



MINUTES
of the
APRIL 2021
ROTARY INTERNATIONAL
BOARD OF DIRECTORS MEETING

GENERAL OFFICERS

2020-21

PRESIDENT

Holger Knaack

Ratzeburg, Germany

(Rotary Club of Herzogtum Lauenburg-Mölln)

VICE PRESIDENT

Johrita Solari

Orange, CA, USA

(Rotary Club of Anaheim)

PRESIDENT-ELECT

Shekhar Mehta

Kolkata, West Bengal, India

(Rotary Club of Calcutta-Mahanagar)

TREASURER

Bharat S. Pandya

Mumbai, India

(Rotary Club of Borivli)

EXECUTIVE COMMITTEE CHAIR

Stephanie A. Urchick

Canonsburg, PA, USA

(Rotary Club of McMurray)

GENERAL SECRETARY

John Hewko

Evanston, IL, USA

(Rotary Club of Kyiv, Ukraine)

OTHER DIRECTORS

Tony Black

Dunoon, Scotland

(Rotary Club of Dunoon)

Mário C. de Camargo

Santo André, Brazil

(Rotary Club of Santo André)

Virpi Honkala

Raahe, Finland

(Rotary Club of Raahe)

Susan C. Howe

Friendswood, TX, USA

(Space Center [Houston])

Jan Lucas Ket

Purmerend, The Netherlands

(Rotary Club of Purmerend)

Aikaterini Kotsali-Papadimitriou

Pendeli, Greece

(Rotary Club of Pendeli)

Peter R. Kyle

West River, MD, USA

(Rotary Club of Capitol Hill [Washington, DC])

Floyd Lancia

Fort Wayne, IN, USA

(Rotary Club of Anthony Wayne [Fort Wayne])

Roger Lhors

Pont-Audemer, France

(Rotary Club of Pont-Audemer, France)

Chi-Tien Liu

Taoyuan, Taiwan

(Rotary Club of Yangmei)

Kamal Sanghvi

Dhanbad, India, USA

(Rotary Club of Dhanbad)

Katsuhiko Tatsuno

Minato-ku, Japan

(Rotary Club of Tokyo-West)

Valarie K. Wafer

Thornbury, ON, Canada

(Rotary Club of Collingwood-South Georgian Bay)

Chang-Gon Yim

Daegu, Daegu, Korea

(Rotary Club of Daegu-West, Daegu, Korea)

CONTENTS

135. Approval of the January 2021 Meeting Minutes	1
136. Ratification of Decision Made by the President	1
137. Ratification of Decisions Made by the General Secretary	1
138. General Secretary's Report	1
139. Treasurer's Report	2
140. Petition to the Board	2
141. Executive Committee Report.....	2
Operations Review Committee Report (142-148)	
142. Advisers to the Board	2
143. Changes to the Rotary Travel and Expense Policy	3
144. Amendments to the Operations Review Committee's Terms of Reference	3
145. Compensation Advisory Committee Responsibilities	3
146. Amendments to the Code of Policies Concerning the RI Secretariat	3
147. Committee Restructuring Implementation Plan	3
148. Definition of "Partner" in Rotary Code of Policies	3
149. Election Review Committee Report	3
150. Constitution and Bylaws Committee Report	4
151. Council on Legislation Board Advisory Committee Report	6
152. Shaping Rotary's Future Committee Report	6
153. Joint Committee on Partnerships Report	6
154. Regional Leaders Qualifications.....	6
155. District Conference President's Representatives Program Evaluation	7
156. Rotaract Committee Report	7
157. Rotary Action Groups Policy Changes	7
158. Timeline for Future RI Conventions Site Selection.....	8
159. Membership Committee Report	8
160. Districting Committee Report.....	8
161. Regional Leader Teams	9
162. Leadership Positions	9
163. Communications Committee Report	9
164. Finance Committee Report	9
165. Audit Committee Report	10

Appendices

A. Ratification of Decision Made by the President (Decision 136)	11
B. Ratification of Decisions Made by the General Secretary (Decision 137).....	12
C.* Changes to the Rotary Travel and Expense Policy (Decision 143)	
D. Amendments to the Operations Review Committee Terms of Reference (Decision 144).....	19
E. Amendments to the Code of Policies Concerning the RI Secretariat (Decision 146).....	22
F. Committee Restructuring Implementation Plan (Decision 147)	25
G. Amendments to Proposed Legislation for the 2022 Council on Legislation (Decision 151).....	26
H.* Regional Leaders Qualifications (Decision 154)	
I. Amendments to Rotary Code of Policies regarding Rotaract Multidistrict Information Organizations (Decision 156)	31
J. Amendments to the Rotary Code of Policies regarding Rotary Action Groups (Decision 157).....	35
K.* Regional Resource Model (Decision 161)	

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

MINUTES

of the

APRIL 2021 MEETING

Rotary International Board of Directors

The Rotary International Board of Directors met virtually on 19 April 2021.

Present were: President Holger Knaack, President-elect Shekhar Mehta, Vice President Johrita Solari, Treasurer Bharat S. Pandya, Executive Committee Chair Stephanie A. Urchick, other directors, Tony Black, Mario César de Camargo, Virpi Honkala, Susan Howe, Jan Lucas Ket, Aikaterini Kotsali-Papadimitriou, Peter Kyle, Floyd A. Lancia, Roger Lhors, Shi-Tien Liu, Kamal Sanghvi, Katsuhiko Tatsuno, Valarie Wafer, Chang-Gon Yim, and General Secretary John Hewko. Trustee Chair K. R. Ravindran attended as an observer and Trustee Brenda M. Cressey attended as Trustee liaison to the Board. Elvis Chukwu attended as representative to the Young Past District Governors Committee and Elyse (Yi Chun) Yin attended as Rotaract representative. Operations Review Committee Chair Karen Wentz and Vice Chair Gordon McNally also attended to present the committee's 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, Jessie Dunbar-Bickmore, Faiz Hanif, Brian King, Laurie McCarthy, Maureen Ninneman, Steve Routburg, Christine Sanders, Eric Schmelling, Zuhail Sharp, Dave Stumpf, Tom Thorfinnson, Shannon Watson, and Nora Zei. Nobuko Andrews, Alain Drouot, and Eiko Terao served as staff interpreters.

At the president's invitation, also attending were President-nominee Jennifer Jones, Directors-elect Jessie Harman, Won-Pyo Kim, Urs Klemm, Mahesh Kotbagi, Vicki Puliz, Nicki Scott, Julio Silva-Santisteban Ojeda, Elizabeth Usovicz, and Ananthanarayanan Venkatesh, and Directors-nominee Drew Kessler, Jeremy Hurst, Muhammad Faiz Kidwai, Ezio Lanteri, Lena Mjerskaug, Patricia Merryweather-Arge, Patrick Chisanga, and Yoshio Sato.

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 analyses. Those items, along with others initiated during this meeting, constituted the agenda of the meeting as reflected in the remainder of these minutes.

135. Approval of the January 2021 Meeting Minutes

Statement: The general secretary distributed the January 2021 Board meeting minutes to each director.

DECISION: The Board approves the January 2021 Board meeting minutes as distributed.

136. Ratification of Decision Made by the President

Statement: As authorized by the Board, the RI president takes decisions on the Board's behalf between Board meetings for those matters requiring immediate attention.

DECISION: The Board ratifies the decisions shown in Appendix A made on behalf of the Board by President Knaack during the period 9 January through 26 March 2021.

137. Ratification of Decisions Made by the General Secretary

Statement: As authorized by the Board, the general secretary takes decision on the Board's behalf in the time between Board meetings for those matters requiring immediate attention.

DECISION: The Board ratifies the decisions shown in Appendix B made by the general secretary on behalf of the Board during the period 1 January through 26 March 2021.

138. General Secretary's Report

Statement: The general secretary reported on Secretariat work since the Board's March 2021 meeting and progress made on Secretariat initiatives during 2020–21.

DECISION: The Board receives the general secretary's report on the activities at the Secretariat since the March 2021 Board meeting.

* * * * *

139. Treasurer's Report

Statement: Rotary Code of Policies section 29.040.2. requires the treasurer to report to the Board on the status of RI finances at least once a quarter.

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

140. Petition to the Board

Statement: The general secretary received one petition since the Board's 19 March meeting. District 3510 (Taiwan) requested the Board to reconsider its decision to remove from the Rotary Code of Policies a statement specifying the nomenclature for clubs in Taiwan.

DECISION: The Board, the Executive Committee acting on its behalf, requests the general secretary to follow-through on the petition received at this meeting in accordance with discussion at this meeting.

141. Executive Committee Report

Statement: In decision 65, November 2020, the Board, in considering Rotary's ongoing response to the COVID-19 pandemic, requested its Executive Committee to develop proposals regarding the number of in-person committee meetings to be held annually and a possible expansion of authority delegated by the Board to the Executive Committee. The committee met virtually in February and April 2021 to review these requests and to discuss certain policies regarding district youth exchange officers.

DECISION: The Board

1. recommends that future RI presidents consider authorizing committees to meet virtually rather than in-person when possible;
2. notes that the Executive Committee has reviewed its terms of reference and recommends no changes at this time;
3. requests the Operations Review Committee, in consultation with the general secretary, to review the current appointment and succession planning policies for district youth exchange officers, and for this purpose, to consult widely with district youth exchange officers, for report to the Board at its October 2021 meeting.

DECISIONS 142–148 Operations Review Committee Report Virtual meeting 16–18 March 2021

142. Advisers to the Board

Statement: In decision 40, October 2019, the Board agreed to establish a three-year pilot that would add up to three advisers to the Board to offer differing perspectives on Rotary topics and further requested the Operations Review Committee, with the aid of an outside consultant, to define the governance objectives for this pilot, establish a framework for selecting adviser groups, develop adviser job descriptions, and to establish pilot evaluation criteria. The Operations Review Committee reported that in consultation with its outside consultant, research into this topic showed that advisers serving at the committee level could better accomplish the Board's goals of receiving a more diverse perspective on the issues facing Rotary today. The Board also considered the value of continuing Rotaract representation at RI Board meetings.

DECISION: The Board

1. agrees to establish a three-year pilot project, beginning 1 July 2021, to engage and cultivate young leaders and help inform the Board of the thoughts and perceptions of younger members;
2. requests the president-elect to appoint an adviser to up to three select committees each year as a non-voting member;
3. when selecting advisers, encourages the president-elect to consider diversity, equity, and inclusion and give special consideration to younger past governors and Rotaractors;
4. agrees that these advisers should be included on all committee communications and be invited to attend all committee meetings;
5. recognizing that younger Rotarians can best make an impact at the committee level where policy recommendations are discussed and generated, rescinds paragraph 1 of its decision 170, June 2020, establishing a three-year pilot program of having up to three advisers to the Board serving at any one time;

6. requests future presidents to appoint a Rotaract representative to attend Board meetings as an observer;
7. agrees to evaluate the success of this pilot at its June 2024 meeting.

143. Changes to the Rotary Travel and Expense Policy

Statement: The Operations Review Committee considered several changes to Rotary's travel and expense policy that would clarify language throughout the policy based on user feedback, add a caveat to general policy regarding extenuating circumstances (such as brought by the COVID-19 pandemic), add a section on hotel accommodations, clarify the rules on local airfare purchase and personal travel, update the eligible/ineligible expenses section, and include a section on the new online report submission process, among other changes.

DECISION: The Board adopts the changes to the Rotary Travel and Expense Policy shown in Appendix C, filed only in the official copy of these minutes.

144. Amendments to the Operations Review Committee's Terms of Reference

Statement: The Operations Review Committee suggested amendments to its terms of reference regarding committee membership, reporting responsibilities, and other changes to better reflect how the committee operates.

DECISION: The Board, to accurately reflect the work of the Operations Review Committee, amends the Rotary Code of Policies as shown in Appendix D.

145. Compensation Advisory Committee Responsibilities

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

DECISION: The Board notes that the Operations Review Committee has reported to the Executive Committee its recommendations with respect to the reasonableness of maximum compensation that could be paid to Rotary's disqualified persons in 2021–22.

146. Amendments to the Code of Policies Concerning the RI Secretariat

Statement: The Operations Review Committee considered several proposed amendments to the Rotary Code of Policies regarding benefits affecting Secretariat staff to better reflect current business practices.

DECISION: The Board amends Rotary Code of Policies section 33.010. regarding the policies and benefits affecting Secretariat staff, as shown in Appendix E.

147. Committee Restructuring Implementation Plan

Statement: In reviewing possible improvements to Rotary's committee structure, the Board, in decision 30, September 2020, requested the Operations Review Committee to develop a three-year implementation plan that would gradually transition Rotary to a new committee structure as outlined at that meeting. The committee proposed several activities with completion target dates for each in the advancement of the transition plan.

DECISION: The Board adopts the committee restructuring implementation plan shown in Appendix F.

148. Definition of "Partner" in Rotary Code of Policies

Statement: The Operations Review Committee recommended the Board update its definition of the word "partner" in the Rotary Code of Policies to better reflect Rotary's diversity, equity, and inclusion objectives.

