



**MEETING MINUTES**  
**USA National Karate-do Federation Board of Directors Meeting**  
**April 6-7, 2023, 12:00pm Pacific time, Paris Las Vegas Hotel, Las Vegas, NV**

**Board Members in Attendance**

Elisa Au  
Michael Donadio (via zoom)  
Sasha Gerritson  
Pat Hickey  
Brian Hilliard  
Angel Johnson  
Matthew Ralph  
Brian Ramrup  
Tom Scott  
Senthil Thiyagarajan

**Other Staff**

Michael Cain

**Various USA-NKF members**

**Call to Order** – Elisa Au called the meeting to order at 12:07pm Pacific Time (PT).

Brian Hilliard joined the meeting at 12:08pm PT.

**Declaration of Conflicts of Interest**

None were declared

**Open Session**

**1. Approval of March 10, 2023 Board Meeting Minutes**

- a. Motion to Approve made by Brian Ramrup, seconded by Pat Hickey.
- b. Motion approved: Votes in favor = 8, Opposed = 0, Abstained = 1

**2. Board and Organization Updates – 2/18 – 3/10/23**

- a. CEO onboarded – Michael Cain
- b. 3 new board members
  - i. Angel Johnson – appointed Independent
  - ii. Senthil Thiyagarajan – elected At-Large
  - iii. Brian Hilliard – elected Athlete
- c. N&G supported the election and nominations process.
- d. Referee Committee Evaluation Task Force in progress
- e. Athlete Representation – approved for all active committees. All committees now have the correct percentage of athlete representation per the bylaws.
- f. PlayLA – karate is budgeted for this program. Michael Cain to find out more about the implementation.
- g. Team Trials Complete – 2023 National Team has been selected.
- h. 5 Training Camps YTD
  - i. International - North American



- ii. 2 National
- iii. 2 Regional
- i. Athlete wins
  - i. Premier League Cairo Silver - Gakuji Tozaki
  - ii. Youth League Silver, Bronze - Maddy Kennaway & Janco Dorta
- j. Regional Referee Education and Certification Program set to relaunch

### **3. Board and Organization Updates – 3/11 – 4/6/23**

- a. 11 athletes have qualified for Pan American Games so far. There is one more opportunity in San Jose, Costa Rica in May for additional athletes to qualify.
- b. USOPC Compliance – the following items are outstanding in order to be compliant with the USOPC
  - i. Anti-Retaliation training – Board members, Referee corp, Committee members, Staff
  - ii. Conflict of Interest Training - annual training for Referees and new Board members
  - iii. Diversity & Inclusion Training – new Board members and Leadership
- c. 2023 Budget was approved at the previous Board meeting
- d. Committee chair meeting – the first Committee chair meeting was organized by the Board Chair and CEO on 3/24/23. Topics included committee updates, best practices for communication, strategic plan and operational plan.
  - i. Brody Burns asked if the next committee chair meeting could have a representative from coaching.
- e. USA Open – Registrations for 2023 are among the highest top 3 in USA Open history. At the time of the meeting, we had 1,213 registrants for USA Open and 886 for JIC, 79 officials and 170 coaches.
  - i. Sasha Gerritson suggested that USA-NKF publicize these numbers in a social media post.

### **4. CEO Update**

- a. Financial statements were sent to the Board in the pre-read
- b. Michael Cain reviewed his 90 day plan that focuses on building a staffing plan, executing events effectively and building membership.
- c. He expanded on how our understanding of using SafeSport in the way it was intended to help organizations is a focal point for building memberships numbers, club memberships and ultimately event sanctioning.
- d. Mr. Cain also mentioned that the USA-NKF was undergoing an event audit during the 2023 USA Open.
- e. Roger Jarrett commented that SafeSport should be messaged as a positive asset for the federation and its club members.
- f. Kathy Baily asked if there was anything the referee corp to do to help with ensuring our federation passes its audit. Michael Cain said he felt confident that previous processes put in place were being implemented at this year's USA Open.
- g. Mr. Cain also spoke about sponsorship strategies. He is currently in talks with three different groups who can solicit potential sponsors on behalf of USA-NKF.

### **5. AAC Charter**

- a. The board used a USOPC-provided template to draft the USA-NKF AAC Charter.
- b. Will Gatch asked that the draft be sent to the AAC for review.

#### **6. Fundraising**

- a. Sasha Gerritson updated the Board on new initiatives to revive fundraising for the federation. Prior to the Board meeting, she met with parents to gather information.
- b. Elisa Au and Michael Cain both agreed to support Ms Gerritson's efforts to build momentum around fundraising for the USA National teams.
- c. Diane Martin asked if there is a specific initiative that Ms Gerritson already had in mind. Ms. Gerritson replied that currently she is building the strategy.
- d. Brian Ramrup added that donations-in-kind that are earmarked for specific use are allowable, but that USA-NKF needs the staff to manage the accounting of those potential funds.
- e. Pat Hickey added that we must be sure to follow IRS regulations.

