

**USA TAEKWONDO (USAT)
MEETING OF THE USAT BOARD OF DIRECTORS
November 11-12, 2010**

Board Members Present:	
Kevin Padilla	Chairperson and Coaching Director, USAT
Jason Han	USAT AAC Athlete Rep.
Brad Lunn	Independent Director, USAT
Mark Biviano	Referee Director, USAT
Mark Williams (via telephone on Nov. 11)	Grass Roots Director, USAT
Ron Getto	Independent Director, USAT
Eric Laurin	AAC Athlete Director (USOC)
Marty Mankamyer	Independent Director, USAT
Joon Pyo Choi	Affiliated Organizations
Staff Members Present:	
David Askinas	Chief Executive Officer, USAT
Bill Kellick	Director of Communications, USAT (Secretary)
Tom Solseth Steven Thompson	Chief Financial Officer, USAT Director of Membership & Brand Development, USAT
John Collins	USAT Legal Counsel

1. Kevin Padilla called the meeting to order on November 11 at 2:00 p.m. Mountain Time.
2. Kevin Padilla presented his Chair report to the Board.
3. David Askinas presented his CEO report on organizational activities, including the following topics: membership numbers, future growth opportunities, 2011 USAT events, potential bids for hosting international events in future years, 2010 Pan Am Championships, USOC Safe Training Environment update, legal matters, AMS meeting, MAC update, and AOMA (American Open Martial Arts).

4. Kevin Padilla mentioned the 2011 Police & Firefighter Games as part of the 10th anniversary of 9/11.
5. Brad Lunn presented the Audit Committee report, including the following topics: revenue, net income, financial policies and procedures, line of credit
6. Tom Solseth talked about how cash transactions are handled at USAT events.
7. JP Choi talked about the election process for the Affiliated Directors. New language for the bylaws was circulated as follows:

f. **Affiliated Organization Director(s).**

1. Affiliated Organizations shall have the right to be represented on the Board. The number of directors representing Affiliated Organizations on the Board shall be determined in accordance with these Bylaws. An Organization may become an Affiliated Organization only after it has been determined by USAT after a review of the nature, scope, quality, and strength of the Organization's programs and competitions in relation to all other Taekwondo programs and competitions in the United States that USAT would benefit from the affiliation. If there is no Affiliated Organization member, then the Affiliated Organization Board director seat shall be vacant.
2. Affiliated Organization director(s) shall be selected as follows:
 - a. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization Board director.
 - b. If there is more than one (1) Affiliated Organization member, the Affiliated Organizations as a group shall elect a qualified individual to serve as the Affiliated Organization Board director to represent all Affiliated Organization members on the Board. Each Affiliated Organization shall have the right to place one of their members who is an individual member of USAT on the ballot.
 - c. Each registered Affiliated Organization shall be entitled to the following votes: one organizational vote plus an additional vote for every 20 individual members of USAT that that Affiliated Organization has registered with USAT for the twelve month period immediately preceding November 1 of the year of the election. For example, an organization with 100 registered USAT individual members would have 5 votes in addition to their organizational vote; an Affiliated Organization with 20 such members would have 1 vote in addition to their organizational vote. USAT office staff shall track the

membership of all Affiliated Organizations to determine the number of their members registered as individual members with USAT. In those cases where the member can rightfully be claimed by more than one Affiliated Organization, each organization with rightful claims shall be entitled to list that member in their total.

The NCTA (National Collegiate Taekwondo Association) representative shall hold the Board seat for the years of 2011 and 2012 under the following conditions. The Affiliated Organization director elected in the 2010 election shall share the seat (1/2 vote apiece) with NCTA for the years 2011 and 2012. Thereafter the 2010 elected Affiliated Organization director shall hold the seat alone for the years 2013 and 2014.

Discussion was held as to how to track membership with Affiliated Organizations. JP Choi approved the new wording. Marty moved to accept, Mark Williams seconded. The motion was approved unanimously.