DECISION: The Board, noting that the current definition of "partner" in the Rotary Code of Policies is out of date, amends section 1.040., paragraph 12, as follows:

12) **Partner:** One of a couple ~~with legally married status,~~ of the same or opposite sex, with legally married or civil union status or in a mutually recognised relationship.

* * * * *

149. Election Review Committee Report

Statement: The Election Review Committee reviewed three election complaints received by the general secretary since the Board's 2–3 March meeting and made its recommendations to the Board regarding these complaints.

DECISION: The Board

1. receives the complaint of the Rotary Club of Porto Ferreira, São Paulo, Brazil, concerning the election of the 2022–23 governor of District 4540 and based on the findings and recommendation of the Election Review Committee:
 - a. finds that the allegations raised in the complaint are without merit;
 - b. notes that the complaining club violated RI Bylaws section 13.030.5. (*Completion of Election Review Procedure*) by filing a lawsuit related to the election prior to the completion of the election review process, and pursuant to its authority under that section, disqualifies Rotarian Evander Luiz Ferreira Salles from contesting any RI elective office until 1 July 2024;
 - c. dismisses the complaint and confirms the selection of Vicente Goncalves Martins Junior as the 2022–23 governor of District 4540;
2. receives the complaint of the Rotary Clubs of Mulund Hill View, Mumbai South, and Mumbai Andheri concerning the election of the 2023–24 governor of District 3141 and based on the findings and recommendation of the Election Review Committee:
 - a. finds that the complaints failed to establish convincing evidence of campaigning or canvassing by or on behalf of the elected candidate;
 - b. notes that secret recordings were submitted in support of the complaints, admonishes the Rotary Clubs of Mulund Hill View, Mumbai South, and Governor Sunnil Mehra, and requests the general secretary to advise the district that this practice is unacceptable among Rotarians;
 - c. dismisses the complaints and upholds the election of Arun Bhargava as the 2023–24 governor of District 3141;
3. receives the complaint of the Rotary Club of Damansara, Selangor, Malaysia, concerning the election of the 2023–24 governor of District 3300

and based on the findings and recommendation of the Election Review Committee:

- a. finds that the complaint fails to establish any violations of RI's election rules and procedures that would support overturning the election results;
- b. dismisses the complaint of the Rotary Club of Damansara, Selangor, Malaysia, and confirms the election of Dato' Dr. Siva Ananthan as the 2023–24 governor of District 3300.

150. Constitution and Bylaws Committee Report

Statement: The Constitution and Bylaws Committee met virtually on 26 February and 26 March 2022 to discuss the status of the 2022 Council on Legislation and to review proposals for duly submitted, amended, and defective legislation.

DECISION: The Board

1. agrees that the following files containing proposed legislation for the 2022 Council on Legislation are not defective at this time:

Items considered “regular”:

- File 034: To amend per capita dues for members under the age of 40
- File 049: To provide that a club's mid-year report and the previous year's financial report are adopted at the annual meeting
- File 051: To revise the criteria for changing district boundaries
- File 052: To amend the amount of time club boards have to provide minutes to their members
- File 053: To amend the deadline for submitting position statements
- File 057: To amend the qualifications for director and members of the director nominating committee
- File 061: To amend the qualifications for serving on the nominating committee for director
- File 062: To revise the third Avenue of Service to include care for older people
- File 069: To limit the general secretary to one re-election
- File 074: To amend the qualifications of a governor-nominee
- File 077: To amend the timeframe for making up an absence
- File 078: To amend the purposes of a Rotary club
- File 087: To clarify the process for approving excused absences

File 088: To add professional development to the second Avenue of Service and to recommended club committees
File 093: To amend the attendance report requirement to include quarterly service activity reports
File 098: To keep per capita dues at the 2022-23 rate
File 102: To require that clubs and Rotaract clubs pay per capita dues for a minimum of 10 members
File 105: To amend the reasons why the Board may suspend or terminate a club or Rotaract club
File 106: To provide for how frequently the RI Board hold in person meetings
File 108: To limit the general secretary to one re-election and no longer than eight years in the role
File 112: To amend the terms for terminating a club
File 114: To amend why resolutions may be defective
File 115: To amend the purposes of clubs
File 116: To provide that governors are notified of actions taken on adopted resolutions
File 118: To amend who may propose legislation and resolutions
File 119: To amend the time period for making up an absence
File 123: To remove exceptions for attendance
File 125: To amend the club report and dues payment dates
File 130: To amend the number of members required to charter a new club
File 132: To amend the amount of time club boards have to provide minutes to their members
File 137: To publish the Rotary International budget and annual report on the Rotary website
File 141: To add equity and inclusion to the building of a well-balanced membership
File 144: To provide for a Rotarian Code of Conduct

The following items are considered “regular as amended”:

File 021: To amend how a Council on Legislation may take place
File 039: To amend where the Board must report expenditures from the RI reserve
File 050: To change attendance reports to monthly membership reports
File 073: To revise the process for reviewing and changing zone boundaries
File 086: To amend the frequency and manner in which district conferences are held
File 091: To make the Rotary magazine subscription voluntary
File 092: To allow club committee chairs to be board members
File 096: To provide a process for clubs to accept verbal resignations
File 111: To add the ideal of service to the standard Rotary club constitution

File 113: To provide for the publication of why resolutions and urgent enactments proposed to the Council on Resolutions are defective
File 124: To provide for a notification process for clubs that do not pay mandated regional magazine subscription dues
File 138: To set an age limit for Rotaractors
File 140: To amend the fourth Avenue of service to link international districts

2. tentatively agrees that the following files containing proposed legislation for the 2022 Council on Legislation are defective at this time:

File 022: To provide that per capita dues and additional per capita dues are paid monthly
File 032: To amend why clubs may cancel regular meetings
File 056: To amend which clubs are eligible to vote at district conferences
File 066: To provide for the type of urgent enactments that may be considered by the Council on Resolutions
File 067: To provide for the publication of minutes for the Council on Legislation
File 070: To provide for the definition of Rotary and Rotarian
File 081: To include Rotaractors when reviewing zone boundaries
File 083: To amend that agreements made at a district conference or legislation meeting are binding
File 084: To provide for a district finance committee
File 085: To provide for a beneficiary membership status
File 094: To amend the subscription requirements for the Rotary magazine
File 095: To amend the provisions for satellite clubs
File 099: To amend per capita dues
File 101: To provide that women hold 30 percent of club leadership positions
File 104: To amend what is provided in the audited annual report
File 109: To set qualifications and a compensation limit for the General Secretary
File 110: To add the standard Rotaract club constitution as a constitutional document
File 126: To amend the subscription requirements
File 127: To amend the process for challenging candidates in governor elections
File 128: To add a sixth Avenue of Service to include health insurance for participants of the Rotary Youth Exchange program
File 129: To exempt older members from per capita dues
File 131: To amend the deadline for submitting enactments
File 135: To make the Rotary magazine subscription optional

- File 136: To permit Rotaract clubs to propose legislation
- File 143: To provide for an election committee rather than a balloting committee
- File 145: To provide for a delay on district boundary changes

3. agrees that legislation that is not duly proposed, defective, or not within the framework of the program of RI shall not be transmitted to the Council on Legislation.

151. Council on Legislation Board Advisory Committee Report

Statement: The Council on Legislation Board Advisory Committee met on 22 January and 30 March 2021 to review Board-proposed legislation and topics that should be discussed at Rotary Institutes, among other topics.

DECISION: The Board

1. notes that, pursuant to the Rotary Code of Policies, President Knaack submitted on the Board's behalf with consent from the chair of the Board Council on Legislation Advisory Committee:

- File 048: To increase per capita dues to the 2022 Council on Legislation

2. withdraws the following items that it had earlier proposed for consideration at the 2022 Council on Legislation:

- File 001: To extend the term of directors to three years
 - File 005: To amend who is a member of the Council
 - File 046: To revise the process for changing sections in a zone

3. amends the following items of legislation, as shown in Appendix G:

- File 002: To amend the provisions regarding standing and other committees
 - File 003: To amend the provisions regarding the Audit Committee and audited financial statements
 - File 007: To provide for removing a Rotarian's past officer status
 - File 008: To revise the qualifications for governor
 - File 010: To provide for the administration of clubs in a pilot project

4. consistent with Rotary Code of Policies, 60.050., and for the purpose of allowing voting representatives the opportunity to hear the views of Rotarians from their

area of the world, requests the 2021 Rotary Institutes conveners to schedule plenary sessions to discuss the substance of the following selected proposals for consideration at the 2022 Council on Legislation:

- a. To revise the qualifications for governor (File 008)
 - b. To provide for the administration of clubs in a pilot project (File 010)
 - c. To allow Rotaract clubs to propose legislation and resolutions, and to permit Rotaract members to serve as voting delegates (File 059)

5. requests the Board Council on Legislation Advisory Committee to draft and provide to conveners appropriate discussion points regarding legislation identified in point 4 above for use in such plenary sessions.

152. Shaping Rotary's Future Committee Report

Statement: The Shaping Rotary's Future Committee met virtually on 19 and 22 February and 8–9 March 2022 and discussed a review of the committee's goals, proposed pilot areas for a new governance structure, and next steps, among other topics.

DECISION: The Board thanks the Shaping Rotary's Future Committee for its report.

153. Joint Committee on Partnerships Report

Statement: The Joint Committee on Partnerships met virtually on 24–25 March 2021 and discussed the status of current partnerships, including a proposed renewal of Rotary's partnership with the Peace Corps, possible partnerships that would align with the new Environment area of focus, and an update on Programs of Scale, among other topics.

DECISION: The Board

1. thanks the Joint Committee on Partnerships for its report.
2. approves a three-year renewal of Rotary's service partnership with the Peace Corps.

154. Regional Leaders Qualifications

Statement: In decision 28, September 2020, the Board agreed to remove the qualification that candidates for regional leader positions be past district governors and

further requested the general secretary to review the qualifications and the recommendation process for regional leaders to expand the pool of eligible candidates and to ensure that selections are based on skills and abilities and that there are no biases or barriers to diversity. The general secretary presented the Board with revised policy changes that strengthen the subject matter expertise qualification and add the qualification for a commitment to diversity, equity, and inclusion (DEI) among eligible candidates.

DECISION: The Board

1. receives the general secretary's report on regional leaders qualifications;
2. approves in concept the recommended expertise and DEI-related qualifications for regional leaders, as shown in Appendix H, filed only in the official copy of these minutes, and requests the general secretary to provide an update at the October 2021 Board meeting.

155. District Conference President's Representatives Program Evaluation

Statement: In decision 65, November 2020, the Board requested its Programs Committee to evaluate the President's Representatives program and recommend any necessary policy changes. The general secretary presented an analysis of the program's history, current function, effectiveness, value, and costs to the organization and suggested several options for the Board's consideration.

DECISION: The Board

1. agrees to implement enhancements to the district conference president's representative program, including enhancing minimum representative requirements, increasing representative training, improving program evaluation methods, and incorporating regular program reviews, effective 1 July 2021 and requests the general secretary to provide a report at the April 2024 Board meeting;
2. requests the general secretary to amend Rotary Code of Policies section 20.030. in accordance with this decision, for report at the June 2021 Board meeting.

156. Rotaract Committee Report

Statement: The Rotaract Committee met virtually on 10–12 March 2021 and discussed the 2021 virtual Rotaract

preconvention, possible policy changes regarding multidistrict information organizations, strategies for engaging alumni, the new policy permitting Rotaract clubs to participate in Rotary grants, engagement with The Rotary Foundation, and Rotaract representation in RI committees and at the Council on Legislation, among other topics.

DECISION: The Board

1. thanks the Rotaract Committee for its report;
2. amends the Rotary Code of Policies regarding Rotaract multidistrict information organizations as shown in Appendix I;
3. strongly encourages each director and their respective zone leadership team to engage Rotaract multidistrict information organization leaders where possible and when appropriate, especially in Rotary institutes, leadership training, and in service and membership engagement activities;
4. requests the general secretary to explore strategies to better engage ROTEX alumni associations in Rotaract;
5. encourages district Rotaract chairs and district membership chairs to develop strategies that encourage current and former Rotaractors to join an existing Rotary club or help form a new Rotary club in the future.

157. Rotary Action Groups Policy Changes

Statement: The general secretary suggested several changes to the Board's policy on Rotary Action Groups that aimed to provide for Rotary Action Groups to serve as a resource to Rotaract clubs, clarify criteria for maintaining a group's "active" status, better facilitate access to district leadership, to define the relationship between Rotary Action Groups and its chapters, and to better align Rotary Action Groups with Rotary's diversity, equity, and inclusion efforts.

DECISION: The Board

1. amends Rotary Code of Policies section 42.020. regarding Rotary Action Groups as shown in Appendix J;
2. encourages the formation of Rotary Action Groups in accordance with Rotary Code of Policies Article 42.

