



MINUTES
of the
APRIL 2020
ROTARY INTERNATIONAL
BOARD OF DIRECTORS MEETING

GENERAL OFFICERS
2019–20

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(Rotary Club of Decatur)

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(Rotary Club of Trans Amadi)

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Ratzeburg, Germany
(Rotary Club of Herzogtum Lauenburg-Mölln)

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Gdynia, Poland
(Rotary Club of Gdynia)

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**Filed only with the official copy of these minutes.*

MINUTES

of the

APRIL 2020 MEETING

Rotary International Board of Directors

The Rotary International Board of Directors met on
21–24 April 2020 via video conference

Present were: President Mark Daniel Maloney, President-elect Holger Knaack, Vice President Olayinka Babalola, Treasurer David Stovall, Executive Committee Chairman Francesco Arezzo, other directors, Tony Black, Jeffry Cadorette, Mário César de Camargo, Lawrence A. Dimmitt, Rafael M. Garcia III, Jan Lucas Ket, Kyun Kim, Floyd A. Lancia, Akira Miki, Bharat S. Pandya, Kamal Sanghvi, Johrita Solari, Stephanie A. Urchick, Piotr Wygnańczuk, and General Secretary John Hewko. Per Høyen attended as Trustee liaison. Also present was Mufid Wahyudi representing the Young Past District Governors Committee. Past Director Karen Wentz presented the Operations Review Committee report.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present were David Alexander, Jim Barnes, Michele Berg, Julie Burke, Faiz Hanif, Eric Jones, Brian King, Laurie McCarthy, Steve Routburg, Eric Schmelling, Dave Stumpf, Tom Thorfinnson, Shannon Watson, Doris Xie, and Nora Zei. Nobuko Andrews, Dora Calkins, Alain Drouot, and Eiko Terao served as staff interpreters.

At the president's invitation, also attending were President-nominee Shekhar Mehta and Directors-elect Virpi Honkala, Susan Howe, Aikaterini Kotsali-Papadimitriou, Peter Kyle, Roger Lhors, Shi-Tien Liu, Katsuhiko Tatsuno, and Valarie Wafer.

Under the guidance of the president, the general secretary had prepared an advance memorandum for this meeting containing items for consideration with background information and analysis. Those items, along with others initiated during this meeting, constituted the agenda of the meeting as reflected in the remainder of these minutes.

* * * * *

117. 2020–21 Rotary Meetings

Statement: The Board discussed how the global COVID-19 pandemic has affected Rotary International operations globally and how Rotary can best respond to the pandemic, including what actions to take to protect

Rotarians while ensuring the 2020–21 Rotary leadership is well trained to continue offering their members and communities Rotary's services during these challenging times.

DECISION: The Board in response to the global COVID-19 pandemic, agrees to the following general principles:

- The health and safety of all participants in Rotary programs, meetings, and events is of paramount importance.
- No in-person meeting or event shall be mandatory for any Rotary participant who may feel uncomfortable attending because of the pandemic.
- All conveners and organizers of Rotary meetings are strongly encouraged to consider all health concerns in deciding whether to hold in-person meetings.
- All conveners and organizers of Rotary meetings shall fully comply with all health and safety rules in effect in that location.

With the principles above in mind, adopts the following rules and guidance for specific Rotary activities:

1. All RI Board meetings shall be conducted virtually (and not in-person) for the remainder of calendar year 2020.
2. All RI committee meetings shall be conducted virtually (and not in-person) for the remainder of calendar year 2020.
3. The general secretary shall develop contingency plans for interim report to the Board at its June 2020 meeting:
 - a. to train district governors-elect for those unable to attend in-person the 2021 International Assembly and

- b. to conduct the 2021 International Assembly virtually in the event more than 40 percent of the governors-elect are unable to attend in-person.
4. 2020 Rotary Institute conveners are strongly encouraged to conduct their institutes and governor-elect and governor-nominee trainings virtually. Conveners are authorized to decide whether to conduct such meetings in-person or virtually; however,
 - a. no Rotary staff shall attend an institute, governor-elect, or governor-nominee training in person unless specifically authorized by the general secretary in exceptional circumstances;
 - b. directors shall not be funded to attend an institute that is outside of their zone or region unless specifically authorized by the president;
5. In fairness to all districts, Rotary International shall not fund the expenses of any president's representative to a district conference for the 2020–21 Rotary year. If a district requests a president's representative, the president may appoint one at no cost to RI.
6. Governors are strongly encouraged to use virtual meetings for club visits that occur during calendar year 2020.
7. Regional leaders are strongly encouraged to use virtual meetings for training seminars and other events during calendar year 2020.
8. The general secretary shall prepare a risk assessment of conducting the Rotary Youth Exchange Program during the 2020–21 Rotary year for report to the Board at its June 2020 meeting.

118. Pandemic Response Taskforce

Statement: Noting how the COVID-19 pandemic is altering the way Rotary conducts its business, including Board meetings, club meetings, and the array of training events, and further noting the various technologies available to better facilitate virtual meetings, the Board discussed the creation of a task force to thoroughly review how Rotary can optimize its use of these technologies to maintain continuity of Rotary's business.

DECISION: The Board

1. requests the president and the president-elect to jointly appoint a nine-member Pandemic Response Task Force;

2. requests the 2020–21 Foundation chair to appoint a trustee liaison to this task force;
3. agrees that this task force will take a comprehensive look at how virtual connectivity can be optimized and utilized by Rotary as the global pandemic wanes;
4. agrees that the mandate of the Pandemic Response Task Force will extend through 31 October 2020 with an interim report at the June 2020 Board meeting and a final report the October 2020 Board meeting.

119. Minutes of the January and March 2020 Board Meetings

Statement: The general secretary distributed the January and March 2020 Board meeting minutes to each director in advance of the meeting.

DECISION: The Board approves the January and March 2020 Board meetings minutes as distributed.

120. Ratification of Decision Made by the President

Statement: As authorized, President Maloney took several decisions on behalf of the Board during the period 14 December 2019 through 18 March 2020.

DECISION: The Board ratifies the decision shown in Appendix A made on behalf of the Board by President Maloney during the period 14 December 2019 through 18 March 2020.

121. Ratification of Decisions Made by the General Secretary

Statement: As authorized, the general secretary took several decisions on behalf of the Board during the period 14 December 2019 through 16 March 2020.

DECISION: The Board ratifies the decisions shown in Appendix B made by the general secretary on behalf of the Board during the period 14 December 2019 through 16 March 2020.

122. Draft June and “July” 2020 Board Meeting Agendas

Statement: To help the Board in its planning and provide scope for its work ahead, the general secretary presents draft agendas for the Board's upcoming meetings.

DECISION: The Board approves its draft June and “July” 2020 meeting agendas as presented at this meeting.

123. Decision by Communication

Statement: Under Illinois state law, a board of directors may act by ballot without a meeting if such action, provided in writing, is approved by all directors. Since its last meeting the Executive Committee, acting on the Board’s behalf, took one decision by communication.

DECISION: The Board notes that its Executive Committee made one decision by communication on the Board’s behalf since its January 2020 meeting:

Ballot 3: The Board, the Executive Committee acting on its behalf, agreeing to prioritize the health and safety of Rotarians during the COVID-2019 outbreak

- encouraged districts to follow local government recommendations for gatherings;
- agreed to allow districts to delay (until no later than 30 June 2020) or to convene online their training events, including PETS and district training assembly, at no cost to Rotary International, should their government recommend restricting gatherings due to COVID-2019 or if district leaders feel such action is appropriate;
- recommended that those districts holding their training meetings online due to the COVID-2019 outbreak, hold at least three one-hour meetings to cover 1) Rotary’s strategic plan, 2) the role and responsibility of the participant, and 3) goals for the year, and further to follow all other requirements for district training meetings;
- agreed to allow districts to delay (until no later than 30 June 2020) or cancel their district conference, at no cost to Rotary International, should their government recommend restricting gatherings due to COVID-2019 or if district leaders feel such action is appropriate;
- requested the general secretary to share these guidelines with governors and governors-elect, prioritizing those in areas most impacted by COVID-2019.

124. General Secretary’s Report

Statement: The general secretary reported on the various activities at the Secretariat since the Board’s January 2020 meeting.

DECISION: The Board receives the general secretary’s report on the activities at the Secretariat since the January 2020 Board meeting.

125. Treasurer’s Report

Statement: Rotary Code of Policies section 30.040.2. requires the treasurer to report on the status of RI finances at each Board meeting. Treasurer Stovall reported on the status of Rotary’s current revenues, expenses, and net investment returns, among other financial matters.

DECISION: The Board thanks Treasurer Stovall for his report on the status of RI’s finances.

126. Communications from the Trustees

Statement: At a 2 April 2020 emergency meeting, the Rotary Foundation Trustees took two decisions of interest to the Board related to the Foundations response to the COVID-19 pandemic.

DECISION: The Board notes the following decisions from the 2 April emergency meeting of The Rotary Foundation Trustees:

84. Executive Committee Report: COVID-19 Response
85. World Fund Transfer to Disaster Response Fund

127. Updates to the Rotary Code of Policies

Statement: Board policy requires the general secretary to review at the conclusion of each Board meeting the decisions taken at that meeting and prepare a report listing the decisions that may be added to the Rotary Code of Policies. The general secretary provided suggested amendments to the Code based upon decisions the Board took at its January 2020 meeting.

