



## MEETING MINUTES

### USA National Karate-do Federation Board of Directors Meeting November 18, 2022, 4:00pm Eastern time via Zoom

#### Board Members in Attendance

Elisa Au  
Rahul Bawa  
Michael Donadio  
Sasha Gerritson  
Pat Hickey  
Brian Mertel  
Matthew Ralph  
Brian Ramrup  
Tom Scott

**Call to Order** – Rahul Bawa called the meeting to order at 4:03pm Eastern Time (ET).

#### Open Session

##### Declaration of Conflicts of Interest

- 1) Tom Scott declared a conflict due to his relationship with Brody Burns since Mr. Scott is Brody Burns' student. Mr. Scott voluntarily recused himself from any votes regarding Brody Burns.
- 2) Pat Hickey declared a conflict since he is the Chair of the USA Karate Federation which could be considered a competing organization to USANKF. Mr. Hickey stated that the USA Karate Federation has no interest in becoming the National Governing Body (NGB) for Karate in the US.
- 3) Brian Mertel declared a conflict since John DiPasquale and Phil Hampel were named in the USOPC Investigation Report & Findings.
- 4) Elisa Au declared a conflict since she was coached by Brody Burns while she was on the US National Team and at a WKF Premier League event.
- 5) Brian Ramrup declared a conflict since he is a friend of Tom Scott (due to Tom's declared conflict).

#### 1) Organizational Structure

- a) The Organizational Structure Task Force provided an update of their efforts to date.
- b) The task force identified the following activities that need to be accomplished by USANKF staff:
  - i) Finance and Contracts
  - ii) Logistics (Event Operations)
  - iii) International Representation
  - iv) Sport activities
  - v) Administrative support
  - vi) Development and Fundraising
  - vii) Marketing and Communications

- viii) Information Technology (IT)
- ix) Compliance
- c) The Board discussed organizational structure for both the short-term and long-term with most of the discussion focused on the short-term approach.
- d) The Board agreed to conduct an open search for an Interim CEO.
- e) The Board agreed to document the roles and responsibilities for the Interim CEO.

## 2) Board performance

- a) Various Board members expressed a lack of confidence with the current Chair of the Board.

## 3) Rahul Bawa resignation

- a) Mr. Bawa resigned from his roles as Chair, Board Member and Interim-CEO of the USANKF. Mr. Bawa made the following statement which he requested be added to the minutes of the meeting:

This message serves as my official notice of resignation from the USA National Karate-do Federation (USANKF) Board of Directors and from the role of USANKF Interim-CEO.

When I was elected Chair of the USANKF Board in December, 2021, I looked forward to leading the organization past the divisiveness and silos that existed across the USANKF. My first few months as Chair were very productive and I felt we had a cohesive Board focused on the betterment of the organization in line with the fiduciary responsibilities of a Board.

However since the receipt of the September 2, 2022, USOPC Investigation Letter and Findings, I feel that the Board is divided, dysfunctional, and has lost its ability to collaborate. We have Board members sharing confidential information, speaking critically of Board decisions and revisiting Board decisions as soon as the day after decisions are made. An effective Board must speak with one voice once a decision is made and support the decision. Most recently, the Board is contemplating actions that I believe disregard the concerns raised by the USOPC regarding the governance of the USANKF.

In good conscience, I can no longer serve on a Board that I feel is not committed to its fiduciary responsibilities.

My resignation is effective immediately. I will provide information as requested to aid in the transition to the next Board Chair.

- b) Mr. Bawa left the meeting at 5:45pm Eastern time.
- c) After discussion the Board agreed to allow Brian Ramrup to continue operating the meeting after Mr. Bawa stepped off.

## 4) Election of New Chair

- a) **Discussion centered around replacing the board chair. It was agreed that an interim board chair should be elected.**
- b) A call for nominations for the interim board chair position was made.



- Brian Mertel nominated Sasha Gerritson for the board chair, and Ms. Gerritson accepted the nomination.
  - Matthew Ralph nominated Elisa Au for the board chair, and Ms. Au accepted the nomination. Mr. Ralph stated he nominated Ms. Au because she doesn't have a vote and the board would have to revote a new board chair after the new year anyway.
  - Mr. Hickey nominated Matthew Ralph for the board chair, and Mr. Ralph declined the nomination.
- c) Mr. Hickey motioned for the vote, seconded by Mr. Ralph. Motion to vote failed. 2 Yes, 3 No, 2 Abstained
- d) Tom called for nominee pitches. Sasha and Elisa said a few words regarding their potential service as board's chair before stepping off.