158. Timeline for Future RI Conventions Site Selection

Statement: Due to recent Board decisions regarding future Rotary International conventions, the general secretary noted that the timeline for selecting future convention sites needs to be revised.

DECISION: The Board receives the general secretary's report regarding the selection timeline for future RI conventions.

159. Membership Committee Report

Statement: The Membership Committee met on 18 and 25 February and 8 April 2021 and discussed enhancing membership development recognition opportunities, and developing a strategy for increasing the number of women in Rotary.

DECISION: The Board

1. in accordance with Rotary Code of Policies section 43.030., agrees to adopt a new membership development recognition program called *Membership Society*;
2. agrees to introduce an initial component of the *Membership Society* for the recognition of those members with the highest number of sponsored new members, as recorded in Rotary's database;
3. requests the general secretary to develop eligibility criteria and a program evaluation plan, for report to the Board at its June 2021 meeting;
4. in support of developing a strategy for increasing the number of women in Rotary and women in leadership positions, and to understand and prioritize where opportunities might exist, requests the general secretary to:
 - a. analyze by zone and region
 - the current number of women in Rotary and Rotaract
 - the number of women who have joined Rotary and Rotaract within the last three years
 - the retention rate of these new female members;
 - b. evaluate regional variations in Rotaract and Rotary gender composition and work with regional and district leadership to implement

culturally appropriate interventions that will accelerate the inclusion of more women as participants, members, and leaders;

- c. continue to develop DEI-focused curriculum and make this content widely available to leadership, members, and other participants;
- d. ensure that Rotary's communications and media efforts reflect gender parity, by including equal coverage in Rotary media (equal coverage defined as at least 50 percent of articles and 50 percent of photos are of and about women and other underrepresented groups);
- e. update the Women in Rotary video to feature additional prominent Rotary and Rotaract female leaders;
- f. assemble a cross-functional working group, with representation from the Membership Committee, Communications Committee, and Diversity, Equity, and Inclusion Task Force to further develop a strategy to advance and accelerate efforts to increase women in Rotary, for report at the October 2021 Board meeting.

160. Districting Committee Report

Statement: The Districting Committee met virtually on 25 January 2021 to discuss the status of districts under 1,100 members, districts between 1,101 and 1,199 members, requirements for non-districted clubs, and the status of those districts about to be split.

DECISION: The Board

1. agrees to merge District 3410 (Indonesia) with an adjacent district; effective 1 July 2024, if the district does not reach 1,100 members by 1 July 2022, and requests the district to submit district growth and consolidation reports to the Districting Committee, by 1 July 2021;
2. agrees to merge District 4340 (Chile) with an adjacent district; effective 1 July 2025, if the district does not reach 1,100 members by 1 July 2023, and requests the district to submit district growth and consolidation reports to the Districting Committee, by 1 October 2021;
3. agrees to merge District 7490 (USA - New Jersey) with an adjacent district; effective 1 July 2025, if the district does not reach 1,100 members by 1 July 2023, and requests the district to submit district growth and

consolidation reports to the Districting Committee, by 1 October 2021;

4. agrees to merge District 9910 (New Zealand, New Caledonia, Norfolk Island, Vanuatu) with an adjacent district; effective 1 July 2025, if the district does not reach 1,100 members by 1 July 2023, and requests the district to submit district growth and consolidation reports to the Districting Committee, by 1 October 2021;
5. noting their membership is recently between 1,100 and 1,199 members, requests Districts 4670, 4720, 4740, 4780 (Brazil), 7910 (USA - Massachusetts), and 9830 (Australia) to submit to the Districting Committee a district growth plan by 1 October 2021 and a district growth activity report by 15 December 2021.

161. Regional Leader Teams

Statement: Vice President Solari proposed a different regional teams structure in Regions 33 and 34 to more effectively serve the region's members, clubs, and districts and suggested the Board approve a pilot to test the concept.

DECISION: The Board

1. agrees to conduct a five-year zone pilot project to replace the regional leader teams that support Zones 26 and 27 (Regions 33 and 34) with a regional resource model, as outlined in Appendix K, filed only with the official copy of these minutes, starting on 1 July 2022;
2. requests the general secretary to work with the director of these zones during 2021–22 to discuss details of the pilot (budget, training, communications, pilot goals, and measures of success, etc.) and determine what will be provided from the zones and what resources from RI would be necessary to run the zone pilot;
3. requests the TRF Trustees to agree to conduct this same zone pilot as noted in point 1 above, to replace the regional leader roles of RRFC, E/MGA, and EPNC with a new regional resource model, at its next meeting.

162. Leadership Positions

Statement: In decision 28, September 2020, the Board

took several decisions to promote diversity in Rotary leadership positions and further requested the general secretary to annually publish a report on diversity in Rotary leadership positions starting 1 July 2021. The general secretary noted that the Secretariat's data and analysis for compiling the annual membership report in October would be important information to consider when creating a report on diversity and, therefore, suggested that the Board's requested report on diversity in leadership positions be moved to October to be in alignment with the membership report.

DECISION: The Board amends its decision 28, September 2020 regarding the publishing of a report on "diversity in Rotary leadership positions," to change the month the report is annually published to October.

163. Communications Committee Report

Statement: The Communications Committee met virtually on 10–11 March 2021 and discussed an update on the People of Action campaign, messaging for the new Programs of Scale, the status of the brand fidelity initiative, Rotary magazine subscriptions, and Rotary's diversity, equity, and inclusion efforts, among other topics.

DECISION: The Board

1. thanks the Communications Committee for its report;
2. extends the deadline for Rotary Fellowships to be in compliance with RI visual brand guidelines from 30 December 2020 to 31 December 2021;
3. extends the deadline for Rotaract, Interact, and Rotary clubs to be in compliance with RI visual brand guidelines from 30 June 2022 to 30 June 2023.

164. Finance Committee Report

Statement: The Finance Committee met virtually on 11 March and 7 April 2021 and discussed year-to-date financials, the January 2021 club invoicing numbers, updates on the five-year financial forecast, investments, and risk management, the Secretariat's move to Oracle as its budgeting and general ledger accounting software, an overview of Rotary's expense trends, fiscal year projected budget actuals, and the 2022 RI budget, among other topics.

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

165. Audit Committee Report

Statement: The Audit Committee met virtually on 24–25 March 2021 to discuss a summary of management action items, Rotary internal control systems, the annual audit committee charter and auditing services charter renewals, and the status of current audits, among other topics.

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

2020–21 Budget Review

- Board-approved budget, 2020–21 (in US dollars)

Revenues:	123,483,000
Expenses:	120,694,000
Increase in net assets:	3,466,000
Funding from RI reserve:	913,000
Convention reserves:	1,000,000

Surplus Approved Funding
Over Expenses: US\$4,702,000

- Decisions taken at this meeting impacting current year:

<u>Revenue:</u>	<u>2020–21</u>
n/a	-

<u>Expenses:</u>	<u>2020–21</u>
n/a	-

- Decisions taken at this meeting impacting future years:

<u>Expenses:</u>	<u>2021–22</u>	<u>2022–23</u>	<u>2023–24</u>
Dec. 142. Ops.			
Review Comm.			
Rpt. Advisers to Board:	23,000	-	-

Adjournment

The foregoing is a true record of the proceedings at the April 2021 Rotary International Board of Directors meeting.

Holger Knaack
President

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary, RI

APPENDIX A

RATIFICATION OF DECISIONS MADE BY THE PRESIDENT (Decision 136)

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>District</u>
Jean-Pierre Chassagnolle	1780
Hans-Eckhard Langer	1870
Herbert Pfeiffer	1910
Hiromi Yoshioka	2670

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>District</u>
Keith Brownlie	1240

APPENDIX B

RATIFICATION OF DECISIONS MADE BY THE GENERAL SECRETARY (Decision 137)

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 1 January through 26 March 2021.

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

Bali Tabanan, Indonesia
Chittagong Crown, Bangladesh
E-Club of Lahore Rahbar, Punjab, Pakistan
Faisalabad Junoobi, Pakistan
Lahore Global, Punjab, Pakistan
Lahore Phoenix, Punjab, Pakistan
Murree Sunny Bank, Pakistan
Papua Sorong, Indonesia
Surabaya Gubeng, Indonesia

Zone 4

Ahmedabad Divyam, Gujarat, India
Ahmedabad Sarvam, Gujarat, India
Amritsar Eco, Punjab, India
Amritsar Elite, Punjab, India
Badlapur City, Maharashtra, India
Barmer, Rajasthan, India
Bhinmal, Rajasthan, India
Dahanu Sea Coast, Maharashtra, India
Delhi Velvet, Delhi, India
Delhi Young Visionaries, Delhi, India
Dera Bassi Town, Punjab, India
Dombivli Winners, Maharashtra, India
Dungarpur Hill City, Rajasthan, India
Ganaur Royal, Haryana, India
Jaipur Greater, Rajasthan, India
Mahisagar Madhwas, Gujarat, India
Mumbai IVY, Maharashtra, India
Mumbai North Star, Maharashtra, India
Mumbai Sobo, Maharashtra, India
Mumbai South Star, Maharashtra, India
Mundra Corporate, Gujarat, India
Nathdwara, Rajasthan, India
Palwal KCM, Haryana, India

Zone 4 (cont.)

Partapur, Rajasthan, India
Patan Heritage, Gujarat, India
Phagi, Rajasthan, India
Rajkot Prime, Gujarat, India
Ratlam Platinum, Madhya Pradesh, India
Sanchoe Heights, Rajasthan, India
Sanchoe, Rajasthan, India
Sonepat Ardent, Haryana, India
Sunam Star, Punjab, India
Surat Metro, Gujarat, India
Surat Tapi, Gujarat, India
Thane Connoisseurs, Maharashtra, India
Thasra, Gujarat, India
Tohana Town, Haryana, India
Tonk Banas, Rajasthan, India
Udaipur Surya, Rajasthan, India
Upper Kandivali, Maharashtra, India

Zone 5

Aranthai Friends, Tamil Nadu, India
Coimbatore Sular, Tamil Nadu, India
Courtallam Royals, Tamil Nadu, India
Creative Puliur, Tamil Nadu, India
E-club Nagercoil Planetarium, Tamil Nadu, India
Malli, Tamil Nadu, India
Mannargudi Villages, Tamil Nadu, India
Mettur Dam City, Tamil Nadu, India
Nagapattinam Sanghamam, Tamil Nadu, India
Nagercoil Evergreen, Tamil Nadu, India
Nagercoil Legends, Tamil Nadu, India
Nagercoil Udhayam, Tamil Nadu, India
Palakkad ACE, Kerala, India
Pondicherry Agaram, Puducherry, India
Poondurai Yermunai, Tamil Nadu, India
Seaside Tiruchendur, Tamil Nadu, India
Sengottai Galaxy, Tamil Nadu, India
Sivakasi Nila, Tamil Nadu, India
Sivakasi Supreme, Tamil Nadu, India
Thanjavur East, Tamil Nadu, India
Thoothukudi Titans, Tamil Nadu, India
Tuticorin Trailblazers, Tamil Nadu, India
Uva Hills, Sri Lanka
Veeranam Lake City, Tamil Nadu, India
Vellore Palar City, Tamil Nadu, India
Virudhunagar Idhayam, Tamil Nadu, India

Zone 6

Aabahamaan Kolkata, West Bengal, India
Aarohee Calcutta, West Bengal, India
Basudevpur, Odisha, India
Bhubaneswar Amity, Odisha, India
Bhubaneswar Central, Odisha, India

Zone 6 (cont.)