DECISION: The Board, to record the decisions taken at its January 2020 meeting, and previously, amends the Rotary Code of Policies as found in Appendix C, filed only with the official copy of these minutes.

128. Election Review Committee Report

Statement: In accordance with Board policy, the Election Review Committee reviewed one election complaint received by the general secretary since the Board’s last meeting and offered its recommendations to the Board.

DECISION: The Board receives the complaint of the Rotary Club of Deonar, Maharashtra, India, concerning

the election of the 2022-23 governor from District 3141 (India) and

- a. notes that the Election Review Committee supports the conclusion of the District 3141 Election Complaint Redressal Committee that certain senior Rotarians in the district engaged in campaigning in this election;
- b. notes further Governor Harjit Talwar's request that the Board take action against all those named in the report as a deterrent of reoccurrence of similar canvassing and campaigning;
- c. admonishes past governor Subhash Kulkarni and governor-nominee Rajendra Agarwal for actively campaigning in this election and warns that any such future behavior could result in sterner action against them;
- d. admonishes past governor Gopal Mandhania for his direct involvement in campaigning and canvassing and agrees that he shall be ineligible to receive any future RI volunteer appointment or assignment until 1 July 2023;
- e. agrees that while there has been campaigning and canvassing during the nomination process and during the challenge process, notes that Rotarian Arun Bhargava, who was the choice of the nominating committee, has denied his knowledge of or involvement in any such activity and does not take any action against him;
- f. upholds the election complaint and directs governor Harjit Talwar to resume the election process and conduct a ballot between all candidates whose names were suggested to the nominating committee who still wish to be considered to determine the 2022-23 governor of District 3141.

Note: Director Pandya did not participate in the vote on this item.

DECISIONS 129-133
Operations Review Committee Report
Virtual Meeting 17-19 March

129. Streamlining the Duties of a Director

Statement: In decision 141, April 2019, the Board requested the Operations Review Committee to consider recommendations for streamlining the duties and responsibilities of RI directors. The committee reviewed reports

from two work groups it had appointed to review this request: one to investigate a director's RI governance responsibilities and one to investigate a director's zone and regional responsibilities. The committee also discussed the director's roll as convener of a Rotary institute.

DECISION: The Board, to streamline the duties and responsibilities of directors,

1. requests the general secretary to draft a proposed amendment to the Rotary Code of Policies that would permit directors and directors-elect to opt out of serving as institute conveners, for report to the Board at its June 2020 meeting;
2. amends the primary duties and responsibilities of an RI director as shown in Appendix D.

130. Global Rewards Program Analysis

Statement: The Operations Review Committee conducted a review of Rotary's Global Rewards program and expressed concern that the cost of running the program exceeds the value it brings to Rotary and to Rotarians. The committee further noted that available data suggests that the program has not been a significant factor in attracting or retaining members. Based on these and other factors, the committee recommended discontinuation of the program.

DECISION: The Board

1. based on the Operations Review Committee's analysis, evaluation, and recommendation, agrees to sunset the Global Rewards Program by no later than 1 July 2021;
2. requests the general secretary to develop a plan to sunset the program.

131. Proposed New Complaint Process

Statement: The Operations Review Committee annually reviews any issues involving staff/volunteer interactions. In this role, the committee recommended amendments to the Executive Committee's terms of reference to clarify that its role as personnel committee to the Board including reviewing staff allegations of harassment by volunteers.

DECISION: The Board amends the terms of reference of the Executive Committee as follows:

31.060.4. Terms of Reference for the Executive Committee

- g) Act as a personnel committee for the Board in all matters relating to the staff and their organization within the Secretariat of RI and as such to

[text omitted]

8. Review, on the recommendation of the director of Global People & Talent, issues of harassment of a member of staff by a volunteer.

132. New Policy for Fellowships

Statement: The Operations Review Committee recommended that the Board include Rotary Action Groups and Rotary Fellowships in its existing policy on harassment-free environment at meetings, events, or other activities.

DECISION: The Board amends its policy on harassment-free environment at meetings, events, or activities (Rotary Code of Policies section 26.120.) to include Rotary Action Groups and Rotary Fellowships, as shown in Appendix E.

133. Compensation Advisory Committee Responsibilities

Statement: The Operations Review Committee serves as the compensation advisory committee to the Board's Executive Committee. the committee reviews and confirms the reasonableness of compensation proposed to be paid in the coming year to Rotary's senior officers and staff and presents its report to the Executive Committee.

DECISION: The Board

1. notes that the Operations Review Committee has reported its recommendations with respect to the pay ranges recommended by the general secretary for the general managers and the reasonableness of compensation proposed to be paid to Rotary's disqualified persons in 2020–21 to the Executive Committee;
2. receives with appreciation the Operation Review Committee's summary report of the compensation paid to all RI staff.

* * * * *

134. Constitution and Bylaws Committee Report

Statement: In decision 34, October 2019, the Board requested the Constitution and Bylaws Committee to draft legislation for possible submission to the 2022 Council on Legislation that would clarify that a Rotarian who has been determined by the Board to no longer be considered to be a past RI officer shall not be eligible to serve in any office referenced in the RI Bylaws for which serving as a past officer is required. The committee met via correspondence in February and March 2020 to draft this legislation. The committee also recommended several non-substantive changes to the RI Constitution to simplify and modernize the document.

DECISION: The Board submits to the 2022 Council on Legislation proposed enactments:

- a) (file 007) to provide for removing a Rotarian's past officer status, as follows:

6.050. Removal of Past Officer Status.

The board, for cause, may remove a Rotarian's past officer status even though they have served as a past officer. Prior to the board taking this action, the Rotarian shall be given an opportunity to provide reasons as to why this action should not be taken. Removal of an individual's past officer status requires a two-thirds vote of the entire board.

- b) (file PL01) to modernize and streamline the RI Constitution without making any substantive changes, as shown in Appendix F, filed only with the official copy of these minutes.

135. Directors and Directors-Nominee at the Council on Legislation

Statement: In decision 91, January 2020, the Board requested the Constitution and Bylaws Committee to draft an enactment for possible submission to the 2020 Council on Resolutions that would make all directors non-voting members of the councils. The committee met via correspondence in February 2020 to draft this legislation. Also, noting that director-nominee attendance at the Council on Legislation is not critical, the Board agreed to remove this group from the list of funded Council participants.

DECISION: The Board

1. thanks the Constitution and Bylaws Committee for its report;

2. in accordance with RI Bylaws section 8.050., agrees to submit legislation, which it determines to be of an urgent nature, to the 2020 Council on Resolutions that would provide for all members of the RI Board to be non-voting members of the Councils, as shown in Appendix G;
3. agrees that RI will no longer pay the travel, lodging, and meal expenses for directors-nominee to attend the Council on Legislation.

136. Report on International Offices

Statement: In decision 24, October 2019, the Board requested the general secretary to report on the ongoing review of the costs of Rotary's six international offices. The general secretary reported that the annual survey to Rotarians served by the international offices indicated that Rotarians have a high degree of satisfaction with the services provided. The general secretary further reported that there are 11 key performance indicators tracked monthly to ensure performance and financial efficiency at the offices, including the 12-month averages of the number of Rotarians served per staff and total expense per member served.

DECISION: The Board receives the general secretary's report on Rotary's international offices.

137. Networking and Service Groups Committee Report

Statement: The Networking and Service Groups Committee met virtually in February to discuss the possible creation of a third type of Global Networking Group to provide a platform to internationally organized Rotarian groups with an interest or vocational expertise in a particular humanitarian cause but who are not able to meet the standards for becoming a Rotary Action Group.

DECISION: The Board

1. thanks the Networking and Service Groups Committee for its report;
2. noting that establishing "Rotary Advocacy Groups" as a third Global Networking Group type would not comply with Rotary Code of Policies section 40.030, regarding new Rotary programs and Global Networking Groups, does not approve creation of this proposed new Global Networking Group type.

138. Additional Preconvention Event in Taipei

Statement: President-elect Knaack informed the Board of his plan to hold a preconvention event in conjunction with the 2021 RI (Taipei) Convention on the topic of Intercountry Committees.

DECISION: The Board

1. thanks President-elect Knaack for his update on the third preconvention event in conjunction with the 2021 RI (Taipei) Convention;
2. approves a revenue budget of US\$40,500 and an expense budget of \$115,000 to host the event.

139. Membership Committee Report

Statement: The Membership Committee met on 10–11 February 2020 in Evanston, IL, USA and discussed enhancing the membership experience, regional approaches to membership attraction and enhancement, training for District Membership Committee chairs, possible eligibility for Rotaractors to receive RI awards, the non-club-based participant model test project, and key emphases and goals for the committee in 2020–21, among other topics.

