



Meeting Minutes
USA National Karate-do Federation Board of Directors Meeting
March 19, 2022, 3:00pm Eastern time via Zoom

Attendance

Rahul Bawa
Sasha Gerritson
Patrick Hickey
Matthew Ralph
Brian Ramrup
Elisa Au
Thomas Scott

Also present

Phil Hampel
Elizabeth Poloni

Call to order; Rahul Bawa

Rahul Bawa explained the format of the Board Meeting all meetings will have an open, closed and executive session Not all meetings will have closed and executive sessions but will be on each agenda. Open sessions will be open to all members.

• **Open Session**

- *Declaration of Conflicts of Interest*
 - Rahul Bawa has a conflict on the topic of the board members attending WKF and PKF events and cost reimbursements.
- *Approval of February 18, 2022, Board Meeting Minutes*
 - Motion to approve; Patrick Hickey, Second; Tom Scott
 - In favor – 6, Opposed – 0, abstained – 0
- *2022 Priorities Updates (to be included in all 2022 Board Meetings)*
 - Improve Communications
 - Elisa Au and Phil Hampel worked on the updated communication plan and it will be presented at the April 1 meeting
 - Develop Strategic Plan
 - Board meeting for April 1-2 in Chicago will be a strategic planning discussion. The board will be in a closed session to work through a plan
 - Complete the actions from the USOPC Demand Letter
 - Re-examine Committee structure
 - Rahul Bawa asked for each committee chair to provide information and based on those responses believes we need to review the committee structure looking at each committee to ensure it is doing what is needed per the bylaws, is the makeup of the committee appropriate, do we need to make any changes in structure, purpose or membership of the committees. This will be a mid-year exercise for the Board.



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- Review Bylaws
 - Board Members have looked over bylaws and we are looking to have them modified to make them more uniform and easier to follow
 - Remove some of the history to make the bylaws more clear and easier to follow.
- Enhance Junior Team Support
 - This is a priority that we will focus on, but it will be discussed during the strategic planning meeting
- Support inclusion of karate in LA28
 - WKF has formed an LA28 commission. Rahul Bawa, Phil Hampel, Elisa Au and Tom Scott are all on this commission to see how we can get karate in LA28. Elisa Au is chairing the Practical Commission.
 - Currently in the research stage with the WKF
 - Members of the WKF will be coming to the USA at the end of March to meet with us in Chicago. They will brainstorm how to put together a bid. Elisa and Tom have been meeting with individuals in the industry to brainstorm ideas.
 - Brian Ramrup asked about examples from other sports and what they have done to get their sport included
 - Games are all different, so the process has been different through the years. LA28 is focusing on limiting the total athletes to 10,500
 - There were 3 sports removed and 3 added to the core program
 - USOPC asks that sports don't put a lot of push and effort right now, as LA28 will be coming out with the request process later this month or early April.
 - Slate of sports will be in 2023.
 - The removed sports Weightlifting, Boxing and Modern Pentathlon have the same path back in.
 - 30+ sports are looking to get into LA28 for new inclusion and there were at least 12-15 sports on the call attempting to add more disciplines to their competition. Some combat sports are looking to add mixed gender teams.
 - Jo Pledge – Has anyone talked to the head of the USOPC to see what the attitude is with karate in the Olympics she had heard it was negative.
 - We have had discussion with the USOPC and there is no concern with the organization, and we are in good standing with them. They recognize the results we had in the 2020 Games.
 - Brian Ramrup asked if there was an explanation or rationale the removal of Karate and what we need to be back in.
 - The WKF does not have a reason for why karate was removed or anything they need to do in order to get into the Olympic Games.
- *Board Election Update (ASO and Independent positions)*
 - There are still two open positions