Brahmapur Innovative, Odisha, India
Calcutta Newbies, West Bengal, India
Gangtok Smart City, Sikkim, India
Gorakhpur Elite, Uttar Pradesh, India
Hardoi Gold, Uttar Pradesh, India
Kolkata Digiworld, West Bengal, India
Kolkata Galaxy, West Bengal, India
Kolkata Hiland Park, West Bengal, India
Kolkata Trailblazers, West Bengal, India
Moradabad South, Uttar Pradesh, India
Nasik Janasthan, Maharashtra, India
Patan East, Nepal
Patna Capital, Bihar, India
Sampurna Nagar, Uttar Pradesh, India
Shurkhet, Nepal
Silchar Central, Assam, India
Siliguri Uttorayon Believers, West Bengal, India
Tathagat Biharsharif, Bihar, India
Unakoti, Tripura, India

Zone 7

Abhyuday Hyderabad, Telangana, India
Bengaluru Abbigere, Karnataka, India
Bengaluru Tavarekere, Karnataka, India
Dharwad Heritage, Karnataka, India
E-Club Bengaluru Benevolents, Karnataka, India
E-Club of Bengaluru Sakhi, Karnataka, India
Hyderabad Global Diamonds, Telangana, India
Hyderabad Hitech, Telangana, India
Lake District Moinabad, Telangana, India
Madhavaram, Andhra Pradesh, India
Madhurawada, Andhra Pradesh, India
Mango City Devgad, Maharashtra, India
Nellore Shakthi, Andhra Pradesh, India
Nirmal Rubies, Telangana, India
Siddakatte Phalguni, Karnataka, India
Sindhudurg Central, Maharashtra, India

Zone 8

Evans Head, New South Wales, Australia
Eynesbury, Victoria, Australia

Zone 9

Hsinchu Archery, Taiwan
Kaohsiung Think Tank, Taiwan
Pa-Te Yaoder, Taoyuan City, Taiwan
Taipei Don Tao, Taiwan
Taipei Full Win, Taiwan
Taipei Golden Springs, Taiwan
Taipei Leadership Village, Taiwan
Taipei Long Distance Runner, Taiwan
Taipei Success, Taipei, Taiwan
Taipei Taimei, Taiwan
Taoyuan Pholing, Taiwan
Zhongli Liu He, Taiwan

Zone 10

Bauan Square, Bauan, Batangas, Philippines
Bolinao, Pangasinan, Philippines
Calaca, Batangas, Philippines
Greater Legazpi, Albay, Philippines
Malolos Congreso, Bulacan, Philippines
Naga Heights, Naga City, Philippines

Zone 11

Sangju Sambaek, Gyeongsangbug, Korea, Republic of
Seoul Magok, Seoul, Korea, Republic of
Seoul VCF, Seoul, Korea, Republic of

Zone 12

Busan Shinyeomyeong, Busan, Korea, Republic of
Busan Songha, Busan, Korea, Republic of
Daegu Daesung, Daegu, Korea, Republic of
Daegu Gold, Daegu, Korea, Republic of
Deajeon Donghaeng, Daejeon, Korea, Republic of
Gwangyang-Huimang, Jeonranam, Korea, Republic of
Jeonju Smile, Jeonrabug, Korea, Republic of
Ulsan Royal, Ulsan, Korea, Republic of
Yangsang Mulgeum, Gyeongsangnam, Korea, Republic of
Yeosu Baekya, Jeonranam, Korea, Republic of

Zone 13

Aalter Nobelstede, Belgium
Bergues, Nord, France
Bruz Ciccé, Ille-et-Vilaine, France
Châtelaillon-Plage, Charente-Maritime, France
Marly Frescaty, Moselle, France

Zone 14

International Passport District 2072, Italy

Zone 15

Düsseldorf-International, Germany
Hamburg-Harvestehude, Germany
Passport D1900, Germany

Zone 16

Moritzburg, Germany
Zurich Plus, Switzerland

Zone 17

Sochi Center by Valentina Bogdanova, Russia

Zone 18

Kaunas Intencijos, Lithuania

Zone 20

Alkmaar Young Ambition, Netherlands
Berkel-Enschot, Netherlands
Cádiz Costa de la Luz, Spain
East Mallorca International, Spain

Zone 21

Amasya Yeşilirmak, Turkey
Internet and Innovation London Peace Envoys, London, England
Istanbul Anatolia International, Turkey
Istanbul Breath to Women, Turkey
Istanbul Ecology, Turkey
Kastav, Croatia
Kyiv International Business, Ukraine
London Rotary Passport, England
Odessa Sea Energy, Ukraine
Voice to Education, Istanbul, Turkey
Zagreb Gornji Grad, Croatia

Zone 22

Aba Hilltop, Abia State, Nigeria
Accra - SpeakMasters, Ghana
Accra Airport-East, Ghana
Accra-Morning Tide, Ghana
Accra-Roman Ridge, Ghana
Agbarha-Otor, Delta State, Nigeria
Agbor Marshals, Delta State, Nigeria
Asaba Medical City, Delta State, Nigeria
Athi River, Kenya
Brass Island, Bayelsa State, Nigeria
Bujumbura Intore, Burundi
Butabika Royals, Uganda
Cairo Elite, Egypt
Cotonou Sikê Colombe, Benin
E-club of Ntinda, Uganda
E-club of Zambezi D9210, Zambia
Edjeba, Delta State, Nigeria
Effurun City Centre, Delta State, Nigeria
El Suez, Egypt
El Tagammo Royal, Egypt
Hurghada Elite, Egypt
Ibusa Sunshine, Delta State, Nigeria
Igbariam Gateway, Anambra State, Nigeria
Ijoko, Ogun State, Nigeria
Ikeja-Alausa Central, Lagos State, Nigeria
Ilorin Prestige, Kwara State, Nigeria
Ipaja New Dawn, Lagos State, Nigeria
Irrua Frontline, Edo State, Nigeria
Isiolo, Kenya
Issele-Azagba Uptown, Delta State, Nigeria
Jinja City, Uganda
Kampala Morning Stars, Uganda
Kwale New Dawn, Delta State, Nigeria
Lekki Central, Lagos State, Nigeria
Maasai Mara-Narok, Kenya
Magboro New-Town, Ogun State, Nigeria
Mt. Kilimanjaro, Tanzania
N'Djamena Elite, Chad
Niamey-Fleuve, Niger
Nsugbe, Anambra State, Nigeria
Okpanam Hilltop, Delta State, Nigeria
Port Harcourt Eco, Rivers State, Nigeria
Port Harcourt Medical Towers, Rivers State, Nigeria

Zone 22 (cont.)

Port Harcourt Skywaves, Rivers State, Nigeria
Sagamu Metropolitan, Ogun State, Nigeria
Sonde, Uganda
Takoradi-Anaji, Ghana
Umunze Urban, Anambra State, Nigeria
Uyo Municipal, Akwa Ibom State, Nigeria
Uyo Urban, Akwa Ibom State, Nigeria

Zone 23

Arequipa Los Andes, Arequipa, Peru
Campo Belo do Sul, Santa Catarina, Brazil
Capiatá, Departamento Central, Paraguay
Celso Ramos, Santa Catarina, Brazil
Cordillera de los Andes, Santiago, Chile
E-club 4710 Class, Paraná, Brazil
Esmeralda-Iquique, Tarapacá, Chile
Ipiranga do Norte, Mato Grosso, Brazil
Linares del Maule, Linares, Chile
Moneda, Santiago, Chile
Nueva Generación San Luis, San Luis, Argentina
Tena, Napo, Ecuador

Zone 24

Alagoinhas, Bahia, Brazil
Colniza, Mato Grosso, Brazil
E-club de Cotia-Granja Vianna-Inspiração, São Paulo, Brazil
Piracicaba-Conecta, São Paulo, Brazil
São José dos Campos-Jardim das Colinas, São Paulo, Brazil
Três Lagoas-Costa Leste, Mato Grosso do Sul, Brazil
Vicente Pires, Distrito Federal, Brazil

Zone 25

Austin North Metro Passport, Texas, USA
Eclub Republica Dominicana, Republica Dominicana
Lago de Yojoa, Honduras
Nuevas Generaciones Mexico, Mexico City, Mexico
Santa María La Ribera, Mexico City, Mexico

Zone 26

West Covina Tutorial Cause Based, California, USA

Zone 28

Saugeen Shores, Ontario, Canada

Zone 29

Chicago Citywide Service, Illinois, USA
Community Action Against Human Trafficking, Kansas, USA

Zone 30

Smith Lake, Alabama, USA

Zone 31

East St. Louis, Illinois, USA
Southeast Missouri Service, Missouri, USA

Zone 32

Hudson Valley, New York, USA

Zone 33

The Friendship Knot, North Carolina, USA

Zone 34

Central Tortola, British Virgin Islands

South Ocean, New Providence, The Bahamas

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 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' constitutions whereby the names of the clubs are changed as follows:

<u>From</u>	<u>To</u>
Aguascalientes Industrial, Aguascalientes, Mexico	Industrial de Aguascalientes, Aguascalientes, Mexico
Alcalá de Henares-Cisneros, Spain	Las Rozas de Madrid, Spain
Berrima District, New South Wales, Australia	Berrima District Online, New South Wales, Australia
Bhiwadi Khushkhera, Rajasthan, India	Bhiwadi Tapukara, Rajasthan, India
Charleroi-Est, Belgium	Charleroi Sud-Est, Belgium
Chicago World Nations, Illinois, USA	Chicago Six Corners, Illinois, USA
Compostela Valley	Davao de Oro, Davao de Oro Province, Philippines
Drysdale, Victoria, Australia	Bellarine North, Victoria, Australia
Dural, New South Wales, Australia	Dural and Glenorie, New South Wales, Australia
E-Club of District 5000, Hawaii, USA	WE District 5000, Hawaii, USA
Eindhoven-Veldhoven, Netherlands	Veldhoven, Netherlands
Eyjafjörður, Iceland	Húnavetninga, Iceland
Fairview-Mt. Vernon, New York, United States	Westchester, New York, United States
Feltham, Greater London, England	Central Sussex, Greater London, England
Frýdek-Místek, Czech Republic	Frýdek-Místek a Kopřivnice, Czech Republic
Hardin County Sunset, Kentucky, USA	End Human Trafficking of D6710, Kentucky, USA
Hyderabad Hitech, Telangana, India	Hyderabad Pride, Telangana, India
Lima Sur, Lima, Peru	Perú Ecology, Lima, Peru

From

Malate-Ermita Kophil, Manila, Philippines
 Mt. Juliet, Tennessee, USA
 Napoli Angioino "Raffaele Pallotta d'Acquapendente", Italy
 New Brunswick, N. Brunswick, Highland Park & Milltown, New Jersey, USA
 Placida, Florida, USA
 San Juan Island (Friday Harbor), Washington, USA
 St Helens, Tasmania, Australia
 Stenstorp-Skultorp, Sweden
 Stockholm-Älvsjö, Sweden
 Sugarmill Woods/Citrus County, Florida, USA
 Upplands Väsby, Sweden
 Whatcom County North, Washington, USA
 Williamtown, New South Wales, Australia
 Yecheon-East, Gyeongsangbug, Korea, Republic of

To

Manila Kophil, Manila, Philippines
 Mt. Juliet Breakfast, Tennessee, USA
 Napoli Angioino, Italy
 Greater New Brunswick, New Jersey, USA
 Rotonda, Florida, USA
 The San Juan Islands, Washington, USA
 Break O'Day, Tasmania, Australia
 Skövde Gustaf Dalén, Sweden
 Stockholm-Sydväst, Sweden
 Downtown Inverness - Citrus County, Florida, USA
 Väsby, Sweden
 Ferndale, Washington, USA
 Medowie - Williamtown, New South Wales, Australia
 Yecheon-Central, Gyeongsangbug, Korea, Republic of

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 following Rotary club constitutions, thereby revising their localities:

Bhiwadi Tapukara, Rajasthan, India
 Charleroi Sud-Est, Belgium
 Downtown Inverness - Citrus County, Florida, USA
 Greater New Brunswick, New Jersey, United States
 Húnavetninga, Iceland
 Koshigaya Naka, Saitama, Japan
 Las Rozas de Madrid, Spain
 Medowie - Williamtown, New South Wales, Australia
 Skövde Gustaf Dalén, Sweden

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:

Lismore Networking, New South Wales, Australia
Pennant Hills - Cherrybrook, New South Wales, Australia

5. 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>
Bucheon East, Gyeonggi, Korea, Republic of	Bucheon East, Gyeonggi, Korea, Republic of	30 August 1983
Bucheon Wonmi, Gyeonggi, Korea, Republic of		
Jakobstad-Pietarsaari, Finland	Jakobstads-Pedersöre, Finland	28 February 1945
Pedersöre, Finland		
Quad Cities/Eveleth, Gilbert, Mountain Iron & Virginia, Minnesota, USA	Iron Range Virginia, Minnesota, USA	1 November 1919
Virginia, Minnesota, USA		
Santa Rosa West, California, USA	Santa Rosa East/West, California, USA	11 April 1965
Santa Rosa East, California, USA		
Torino Sud-Est, Italy	Torino Cavour e Sud Est, Italy	9 June 1979
Torino Cavour, Italy		

6. 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 upon 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>
1020	Polmont, Central, Scotland
1080	North Walsham, Norfolk, England
1145	Dorking Deepdene, Surrey, England
1180	Mawddach, Gwynedd, Wales
1470	Ballerup Sct. Jakob, Denmark
1470	Frederiksborg, Denmark
2150	Charleroi-Sud, Belgium
2390	Lund City, Sweden
3100	Khurja Stars, Uttar Pradesh, India
3141	Mumbai Champions, Maharashtra, India
3620	Dangjin-Rose, Chungcheongnam, Korea, Republic of
4185	Achtli Tlaxcala, Mexico
4370	Orinoco, Bolivar, Venezuela
4640	Céu Azul, Paraná, Brazil
4851	Tunuyán Manantiales, Mendoza, Argentina
4945	Arroyo Leyes de la Costa, S.F., Argentina
5710	Johnson County-Sunset, Kansas, USA
6380	Wallaceburg, Ontario, Canada
6560	Flora, Indiana, USA
6760	Halls-Gates, Tennessee, USA
7750	Twin City of Batesburg-Leesville, South Carolina, USA
9370	Mooi River Midlands, South Africa
9570	Moura, Queensland, Australia

7. 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 a club 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>
2360	Bengtsfors, Sweden
3181	Vamanjoor, Karnataka, India
3181	Lhasa Bylakuppe, Karnataka, India
3232	Chennai Econext, Tamil Nadu, India
3690	Gimpo Seobu, Gyeonggi, Korea, Republic of
3690	Incheon-Dongbu, Incheon, Korea, Republic of
4130	Tampico Industriales, Tamaulipas, Mexico
4130	Nuevo Laredo 90, Tamaulipas, Mexico
4240	Torogoz-Santa Elena, El Salvador

<u>District</u>	<u>Club Name</u>
4563	Iguape, São Paulo, Brazil
4563	São Paulo-Sapopemba-Vila Industrial, São Paulo, Brazil
4751	Niterói-Araribóia, Rio de Janeiro, Brazil
4905	Hudson, Buenos Aires, Argentina
5360	Ponoka, Alberta, Canada
5650	Friend, Nebraska, USA
5790	E-Club District 5790 International Exchange, Texas, USA
7360	Hegins-Valley View, Pennsylvania, USA
7620	Federal City (Washington, DC), DC, USA

8. 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 Rotary clubs:

<u>District</u>	<u>Club Name</u>
2232	Mirgorod, Ukraine
2241	Ploiesti 2000, Romania
3310	Kota Kinabalu Central, Sabah, Malaysia
7730	Morehead City Navigators, North Carolina, USA

9. Termination of Membership in RI - Lack of Members

Statement: Under the terms of the delegation of authority by the Board, the general secretary may terminate the charters of clubs where the membership falls below six members.