DECISION: The Board

1. thanks the Membership Committee for its report;
2. requests the general secretary to investigate, in consultation with the Membership Committee and Leadership Development and Training Committee, mandating and certifying the appropriate training for District Membership Committee chairs, including the necessary resource implications, for report at the October 2020 Board meeting;
3. amends the Rotary Code of Policies regarding RI awards, as shown in Appendix H;
4. requests the Trustees to consider amending Rotary Foundation Code of Policies, section 51.060. to include Rotaractors as eligible recipients of the Citation for Meritorious Service and Distinguished Service Award;
5. requests the general secretary to review the roles and responsibilities of all key volunteer positions and recommend any changes to reflect Rotary's new Action Plan, and specifically the priority of growing Rotary, for report at the October 2020 Board meeting.

140. Non-Club-Based Participant Model Test Report

Statement: The Board, in decision 167, April 2019, requested the general secretary to provide an update on the non-club-based participant model at each Board meeting. The general secretary reported on a multi-faceted model including in-person events that foster mentoring and professional development and a new online community called “Connect” to engage participants in discussions on relevant professional and service topics; to facilitate mentor matching; and to help provide access to volunteer service opportunities. After initial local testing, the model will be released to a larger test markets in the US before an international launch.

DECISION: The Board receives the general secretary’s update on the non-club-based participant model.

141. Districting Committee Report

Statement: The Districting Committee met via correspondence from January to March to review various districting issues and the status of those districts requiring additional support.

DECISION: The Board

1. acknowledging local district consolidation efforts, agrees to merge the Canadian clubs from District 7810 (Canada/USA) with District 7820 (Canada) and transfer the district’s 10 US clubs from District 7810 to District 7790 (USA) by 1 July 2022;
2. extends its deadline (Board decision 69, October 2019) for Districts 4370 and 4380 (Venezuela) to each reach 1,100 members to 1 July 2022;
3. noting its decision 63, October 2018, requesting District 3281 (Bangladesh) to increase the size of its clubs, agrees to split the district into two districts, effective 1 July 2023 if 80 percent of its clubs have 20 or more members by 1 July 2022;
4. noting the membership growth trend in District 2232 (Belarus, Ukraine), extends “additionally-supported” status to the district until 1 July 2023;
5. noting recent natural disasters in Puerto Rico, extends “additionally-supported” status to District 7000 (Puerto Rico) until 1 July 2024;
6. acknowledging successful consolidation efforts in District 1230 (Scotland), extends the deadline

(established in decision 63, October 2018) for the district to reach 1,100 members to 1 July 2021;

7. requests District 1230 (Scotland) to inform the Districting Committee by no later than 1 July 2021 of its selection of a district for possible merger on 1 July 2022.

142. Young PDG Committee Report

Statement: The Young Past District Governors Committee reported holding regular online meetings from January through March to consider ideas and solutions to Rotary topics from a young leader’s perspective. The committee discussed district governor qualifications, district conferences, encouraging innovation among governors, recent Membership Committee recommendations, and strategies for expanding Rotary’s reach, among other topics.

DECISION: The Board

1. requests the Constitution and Bylaws Committee to draft legislation for possible submission to the 2022 Council on Legislation to replace tenure qualifications for the position of Rotary International district governor with skills-based qualifications, including having been successfully engaged in leadership either beyond the club or in other platforms, entities, or organizations, and having shown successful delivery of leadership strategies;
2. amend the Rotary Code of Policies regarding district conferences as follows:

20.010. District Conference Overview

The ~~common~~ purpose ~~for~~ of the district conference is to bring together ~~all Rotarians~~ members and community leaders in the district to inspire ~~Rotarians to~~ greater involvement and understanding of with Rotary, strengthen existing relationships, and to showcase the impact and outreach of Rotary in the world.

3. encourages governors to hold public-facing events as part of their district conferences;
4. recommends that the general secretary highlight innovations by district governors in Rotary International communications and in the Rotary magazine network;
5. endorses the concepts of

- a. “new club development summits” and requests the general secretary to promote regionally-based new club development summits with the purpose of increasing involvement and encouragement of newer and younger voices in Rotary;
- b. an evaluation and development of club naming process whereby Rotary clubs would be permitted to use the name of another organization in their club name while ensuring adequate liability and other protections.

143. Reinstatement of Past District Governor Status

Statement: In decision 76, January 2018, the Board removed past governor status from Rotarian A. Mani (District 2981, India) for mismanagement of district finances. In consideration of an appeal to reinstate his past governor status submitted by Rotarian Mani that included additional documentation and explanations, Directors Sanghvi and Pandya recommended the Board reconsider its earlier ruling on Rotarian A. Mani.

DECISION: The Board reinstates Rotarian A. Mani as a past governor of District 2981 (India) and confirms his eligibility for RI and zone positions, effective immediately.

144. District 2484 (Greece)

Statement: In decision 110, January 2018, the Board extended its deadline to District 2484 (Greece) to increase its member count or face redistricting by the Board. The district reported reaching over 1,000 members by January but due to the impact of COVID-19 further membership recruitment efforts were cut short. The district requested additional time to reach 1,100 members. The general secretary also noted that the pandemic had placed other districts in the same situation.

DECISION: The Board

1. extends the deadline (established in decision 110, January 2018) to 1 July 2021 for District 2484 (Greece) to reach 1,100 members;
2. requests the Districting Committee to consider whether to extend the deadline by one year for all districts that the Board had previously agreed to consolidate if their membership totals did not reach 1,100 by 1 July 2020, for report to the Board at its October 2020 meeting.

145. Virtual Rotary International Convention

Statement: In decision 116, March 2020, the Board, in response to the COVID-19 pandemic, agreed to cancel the 2020 RI (Honolulu) Convention. The Board further requested the general secretary, in consultation with the president and the convention chair, to develop a plan for a virtual event in place of the Honolulu convention. The general secretary reported that while plans had already been made to offer some convention content via free live-streaming, broader plans to produce and offer expanded, high-quality content would require services and expertise from outside specialists.

DECISION: The Board

1. approves holding a virtual Rotary International convention to replace the 2020 RI (Honolulu) Convention and approves a 2019–20 budget variance of up to US\$500,000 for this purpose;
2. authorizes the general secretary, in consultation with the president, to continue to develop the virtual convention, and, if needed, to access up to an additional \$50,000;
3. approves the use of the Convention Reserve to fund the virtual convention.

146. Rotary Representatives Update

Statement: Rotary holds the highest (Category 1) consultative status with the United Nations Economic and Social Council. Rotary maintains a network of 30 Representatives at various UN agencies and other organizations. These representatives aim to strengthen Rotary’s public image among these agencies and organizations and to foster Rotary’s strategic position in the international community. The dean to this network of representatives—currently RI Director-elect Peter

Kyle—presents previously to the Board on the network’s purpose, function, and value to Rotary. After a recent review, Dean Kyle recommended discontinuing representation to those agencies that do not align with Rotary’s Areas of Focus. Noting opportunities to increase Rotary’s impact and expand Rotary’s reach through more strategic use of the Rotary representatives and to take better advantage of the representatives’ expertise, the dean further recommended the network’s mandate be broadened beyond public relations.

DECISION: The Board

1. noting that their stated missions do not align with Rotary's Areas of Focus, discontinues Rotary representation to
 - United Nations office in Vienna
 - United Nations Economic Commission for Europe
 - United Nations Economic and Social Commission for Western Asia
 - United Nations Human Settlements Program
 - The International Organization of the Francophonie;
2. agrees to broaden the network's mandate beyond public relations to include helping build connections for humanitarian projects, opening doors to expertise, and helping facilitate engagement at the local level.

147. Finance Committee Report

Statement: The Finance Committee met on 31 January–1 February 2020 and discussed year-to-date financial reports, the status of the new financial management system (project RENEW), an update on Rotary's new tax status application, revised 2020–21 membership budget assumptions, an update on the five-year forecast assumptions, Rotary investments status, and the committee's goals, among other topics.

DECISION: The Board

1. thanks the RI Finance Committee for its report;
2. approves a revised 2020–21 membership budget assumption of 1,185,948;
3. amends the Rotary Code of Policy regarding annual budgeting for dues revenue as follows:

68.010.6. Annual Budgeting for Dues Revenue

For all RI budgets, the anticipated dues revenue shall be based on ~~the number of dues paying Rotarians at the time of the most recent club invoices prior to the budget year~~ membership as of 31 December of the current year, minus a five-year average of the 31 December to 1 July annual gap.

148. Audit Committee Report

Statement: The Audit Committee met virtually on 23–24 March to discuss recently issued audits, an update on management action plans related to past audits, a

proposed enactment to the 2022 Council on Legislation regarding committees, and an annual review of the Audit Committee's charter, among other topics.

DECISION: The Board thanks the Audit Committee for its report.

149. Investment Committee Report

Statement: The Investment Committee provided an update on the status of Rotary's investments through 31 March 2020.

DECISION: The Board thanks the Investment Committee for its report.

150. Prorated Per Capita Dues Refund Policy

Statement: The general secretary recommended the Board amend its policy on per capita and prorated dues to provide that clubs not receive refunds on dues paid for members who dropped from membership during a semiannual period.

DECISION: The Board amends the Rotary Code of Policies regarding refunds of prorated per capita dues, as follows:

71.010. Per Capita and Prorated Dues

There is no exception to the constitutional requirement for uniform per capita dues. All payments to RI shall be at the current rate of exchange as determined by RI for each semiannual period. Rotary International per capita and prorated dues are nonrefundable.