- Independent Position – was recommended by Nominating and Governance and spoke to by Phil Hampel and Rahul Bawa, but has removed his name from the candidate pool, which is why the position is still open. He has accepted a position with another NGB's Board.
 - Nominating and Governance Committee has another candidate we are in discussion with.
- ASO position – there was a tie, and still has not been resolved
 - We have discussed this with our Attorney to find options to resolve this issue. It will be discussed in the closed session with the Board of Directors.
 - Rahul Bawa has received proposals from members on approaches to resolve the issue and we will consider the approaches but need to be sure we follow Colorado Not-for-Profit law, USPOC and our bylaw guidelines.
- Jo Pledge – Given the SafeSport impact on the clubs, she suggests the position gets removed and an independent instructor position be added instead and therefore there is a broader pool of candidates to pull from and also would increase knowledge of SafeSport. She also recommends a position for the referees on the board.
 - Rahul Bawa responded that he will send the letter to all of the Board Members to make sure they have read it
- Monique Fields – Concerned with how long this decision has been taking and how there was no ASO input to the list of priorities for Board. Concerned that there is consideration to remove the ASO position when the Illinois ASO represents a large constituency. Suggested that the 2 candidates could participate on the Board and share 1 vote.
 - Rahul Bawa responded that there have been numerous meetings with both ASO representatives, the USOPC has been involved and there is still no resolution on the tie.
 - We spoke with the attorney to get viable options to explore
 - ASOs had ample opportunity to resolve the tie
 - Monique Fields asked why the 2 candidates could not participate with one vote. – We are following the process and will bring those options to the board.
- Jay Farrell – Prior to the Board Meeting in September and before the Board changed over with a recommendation to remove the ASO position and create an at-large position that any member can fill and USANKF should take that action ASAP
- Patrick Hickey – Reminding those at the meeting that the Board has not had any discussion regarding this topic at the time
- *USOPC Demand Letter Status*
 - Outstanding items are regarding formalization of an on-boarding process and training. Board has done the training in the past, it wasn't formally documented
 - Will be completing this training in April in Chicago
 - Board and Conflict of Interest





- Diversity and Inclusion training - we are working with the USOPC preferred vendor to finalize that training plan
- Completion of the Election which will also complete the candidate COI Disclosures
- Strategic Plan – will be addressed at the Board Meeting in April.
 - Need clarity on this, as the audit and the demand letter conflict each other on some requirements
- Bylaw review will be considered when the full board is seated
- USOPC is happy with the progress on it
- Jo Pledge asked regarding #7 with the clarification on the President, will it be addressed today?
 - No, will be addressed in a future meeting that is the bylaw item that we mentioned when the full board is seated
 - Elisa Au stated that the Demand Letter is a large task and there is a lot of work done on this. This is a high priority with a lot of progress and things are getting done.
- *USOPC Audit Results*
 - Two audits
 - U.S. Center for SafeSport – SafeSport Event audit completed 3/18/2022. There was one minor finding about an individual who picked up credentials that wasn't informed the event was held under the MAAP Policy which is resolved by more volunteer training. Safety of events were good and some minor recommendations
 - USOPC Audit – USA-NKF was compliant with the testing portion which is the major portion of the Audit. The only changes are minor wording changes in policies mostly referring to adding contracts to the scope.
 - Final documents are due May 2022 to conclude the Audit for 2021. The 2019 audit had some areas resolved and some open items that they are not able to test related to the changes to the grievance process will remain open.
 - Once the audit is finalized, we will be getting scheduled for the certification audit.
 - Final changes for the policies will be discussed during the closed session of the Board Meeting

Jo Pledge – Question on the 2022 priorities updates, why are they on the closed sessions and not on the open session. Rahul Bawa explained that the priorities updates are in the open session. Jo Pledge was concerned about the topics not having much detail. Rahul Bawa explained that the priorities were just set so as we have details those will be shared. Jo Pledge thinks there may be members who can share ideas for the priorities. Rahul Bawa stated that there will be an opportunity to get feedback from the membership.

Jo Pledge appreciated that the meeting was on Zoom and on a Saturday to be available to the members.

Dustin Baldis – Asked about the transgender policies considering the NCAA swimming championships

- We have had a USA-NKF transgender policy for several years and is published on the website
- Adapted from the WKF and 2015 IOC guideline



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- Involved with the USOPC on the changes currently being recommended by the IOC.
- We are aligned with the WKF and will adjust if their policy changes.