DECISION: The Board, the general secretary acting on its behalf, in accordance with RI Bylaws section 3.020.4., terminates the membership in RI of the following Rotary clubs:

<u>District</u>	<u>Club Name</u>
2150	Waterloo International, Belgium
3272	Jhang North, Punjab, Pakistan
3272	Lahore Stars, Punjab, Pakistan

10. Recognition of New Rotary Fellowships

Statement: Under the terms of the delegation of authority by the Board, the general secretary is authorized to recognize Rotary Fellowships, in consultation with the Networking and Service Groups Committee.

DECISION: The Board, the general secretary acting on its behalf, recognizes the following new Rotary Fellowships:

International Rotary Fellowship of Hunters
 Rotary Fellowship of Badminton
 Rotary Fellowship of Graphic Designers
 Rotary Fellowship of Palmwine
 Rotary Fellowship of Wildlifers for Conservation

11. Request to Form a Rotaract Multidistrict Information Organization

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives requested the Board's approval to form/terminate a Rotaract Multidistrict Information Organization.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, recognizes the Rotaract Great Britain and Ireland Multidistrict Information Organization Representing Districts 1010, 1020, 1030, 1060, 1070, 1080, 1090, 1110, 1120, 1130, 1150, 1160, 1180, 1190, 1210, 1220, 1230, 1260, 1285, subject to the activities being organized and conducted in accordance with RI policy.

12. Request to Join Rotaract Multidistrict Information Organization—Districts 4391, 4680, and 4720

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives of Districts 4391, 4680, and 4720 requested the Board's approval to participate in Rotaract activities on a multidistrict level.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, authorizes the governor and Rotaract clubs in Districts 4391, 4680, and 4720 to participate in OMIR - Organizacao Multidistrital de Informacao de Rotaract Representing Districts 4391, 4420, 4440, 4470, 4480, 4490, 4500, 4510, 4521, 4530, 4540, 4560, 4563, 4590, 4621, 4630, 4640, 4652, 4660, 4670, 4680, 4700, 4710, 4720, 4730, 4740, 4751, 4760, 4770, 4780 subject to the activities being organized and conducted in accordance with RI policy.

13. Request to Join Rotaract Multidistrict Information Organization—District 2580

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives of District 2580 requested the Board's approval to participate in Rotaract activities on a multidistrict level.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, authorizes the governor and Rotaract clubs in District 2580 participate in Asia Pacific Multidistrict Information Organization Representing Districts 2580, 3330, 3340, 3350, 3360, 3420, 3450, 3510, 3640, 3650, 3690, 3721, 3780, 3790, 3810, 3820, 3850, subject to the activities being organized and conducted in accordance with RI policy.

14. Request to Join Rotaract Multidistrict Information Organization—District 7790

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives of District 7790 requested the Board's approval to participate in Rotaract activities on a multidistrict level.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, authorizes the governor and Rotaract clubs in District 7790 participate in Rotaract Canada Multidistrict Information Organization Representing Districts 5020, 5040, 5050, 5360, 5370, 7010, 7040, 7070, 7090, 7790, 7810, subject to the activities being organized and conducted in accordance with RI policy.

15. Request to Join Rotaract Multidistrict Information Organization—Districts 3000

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives of District 3000 requested the Board's approval to participate in Rotaract activities on a multidistrict level.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, authorizes the governor and Rotaract clubs in Districts 30000 participate in South East Asia Rotaract Information Center Multidistrict Information Organization Representing Districts 2981, 2982, 3000, 3011, 3020,

3030, 3040, 3051, 3053, 3054, 3060, 3070, 3080, 3090, 3110, 3120, 3131, 3132, 3141, 3142, 3160, 3170, 3181, 3182, 3190, 3202, 3203, 3204, 3211, 3232, 3250, 3261, 3262, 3271, 3272, 3281, 3282, 3291, 3292, 9550, subject to the activities being organized and conducted in accordance with RI policy.

16. Request to Join Rotaract Multidistrict Information Organization—District 3054

Statement: In accordance with the policy established by the Board with respect to multidistrict activities, the governors and Rotaract representatives of District 3054 requested the Board's approval to participate in Rotaract activities on a multidistrict level.

DECISION: The Board, the general secretary acting on its behalf, in accordance with established policy concerning multidistrict activities, authorizes the governor and Rotaract clubs in Districts 3054 participate in Rotaract South Asia Multidistrict Information Organization Representing Districts 2981, 2982, 3000, 3011, 3012, 3020, 3030, 3053, 3054, 3060, 3070, 3080, 3090, 3100, 3110, 3120, 3131, 3132, 3141, 3142, 3150, 3160, 3170, 3181, 3182, 3190, 3201, 3202, 3203, 3204, 3211, 3212, 3220, 3232, 3240, 3250, 3261, 3262, 3271, 3272, 3281, 3282, 3291, 3292, subject to the activities being organized and conducted in accordance with RI policy.

APPENDIX D

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING THE OPERATIONS REVIEW COMMITTEE TERMS OF REFERENCE

(Decision 144)

31.060.4. Terms of Reference for the Executive Committee

The Board, in accordance with the RI Bylaws, has prescribed the following terms of reference under which the Executive Committee shall function:

[text deleted]

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

1. Approve of any decision made by the general secretary relative to the hiring or termination of the individual holding the position of general counsel.
2. In consultation with the Audit Committee, approve of any decision made by the general secretary relative to the hiring or termination of the individual holding the position of internal audit manager.
3. Approve of any decision made by the general secretary relative to the hiring of an individual to hold the position of assistant or associate or deputy general secretary and any general manager, provided that the general secretary shall also consult the chair of the Foundation Trustees if such action applies to any general manager assigned to work full time for The Rotary Foundation of RI.
4. Review ~~annually~~ and approve triennially Rotary's employee compensation strategy as recommended by the Operations Review Committee.
5. ~~Approve, on the recommendation of the general secretary, the compensation to be paid to all general managers.~~
- 6.5. To assure compliance with United States income tax statutes, in a manner consistent with United States Treasury Regulation Section 53.4958-6, or any successor regulations that may be in effect from time to time, review annually maximum

compensation that could be paid to "disqualified persons" of RI so as to establish a presumption that determine whether such compensation is considered "reasonable" by the Internal Revenue Service, under the circumstances. Disqualified persons include any person, with respect to any transaction, who is in a position to exercise substantial influence over the affairs of the organization within five years prior to the date of the transaction. Disqualified persons include president, president-elect, general secretary, deputy general secretary, all general managers, and chief investment officer.

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

7. ~~Review and approve the level of proposed cost of living adjustments, compensation, and benefit improvements for the employees of the Secretariat~~



31.075. Operations Review Committee

The terms of reference for the Operations Review Committee shall be as follows:

Reporting Responsibilities

The Operations Review Committee reports to the Board of Directors. Following each meeting of the committee, the chair of the committee (or a member of the committee designated by the chair) shall report in person to the Board of Directors at the Board's next available meeting. A written report summarizing the committee's deliberations and stating the committee's recommendations taken at each meeting regarding operational matters shall be provided to ~~each member of the Board of Directors and the general secretary within sixty days following the conclusion of such meeting~~ the Board of Directors at its next meeting. ~~If applicable, any of the committee's deliberations and recommendations taken at each meeting regarding confidential personnel or operational matters shall be presented orally to the Board at the Board's next available meeting, with the general secretary present.~~

The Operations Review Committee maintains lines of communication with the president, president-elect, general secretary and senior management.

Qualifications for Committee Membership

The board shall appoint an operations review committee with six members, for single terms up to six years, with one member appointed each year as appropriate to maintain six members.

Each member of the committee shall be experienced in either management, leadership development, or financial management.

No member of the committee shall be a past president or a current member of the Board of Directors or The Rotary Foundation Trustees. Furthermore, no member of the committee shall be:

- a) a member of the Audit or Finance Committee of Rotary International
- b) a member of the Finance Committee of The Rotary Foundation
- c) nominated as a general officer of RI
- d) appointed to serve as a TRF Trustee

The term of any member of the committee shall cease immediately upon meeting any of the criteria listed in a) through d) above.

Notwithstanding the foregoing, a member of the committee may serve as a president's representative to a district conference, serve as a Council representative, serve on an RI committee, other than the Audit and Finance Committees, serve on a TRF committee other than the Finance Committee, and serve in or on any club-, district-, or zone-level position or committee.

Responsibilities

I. Effectiveness and Efficiency of Operations

- Monitors the effectiveness and efficiency of operations, including management structure, work practices and productivity measures.
- Monitors the effectiveness, efficiency and implementation of all internal systems.
- Performs other oversight functions as requested by the Board, including those related to RI's responsibilities as the corporate member of The Rotary Foundation.
- Serves as an advisory group to the Executive Committee with respect to compensation matters.

- As needed, reviews compliance with applicable laws and regulations and the status and findings of any examinations by regulatory agencies.

II. Compliance with Applicable Laws and Regulations

- Monitors compliance with the code of conduct and conflict-of-interest policy of the organization and the Board of Directors.
- ~~Reviews the status or findings of any examinations by regulatory agencies.~~
- ~~Monitors the expected effects of new tax laws and other regulations on the organization.~~

Continuing Effect

These terms of reference shall remain in effect unless amended with specific reference to the decision adopting these terms of reference ~~in May 2000~~.

Meeting Dates

The Committee should set its meeting dates at least 90 days in advance of the meeting so as to ensure the availability of the general secretary.



31.075.1. ~~Timeline and Process for the Operations Review Committee as~~ Compensation Advisory Committee to the Executive Committee of the Board

The timeline and process for the Operations Review Committee in its role as an advisory compensation committee to the Executive Committee of the Board is as follows:

Meeting One (August/September):

- Review and approve sources of compensation comparability data to be used for the disqualified persons analysis conducted at Meeting Two.
- Review and approve the sources of compensation used for the annual salary budget increase projections; the average percentage increase projection shall be the basis for the salary increase budget pool.
- Every third year, conduct a thorough review of Rotary's employee compensation strategy and comprehensive market survey data for employees. Compare the survey data with policy goals. Report findings and forward to the Executive Committee ~~for approval~~.
- In intervening years, confirm the existing employee compensation strategy.

Following Meeting One, the chair of the Operations Review Committee (or the chair's his or her designee)

will report the committee's recommendations with respect to compensation strategy and sources of compensation comparability data to the next meeting of the Executive Committee.

Meeting Two (March/April):

- Receive and review report on compensation comparability data for ~~the general secretary and general managers~~ disqualified persons, including the president and president-elect.
- ~~Receive and review report on compensation comparability data for the president and president-elect~~
- Review recommended market-based pay ranges based on current salary surveys recommended by the general secretary for all general managers disqualified persons prior and report to Executive Committee for approval
- Confirm reasonableness of maximum compensation that could be proposed to be paid in the coming year to Rotary's disqualified persons and document any exceptions
- Assemble a summary report of compensation paid to all staff and present to the Executive Committee

Following Meeting Two, the chair of the Operations Review Committee (or the chair's ~~his or her~~ designee) will report the committee's recommendations with respect to reasonableness of the pay ranges for disqualified persons. ~~recommended by the general secretary for the general managers and the reasonableness of compensation proposed to be paid to Rotary's disqualified persons,~~ and will present the summary report of compensation paid to all staff, to the next meeting of the Executive Committee. The committee chair or the chair's designee will also report on the reasonableness of pay ranges for disqualified persons to the Trustees Executive Committee.



40.020.1. Review of ~~Current Projects and Activities~~ Programs and Offerings

The Operations Review Committee will have primary responsibility for conducting the evaluation of programs and offerings under Rotary's Action Plan utilizing a framework developed by the general secretary for that purpose.