151. Venezuela Fiscal Agent

Statement: Noting the unique financial situation in Venezuela, the general secretary recommended the Board grant an exception to its policy regarding term limits for fiscal agents, to reappoint Rotary's current agent in Venezuela to a fourth two-year term.

DECISION: The Board grants an exception to Rotary Code of Policies section 66.040.2. regarding the term of appointment for fiscal agents to reappoint José Luis Miranda Guerra as Rotary's fiscal agent in Venezuela, noting that such appointment exceeds the maximum six-year term.

* * * * *

2019–20 Budget Review

Board-approved budget, 2019–20 (in US dollars)

Revenues:	111,639,000
Expenses:	<u>110,134,000</u>
Change in net assets:	1,505,000
Convention reserves:	1,215,000
GSF funded expenses:	<u>572,000</u>

Net total of revenue and reserve funding over expenses:	<u>3,292,000</u>
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Decisions taken at this meeting impacting current year:

<u>Expenses:</u>	<u>2019-20</u>
Dec. 145 Virtual RI Convention:	490,000*

* From convention reserves

Decisions taken at this meeting impacting future years:

<u>Revenues:</u>	<u>2020-21</u>	<u>2021-22</u>	<u>2022-23</u>
Dec. 138 Additional Pre Con Taipei:	40,500	-	-
<u>Expenses:</u>	<u>2020-21</u>	<u>2021-22</u>	<u>2022-23</u>
Dec. 138 Additional Pre Con Taipei:	115,000	-	-

Adjournment

The foregoing is a true record of the proceedings at the April 2020 Rotary International Board meeting.

Mark Daniel Maloney
President

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary, RI

APPENDIX A

RATIFICATION OF DECISIONS MADE BY THE PRESIDENT (Decision 120)

1. Waiver of Qualifications for Governor-nominee

Statement: Under the Board's terms of delegation of authority (Rotary Code of Policies section 27.040), the president is authorized to act on the Board's behalf in excusing a Rotarian from the qualifications for a district governor or governor-nominee specified in the RI Bylaws.

DECISION: The Board, the president acting on its behalf, in accordance with RI Bylaws section 16.010. or 16.020, excuses the following Rotarians from the qualifications for a governor or governor-nominee:

<u>Rotarian Name</u>	<u>Club Name</u>	<u>District</u>
Daniel Marbot	Zürich-Flughafen, Switzerland	2000

agreed that challenging candidate, Rotarian Venkata Subramaniya Ravi Vadlamani has won.

DECISION: The Board, the president acting on its behalf, has reviewed the report of the 2019–20 Balloting Committee for Selection of Director Nominees in Zone 7 and in accordance with RI Bylaws section 13.030., declares Past District Governor Venkata Subramaniya Ravi Vadlamani of the Rotary Club of Guntur to be the Rotary International director from Zone 7 in 2021–23.

2. Vacancy in the Office of Governor or Governor-elect

Statement: Under the Board's terms of delegation of authority (Rotary Code of Policies section 27.040), the president is authorized to act on the Board's behalf in electing a Rotarian to fill a vacancy in the office of governor or governor-elect where such action is required by the RI Bylaws. The Board has requested the president to consult with the current director where the vacancy has occurred before making the selection.

DECISION: The Board, the president acting on its behalf, in accordance with RI Bylaws section 12.090. or 16.060. appoints the following Rotarians to serve as governor or governor-elect in their district, assuming all authority and responsibilities of the office:

<u>Rotarian Name</u>	<u>Club Name</u>	<u>District</u>
Chris Woodruff	Greeley (Centennial)	5440

3. Ballot Results for Zone 7 Challenge for Director-nominee

Statement: An electronic ballot was conducted in Zone 7 for the selection of director-nominee to be elected by the 2019–20 Board at its April 2020 meeting. The president appointed a Balloting Committee, which met electronically on 4 March 2020. In accordance with RI Bylaws section 13.030., the committee examined the vote results from the Zone 7 director-nominee electronic ballot, and

APPENDIX B

RATIFICATION OF DECISIONS MADE BY THE GENERAL SECRETARY (Decision 121)

Statement: The general secretary reported that, in accordance with instruction and authorization from the Board, he made the following decisions on behalf of the Board during the period 14 December 2019 through 16 March 2020.

1. Admission of Clubs

Statement: Under the terms of the delegation of authority by the Board, the general secretary may approve provisional clubs' applications for membership in RI in accordance with established procedure and policy.

DECISION: The Board, the general secretary acting on its behalf, approves admission of the following Rotary clubs to membership in RI:

Zone 1

Balikpapan, Indonesia
Dhaka Crown, Bangladesh
Dhaka Pacific, Bangladesh
Eco Dhaka, Bangladesh
Jashore North, Bangladesh
Jashore West, Bangladesh
Jhenaidah, Bangladesh
Karachi Emerald, Sindh, Pakistan
Karachi Frere Town, Sind, Pakistan
Karachi Glorious, Sind, Pakistan
Karachi Intellectuals, Sind, Pakistan
Karachi People's, Pakistan
Karachi Scholars, Sindh, Pakistan
Kasur Aiman, Punjab, Pakistan
Multan Green City, Punjab, Pakistan
Narayanganj Fort, Bangladesh
Narayanganj River City, Bangladesh

Zone 4

Alwar Central, Rajasthan, India
Delhi Ananta, New Delhi, India
Ghaziabad Green, Uttar Pradesh, India
Jaipur Rangoli, Rajasthan, India
Jaipur Sankalp, Rajasthan, India
Jaipur Vidyasthali, Jaipur, India
Khargone City, Madhya Pradesh, India
Padampur, Rajasthan, India
Sawai Madhopur City, Rajasthan, India

Zone 5

Arcot Fort, Tamil Nadu, India
Chennai Beehives, Tamil Nadu, India
Haripad Greater, Kerala, India
Hosur Angels, Tamil Nadu, India

Zone 5 (cont.)

Madurai Metro Heritage, Tamil Nadu, India
Madurai Metropolis, Tamil Nadu, India
Madurantakam Town, Tamil Nadu, India
Marthandam Honey City, Tamil Nadu, India
Mulleria Town, Kerala, India
Muttom, Kerala, India
Nagercoil Supreme, Tamil Nadu, India
Pussellawa, Sri Lanka
Ranipet Palar, Tamil Nadu, India
Trichy Kings, Tamil Nadu, India

Zone 6

Asansol Royal Bengal, West Bengal, India
Basti Greater, Uttar Pradesh, India
Bhubaneswar Utkal, Odisha, India
Bhusawal Royals, Maharashtra, India
Bulandshahr New Friends, Uttar Pradesh, India
Bulandshahr New Shine, Uttar Pradesh, India
Bulandshahr Star, Uttar Pradesh, India
Calcutta Acropolis, West Bengal, India
Calcutta Camaraderie, West Bengal, India
Calcutta Centenary, West Bengal, India
Calcutta Innovation, West Bengal, India
Calcutta Spurs, West Bengal, India
Central Rupandehi, Nepal
Chandausi Lakshya, Uttar Pradesh, India
Chimur, Maharashtra, India
Gunupur, Odisha, India
Gurandi, Odisha, India
Junagarh, Odisha, India
Khariar, Odisha, India
Khurja Shakti, Uttar Pradesh, India
Khurja Stars, Uttar Pradesh, India
Lamahi, Nepal
Meerut Gold, Uttar Pradesh, India
Meerut Kurali, Uttar Pradesh, India
Moradabad Brasscity Stars, Uttar Pradesh, India
Moradabad Down-Town, Uttar Pradesh, India
Moradabad Glorious, Uttar Pradesh, India
Muzaffarnagar Stars, Uttar Pradesh, India
Nalanda, Bihar, India
Nashik Cosmopolitan, Maharashtra, India
Nuapada, Odisha, India
Sambhal Midtown, Uttar Pradesh, India
Sikandrabad Royal, Uttar Pradesh, India

Zone 7

Bengaluru HSR, Karnataka, India
Bengaluru Yeshwantpur, Karnataka, India
Kharghar Executive, Maharashtra, India
Kopergaon Central, Maharashtra, India
Visakha Centennial, Andhra Pradesh, India
Vishaka Smart City, Andhra Pradesh, India

Zone 8

Rotorua Passport, Rotorua, New Zealand

Zone 9

Chiayi Royal, Taiwan
Island Green, Hong Kong
Kaohsiung Brightstar, Taiwan
New Taipei City Da-Zuoan, Taiwan
Shanghai Fusion, People's Republic of China
Taichung Da Hsin, Taiwan
Taichung Da-ying, Taiwan
Taichung Tian-Yuan, Taiwan
Taipei Daylight, Taiwan
Taipei Hua Elite, Taiwan
Taipei Liberty, Taiwan
Taipei Power, Taiwan
Taipei Reiwa, Taiwan
Taoyuan Chih-te, Taiwan

