



**USANKF Board of Directors Meeting
December 9, 2021, 2:00PM MST
Zoom Meeting**

Attendance

Rahul Bawa
John DiPasquale
Sasha Gerritson
Roger Jarrett
Doug Jepperson
Brian Mertel
Matthew Ralph
Brian Ramrup

Also Present

Phil Hampel
Elizabeth Poloni

Call to Order – Rahul Bawa

Mr. Bawa apologized to the board for not getting materials out prior to the meeting. The purpose of today's meeting is to vote on the Bylaw changes proposed that were put into consideration at the September 1, 2021 Board Meeting and to provide an update on the Board elections.

New Board Members Update

- Brian Ramrup has been re-elected as the USOPC AAC Rep. He will continue his role on the Board of Directors.
- Elisa Au is the Alternate USOPC AAC representee and will join the Board as a non-voting member.
- Tom Scott will be the 3rd Athlete Director.
- Pat Hickey is the Affiliate Director.
- Independent Board Member nominees are still being interviewed by the Nominating Governance Committee.
- ASO Director – there were two ASO candidates and there was a tie. Our bylaws have never anticipated this and therefore we are working with the USOPC to work through this process fairly.



The new Board of Directors will be meeting next week to seat the new directors.

Mr. Bawa thanked John DiPasquale, Roger Jarrett, Tokey Hill and Doug Jepperson for their service to the board.

Conflict of Interest Disclosure

- Rahul Bawa and Matthew Ralph are declaring conflicts and will recuse themselves from voting on the Bylaw change to select the chair from the independent directors as they are both independent directors.
- There were no other conflicts declared on the meeting topics.

Bylaw Changes

Bylaw Change to adjust the maximum committee size to 6 members to support 33% Athlete Representation on Committees without decreasing the current members.

Current

Section 8.2 – Membership on standing committees typically shall not exceed five individuals and shall only exceed five individuals if necessary and appropriate and if approved by the majority of the Board of Directors

Proposed

Section 8.2 – Membership on standing committees typically shall not exceed six individuals and shall only exceed six individuals if necessary and appropriate and if approved by the majority of the Board of Directors

Motion to Approve the proposed amendment to increase the committee size to six members by Sasha Gerritson; Seconded by John DiPasquale.

Approved – 8 Dissenters – 0

Bylaw Change to require the Chair of the Board be Elected from the Independent Directors to align with USOPC Best Practices

Current Version:

Section 7.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair, to be known as President. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on odd numbered years. The newly elected President shall take office immediately.



The Chief Executive Officer shall select a Secretary, and an Assistant Secretary, if needed. The Secretary, and Assistant Secretary, if any, shall be an employee of USA-NKF. The Board shall approve any Secretary or Assistant Secretary. The Secretary and Assistant Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

Effective 1/1/2021 the election of the Board Chairman shall be separate from the position of President the first paragraph of Section 7.2 will be replaced with:

The Board of Directors shall elect from among the directors of the Board, by majority vote, a presiding officer or Chair. The Affiliate Member Director shall not be eligible to be the Chair of the Board of Directors. The election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.

Proposed version:

Section 7.2. Election/Selection.

The Board of Directors shall elect from among the independent directors of the Board, by majority vote, a presiding officer or Chair. The election shall be held at the first meeting of the Board on election years. The newly elected Chair shall take office immediately.

The Chief Executive Officer shall select a Secretary, and an Assistant Secretary, if needed. The Secretary, and Assistant Secretary, if any, shall be an employee of USA-NKF. The Board shall approve any Secretary or Assistant Secretary. The Secretary and Assistant Secretary, if any, shall not be a director of the Board and shall not have a vote on the Board.

- Mr. DiPasquale asked why the 1/1/21 wording was removed from the proposed version. Mr. Hampel explained the current version of 7.2 included the historical wording of the separation of role of Chair and President that was approved in September of 2017. The proposed version removes the historical reference.
- This is an area the new board is required to re-examine as per the USOPC Demand Letter.
- Mr. Jarrett asked why this is necessary, in his opinion any board member should be able to be the chair. Mr. Hampel explained that the USOPC believes that as a best practice having the chair be an Independent reduces conflicts of interest. Most of the conflicts of interest come from involvement in the sport. So, in the case of a board that is not completely independent, they would like the chair to be independent to drive an agenda separate from conflicts in sport.