At any time, the general secretary, the Board, and RI committee chairs may recommend programs or offerings ~~projects or activities~~ to the Operations Review Committee for review.

~~On a biennial basis, the Operations Review Committee will generate a survey to be sent to the general secretary, the Board, and RI committee chairs to solicit recommendations for projects/activities that should be evaluated/considered because they may no longer be effective or worthwhile.~~

~~Projects and activities~~ Programs or offerings that are recommended for review will be presented to the Operations Review Committee with a brief analysis from the general secretary.

Any ~~project or activity~~ programs or offerings that the Operations Review Committee considers necessary for review will be forwarded to the Board for consideration as to whether a more thorough review of the project or activity should be done by the Operations Review Committee or another committee with subject-matter responsibility

APPENDIX E

AMENDMENTS TO THE ROTARY CODE OF POLICIES CONCERNING THE RI SECRETARIAT (Decision 146)

33.010. Secretariat Staff Policies and Benefits Affecting Secretariat Staff

33.010.1. Compensation Strategy

To assure that Rotary is able to recruit, motivate, reward, recognize, and retain highly talented employees who possess the skills necessary to carry out the work of Rotary, our compensation strategy is to compensate our employees fairly by targeting the middle of the labor market (50th percentile), whereby half of employers with comparable jobs pay less and half pay more. Rotary competes for talent among for-profit and not-for-profit industries and organizations in the locations where Rotary has employees. As such, our labor market is defined as:

- National data w/no geographic differential for executive roles only
- Local data w/geographic differential for all non-executive staff
- 50% for profit
- 50% not-for-profit

Rotary utilizes multiple sources of compensation comparability data. Such sources are reviewed and approved by the Operations Review Committee and approved by the Executive Committee.

As the cost of labor increases with annual salary adjustments made by employers with whom Rotary competes for talent, our compensation strategy is to ensure that Rotary's wages maintain parity with market. Therefore, annual increases to the organization's salary budget for the express purpose of issuing performance-based merit increases to employees' base salaries shall be determined by the salary budget increase projection survey sources approved by the Operations Review Committee and the Executive Committee of the Board. Such sources are reviewed and approved by the Operations Review Committee and form the basis for salary budget assumptions for each fiscal year.

33.010.42. Equal Opportunity Employment

The Board adopted the following statement of policy relating to equal opportunity employment and affirmed that this has been, is and shall continue to be, the policy of RI with respect to its employment practices.

Rotary International is an equal opportunity employer, and, accordingly, in its employment and personnel practices and procedures, does not discriminate because of race, color, religion, national origin, ancestry, sex, sexual orientation, gender identity, gender expression, marital status, veteran status, ~~handicap,~~ disability, or age, and is in full compliance with ~~Title VII of the Civil Rights Act of 1964, the Age Discrimination in Employment Act of 1967, the Illinois Human Rights Act, the Illinois Fair Employment Practices Act of 1975 as amended,~~ and all other applicable federal, state and local laws where Rotary has employees.

The general secretary is responsible for implementing this policy. ~~The general secretary shall inform the Board thereon, from time to time but not less often than annually~~

33.010.23. Open Recruitment Policy

RI shall operate an open recruitment policy which requires the internal communication of all vacancies ~~and, in the event that such vacancy is not filled from staff, there shall be public advertising of such vacancies regardless of other recruitment means being employed. However,~~ Nothing in this decision shall limit the transfer, promotion or posting of staff within a re-organization scheme or individual planned career development program.

33.010.34. Employment Contracts for RI Staff

Any employment contracts or agreements for U.S.-based employees must be entirely reviewed and specifically approved by the Board. Such authority is not delegated to the Executive Committee or to any officer. Employment contracts or agreements for Rotary employees in countries where employment contracts are standard, shall use a standard contract template for all employees in each location that provides the same rules of employment for all similarly situated employees. Such authority is delegated to the General Secretary, who may designate Rotary's top human resources official as a signatory.

33.010.45. Employee Assistance Program

An employee assistance program shall be maintained at RI expense.

33.010.56. RI Staff Retirement Plan Committee Charter
The RI Board has delegated all fiduciary and settlor authority and responsibility, including the investment and management of the assets of the Rotary International 401(k) Plan (the Plan), to the Rotary International World Headquarters Retirement Plan Committee (RPC).

The committee is constituted as follows:

- The RPC shall be responsible for the Plan's operation and administration in accordance with applicable law and the Plan's legal documents, shall be the Plan's "named fiduciary" (within the meaning of the United States' Employee Retirement Income Security Act of 1974 (ERISA)), and shall exercise its rights and duties for the Plan's administration and operation as specified under applicable law or the applicable Plan documents
- The RPC shall be responsible for deciding (in accordance with the Plan's terms) benefit claims and appeals of benefit claim decisions under the Plan
- Effective 1 January 2016, individuals maintaining the following RI ~~titles~~ positions shall constitute the RPC's membership: the Chief Financial Officer; the ~~Director, Human Resources~~ top human resources official; the ~~Manager, Compensation and Benefits~~ individual managing WHO employee benefits; and the Director, Investments & Treasury except that, in no event, shall the RPC have authority to adopt any Plan amendment that would modify the structure of RI's funding obligations under the Plan or that would otherwise materially restructure the Plan.

The RPC is authorized to establish or amend a charter setting forth rules concerning its manner of action and any rules or procedures deemed necessary or advisable to enable it to carry out its responsibilities under the Plan.

33.010.67. Staff Group Insurance Plan

Participation by World Headquarters staff in a health insurance plan shall be on a voluntary basis provided the employee has health insurance coverage by some other source.

33.010.78. Automobile Reimbursement Policy

For all those authorized to travel at the expense of RI, reimbursement for travel by automobile shall be at the established current mileage rate, plus actual en route stopover expenses. The total of such reimbursement shall not exceed the amount of round-trip air fare calculated in accordance with the established policy for reimbursement of air transportation expense.

33.010.89. Dental Insurance Plan for Staff

Dental insurance coverage shall be included as a part of the World Headquarters employees' health insurance program.

33.010.910. Recognition Event ~~Dinner~~ for Staff

A recognition ~~dinner event~~ event for staff having been employed at RI for specified periods will be held annually. An appropriate amount shall be included annually in the RI budget to cover the cost of such ~~dinner event~~.

33.010.4011. Recognition for Outstanding Staff Community Service

The Board has established an recognition for Outstanding Staff Community Service.

33.010.4412. Staff Tuition Reimbursement Program

An employee tuition reimbursement program shall be maintained at RI expense.

33.010.4213. Long-Term Disability Benefits

After a U.S.-based RI employee has been receiving long-term disability benefits for six months, the staff member's employment will be terminated and ~~he or she~~ the staff member will be responsible for all benefit plan costs. Prior to termination, the staff member may elect to continue in the RI group health plan for 18 months as a direct pay member provided by the US Consolidated Omnibus Budget Reconciliation Act (COBRA) regulations. After 18 months as a direct pay member under COBRA regulations, the person may convert to individual coverage at individual rates.

33.010.4314. Liability Insurance for Staff

RI shall provide personal injury and property damage liability insurance for staff members on Rotary business trips.

33.010.4415. 401(k) Match

There shall be an employer match of 3.5% of employee contributions to the RI 401(k) plan for U.S.-based employees.

33.010.4516. Employee Vacation Pay For Time Not Taken

The general secretary may authorize, under certain circumstances and where allowed by local laws, employee vacation pay for time not taken.

33.010.4617. Review of Compensation to General Secretary and General Managers

In order to assure compliance with United States income tax statutes, the Executive Committee, in a manner

consistent with United States Treasury Regulation Section 53.4958-6, or any successor regulations that may be in effect from time to time, shall review the amounts paid to ~~the general secretary and the senior staff of the Secretariat~~ individuals on staff who are considered to be "disqualified persons" under IRS guidelines, so as to assure that such payments are "reasonable," as that term is defined in the regulation.

This matter shall be reviewed annually at the Board's final meeting of each year as part of the general review of the reasonableness of the maximum compensation to be that may be paid to disqualified persons on the general secretary and the senior staff.

33.010.4718. Hiring or Termination of Key Employees

The procedures relative to hiring or termination of key employees shall be as follows:

a. With regard to the position of general counsel, any decision relative to hiring or termination of the individual holding this position shall be made by the general secretary subject to approval by the Executive Committee of the Board.

b. With regard to the position of internal audit manager, any decision relative to the hiring or termination of the individual holding this position shall be made by the general secretary subject to the approval of the Executive Committee of the Board in consultation with the Audit Committee.

c. With regard to the position of deputy general secretary and any general manager position, any decision relative to the hiring of an individual to hold one of these positions shall be made by the general secretary subject to the approval of the Executive Committee of the Board, provided that the general secretary shall also consult the chair of the Foundation Trustees if such action applies to any general manager assigned to work full time for The Rotary Foundation of RI.

~~d. The annual compensation and performance appraisals of the following Rotary International and TRF employees shall be disclosed by the general secretary to the full Board annually at its second meeting: deputy general secretary, any general manager position, and any other position that reports directly to the general secretary.~~

33.010.4819. Standard of Conduct for Interactions with Secretariat Staff

RI is committed to maintaining a professional work environment for its employees. Rotarians are expected to interact with staff members in a professionally respectful,

collaborative, and courteous manner, whether such interaction be in person, or by telephone, email, or other form of communication, and whether the interaction occurs in an RI office, at a Rotary event or function or elsewhere. If an employee believes that he/she has been mistreated or observes mistreatment of another staff member by a Rotarian in connection with Rotary business then the employee is encouraged to report the alleged mistreatment to his or her manager or another manager within Rotary.

Furthermore, RI is also committed to maintaining a work environment that is free of any form of harassment, whether harassment is initiated by Rotarians, other volunteers, employees, vendors, or others with whom employees have contact while performing their jobs. RI will take appropriate measures to prevent and/or stop any such harassment. If an employee believes that he/she has been harassed in connection with Rotary business, then the employee is encouraged to report the alleged harassment to his or her manager or another manager within Rotary.

APPENDIX F

COMMITTEE RESTRUCTURING IMPLEMENTATION PLAN (Decision 147)

IMPLEMENTING RI AND TRF COMMITTEE RESTRUCTURING

ACTIVITY	TARGET DATE	PARTICIPANTS
Review RI Constitution and Bylaws to determine what if any changes are needed to implement new committee structure and propose changes to April 2022 COL.	Completed November 2020	Board is already proposing legislation pursuant to April 2019 decision to remove most committees from the Bylaws. File #002. No further action needed.
Review Terms of Reference for all existing committees.	Completed March 2021	Strategic Planning Committee
RI and TRF agree on joint committee structure including number of members from each body and term length.	June 2021	Working Group of Directors and Trustees. Discussion topic for joint meeting
RI Board identifies and approves RI Committees including any new RI Committees based upon the proposal by the Strategic Planning Committee subject to the guidelines approved September 2020 and April 2021.	June 2021	Board Working Group on Committees
Develop new Terms of Reference, identify number of committee members and term length for each committee.	August/September 2021	Strategic Planning and Operations Review working group
Council on Legislation meets	April 2022	
Phased Implementation of new committee structure.	Begins 1 July 2022 with full implementation on 1 July 2023	RI and TRF
Evaluate new committee structure to determine if it meets the needs of RI and TRF and recommend adjustments if necessary.	By 1 July 2026	Strategic Planning Committee and Operations Review Committee. Possibly use a consultant and/or program review elements now in development.

APPENDIX G

AMENDMENTS TO PROPOSED LEGISLATION FOR THE 2022 COUNCIL ON LEGISLATION (Decision 151)

PROPOSED ENACTMENT 22-

To amend the provisions regarding standing and other committees

Proposer(s): Board of Directors of RI

*To amend the **BYLAWS** of Rotary International as follows*

Article 17 Committees

17.010. Standing and Other Committees.

The board shall establish the following standing committees ~~on:~~

- (a) audit
- (b) constitution and bylaws
- (c) districting
- (d) election review
- (e) finance
- (f) membership
- (g) operations review
- (h) strategic planning

- ~~(a) communications — with six members, two appointed each year for three year terms;~~
- ~~(b) constitution and bylaws with three members, one appointed each year for a three year term, except that in the year of the council on legislation there shall be four members, with the most recent past member serving a fourth year;~~
- ~~(c) conventions — with six members, including the chair of the host organization for the convention. The president may appoint as chair a Rotarian who previously served for two years as a member of a conventions committee but not as chair. In addition to the chair of a convention committee, one other member may be a person who previously served on a convention committee;~~
- ~~(d) districting — with three members, one appointed each year from the board for a three year term;~~
- ~~(e) election review — with six members, two appointed each year for three year terms;~~
- ~~(f) finance — with eight members, six serving three year terms with two members appointed each year, plus the RI treasurer and one board member appointed by the board, both serving one year terms as non-voting members; and~~

- ~~(g) Rotaract — with three members, one appointed each year for a three year term, plus three Rotaractors, with the committee co-chaired by one member and one Rotaractor.~~

17.020. Other Committees.

The board may establish other committees, as needed, ~~and For standing and other committees, the board shall determine, subject to the provisions of section 17.100.;~~

- ~~(a) the number of members;~~
- ~~(b) the terms of members;~~
- ~~(c) the qualification of members;~~
- ~~(e) (d) the duties and authority; and~~
- ~~(d) (e) the continuity of members from year to year.~~

For those committees serving both RI and TRF, the Board and Trustees shall jointly determine the number, terms, qualifications, duties, and continuity of members from year to year.