8. Mark Biviano addressed the issue of the Referee Chair also being the Referee Director on the Board of Directors. Mark Biviano made a motion to set a policy that the Referee Director on the Board cannot not also hold the position as Referee Chair during their tenure on the Board. Marty Mankamy seconded. Kevin moved to close discussion, Marty Mankamy seconded. Motion passed unanimously. Kevin moved to call for the vote, seconded by Mary Mankamy. The motion passed 8-0, with one abstention (Eric Laurin)

New Business

9. Dave Askinas discussed the appointment of an interim Nominating & Governance Committee member. Dave Askinas suggested asking Jimmy Kim to fill in. Discussion was held on the current committee structures. JP Choi made a motion to appoint Jimmy Kim as interim committee member, second by Brad Lunn. The motion passed unanimously with one abstention (Mark Biviano). A point of clarification was raised as to if the action was permissible within the Bylaws. It was determined that it was not. It was proposed that the interim individual should be selected by the previous Nominating & Governance Committee members, and Dave Askinas would be contacting those individuals.
10. Kevin Padilla addressed the appointment of Judicial Committee member (athlete) and suggested Michael Tang. Discussion was held. Eric Laurin suggested the names of Anthony Bell and Stewart Gill. Eric Laurin made a motion to accept Anthony Bell as Athlete Rep on the Judicial Committee, seconded by Jason Han. Kevin Padilla moved to close discussion, seconded by Brad Lunn. Kevin Padilla called for the vote. Motion passed unanimously.
11. Ron Getto and David Askinas addressed the sexual harassment code of conduct policies for USAT members. Discussion was held. Ron Getto made a motion for the CEO and staff to examine the existing sexual harassment and code of conduct policies and their incorporation in coach and referee training and to review the

USOC Task Force recommendations and to make recommendations to the Board as to incorporation into our policies for the next Board meeting, seconded by Marty Mankamyer. Motion passed unanimously.

12. Kevin Padilla moved to adjourn at 6:34 p.m., seconded by Ron Getto. Motion passed unanimously.

Friday, November 12, 2010

Board Members Present:	
Kevin Padilla	Chairperson and Coaching Director, USAT
Jason Han	USAT AAC Athlete Rep.
Brad Lunn	Independent Director, USAT
Mark Biviano	Referee Director, USAT
Ron Getto	Independent Director, USAT
Eric Laurin	AAC Athlete Director (USOC)
Marty Mankamyer	Independent Director, USAT
Joon Pyo Choi	Affiliated Organizations
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John Collins	USAT Legal Counsel

1. Eric Laurin moved to go into Executive Session at 9:41 a.m. Mountain Time, seconded by Brad Lunn.
2. The Board came out of Executive Session at 10:46 a.m.
3. Kevin Padilla called the meeting to order at 10:54 a.m.
4. Mark Biviano made a motion for David Askinas to investigate an automated membership renewal system for both individuals and clubs, to report back to the Board within 30 days, and with a goal to be implemented within 90 days, seconded by Kevin Padilla. Discussion was held. Motion was passed unanimously.

5. The Board discussed getting a briefing from the USAT National Office on major IT systems (ie Hang-A-Star) including key contractual terms, functionality, security, resilience, etc. for the next face-to-face meeting.

Budget and Strategic Planning

6. Brad Lunn presented a diagram displaying the revenue streams of the organization. Discussion was held regarding revenue generators and state organizations.
7. The Board broke for lunch at 12:00 p.m.
8. The Board reconvened at 1:00 pm.
9. Dave Askinas discussed strategic planning including the motorcycle raffle, working with the state associations, MAC partnership, creating dojang success plans and peer mentor programs. Discussion was held. JP Choi talked about getting the word out to the local clubs about the benefits of USA Taekwondo membership, as well as the makeup of the USAT Martial Arts Commission. Mark Biviano talked about the ATU and how we could get them involved with USAT.
10. Kevin Padilla made a motion to have John Collins review the USAT Bylaws and make recommendations to the Board by January 1, 2011, second by Jason Han. Discussion was held. Brad Lunn inquired as to what the cost would be. Dave Askinas said he and John Collins would discuss what an appropriate cost for the work would be and report back to the Board before January 1, 2011.
11. Kevin Padilla moved to close discussion. Kevin Padilla called for a vote and it passed unanimously.
12. David Askinas introduced Master Rick Shin from Oregon.
13. David Askinas requested time to give an update on the status of the expiring coach contracts for the National Team coaches and the progress with negotiations. Because this was a personnel matter he requested a motion to go into Executive Session.
14. Kevin Padilla moved to go into Executive Session at 3:01 p.m., seconded by Marty Mankamyer.
15. Kevin moved to close Executive Session and adjourn at 4:45, Marty Mankamyer seconded.