Director seats will be for four-year terms.
- Transition for all five At-Large Director positions designed so that no current elected term is shortened, and that elections occur every two years beginning in 2024. (the two newly created At-Large Directors in 2024, the three existing At-Large Directors in 2026).