17.030. Special Committees Exceptions.

~~The provisions of sections 17.010., 17.020., 17.080., and 17.090. 17.040., and 17.050. do not apply to any nominating committees or any committee formed under sections 17.040. 17.070.~~

17.040. Membership Committee.

~~The board shall appoint a membership committee composed of at least eight members appointed for at least three year terms on a staggered basis and eligible for reappointment.~~

17.050. Strategic Planning Committee.

~~The board and the TRF trustees shall appoint a strategic planning committee with eight members. Two members shall be appointed each year, one by the board and one by the trustees, for four year terms. No member shall be a board member, a TRF trustee, or a past president. The chair and vice chair shall be jointly appointed by the RI president and the TRF chair. Members who served fewer than three years may be reappointed. Members shall be selected to balance experience in long-term planning, RI or TRF programs and activities, and financial management. The committee shall meet as decided by the president, the board, the TRF chair, or the TRF trustees.~~

17.060. Audit Committee.

~~The board shall appoint an audit committee with seven members, each of whom shall be independent and finan-~~

cially literate. The committee shall include two board members appointed annually by the board and one trustee appointed annually by the TRF trustees. In addition, the committee shall include four members appointed by the board, who are not board members or trustees, for single terms of six years. The committee shall review and report to the board as appropriate on RI and TRF financial reports, the external audit, the system of internal control, internal audit, and related matters. The committee advises the board and trustees under terms of reference not in conflict with this section, prescribed by the board and trustees. The committee shall meet up to three times per year. The president, the board, or the committee chair shall determine the time, place, manner, and notice of regular meetings. For additional meetings, the president or committee chair may determine the time, place, manner, and notice. The chair of the operations review committee (or the chair's designee) shall serve as a liaison to the audit committee.

17.070. Operations Review Committee.

The board shall appoint an operations review committee with six members, for single terms up to six years, with one member appointed each year as appropriate to maintain six members. No member shall be a past president, current board member, or current TRF trustee. Members shall be selected to balance experience in management, leadership development, and financial management. The president or the board shall determine the time, place, manner, and notice of meetings. As deemed necessary by the board or the president, the operations review committee may review operational matters, including, but not limited to, the effectiveness and efficiency of operations, administrative procedures, and standards of conduct. The committee reports directly to the board under terms of reference not in conflict with this section, prescribed by the board.

17.080. 17.030. Membership on Committees.

Except as otherwise provided in these bylaws, the president shall appoint the members of the committees and any subcommittees after consulting the board. The president shall designate the chair of each committee and subcommittee and serve as an ex officio member of all RI committees.

17.090. 17.040. Meetings.

Except as otherwise provided in these bylaws, the president shall determine the time, place, manner, and notice of all meetings of committees and subcommittees. A majority of the members shall constitute a quorum, and the act of a majority of the members present at a meeting with a quorum shall be the act of the committee or subcommittee.

17.100. 17.050. Term of Service.

Except as otherwise provided in these bylaws, no person may serve on the same RI committee for more than ~~three years~~ one term. No person who has served on a committee for ~~three years~~ a full term is eligible for later appointment to the same committee. This section does not apply to ad hoc committees or ex officio members.

17.060. Committees Exceptions.

The provisions of sections 17.010. ~~to~~ 17.050. do not apply to any nominating committees.

17.110. 17.070. Secretary of Committees.

The general secretary is the secretary of all committees, unless the board otherwise provides. The general secretary may appoint another person to serve as secretary.

17.120. 17.080. Quorum.

A majority of all committee members is a quorum for a meeting, unless otherwise provided in the bylaws or by the board.

17.130. 17.090. Manner of Conducting Business.

A committee may conduct business by any manner of communication under rules of procedure prescribed by the board, unless contrary to the bylaws.

17.140. 17.100. Authority over Committees.

All committees are subject to board control and supervision pursuant to subsection 5.010.2.(c). All committee actions and decisions are subject to board approval, except the decision of the nominating committee for president in selecting a president-nominee. However, the board has jurisdiction over all actions and decisions that are in violation of article 13.

(End of Text)

PURPOSE AND EFFECT

This item comes from the Board's Working Group on Committees. Having committees mandated in the RI Bylaws creates inflexibility and for most nonprofit boards, the creation of standing committees is a governance function reserved to the Board. In addition, the terms of reference for some of the committees are often vague and the committee's goals are unclear. This proposal would require the Board to establish certain key committees each year, and allow the Board to establish other committees as needed.

*

PROPOSED ENACTMENT 22-

To amend the provisions regarding the Audit Committee and audited financial statements

Proposer(s): Board of Directors of RI

*To amend the **BYLAWS** of Rotary International as follows*

Article 17 Committees

17.060. Audit Committee.

The board and the TRF trustees shall appoint an audit committee with seven members, each of whom who shall be independent and financially literate. The committee shall include two board members appointed annually by the board and one trustee appointed annually by the TRF trustees. In addition, the committee shall include four members appointed by the board, who are not board members or trustees, for single terms of six years. The committee shall review and report to the board as appropriate on RI and TRF financial reports, the external audit, the system of internal control, internal audit, and related matters. The committee advises the board and trustees under terms of reference not in conflict with this section, prescribed by the board and trustees. The committee shall meet up to three times per year. The president, the board, the TRF chair, the TRF trustees, or the committee chair shall determine the time, place, manner, and notice of regular meetings. For additional meetings, the president or committee chair may determine the time, place, manner, and notice. The chair of the operations review committee (or the chair's designee) shall serve as a liaison to the audit committee.

Article 18 Fiscal Matters

18.080. Report.

The general secretary shall publish the audited financial statements and accompanying notes and supplemental schedules (if any), as well as an annual report no later than 31 December after the fiscal year end. The report shall general secretary shall also report, by individual office, clearly show all expenses reimbursed to, and all payments made on behalf of, the president, office of the president, president-elect, president-nominee, and each director and director-elect. The report shall contain the expenditures of the board, the annual convention, and each major division of the administration and the operations of the secretariat, and be accompanied by a statement comparing each of these items with the budget adopted in accordance with subsection 18.050.1., or, if revised, in accordance with subsection 18.050.2. The

~~report shall contain full details of any expenditure varying from the approved budget by over 10 percent in each category. The report shall be distributed to each current and past RI officer and available to any club or Rotaract club upon request. The general secretary shall send the report for the year before a council on legislation to all council members at least 30 days before the council convenes.~~

Article 22 The Rotary Foundation

22.040. Report of Trustees.

The trustees shall report to RI at least annually on TRF's programs and finances. The ~~annual report~~ general secretary shall also report, by individual office, clearly show all expenses reimbursed to, and all payments made on behalf of, each trustee.

(End of Text)

PURPOSE AND EFFECT

The purpose of this proposed legislation is to maintain the authority, composition, and independence of the audit committee within the RI Bylaws. This proposal would amend language relating to the audit committee and would conform the 'audited annual report' with current practices regarding items reported in audited financial statements in accordance with generally accepted accounting principles as compared to the items reported in the overall organization's 'annual report'.

*

PROPOSED ENACTMENT 22-

To provide for removing a Rotarian's past officer status

Proposer(s): Board of Directors of RI

*To amend the **BYLAWS** of Rotary International as follows*

Article 6 Officers

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. 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 these bylaws for which serving as a past officer is required. 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.

(Subsequent sections will be renumbered as appropriate)

(End of Text)

PURPOSE AND EFFECT

This item comes from the Board's Operations Review Committee. In certain circumstances the Board currently may determine that a past officer will no longer be considered to be a past officer of RI. The grounds for this determination may include, but are not limited to, a finding that the past officer has been involved in criminal activity, financial malfeasance, fraud, harassment, election interference, lawsuits against Rotary, its officers or clubs, has acted in a manner inconsistent with the Rotary Code of Conduct, or has engaged in any other action or activity that the Board considers to be inconsistent with the standard of conduct appropriate for a past officer.

However, the Board's determination not to consider a Rotarian to be a past officer of RI does not currently prevent the person from seeking offices in RI for which serving as a past officer is a prerequisite. The proposed legislation would remove this inconsistency so that any Rotarian whose past officer status is removed will not be considered a past officer for any purpose.

*

PROPOSED ENACTMENT 22-

To revise the qualifications for governor

Proposer(s): Board of Directors of RI

*To amend the **BYLAWS** of Rotary International as follows*

Article 16 Governors

16.010. Qualifications of a Governor-nominee.

Unless excused by the board, the person selected as a governor-nominee shall at the time of selection:

- (a) be a member in good standing of a functioning club in the district;
- (b) have been a Rotarian for at least five years or have the equivalent leadership experience;

- (bc) have served as club president for a full term or as charter president for at least six months;
- (ed) demonstrate willingness, commitment, and ability to fulfill the duties and responsibilities of a governor in section 16.030.;
- (de) demonstrate knowledge of the qualifications, duties, and responsibilities of governor as prescribed in the bylaws; and
- (ef) submit to RI a statement that the Rotarian understands those qualifications, duties, and responsibilities, is qualified for the office of governor, and is willing and able to assume and faithfully perform those duties and responsibilities.

16.020. Qualifications of a Governor.

Unless excused by the board, a governor, when taking office, must have attended the international assembly for its full duration, ~~have been a Rotarian for at least seven years,~~ and continue to possess the qualifications in section 16.010.

(End of Text)

PURPOSE AND EFFECT

While Rotary leadership experience is invaluable, there are many Rotarians who have professional leadership expertise outside of Rotary. This proposal would allow for more candidates with either Rotary or non-Rotary leadership expertise to be considered by district nominating committees. Additionally, this change would open up opportunities for newer Rotarians to serve as a district governor.

*

PROPOSED ENACTMENT 22-

To provide for the administration of clubs in a pilot project

Proposer(s): Board of Directors of RI

*To amend the **CONSTITUTION** of Rotary International as follows*

Article 8 Administration

Section 2 — The administration of clubs shall be under general supervision of the board together with one or other of the following forms of direct supervision, which shall be at all times in conformity with the provision of this constitution and the bylaws:

- (e) As a pilot project to include not more than 6,000 clubs and to have a duration of not more than six years, such supervision as may be deemed advisable by the board.

(End of Text)

PURPOSE AND EFFECT

The purpose of this enactment is to allow the board to experiment with new and more contemporary supervision structures for clubs and Rotarians. With the pace of change in society and the increasing impact of technology on our life it is appropriate to look at new ways to support our clubs and our members. We need to consider new models that can enhance our efficiency, increase the ability of members to access support and look at new ways to make volunteer positions more manageable and doable.

The current volunteer structure is one that has been in place for in excess of 70 years when communication and increasing motivation were very dependent on in-person connections. The current structure has grown into a significant hierarchy with additional volunteer layers and roles having been added over the years. Most contemporary entities in today's global marketplace have significantly flattened their organizational structure to allow greater agility and more direct links between leadership and the grassroots level of their organization. This enactment will allow the board to experiment with new models that can potentially enhance our efficiency, allow more flexibility in delivering services including regionalization of those services and offerings.

APPENDIX I

AMENDMENTS TO ROTARY CODE OF POLICIES REGARDING ROTARACT MULTIDISTRICT INFORMATION ORGANIZATIONS (Decision 156)

12.090. Rotaract Multidistrict Information Organizations

12.090.1 Formation of a Rotaract MDIO

Districts may develop a multidistrict organization ~~for the purpose of disseminating information and facilitating communication~~ between Rotaract clubs in the districts concerned; provided that:

- a) there is no objection by the governors of each of the districts concerned; authorization is secured from the general secretary, acting on behalf of the RI Board of Directors, to develop and maintain such an organization;

[text omitted]

12.090.2 Purpose of a Rotaract MDIO

The purpose of a Rotaract Multidistrict Information Organization is to:

- a) build a sense of community and common purpose, especially aligned with Rotary's strategic objectives and areas of focus, in the region,
- b) offer leadership opportunities that engage members beyond the club or district,
- c) strengthen the relationship between Rotaract and Rotary at the club, district, zone, and regional level.

12.090.3 Objectives of a Rotaract MDIO

The objectives of a Rotaract Multidistrict Information Organization may include, but are not limited to:

- a) disseminate information to the member district,
- b) facilitate communication between the member districts, Rotaract clubs within the member districts, and other Rotaract MDIOs,

- c) provide leadership or professional development training to officers or individuals within the member districts,
- d) support and facilitate multidistrict service projects in accordance with the policy for Rotaract multidistrict service projects,
- e) plan and organize events to promote networking, fellowship, and professional development for the member districts.