#### **7. Q&A from membership**

- a. Will Gatch suggested that future USA Senior Team Trials events are held over two days of competition instead of one.
- b. Mr. Gatch also suggested that WKF-level officials need further training to improve the quality of international officiating from our American referee corp.
- c. Jay Farrell suggested that USA-NKF invite cities of future events (ex. Richmond, VA) to promote their city and the upcoming Signature Event.
- d. Mr. Farrell also suggested that members of the referee committees should be actively engaged in international competition. Even if they aren't officiating at an event, requiring members to attend a PKF once in every three events and one WKF event per year would be a good requirement for those members. Angel Johnson added that this suggestion is similar to continuing education in other industries.
- e. Brian Ramrup added that officials need to stay up to date on the trends of WKF competition.
- f. Kathy Baily suggested that officials sign the conflict of interest form as a part of official registration, as well as the Referee code of conduct.

#### **8. Motion to move into Closed Session**

- a. Motion to Approve made by Brian Ramrup, seconded by Sasha Gerritson.
- b. Motion approved: Votes in favor = 9, Opposed = 0, Abstained = 0

The Board took a 10-minute recess

#### **Closed Session**

##### **1. Committees**

- a. The board had a discussion about the current committee structure, with focus on the roles and responsibilities of the Technical, Coaches and Referee committees.
- b. No changes we proposed during the discussion.

##### **2. Club and Event Strategy**

- a. The board discussed strategies for including additional activities through club memberships and event sanctioning. The general idea discussed is to introduce



regional and local events to create a tiered system of USA Karate events, with the Signature Events remaining as national top-tier events.

- b. The CEO outlined high-level plans to reintroduce event sanctioning. More exploration needs to be conducted with regards to how SafeSport rules and policies can support additional events and event sanctioning.
- c. The CEO will also explore how ASOs may play into the expansion of activities within the federation.

### **3. Outstanding Complaints**

- a. The board discussed possible resolutions to the outstanding complaints against the federation and Board of Directors.

The Board paused for the day and agreed to resume Closed Session on 4/7/23.

Closed Session resumed on 4/7/23 at 10:08 PT in the Paris Las Vegas Hotel.

### **4. Referee Committee Structure**

- a. The subcommittee tasked with evaluating the Referee Committee structure presented ideas for discussion.
- b. After a healthy discussion, the Board agreed to allow the subcommittee to evaluate the structure through the USA Open, then present final recommendations afterwards.

### **5. Independent Director**

- a. The Board discussed proposed candidates for the Independent Director position. This position will run from time of approval through December 2026.
- b. The Nominating and Governance committee had known since 2019 that Matthew Ralph's term ended on December 31, 2022. A search for his replacement had commenced, and potential resumes were given to the N&G committee for review between March 16-27, 2023. No communication from this committee was received on any of the candidates at the time of the Board meeting. Board members expressed concern that it was urgent to install the final board member and have a full board available for the federation and that no reply from the N&G should be treated as the N&G reply.
- c. A motion to approve Todd Myers as Independent Director was made. The Board approved this motion but agreed not to install him until the next meeting, pending the N&G recommendation by the extended date.
- d. After the Board meeting, Chair Elisa Au reached out to the Nominating and Governance committee on their request to be allowed to vet the candidates. Ms. Au asked that any recommendations be given to the Board by April 27, 2023, and no recommendation or reports were received.

### **6. Independent Committee positions**

- a. The Board discussed proposed candidates for the Ethics committee. There are two independent seats on this committee.



- b. A search had commenced, and potential resumes were given to the N&G committee for review between March 16-27, 2023. No communication from this committee was received on any of the candidates at the time of the Board meeting. Board members expressed concern that it was urgent to seat independent members on the Ethics Committee and that no reply from the N&G should be treated as the N&G reply.
- c. A motion to approve Adam Kleinfeld as one Independent member of the Ethics Committee was made. The Board approved this motion but agreed not to install him until the next meeting, pending the N&G recommendation by the extended date.
- d. After the Board meeting, Chair Elisa Au reached out to the Nominating and Governance committee on their request to be allowed to vet the candidates. Ms. Au asked that any recommendations be given to the Board by April 27, 2023, and no recommendation or reports were received.

#### **7. Women's Sports Committee**

- a. Elisa Au nominated Cheryl Murphy as chair of the Women's Sports Committee.
- b. The Board approved Ms. Murphy.
- c. Other members of this committee will be proposed at a later date.

#### **8. Motion to Adjourn**

- a. Motion to Adjourn by Brian Ramrup, seconded by Tom Scott.
- b. Motion approved: Votes in favor = 8, Opposed = 0, Abstained = 0

**Meeting adjourned at 12:07pm Pacific time (PT).**