



MEETING MINUTES
USA National Karate-do Federation Board of Directors Meeting
June 16, 2022, via Zoom

Board Members in Attendance

Elisa Au
Rahul Bawa
Sasha Gerritson
Pat Hickey
Matthew Ralph
Tom Scott

USANKF Staff Present

Phil Hampel
Elizabeth Poloni

Call to Order – Rahul Bawa called the meeting to order at 7:05pm Eastern Time (ET).

Declaration of Conflicts of Interest – None declared.

Motion to enter Closed Session made by Pat Hickey; Seconded by Tom Scott.
Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0.

Closed Session

1) Open Independent Board Member position update

- a) Rahul Bawa indicated that he had a good Zoom call with the candidate recommended by the Nominating and Governance Committee on Friday June 10th.
- b) Rahul Bawa has scheduled a Zoom call for the candidate and the full Board for Thursday, June 23rd.
- c) The Board will vote on the candidate for the open Independent Board position during the Board meeting on June 29th.

2) Committees not complying with Bylaws

- a) Ethics Committee
 - i) The Ethics committee is not in compliance with the current USANKF Bylaws.
 - ii) The USANKF Bylaws requires that all members of the Ethics committee meet the requirements for Independence as defined in the Bylaws for Independent Board members.
 - iii) Currently, no members of the Ethics committee meet the requirements for Independence.
 - iv) Rahul Bawa discussed this topic with the USOPC who suggested that at least one member of the Ethics committee should meet the requirements for Independence.

- v) After discussion, the Board agreed to change the composition of the Ethics committee to the following:
 - Two (2) Members that meet the requirements for Independence
 - 1 Athlete Member
 - ii) Motion to update the Bylaws to change the composition of the Ethics committee to be as listed below made by Pat Hickey; Seconded by Matthew Ralph:
 - Two (2) Independent Members
 - 1 Athlete Member
 - iii) Motion Approved: Votes in favor = 5; Opposed = 0; Abstained = 0.
 - iv) Bylaw changes reflecting the motion will be reviewed and approved during a future Board meeting. Once the Bylaw changes have been made, the Ethics committee shall be restructured.
- b) Nominating and Governance Committee
- i) The current Nominating and Governance committee does not have an Independent member as required by the USANKF Bylaws.
 - ii) Rahul Bawa discussed this topic with the USOPC who suggested the following composition for the Nominating and Governance committee:
 - 1 Independent Member
 - 1 Outgoing/Former Board Member
 - 1 Athlete
 - iii) After a healthy discussion regarding this topic, a Motion was made by Pat Hickey and Seconded by Sasha Gerritson to change the Bylaws to change the composition of the Ethics committee to as follows:
 - 1 Independent Member
 - 1 Outgoing/Former Board Member
 - 1 Athlete
 - iv) Motion Approved: Votes in favor = 4; Opposed = 1; Abstained = 0.
 - v) Bylaw changes reflecting the motion will be reviewed and approved during a future Board meeting. Once the Bylaw changes have been made, the Nominating and Governance committee shall be restructured.
- c) Selection Committee
- i) The Selection Committee has never been seated.
 - ii) After a good discussion regarding the creation and purpose of the Selection committee, the Board decided to continue the discussion during the June 29, 2022, Board meeting prior to making any decisions regarding the Selection committee.
- d) AAC
- i) The Board discussed whether the AAC must (or should) have Para athletes included in the AAC.
 - ii) After discussion, the Board requested that Rahul Bawa schedule a call with the USOPC NGB Governance representative, AAC and the Board to discuss the AAC and the placement of Athlete members on committees.



3) Fundraising Discussion

- a) As a follow-up to the discussion regarding fundraising during the May 13, 2022, Board meeting, the Board had a discussion regarding whether the USANKF staff and organization can support a major gifts fundraising effort at this time.
- b) The Board agreed that USANKF is not ready at this time to create (or fund) a major gifts fundraising team.

Motion to enter Executive Session by Rahul Bawa; Seconded by Pat Hickey at 9:00pm ET.
Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0.

USANKF Staff (Phil Hampel and Elizabeth Poloni) left the meeting.

Executive Session

The Board discussed organizational and staff performance during the Executive Session.

Motion to leave Executive Session by Pat Hickey; Seconded by Matthew Ralph at 9:30pm ET.
Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0.

Adjourn Meeting

- 1) Motion to adjourn meeting made by Sasha Gerritson and seconded by Tom Scott.
- 2) Motion approved: Votes in favor = 5; Opposed = 0; Abstained = 0

Meeting adjourned at 9:30pm Eastern time.

The next Board Meeting is scheduled in-person for June 29 in Spokane, Washington.