Zone 10

Mandalay, Myanmar
Manila Archangel Premier, Metro Manila, Philippines
Manila Diamonds, Metro Manila, Philippines
Pasir Gudang Mandarin, Malaysia
Phnom Penh Chaktomuk, Cambodia
Raxabago-Manila, Philippines
Rizal Premier, Rizal, Philippines
Sai Mai, Bangkok, Thailand
Santa Rosa West, Laguna, Philippines
Solana Moonlight, Cagayan, Philippines

Zone 11

Chungbuk Hyeoksin, Chungcheongbuk, Korea, Republic of
Gangneung Hasla, Gangwon, Korea, Republic of
Gyeonggi Good Friend, Gyeonggi, Korea, Republic of
Seoul BK, Seoul, Korea, Republic of

Zone 12

Changwon-Cheongam, Gyeongsangnam, Korea, Republic of
Daegu Moran, Daegu, Korea, Republic of
Daejeon Mirae, Daejeon, Korea, Republic of
Daejeon Saeyeon, Daejeon, Korea, Republic of
Jeju Hanbit, Jeju, Korea, Republic of
Jeju Herb, Jeju, Korea, Republic of
Jeju Noble, Jeju, Korea, Republic of
Muju-Deogyusan, Jeonrabug, Korea, Republic of
Waegwan Gaon, Gyeongsangbuk, Korea, Republic of

Zone 13

Cadillac & Garonne, Gironde, France
La Motte International, Var, France
Mimizan, Landes, France
Toul Regina, Meurthe-et-Moselle, France

Zone 14

Catania Bellini, Italy
Milano Cinque Giornate, Italy
Palermo Libertà, Italy
San Filippo del Mela, Italy

Zone 15

Frankfurt/M. - Rhein-Main, Germany

Zone 16

Leipzig-International, Germany

Zone 17

Moscow – United World, Russia

Zone 19

Forth Bridges, Rosyth, Scotland
Heywood 2020, Lancashire, England
Long Bennington, Newark, Nottinghamshire, England

Zone 20

Madrid Plaza de las Cortes, Spain
Santa Susanna Costa Barcelona, Spain
São Miguel Internacional, Portugal
Sarum, England

Zone 21

Alpin Malesi e Madhe, Albania
Athina-Acropolis, Greece
Athina-Agora, Greece
București Phoenix, Romania
Erdemli, Turkey
Gospić, Croatia
Kuşadası Güvercinada, Turkey
Kyiv International, Ukraine
Milet, Turkey
Pančevo - Georg Weifert, Republic of Serbia
Peristeri-Anthoupoli, Greece
Prizren Macadam, Kosovo
Seef Bahrain, Bahrain
Skopje North, North Macedonia
Târgu Lăpuș, Romania
Thessaloniki International, Greece
Zhytomyr, Ukraine

Zone 22

Abidjan Ebène, Ivory Coast
Abuja-Gudu, Fed. Cap. Territory, Nigeria
Accra-Industrial, Ghana
Alexandria North, Egypt
Anthony Golden, Lagos State, Nigeria
Arusha West Side, Tanzania
Assinie, Ivory Coast
Atlantis, South Africa
Bamako Yelen, Mali
Beni Suef Meidum, Egypt
Cairo West Golf, Egypt
Carthage Horizon, Tunisia
Dakhla (Western Sahara), Morocco
E-Club of Concordia, Benin
Effurun Gateway, Delta State, Nigeria
Fès les Mérinides, Morocco
Franceville-Ogooué, Gabon
Goba, Ethiopia
Greater Port-Harcourt, Rivers State, Nigeria

Zone 22 (cont.)

Ilorin Golden, Kwara State, Nigeria
 Juba Central, South Sudan
 Kampala Springs, Uganda
 Kira, Uganda
 La Marsa Les Jasmins Tunis, Tunisia
 Lalibela, Ethiopia
 Lilongwe-Lingadzi, Malawi
 Marina El Kantaoui, Tunisia
 Moka, Mauritius
 Mubende Metro, Uganda
 Mwea, Kenya
 Nahouri Pô, Burkina Faso
 Njiro Arusha, Tanzania
 Port Harcourt Seaport, Rivers State, Nigeria
 Port-Harcourt Metropolitan, Rivers State, Nigeria
 Port-Harcourt Nkporlu, Rivers State, Nigeria
 Qarsa, Ethiopia
 Sapele Gateway, Delta State, Nigeria

Zone 23

Catuípe-Águas Minerais, Rio Grande do Sul, Brazil
 Centro Porteño, CABA, Argentina
 Cruz del Eje, Córdoba, Argentina
 Espinosa, Minas Gerais, Brazil
 Inés Indart, Bs. As., Argentina
 Londrina-Paradesporto, Paraná, Brazil
 Los Cerrillos, Canelones, Uruguay
 Peñuelas, Coquimbo, Chile
 Pomerode-Nossa Pequena Alemanha, Santa Catarina, Brazil
 Santa Maria-Locomotiva, Rio Grande do Sul, Brazil
 Trade Center Montevideo, Montevideo, Uruguay

Zone 24

Bom Jesus da Lapa, Bahia, Brazil
 Campo Grande-Cidade dos Ipês, Mato Grosso do Sul, Brazil
 Chapada dos Guimarães, Mato Grosso, Brazil
 Denise, Mato Grosso, Brazil
 Itamarati de Minas, Minas Gerais, Brazil
 Petrolina-Governador Geraldo Coelho, Pernambuco, Brazil
 Poxoréu-Morro da Mesa, Mato Grosso, Brazil
 Santo Amaro-José Silveira, Bahia, Brazil
 São José do Rio Preto- ECO, São Paulo, Brazil

Zone 25

Bellas Artes Ciudad de México, CDMX, Mexico
 Bogotá Inter, Bogotá, Colombia
 International Mexico City, CDMX, Mexico
 Penonomé, Coclé, Panama
 Torogoz-Santa Elena, La Libertad, El Salvador

Zone 26

Mission Gorge, California, USA
 San Diego Downtown Evening, California, USA

Zone 28

The Beaches (Toronto), Ontario, Canada

Zone 29

District 5950 Passport, Minnesota, USA

Zone 31

E-Club Leaders in Service D5830, Texas, USA
 Southeast Baton Rouge, Louisiana, USA

Zone 32

Kennett Square Light, Pennsylvania, USA
 Parsippany, New Jersey, USA

Zone 33

Broadlands-Dulles South, Virginia, USA
 Knightdale, North Carolina, USA
 Washington Global, DC, USA

Zone 34

Little Haiti, Florida, USA

2. Amendment of Club Constitution - Change in Name of Clubs

Statement: Under the terms of the delegation of authority by the Board, the general secretary may amend a club's constitution to change the name of the club.

DECISION: The Board, the general secretary acting on its behalf, approves an amendment to the following clubs' constitution whereby the names of the clubs are changed as follows:

<u>From</u>	<u>To</u>
Athina-Agora, Greece	Athens-Agora, Greece
Beacon Falls, Connecticut, USA	Southern Connecticut, Connecticut, USA
Beaulieu sur Mer-Eze-Villefranche-St. Jean-Maeterlinck, France	Beaulieu Côte d'Azur, Alpes-Maritimes, France
Box Hill, Victoria, Australia	Box Hill Burwood, Victoria, Australia
Cascina, Italy	Cascina e Monte Pisano, Italy
Colchester Trinity, England	Colchester Camulos, England
Congers-Valley Cottage, New York, USA	Clarkstown, New York, USA
Donetsk Advance, Ukraine	Kyiv Advance, Ukraine
E-Club of D9700-Serving Humanity, Australia and worldwide	E-Club Serving Humanity, Australia and worldwide
E-Club of North East Wisconsin, Wisconsin, USA	Oshkosh on the Water, Wisconsin, USA
E-Club of Taipei Young-Ming, Taiwan	Taipei Sun Star, Taiwan
Franschhoek Valley, South Africa	Franschhoek and Drakenstein Valley, South Africa
Georgetown Breakfast, South Carolina, USA	Georgetown Evening, South Carolina, USA

<u>From</u>	<u>To</u>
Gonesse, Val d'Oise, France	Gonesse-Pays de France, Val-d'Oise, France
Hispano-Latinos of Salt Lake-South, Utah, USA	Hispano-Latinos of Salt Lake City, Utah, USA
Imatra-Vuoksi, Finland	Imatra, Finland
Jalapa, Tabasco, Mexico	Villahermosa Meyaj, Tabasco, Mexico
Lakeus, Finland	Seinäjäki Lakeus, Finland
Lardprow, Thailand	Lat Phrao, Thailand
Madiun Raya, Indonesia	Madiun Central, Indonesia
Montreal-Westward, Montreal, Quebec, Canada	Montreal West & N.D.G., Quebec, Canada
Nordonia Hills (Northfield), Ohio, USA	Nordonia Hills, Ohio, USA
Opo Dawn, Gyeonggi, Korea, Republic of	Opo Yeomyeong, Gyeonggi, Korea, Republic of
Opo Queen, Gyeonggi, Korea, Republic of	Opo Dawn, Gyeonggi, Korea, Republic of
Piravom Pampakuda River Valley, Kerala, India	Piravom River Valley, Kerala, India
Piraeus, Greece	Piraeus, Greece
Putignano, Italy	Putignano Trulli e Grotte, Italy
Recklinghausen-Haard, Germany	Marl, Germany
Ringkjøbing, Denmark	Ringkøbing, Denmark
Saint Péray - Tournon, Ardèche, France	Saint Péray Tain-Tournon, Ardèche, France
Seoul Yang-Chung Wor-Yak, Seoul, Korea, Republic of	Seoul Yangchung, Seoul, Korea, Republic of
Sestriere Via Lattea, Italy	Torino Duomo, Italy
Sjöbo, Sweden	Skånska Vikingar, Sweden
St. Petersburg, White Nights, Russia	St. Petersburg. White Nights, Russia
Tuncurry-Forster, Australia	Lower Midcoast, New South Wales, Australia
Waitara, New Zealand	Waitara Bell Block and Districts, New Zealand

3. Amendment of Club Constitution – Change in Locality

Statement: Under the terms of the delegation of authority by the Board, the general secretary may approve requests from clubs to amend Article IV of the club constitution to revise club locality.