- As of right now – this is best practice recommended by the USOPC, but it is not mandated.
- Mr. Ramrup raised the issue of what would happen if no Independent wanted to be the chair. We would need to add language to the Bylaws to address the condition.
- Mr. Jarrett expressed concern that without knowledge of the sport they would be less effective as the chair. He felt that our independents have knowledge of the sport but he is uncomfortable with a chair without knowledge of the sport. Mr. Hampel explained there is also a recommended best practice to add that the independent is not a parent or family member of an athlete to further create independence from the sport. This will move to more complete independence for future independent directors.
- The board could reject the change and bring the topic to the new board as the best practice evolves and the new board could determine how they want to see this implemented.

Motion to table conversation and have next Board to vote on this change by Roger Jarrett; Seconded by Sasha Gerritson

- The new board needs to make the decision since they are the ones who will have to deal with the result.
- It will also bring in new opinions and new thoughts on this specific topic.

Motion Withdrawn by Roger Jarrett

- Most members believe this is a decision the new board should make. If the issue is left open, the board has open business they need to address, although the new board members aren't fully aware of the subject. If the board votes to reject the motion, the new board will select the new chair and they will then be able to vote on this topic later.

Motion to reject the Section 7.2 bylaw change to be consider at a later date by John DiPasquale; Seconded by Roger Jarrett

Approved – 3; Dissenters – 1; Abstained – 3 (Rahul Bawa, Mathew Ralph, Brian Ramrup) Doug Jepperson left the meeting.

New Business

Phil Hampel e-mailed a new version of the Code of Conduct for approval before the meeting to all Board members. Since it was short notice, Mr. Hampel walked the board through the changes. This change adds required wording that needs to be included in a board approved document by the end of the year. This change seemed most appropriate in the Code of Conduct:

No individual who is an employee, contractor, or agent of USA Karate may assist a member or former member of USA Karate in obtaining a new job (excluding the routine transmission of administrative or personnel files) if the individual knows that the member or former member a) violated the policies or procedures of the U.S. Center for SafeSport related to sexual misconduct; and/or b) was convicted of a crime involving sexual misconduct with a minor in violation of applicable law or the policies and procedures of the U.S. Center for SafeSport.

This means if someone is on the banned list or Central Disciplinary Database, they cannot be given a reference or support in obtaining a new job.

Additional modifications were included based on the current audit:

- Corrected the mission statement to align with the mission in the bylaws
- Added officers to the Section II. Applicability
- Corrected the references to the US Olympic and Paralympic Committee
- Added references in the Legal Compliance to the Olympic Movement Code on the Prevention of the Manipulation of Competitions
- Added to the commitment to integrity to abide by the Olympic Movement Code on the Prevention of the Manipulation of Competitions
- Added to the reporting portion of the Commitment to Integrity the Minor Athlete and Official Abuse Prevention Policies.
- Added in the Commitment to Integrity the required language to not assist an individual who has violated SafeSport policies.
- Added committee members to be required to disclose conflicts of interest in the Conflict of Interest Section.
- Added the Policy Owner Section
- Added the Resources Section

Motion to approve Version 3 of the Code of Conduct by Roger Jarrett; Seconded by Brian Mertel

Approved – 7 Dissenters – 0

Roger Jarrett asked about the status of the USA Open registrations. Mr. Hampel said:

- Registration has been slow; we are at about 400 for the USA Open and 280 for the JIC. We expect that number to increase before the event. The last week typically adds 100-150 registrations.
- There is a lot of excitement from the people who are planning to attend.
- We have a good number of international athletes registered.
- We have met the hotel requirements for rooms, so we won't have any attrition costs. Costs have gone up with our suppliers. We are looking at areas where we can contain expenses.
- We will have a mask mandate in place.

- It is important that we get back to events to create excitement for our membership.

Motion to Adjourn by Rahul Bawa; Seconded by Roger Jarrett
Approved – 7 Dissenters - 0