Motion to move into closed session – Rahul Bawa, Second – Tom Scott

All in favor – 6, Opposed – 0, Abstain – 0

- **Closed Session**

- *ASO Board Position*

- Phil Hampel and Rahul Bawa had a conversation with Stephen Hess, USANKF Legal Counsel, regarding the tie for the ASO position. The options presented by Stephen Hess were as follows:
 - Do nothing – keep the seat open
 - Each person in the tie gets half the board term
 - Change the seat to another type of board seat; examples include
 - Make it a club seat, so each member club gets a vote
 - Make it another at-large seat and the entire membership can vote on it
 - Remove the seat
 - The Board had a healthy discussion regarding the various options. All Board members agreed that the option of splitting the term between the tied representatives would not be productive. After further discussion regarding the current and future situation relative to member clubs (number dramatically decreasing due to SafeSport requirements) and feedback from the membership regarding lack of representation at the Board, the Board agreed on an approach.
 - Patrick Hickey – Motion to remove ASO position and add an At-Large position that will be elected by all adult individual members that do not otherwise vote for a Board position; Second – Matthew Ralph
 - All in favor – 6, opposed – 0, abstained – 0
 - Communication of this approach –
 - Include with the bylaw changes for the Audit updates
 - This bylaw change will be brought for approval by the May meeting
 - Should inform the ASO and candidates of the intent to amend the bylaws before the communication goes out to the membership
 - *Review and Approval of document updates from USOPC Audit*
 - Code of Conduct
 - Motion to approve as presented – Brian Ramrup, Second – Sasha Gerritson
 - All in favor – 6, opposed – 0, abstained – 0
 - Conflict of Interest Policy
 - Change Section 7a. items i. and vi. from “should” to “shall” as the items are required.
 - Motion to approve with the change identified – Patrick Hickey, Second – Brian Ramrup
 - All in favor – 6, opposed – 0, abstained – 0
 - Gift and Entertainment Policy





- Patrick Hickey – Would like to see a future conversation on CEO gifts and checks and balances. Phil Hampel pointed out that all expenses of the CEO are approved by the board.
- Motion to approve policy as presented – Tom Scott, Second – Matthew Ralph
 - All in favor – 6, opposed – 0, abstained – 0
- Background Check Policy
 - Motion to approve with the change of “background check” to “background screening” – Rahul Bawa, Second – Patrick Hickey
 - All in favor – 6, opposed – 0, abstained – 0
- Whistleblower Policy
 - Motion to approve – Tom Scott, Second – Patrick Hickey
 - All in favor – 6, opposed – 0, abstained – 0
- Athlete Agreement – Board approval not required
 - AAC will be looking at this and giving feedback
- Financial Policy and Procedures – to be reviewed and approved in a future Board meeting
- *Board Attendance at WKF/PKF events and cost reimbursements*
 - Rahul Bawa has declared a Conflict of Interest on this topic at the beginning of the meeting.
 - Historically Board Members pay their own expenses. There is a budget for those who are on a WKF or PKF Committee - they receive reimbursements to cover air travel and hotel, but Board Positions alone have not been reimbursed.
 - In the Past, the only board members reimbursed were Tokey Hill because he was on the PKF Technical Committee and John DiPasquale who was on the WKF and PKF Executive Committee. Sasha Gerritson always paid her own expenses even though she was on the PKF Para-Karate Committee.
 - There was no interest on the Board to change the policy.
 - Brian Ramrup asked about why there was a reimbursement. Phil Hampel explained that when we have individuals on international committees, we provide some support. It is important that we have international representation.
 - Board requests this to be put into a written policy either as a standalone or in the Board Policy Manual.
 - Elisa Au also declared a conflict as a member of the WKF Athletes Commission.
 - The only two Board Members this currently affects is Sasha Gerritson and Elisa Au.
- *Review of USA-NKF Board Microsoft Teams Site*
 - Motion to table – Patrick Hickey, second – Rahul Bawa
 - All in favor – 6, opposed – 0, abstained – 0
- Executive Session
 - No items for Executive Session
- New Business
 - Fundraising – Tom Scott wants the history of fundraising within USANKF regarding sponsorship options. Phil Hampel will send Tom Scott what we have used in the past for





Signature Event Sponsorship.

- Rahul Bawa would like to form a committee for this after the April 1 Board meeting
 - Sasha Gerritson explained they have explored individual and large family foundation gifts and major gifts
 - Will be added to the April 1-2 agenda
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- Next Board Meeting scheduled for April 1-2 in Chicago
 - Motion to have a Closed session for April 1-2 meeting due to the meeting being a working session and training session – Rahul Bawa, Second – Patrick Hickey
 - All in favor – 6, opposed – 0, abstained – 0
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- Motion to Adjourn – Rahul Bawa, Second – Sasha Gerritson
 - All in favor – 6, opposed – 0, abstained – 0



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