DECISION: The Board, the general secretary acting on its behalf, approves amendments to the constitution of the following Rotary clubs, thereby revising their localities:

Albina (Portland), Oregon, USA
Burnie, Tasmania
E-Club Serving Humanity, Australia and worldwide
Franschhoek and Drakenstein Valley, South Africa
Gonesse-Pays de France, Val-d'Oise, France
Kyiv Advance, Ukraine
Marl, Germany
Montréal West & N.D.G., Québec, Canada
Sendai Rainbow, Japan
Southern Connecticut, Connecticut, USA
Torino Duomo, Italy
Villahermosa Meyaj, Tabasco, Mexico
Waitara Bell Block and Districts, New Zealand

4. Incorporation of Rotary Clubs

Statement: Under the terms of the delegation of authority by the Board, the general secretary may approve all applications for incorporation that are in conformity with the general provisions for articles of incorporation.

DECISION: The Board, the general secretary acting on its behalf, offers no objection to the incorporation of the following Rotary clubs under the proposed articles of incorporation as submitted by those clubs:

Burnie, Tasmania
Nakusp, British Columbia, Canada

5. Incorporation of Rotary Districts

Statement: Under the terms of the delegation of authority by the Board, the general secretary may approve all applications for incorporation that are in conformity with the general provisions for articles of incorporation.

DECISION: The Board, the general secretary acting on its behalf, offers no objection to the incorporation of District 1720 (France) under the proposed articles of incorporation as submitted by the district.

6. Merger of Clubs

Statement: Under the terms of the delegation of authority by the Board, the general secretary may approve the application of two or more Rotary clubs to merge into a single new club, in accordance with established procedure and policy.

DECISION: The Board, the general secretary acting on its behalf, approves the merging of the following Rotary clubs in RI:

<u>Clubs</u>	<u>New Club</u>	<u>New Charter Date</u>
Adelaide West, S. A., Australia Adelaide South, S. A., Australia	Adelaide Central, South Australia, Australia	22 January 1964
Amager, Denmark Tårnby, Denmark	Amager, Denmark	30 October 1939
Busan Marine City, Busan, Korea, Republic of Busan-Bareun, Busan, Korea, Republic of	Busan Marine City, Busan, Korea, Republic of	20 January 2016
Dallas-Uptown, Texas, USA Dallas Trinity, Texas, USA	Dallas-Uptown, Texas, USA	26 May 2009
Fayetteville, North Carolina, USA Fayetteville LaFayette, North Carolina, USA West Fayetteville, North Carolina, USA	Fayetteville, North Carolina, USA	1 May 1920
Firenze Michelangelo, Italy Firenze-Sesto Calenzano, Italy	Firenze Sesto Michelangelo, Italy	9 June 1997
Ourinhos, São Paulo, Brazil Ourinhos-Oeste Integração, São Paulo, Brazil	Ourinhos-Oeste Integração, São Paulo, Brazil	30 November 1940
Skövde, Sweden Skövde Hertig Johan, Sweden	Skövde, Sweden	15 March 1971
Sundbyberg, Sweden Stockholm Nya Järva, Sweden	Sundbyberg, Sweden	31 May 1945
Vantaa Airport, Finland Tikkurila-Dickursby, Finland	Tikkurila-Dickursby, Finland	31 March 1955
Villa Crespo, Buenos Aires, Argentina Parque Centenario, Buenos Aires, Argentina	Villa Crespo y Parque Centenario, Buenos Aires, Argentina	24 July 1973

7. Modification of District Boundaries – Transfer of Clubs

Statement: The geographical location of the Rotary clubs of Jamalpur; Kishoreganj; Mymensingh; Mymensingh Town; Sherpur; Tangail; and Tangail City of Bangladesh has made it difficult for them to participate in their district's (District 3282) events. However, roads and other infrastructures have recently improved in the neighboring District 3281, which has become more convenient for these clubs and would allow them to more actively participate in district events. As a result of this transfer, the new boundary descriptions for the two districts are:

DISTRICT 3282: BANGLADESH, which included all the administrative districts of Sylhet, Cumilla, and Chattogram administrative division. This portion bounded on the North by India, South by the Bay of Bengal, West by Dhaka, Mymensingh, and Barishal administrative division and East by India.

DISTRICT 3281: BANGLADESH, that included all the administrative districts of Dhaka, Rangpur, Rajshahi, Mymensingh, Khulna, and Barishal administrative division. This portion bounded on the North by India, South by the Bay of Bengal, West by West Bengal of India and East by the Sylhet and Comilla administrative division.

DECISION: The Board, the general secretary acting on its behalf in accordance with Rotary Code of Policies section 17.010.5., approves the transfer of Rotary clubs of Jamalpur; Kishoreganj; Mymensingh; Mymensingh Town; Sherpur; Tangail; and Tangail City from District 3282 to District 3281, effective 1 July 2020.

8. Resignation of Membership in Rotary International

Statement: Under the terms of the delegation of authority by the Board, the general secretary may cancel a club's charter under the recommendation of the governor if the club has ceased to exist.

DECISION: The Board, the general secretary acting on its behalf, accepts the resignation of the following clubs and declares the charters issued to these clubs to be null and void:

<u>District</u>	<u>Club Name</u>
52	Qingdao, People's Republic of China
1150	Ebbw Vale, Gwent, Wales

<u>District</u>	<u>Club Name</u>
1175	Hayle, Cornwall, England
1200	Avalon, Somerset, England
1260	Hitchin Mimram, England
1430	Siilinjärvi, Finland
1770	Livry en Aulnoye S.-St.-Denis, France
1911	Budapest- Szent Imre, Hungary
2203	Santomera, Spain
2420	Istanbul-Beykoz, Turkey
2420	Istanbul-Dragos, Turkey
2580	Tokyo Asuka, Tokyo, Japan
3000	Madurai Metro, Tamil Nadu, India
3080	Saharanpur South, Uttar Pradesh, India
3131	Pune Sahyadri, Maharashtra, India
3300	Bukit Larut Centennial, Perak, Malaysia
3350	Donmuang, Bangkok, Thailand
3502	Taoyuan Zhide, Taiwan
3740	Cheongju Garosu, Chungcheongbug, Korea, Republic of
3790	Metro Angeles Centennial, Philippines
4170	Nevado de Toluca, Edo. de México, Mexico
4185	Cuernavaca-Oriente, Morelos, Mexico
4320	Viña del Mar-Mariflores, Valparaíso, Chile
4370	Cumaná-Manzanares, Sucre, Venezuela
4710	Arapongas-Maracanã Gralha Azul, Paraná, Brazil
4905	Castelar, Buenos Aires, Argentina
4921	Olavarría-Pueblo Nuevo, Buenos Aires, Argentina
5400	Kuna, Idaho, USA
6250	Neillsville, Wisconsin, USA
6330	Chesley, Ontario, Canada
6910	Gwinnett Tomorrow, Georgia, USA
6910	Clarksville, Georgia, USA
6980	The Villages Sunset South, Florida, USA
7475	Chester-Long Valley, New Jersey, USA
7490	Bergenfield-Dumont, New Jersey, USA
7505	Port Norris, New Jersey, USA
7505	Pennsauken-Merchantville, New Jersey, USA
9400	Edenvale, South Africa
9630	Forest Lake - Browns Plains, Queensland, Australia
9675	Cabramatta, New South Wales, Australia

9. Termination of Membership in RI - Disbanded

Statement: Under the terms of the delegation of authority by the Board, the general secretary may terminate the charters of clubs where further effort to rehabilitate the club is futile.

DECISION: The Board, the general secretary acting on its behalf, terminates the membership in RI of the following Rotary clubs:

<u>District</u>	<u>Club Name</u>
1150	Carmarthen, Wales
1175	Crediton, England
1285	Hazel Grove, England
1640	Sées-Gacé, Orne, France

<u>District</u>	<u>Club Name</u>
2201	Segovia, Spain
2250	Austrheim, Norway
2310	Oslofjord St. Hallvard, Norway
3182	Channagiri, Karnataka, India
3650	Seoul CH, Seoul, Korea, Republic of
4185	Orizaba Granate, Veracruz, Mexico
4530	Goiania-24 de Outubro, Goiás, Brazil
4563	São Paulo-Memorial da América Latina, S. P., Brazil
6220	Ontonagon-White Pine, Michigan, USA
6820	Clarke County, Mississippi, USA
7120	Rochester Southeast, New York, USA
7720	Snow Hill, North Carolina, USA
7720	Currituck Wild Goose, North Carolina, USA
7910	Auburn, Massachusetts, USA
9650	Forster Old Bar Beach, Australia

10. Termination of Membership in RI - Failure to Function

Statement: Under the terms of the delegation of authority by the Board, the general secretary may terminate the charters of clubs where further effort to rehabilitate the club is futile.

