



**Board of Directors | Special Meeting | October 21, 2024  
Meeting Minutes**

**Location:** Meeting conducted fully remotely via Zoom

**Present:** Jenny Schumacher (Chair), Shameeka Quallo (Vice Chair (but only from 6:39 PM MT onward)), Erin Andica, Mike Choi, Andy Coggins, Mario Dispenza, Tayler Harris, Adam Kleinfeld, John McGovern, Sara Soto, Sally Van de Water

**Staff Present:** None

**Guest Present:** None

**1. Call to Order.** JS called the meeting of the Board of Directors (the "**Board**") to order at approximately 6:00pm MT and determined that a quorum exists.

**2. Declarations of Conflicts of Interest.**

- a. MC: Seeking re-election to Board in upcoming election
- b. SS: none
- c. MD: none
- d. EA: none
- e. SV: Owns a gym, is a referee, is seeking re-election to Board in upcoming election and is married to a candidate for election to the Board
- f. TH: none
- g. AK: serving on the USA Karate Ethics Committee
- h. JM: none
- i. AC: none
- j. SQ: none (announced when she entered the meeting at 6:39 PM MT)
- k. JS: none

**3. Board Voting Practices.**

- a. MD made a motion to open debate over the following:
  - The Board minutes from the Board's 2024 meetings dated April 20, April 25, June 11, August 26, September 14, and October 9 presented at the Board's October 21, 2024 meeting for approval depart from the Board's current practice of recording individual Board member votes. The proposed change is reporting general statement of passage or failure,
  - Because the proposed change would prevent USAW members from knowing how their elected representatives vote on issues, the change would diminish governance transparency and accountability to the members. Specifically, there would be no voting record on which candidates seeking re-election might run and members could make informed choices, thereby affective member voting rights.
  - Accordingly, I move to open Board debate leading to a Board vote on any change to the current vote-reporting practice in Board minutes before taking up the

proposed minutes for acceptance.

- MC seconded the motion. The motion did not carry.

b. JS put forth the motion “Based on USOPC Governance advice and best practice of speaking with one voice, all votes of the USAW Board be recorded in the meeting minutes reflected only as ‘the motion carries’ or ‘the motion does not carry.’

c. The motion was seconded by AC. The motion carried.

**4. Executive Session.**

a. JS motion to enter executive session. AC seconded the motion. The motion carried.

b. Executive session entered at 6:30 PM MT.

c. Topics: Overall staff performance, staff hiring processes, and potential improvements to handling of complaints brought before the USAW Ethics Committee to streamline evaluation process.

d. SQ joined the Board meeting while in executive session at 6:39 PM MT and declared she had no conflicts of interest.

e. JS motion to exit executive session. MD second the motion. The motion carried.

f. Executive session exited at approximately 7:42 PM MT.

**5. Approval of Board Meeting Minutes.** The Board reviewed the Board minutes for its meetings from the following meetings of the Board: April 20, 2024, April 25, 2024, June 11, 2024 (inclusive of SV’s edits to such minutes), August 26, 2024, September 14, 2024 and October 9, 2024. JS put forth a motion to approve the aforementioned minutes. The motion was seconded by SS. The motion carried.

**6. Adjournment.** TH out forth a motion to adjourn the meeting. JM seconded the motion. The motion carried. The meeting of the Board adjourned at approximately 7:56 PM MT.