Elisa Au – Stated the position would be for a short period of time - 6 weeks. She has no board vote so there would not be a conflict of interest in being both a board member and board chair if a potential conflict arose. Emphasized the main intention to drive the board's agenda forward and goal-focused.

Sasha Gerritson – Stated she was not looking for it, but she's willing to step up in a time of need. Sasha has ample time to fulfill duties. Emphasized the need for smooth collaboration.

Brian Mertel – Expressed feelings re Rahul's departure, unsure of Elisa's eligibility, declared a conflict of interest with Elisa having trained at his club.

Pat Hickey motions to continuance meeting until someone talks to Steve Hess concerning the questions of:

Can Elisa run for board chair under Colorado law as a nonvoting member/alternate?

Board agreed to task Pat Hickey to contact Stephen Hess re Elisa Au's eligibility to run for chair.

Elisa and Sasha left the meeting voluntarily at 5:54 so the rest of the board could continue the discussion regarding the new board chair.

## 5) Election Discussion

In general, a healthy discussion of the candidates was pursued and concerns were expressed about the volatility of the situation. The board discussed the idea of a dual chair.

## 6) Meeting Continuation

Pat Hickey suggested we do not adjourn the meeting but motion for a continuance of the meeting so that it is the same meeting.

Brian Ramrup motioned for a continuance of the meeting for an undetermined time in the future after Pat Hickey communicates with Stephen Hess and gets confirmation concerning Elisa's eligibility. Tom seconds motions for continuance of the meeting. Motion Passed Unanimously.

The meeting temporarily Closed at 7:41 pm



## 7) Meeting Reopening

The meeting was reopened at 7:41 pm ET on November 19<sup>th</sup>.

Present were (ALL BUT ELISA AND SASHA)

Board members each discussed their viewpoints and the following two additional questions arose.

The board determined that Pat Hickey would confirm with Stephen Hess before further action:

- 1) Can Sasha vote for herself
- 2) Can we have a dual chair?

Meeting paused for continuance unanimously until an undetermined time in the future when Pat Hickey clears up the questions with Stephen Hess.

## 8) Meeting Continuance

November 21<sup>st</sup> at 9:36pm ET continuance. All board members were present.

Pat Hickey updated that the dual chair was a bad idea via Holly Shick, nor is it in our bylaws. Sasha can vote herself. Elisa can run for chair.

Conflicts from the previous meeting were maintained. Elisa added she might have a conflict due to her being Brian Ramrup's previous employer. Brian Ramrup as acting meeting chair declined that as a conflict.

Brian Ramrup called for a vote. Elisa 4 (Ralph, Mertel, Hickey, Donadio), Sasha 3 (Ramrup, Scott, Gerritson)

## 9) Elisa accepted the position as board chair.

Discussed plans for the immediate future for compliance.

Pat Hickey would like to give the chair the power to sign contracts.

Brian Ramrup motioned to allow the Board Chair power to sign financial items as necessary with the board's prior approval. Mertel Second. Amended motion to allow Elisa to sign event contract.

Pat calls for a vote. All in favor. The motion was amended to allow Elisa Au to sign event contract after review. Motion Passed Unanimously.

Sasha Gerritson offered to help and assist where needed.

Mike Donadio asks if there can be two signers. It was pointed out that Sasha Gerritson is already a signer on one account, but hasn't been active.

Pat Hickey motions to give Sasha Gerritson the ability to sign checks. Ramrup seconds. Motion Seconded Passed Unanimously.



The meeting adjourns at 11:32 pm EST.

## 10) Tabled Items

- a) Approval of previous Board Meeting Minutes
  - i) October 13, 2022
  - ii) October 20, 2022
  - iii) November 11, 2022
- b) USOPC – Outstanding Compliance Items
- c) Upcoming Board Openings and Elections
  - i) Elected At-Large position
  - ii) At-Large position
  - iii) Independent positions (2)
  - iv) Athlete Representative
- d) Committee Discussions
  - i) Referee – must decide on structure going forward
  - ii) Ethics
  - iii) Nominating and Governance
  - iv) Selection
- e) International Representation
- f) CEO / Executive Director Search
- g) Schedule Strategic Planning Session
- h) Referee Code of Conduct