DECISION: The Board, the general secretary acting on its behalf, in accordance with RI Bylaws section 3.030.3., terminates the following club's membership in RI:

<u>District</u>	<u>Club</u>	<u>Admitted</u>	<u>Terminated</u>
2430	Adapazari, Turkey	23 May 1985	24 February 2020
3750	Osan Mulhyanggi, Gyeonggi, Korea, Republic of	30 April 2015	19 February 2020
4340	Peñalolen, Santiago, Chile	1 March 1988	31 January 2020

11. Ballot by Mail for Selection of Council on Legislation Representative and Alternate

Statement: Under the terms of delegation of authority by the Board, the general secretary, in accordance with Rotary Code of Policies section 32.040.1., may authorize a district to select the representative and the alternative representative to the councils in a ballot-by-mail.

DECISION: The Board, the general secretary acting on its behalf, authorizes the following districts to select the Council representative and alternate in a ballot-by-mail in accordance with RI Bylaws section 9.080:

<u>District</u>	<u>Rotary Year Serving</u>
2050	2020-2023
2140	2020-2023
7150	2022
7980	2022

12. Ballot-by-Mail for Selection of District Governor-Nominee

Statement: Under the terms of delegation of authority by the Board, the general secretary acting on its behalf, may authorize a district governor to hold a ballot-by-mail within the districts instead of convening a nominating committee to select a nominee to serve as district governor.

DECISION: The Board, the general secretary acting on its behalf, authorizes District 2140 to conduct a ballot-by-mail to select a nominee to serve as 2021-22 district governor.

13. Rotary Action Group Name Change

Statement: Under the Board's delegation of authority terms (Rotary Code of Policies section 32.090.14.), the general secretary may approve changes to the official name of any Global Networking Group, provided that the name is in accordance with RI policy.

DECISION: The Board, the general secretary acting on its behalf, approves the name change of the following Global Networking Groups:

<u>Original Name</u>	<u>New Name</u>
Rotarian Action Group on Mental Health Initiatives	Rotary Action Group on Mental Health Initiatives
Rotarian Action Group for Microfinance and Community Development	Rotary Action Group for Micro-finance and Community Development
Rotarian Action Group for Peace	Rotary Action Group for Peace
Rotarians for Family Health and AIDS Prevention	Rotary Action Group for Family Health and AIDS Prevention

14. Request to Form a Rotaract Multidistrict Information Organization

Statement: In accordance with the policy established by the Board with respect to developing a multidistrict organization, the governors and Rotaract representatives of districts 9920 and 9940 request the Board's approval to participate in the Oceania Rotaract Multidistrict Infor-

mation Organization. Oceania Multidistrict Information Organization was organized on 12 October 2019.

DECISION: The Board, the general secretary acting on its behalf, in accordance with the established policy concerning multidistrict activities, recognizes and authorizes the governors and Rotaract clubs in districts 9920 and 9940 to participate in the Oceania Multidistrict Information Organization Representing Districts 9920 and 9940 subject to the activities being organized and conducted in accordance with RI policy.

15. Request to Form Multidistrict Youth Exchange Activity – Korea Multidistrict Youth Exchange Center, Districts 3590 and 3600

Statement: In accordance with Rotary Code of Policies section 31.090.4 and 41.070.23, the 2019–20 governors for Districts 3590 and 3600 request the Board's approval to form a multidistrict for Youth Exchange activities.

DECISION: The Board, the general secretary acting on its behalf, in accordance with Rotary Code of Policies section 31.090.4., authorizes the governors and clubs in Districts 3590 and 3600 to form Korean Multidistrict Youth Exchange Center, Districts 3590 and 3600.

APPENDIX D

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING PRIMARY DUTIES AND RESPONSIBILITIES OF AN RI DIRECTOR (Decision 129)

28.040. RI Board of Directors Job Description

The RI director job description shall be distributed to candidates and nominating committees for RI director.

Primary Duties and Responsibilities:

1. Conform with duties outlined in RI's constitutional documents and the Board's Code of Policies
2. Prepare for, attend, and participate in Board meetings ~~by studying the materials provided in advance of the meeting~~
3. Actively advocate for and promote the Rotary International Strategic Plan
3. ~~Work with the president on setting the director's individual goals for the year~~
4. Prepare for, attend, and participate in the annual International Assembly, director-elect orientation, Board governance training, other preparatory meetings, and International Convention in the year before and during service on the Board
5. Prepare for and attend the Council on Legislation (if occurring during the director's term), and be willing to speak on behalf of the Board at the Council
6. Travel on behalf of or at the request of the RI president and represent the president at Rotary functions, as assigned
7. Act as spokesperson with media on behalf of RI and its Foundation, ~~when necessary~~
8. Motivate the leaders of the association, its officers, committees, member clubs and Rotarians
9. Visit districts at the request of the governor and within the limit of the allocated budget in the director's respective zone(s) to further the ideals of Rotary, and communicate regularly with governors in their zones
10. Convene an annual Rotary Institute(s) in director's respective zone(s) as requested by the president, and oversee all preparations for such meetings Rotary
11. Prepare for and serve on Board and other committees as assigned by the president.
12. Act as liaison to RI and/or Foundation committees as assigned ~~and accept Board committee assignments made by the president~~ and prepare for and attend meetings.
13. Collaborate with other Board members to set policy, strategic direction and vision for Rotary
14. Follow RI's "Conflict of Interest Policy," "Code of Ethics," "Harassment-free Environment at Meetings, Events, or Activities," and RI's policy on expense reimbursements for directors
15. Fulfill all the legal obligations of a director of an Illinois not-for-profit corporation
16. Contribute to the effective operation of the RI Board by:
 - a. Establishing strong, collaborative, and mutually respectful relationships and team approaches with RI staff and other volunteers ~~other~~ including officers, leaders, and representatives of the organization, ~~including~~ trustees, regional leaders, and district officers, ~~and RI staff~~
 - b. Hiring, conducting an annual performance review, and setting the compensation of the General Secretary
 - c. Providing oversight and prudent use of all assets of RI and TRF, including financial, facilities, people and goodwill
 - d. ~~Making decisions in the best interest of the organization; not in the directors' self interest.~~
 - e. ~~Serving as a trusted advisor to the General Secretary in developing and implementing Rotary's strategic plan~~
 - f. ~~Reviewing outcomes and metrics to evaluate the Board's impact, and regularly measure its~~

~~performance and effectiveness using those metrics~~

~~g. Reviewing agenda and supporting materials prior to board and committee meetings~~

d. Approving annual budget, audit reports, and other significant business matters

e. Partnering with the General Secretary and other directors to ensure that board decisions are implemented while respecting the general secretary's authority to manage the day-to-day operations of the Secretariat

17. Perform other duties as assigned by the President or the Board

[Remaining text omitted]

*

28.070. Relationship Between Directors and Governors

Directors represent all clubs in the administration of Rotary. Governors are under the general supervision of only the Board. Directors are resources to district leaders. ~~However, because of the director's place of residence and familiarity with the zone, a special relationship exists between the director and the governors of districts in the zone from which the director has been nominated or the zone that alternates with it. Consistent with the basic roles of RI officers, the special relationship between Directors and governors can enhance the program of Rotary. Individual Directors should advise the Board in matters coming to the Board for which familiarity with the associated locale, its customs, practices and individuals would be helpful. Directors and governors should exchange information on district activities and Board action. Governors should may consult informally with appropriate Directors about such matters as interpretation of Board action, serious district or inter-district problems or possible future formal communication to the Board.~~

*

28.080. Relationship Between Directors and Regional Leaders

~~Directors serve as the elected leadership of Rotary and are responsible for executing corporate governance and fiduciary responsibility globally, in the zones they serve, and on behalf of Rotary. As such, Directors are expected to create an environment for success by facilitating teamwork,~~

~~communication and collaboration at the club level through the district and regional leadership. Directors communicate a vision for their zones and lead action planning with regional leaders to achieve their goals.~~

Directors' responsibilities to their regional leader team include but are not limited to:

- ~~– Identify and recommend eligible and effective candidates to serve in these roles (including any necessary replacements), monitor individual regional leader performance towards goals and mentor as appropriate~~
- ~~– Meet regularly with regional leader team(s) to develop and implement regional strategies in support of Rotary's Strategic Plan~~
- ~~– Encourage district leaders to use the regional leader team members at their events, to address challenges, and help identify growth opportunities.~~
- ~~– Introduce the regional team(s) to the zone and district leadership as appropriate~~
- ~~– Schedule regular (at least quarterly) meetings with their regional leader team(s) to confer on regional strategies, celebrate accomplishments, and to solve challenges (Meetings may be conducted in person or in a virtual environment)~~
- ~~– Facilitate teamwork~~
- ~~– Mentor individual regional leader team members to be more effective, including remediation of poor performance as appropriate~~
- ~~– Advise on regional leader assistant selection~~
- ~~– Identify potential regional leader candidates from their zones and identify replacement regional leaders for terms that end early~~
- ~~– Promote Rotary's strategic plan~~
- ~~– Promote the use of regional leader team members within the zone~~
- ~~– Encourage district governors to invite regional leaders or their assistants to their events~~

*

APPENDIX E

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING HARASSMENT-FREE ENVIRONMENT AT MEETINGS, EVENTS, OR ACTIVITIES (Decision 132)

26.120. Harassment-free Environment at Meetings, Events, or Activities

Rotary is committed to maintaining an environment that is free of harassment. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group based on any characteristic (age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientations, or gender identity).

All members and individuals attending or participating in Rotary meetings, events or activities should expect an environment free of harassment and shall help maintain an environment that promotes safety, courtesy, dignity, and respect to all. Adults who work with youth are subject to policies outlined in Rotary Code of Policies section 2.120.

All allegations of criminal activity should be referred to appropriate local law enforcement authorities.

The club board, district, or zone leadership shall promptly address allegations of harassment and shall not retaliate against those making the allegation.

At the club level, allegations of harassment at Rotary events or activities shall be reviewed by the club board and responded to within a reasonable timeframe, typically one month. If the alleged offender is a member of the club board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. Concerns that allegations of harassment were not adequately addressed by the club, may be referred with appropriate documentation to the district governor.

At the district level, allegations of harassment at Rotary events or activities shall be reviewed by the governor, or a committee appointed by the governor for this purpose, and responded to within a reasonable time-frame, typically one month. If the district governor is the alleged offender, the immediate past district governor (or most recent past governor), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. The general secretary shall be informed within two weeks of any allegations of harassment by

district governors, governors-elect, and governors-nominee. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. Concerns that allegations of harassment were not adequately addressed by the district, may be referred with appropriate documentation to the RI director.

District leaders, including governors, assistant governors, and committee chairs are encouraged to work with their clubs to create a harassment-free environment. District leaders should also work with their clubs to establish a code of conduct and policies for how to address and prevent harassment within their clubs, among their membership, and with other participants in Rotary.

At the zone level, allegations of harassment at Rotary meetings, events or activities shall be reviewed by the RI Director, or a committee appointed by the RI Director for this purpose, and responded to within a reasonable time-frame, typically one month. If the RI Director is the alleged offender, either another current or past RI director as appointed by the RI president shall review and respond to the allegation.

The RI president shall be informed within two weeks of any allegations of harassment by RI directors, directors-elect, and directors-nominee. Concerns that allegations of harassment were not adequately addressed by the zone, may be referred with appropriate documentation to the RI president.

As it pertains to Rotary Action Groups and Rotary Fellowships, the Rotary Action Group and Rotary Fellowship leadership shall promptly address allegations of harassment and shall not retaliate against those making the allegation. Allegations of harassment at an Action Group or Fellowship event or activity shall be reviewed by the Action Group or Fellowship, or a committee appointed by the chair of the Action Group or Fellowship for this purpose, and responded to within a reasonable time-frame, typically one month. If the chair or other leaders of the Action Group or Fellowships is/are the alleged offender, the immediate past chair (or most recent chair), directly or by appointment of a committee for this purpose, shall review and respond to the allegation. If the

alleged offender is a member of the Action Group or Fellowships' board, he or she is expected to recuse himself or herself from the discussion. The review and/or investigation shall be dependent on the circumstances including the severity and pervasiveness of the behavior. Concerns that allegations of harassment were not adequately addressed by the Action Group or Fellowship may be referred with appropriate documentation to the RI president.

Club, District and Zone leaders must report severe and pervasive harassment and any resulting membership terminations to the general secretary. If a club or district fails to adequately address findings of harassment, the RI director shall notify the RI Board for appropriate action. Such action may include club termination or other appropriate sanctions.

Rotary Action Groups and Rotary Fellowships must report allegations of harassment to the alleged offender's club president and district governor. If a Rotary Action Group or a Rotary Fellowship fails to adequately address findings of harassment, the RI president shall notify the RI Board for appropriate action. Such action may include termination or other appropriate sanctions.

APPENDIX G

LEGISLATION FOR THE 2020 COUNCIL ON RESOLUTIONS TO AMEND WHO IS A MEMBER OF THE COUNCIL (Decision 135)

PROPOSED ENACTMENT 22-

To amend who is a member of the Council

Proposer(s): Board of Directors of RI

*To amend the **BYLAWS** of Rotary International as follows (page 28 MOP)*

Article 9 Composition and Procedures of the Councils

9.110. Council Officers.

The council officers are the chair, vice chair, parliamentarian, and secretary. A chair, vice chair, and parliamentarian shall be selected by the incoming president in the year immediately before the council on legislation and shall serve for three years or until a successor is selected. The general secretary shall publish their names to all clubs. The chair and vice chair are non-voting members except, when presiding, either may vote to break a tie vote.

9.110.6. Non-Voting Members.

The president, president-elect, ~~one member of the board elected by the board~~ other members of the board, and general secretary are non-voting members of the councils. A TRF trustee, elected by the trustees, is a non-voting member of the councils.

(End of Text)

PURPOSE AND EFFECT

Throughout the entire history of the Council on Legislation (COL), the president, president-elect, and other members of the board have been non-voting members of the COL, as well as non-voting members of the Council on Resolutions. This allowed all members of the board to speak at the Councils. However, the 2019 COL amended the RI Bylaws so that only the president, president-elect, and one other member of the board could speak at future Councils.

The board plays a significant role at the Councils. Limiting their number to three would create a substantial burden on the president, president-elect and one other member of the board as they would be required to fulfill all of the board's speaking responsibilities.

Over the past 20 years, the board has proposed between 10 and 28 items of legislation to each COL, each of which must be presented by a member of the board. This burden would now fall on only three board members, rather than spread out among 19.

In addition, the board speaks to legislation throughout the COL, explaining critical strategic, operational, and historical implications. This role helps to ensure that the Council representatives have the necessary information to consider when deciding and voting on legislation. It will unnecessarily challenge the president, president-elect, and one other member of the board to perform this function.

The board comprises a diverse international body of knowledgeable Rotarians who can provide valuable insight to the members of the Council on the strategic, operational, historical, and administrative context and ramifications of legislation considered at the COL. This proposal will assure that Council members have access to this knowledge.

APPENDIX H

AMENDMENTS TO ROTARY CODE OF POLICIES REGARDING RI AWARDS (Decision 139)

43.020. Significant Service Award

The purpose of this award is to recognize Rotary and Rotaract clubs for impactful projects and to give district recognition to club activities that address a significant problem or need.

[text omitted]

*

43.040. Service Above Self Award

The purpose of this award is to honor up to 150 outstanding Rotary and Rotaract club members per year whose service activities deliver an impact to humanity. No more than one recipient will be selected from a given district each year and an individual may only receive the award once.

Eligible nominators

Only current district governors and RI directors may submit one candidate from their districts. RI's current special representatives to non-districted Rotary clubs may also nominate one Rotarian or Rotaractor per year from the group of non-districted clubs they serve.

Eligible nominees

Any active Rotarian or Rotaractor in good standing may be nominated except current, incoming or immediate past governors, RI Directors, RI Presidents, and Foundation Trustees.

[text omitted]

Nomination Criteria

Nominees must be Rotarians or Rotaractors in good standing. They must have demonstrated exemplary continuing humanitarian service, in any form and at any level. There should be an emphasis on personal volunteer efforts and active involvement in helping others through Rotary. The award will not be given solely in recognition of one's performance in an elected or appointed Rotary assignment. Personal financial contributions to Rotary, its Foundation, or any individual project are not relevant considerations for this award.

Selection of recipients

The president shall select up to five current Board members to review the nominations. Upon selection, RI

shall return to the nominator or nominator's designee the Service Above Self pin and plaque for presentation to the Rotarian or Rotaractor.

*

43.050. "Avenues of Service Award"

The purpose of this award is to recognize the efforts of individual Rotarians or Rotaractors in each of Rotary's five Avenues of Service.

Eligible nominators and nominees

Current club presidents may nominate to the district for recognition in one or all of the areas of service any active Rotarian or Rotaractor in good standing except current club presidents; incoming, current, or immediate past governors; general secretaries, RI directors, RI presidents, Foundation Trustees, and RIBI presidents, vice-presidents, or honorary treasurers.

Sample achievement activities:

Club Service: Having exhibited significant support of club service by the activities and administration of their Rotary or Rotaract club and enhancing member satisfaction.

[text omitted]

Upon receipt, the governor may determine that the achievement is worthy of recognition by certificate. At such time as a Rotarian or Rotaractor has achieved recognition in all five avenues of service a governor may nominate that Rotarian or Rotaractor for recognition by RI. Upon receipt, RI shall return to the governor or club president the Avenues of Service pin for presentation to the Rotarian or Rotaractor.

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