APPENDIX J

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING ROTARY ACTION GROUPS (Decision 157)

42.020.1. Purpose

A Rotary Action Group shall be an internationally organized group with subject-matter expertise and experience in a particular service area whose purpose is the advancement of the Object of Rotary by providing assistance and support to Rotary and Rotaract clubs, districts, and multidistricts in planning and implementing large-scale, community development and humanitarian service projects.

42.020.2. Relationship with Rotary International

Rotary Action Groups are a resource to ~~Rotary~~ clubs and districts in their specialty. Rotary Action Group activities must be in harmony with RI policy. Rotary Action Groups may not be used to promote religious beliefs, political issues, or other non-Rotary organizations, or for the sole purpose of advocacy. Recognition of a Rotary Action Group by RI in no way implies legal, financial or other obligation or responsibility on the part of RI, or any district or club. A Rotary Action Group may not act on behalf of RI, or represent or imply that it has authority to act on behalf of RI. A Rotary Action Group is not an agency of RI. Rotary Action Groups must be self-sustaining financially, administratively, and otherwise. Rotary Action Groups may not exist or function in any country in violation of the laws of such country.

Individual Rotary Action Groups are not covered by RI insurance and are encouraged to assess their own risk and secure coverage as appropriate.



42.020.4. Obtaining Provisional Recognition as a Rotary Action Group

All prospective Rotary Action Groups must apply for provisional recognition by the Board.

To apply, the group must

- 1) Secure at least 50 prospective members representing at least five countries and three zones, who share a common interest in a specific worthwhile service activity that advances the Object of Rotary.
- 2) Submit an application, including a description of the founding members' expertise in the subject matter, the types of projects it intends to promote or conduct,

and an action plan that outlines how the group plans to accomplish its service goals. At least ten founding members must demonstrate technical or subject matter expertise in the proposed group's area of concentration.

- 3) Be organized in accordance with RI policy.
- 4) Complement the service activities of Rotarians, Rotaractors, clubs and districts and not ~~conflict with~~ duplicate the purposes of an existing Rotary Action Group, RI program or Rotary Foundation program

Groups that are denied provisional recognition may not reapply for a period of two years from the date of such denial.

42.020.5. Requirements for Provisionally Recognized Rotary Action Groups

Within two years of the date of provisional recognition, a Rotary Action Group must demonstrate its viability by doing the following:

- 1) ~~Maintain at least 50 members representing at least five countries and three zones~~
- 2) Provide evidence of support for at least three multi-club or district community development and humanitarian service projects
- 3) Help clubs and districts obtain partners (within or outside of Rotary) and other resources for their projects
- 4) Maintain a website with current information and resources
- 5) Meet all of the requirements and policies for Rotary Action Groups

Provisionally recognized Rotary Action Groups shall have all the rights and responsibilities of Rotary Action Groups. At the end of the two-year period, the Board may recognize or terminate the provisional Rotary Action Group. Groups that are denied recognition may not reapply for a period of two years from the date of denial.

42.020.6 Maintaining Status as a Rotary Action Group

To maintain its status as a Rotary Action Group, a group must ~~1) Function~~ in accordance with its recognized purpose and in accordance with RI policy and:

~~2) Regularly collaborate with clubs, districts, and multidistricts on international service projects in their area of specialty.~~

1) Serve as a resource to clubs and districts by providing them with technical advice on project planning and implementation, developing best practices, guides, in-person and/or virtual learning opportunities.

2) Annually demonstrate evidence for maintaining expertise in the group.

3) Regularly collaborate with clubs, districts, and multidistricts on international projects in their area of specialty and Annually support at least three multi-club or district community development and humanitarian service projects. Groups shall maintain a record of their involvement and project outcomes.

4) Demonstrate ability to connect clubs and districts with organizations in their area of specialty.

45) Consistently distribute print or electronic communications to members of the Rotary Action Group.

5.6) Maintain a website with current information and resources.

67) Hold an annual meeting, in person or online, through which members can interact.

78) Submit an annual report of activities and finances, as requested by the general secretary, with a copy to its members by 1 October.

9) Maintain an action plan and report progress towards objectives in the annual report.

8) Annual reports shall be reviewed by the general secretary and the RI Programs Committee to determine whether groups are maintaining their active status. Groups that do not meet the criteria to maintain status shall be terminated by the RI Board of Directors.

42.020.7. Rotary Action Group Communication Policies

1. Websites

Rotary Action Groups must maintain websites that promote their activities and inform their members. Groups in formation that have not yet received recognition from the Board may organize a website to seek potential members, as long as the website

clearly states that the group is not a Rotary Action Group, and does not use the Rotary Marks. Groups in formation that are denied recognition must disable these websites upon notification of the Board's decision.

2. Contact with clubs and districts

Rotary Action Groups may contact district governors, ~~and~~ district governors-elect, district international service chairs, and district Rotaract representatives. Rotary Action Groups may contact Rotary and Rotaract clubs only when a district governor grants express permission. This permission must be renewed annually with the change in district leadership.

3. Conflicts of interest

It is not permissible for a member of a Rotary Action Group to circularize on matters affecting his or her individual business interests.

4. Statement in communications and publications

Rotary Action Groups' communications (electronic and print), publications, and websites must prominently display the statement "This Rotary Action Group is not an agency of, or controlled by, Rotary International" or similar language approved by the general secretary. This language must also be prominently included in any communications to, or agreements with, outside parties.

Following is an approved example of how such language may be incorporated into a statement describing a Rotary Action Group.

"The Rotary Action Group for Urban Concerns is a group of Rotarians whose *purpose is to mobilize Rotarians and provide global leadership to address issues such as crime, unemployment, substance abuse, and homelessness*. This Rotary Action Group operates in accordance with Rotary International policy, but is not an agency of, or controlled by, Rotary International."



42.020.10 Rotary Action Group Chapters

A Rotary Action Group may form country or regional chapters to diversify involvement and increase its regional impact. The chapters must use the Rotary Action Group's RI-approved name and visual identity with a country or regional identifier.

The Rotary Action Group shall oversee its chapters and be responsible for their compliance with RI's policies.

Rotary Action Group may collect dues from its chapters to offset administrative expenses incurred as a result supporting chapters.



42.020.15. Rotary Action Group Advocacy Guidelines
~~The general secretary shall circulate to all Rotary Action Groups the Rotary Action Group Advocacy Guidelines, as follows:~~

Rotarians are advocates for ending polio and for improving lives through service in Rotary's ~~six~~ areas of focus. Rotary Action Groups are organized with the purpose of supporting clubs and districts in planning and implementing large-scale, community development and humanitarian service projects in a particular domain in which their members have expertise. As part of their work, it is understood that RAGs promote awareness of an issue and advocate for action to address the issue. When dealing with governments for which a particular issue is politically sensitive, RAGs are expected to avoid taking partisan positions and are encouraged to submit suggested calls to action to Rotary International for review."



42.020.17 Diversity and Inclusion

Rotary Action Groups are strongly encouraged to be inclusive:

- a) to participants from all backgrounds regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.
- b) when approached by other groups of Rotarians, Rotaractors and alumni working in the shared area of concentration by incorporating their expertise, creating leadership opportunities, and helping elevate their cause through subcommittees, campaigns, or signature programs.

INDEX

All references are to decision numbers unless otherwise noted

-A-

Advisers to the Board, 142
Amendments to the Code of Policies concerning the RI secretariat, 146, (App. E)
Approval of the January 2021 meeting minutes, 135
Audit committee report, 165

-B-

Board,
advisers to, 142
petition to, 140

-C-

Club(s)
admission of, 137, (App. B-1)
change in locality, 137, (App. B-3)
change in name of, 137, (App. B-2)
incorporation of, 137, (App. B-4)
merger of, 137, (App. B-5)
Committee(s)
responsibilities, compensation advisory, 145
restructuring implementation plan, 147, (App. F)
Committee report
audit, 165
communications, 163
council on legislation board advisory, 151 (App. G)
constitution and bylaws, 150
districting, 160
election review, 149
executive, 141
finance, 164
joint committee on partnerships, 153
membership, 159
operations review, 142-148
Rotaract, 156, (App. I)
shaping Rotary's future committee report, 152
Convention(s),
timeline for future RI conventions site selection, 158

-D-

Definition of "partner" in Rotary code of policies, 148
District conference president's representatives program evaluation, 155
Districting committee report, 160

District(s)
vacancy in the office of governor-elect, districts 1780, 1870, 1910, 2670, 136, (App. A-2)
waiver of qualifications for governor-nominee, district 1240, 136, (App. A-1)

-E-

Election review committee rpt., 149
Executive committee report, 141

-F-

Finance committee report, 164

-G-

General secretary, ratification of decisions made by, 137, (App. B)
General secretary's report, 138

-J-

Joint committee on partnerships report, 153

-L-

Leadership positions, 162

-M-

Membership,
resignation of, 137, (App. B-6)
termination of membership—disbanded, 137, (App. B-7)
termination of membership—failure to function, 137, (App. B-8)
termination of membership—137, (App. B-9)
Membership committee report, 159
Minutes, approval of the January 2021 meeting, 135

-O-

Operations review committee report, 142-148
Operations review committee terms of reference, amendments to the, 144, (App. D)

-P-

"Partner," definition of in Rotary code of policies, 148
Petition to the board, 140
President, ratification of decisions made by the, 136, (App. A)

President's representatives program evaluation, district conference, 155

-R-

Ratification of decisions made by the general secretary, 137, (App. B)
Ratification of decision made by the president, 136, (App. A)
Recognition of new Rotary fellowships, 137, (App. B-10)
Regional leaders qualifications, 154, (App. H*)
Regional leader teams, 161, (App. K*)
Report (s)
general secretary's, 138
treasurer's, 139
Rotaract multidistrict information organization
request to form, districts, 1010, 1020, 1030, 1060, 1070, 1080, 1090, 1110, 1120, 1130, 1150, 1160, 1180, 1190, 1210, 1220, 1230, 1260, 1285, (App. B-11)
Rotaract multidistrict information organization
request to join, district 2580, (App. B-13)
request to join, district 3000, (App. B-15)
request to join, district 3054, (App. B-16)
request to join, districts 4391, 4680, and 4720 (App. B-12)
request to join, districts 7790, (App. B-14)
Rotary action groups policy changes, 157, (App. J)

-S-

Secretariat, amendments to the Code of Policies concerning the RI, 146, (App. E)
Shaping Rotary's future committee report, 152

-T-

Terms of reference, amendments to the operations review committee, 144, (App. D)
Timeline for future RI conventions site selection, 158
Travel and expense policy, changes to the Rotary, 143, (App. C*)
Treasurer's report, 139

INDEX

All references are to decision numbers unless otherwise noted

-A-

Advisers to the Board, 142
Amendments to the Code of Policies concerning the RI secretariat, 146, (App. E)
Approval of the January 2021 meeting minutes, 135
Audit committee report, 165

-B-

Board,
advisers to, 142
petition to, 140

-C-

Club(s)
admission of, 137, (App. B-1)
change in locality, 137, (App. B-3)
change in name of, 137, (App. B-2)
incorporation of, 137, (App. B-4)
merger of, 137, (App. B-5)
Committee(s)
responsibilities, compensation advisory, 145
restructuring implementation plan, 147, (App. F)
Committee report
audit, 165
communications, 163
council on legislation board advisory, 151 (App. G)
constitution and bylaws, 150
districting, 160
election review, 149
executive, 141
finance, 164
joint committee on partnerships, 153
membership, 159
operations review, 142-148
Rotaract, 156, (App. I)
shaping Rotary's future committee report, 152
Convention(s),
timeline for future RI conventions site selection, 158

-D-

Definition of "partner" in Rotary code of policies, 148
District conference president's representatives program evaluation, 155
Districting committee report, 160

District(s)

vacancy in the office of governor-elect, districts 1780, 1870, 1910, 2670, 136, (App. A-2)
waiver of qualifications for governor-nominee, district 1240, 136, (App. A-1)

-E-

Election review committee rpt., 149
Executive committee report, 141

-F-

Finance committee report, 164

-G-

General secretary, ratification of decisions made by, 137, (App. B)
General secretary's report, 138

-J-

Joint committee on partnerships report, 153

-L-

Leadership positions, 162

-M-

Membership,
resignation of, 137, (App. B-6)
termination of membership—disbanded, 137, (App. B-7)
termination of membership—failure to function, 137, (App. B-8)
termination of membership—137, (App. B-9)
Membership committee report, 159
Minutes, approval of the January 2021 meeting, 135

-O-

Operations review committee report, 142-148
Operations review committee terms of reference, amendments to the, 144, (App. D)

-P-

"Partner," definition of in Rotary code of policies, 148
Petition to the board, 140
President, ratification of decisions made by the, 136, (App. A)

President's representatives program evaluation, district conference, 155

-R-

Ratification of decisions made by the general secretary, 137, (App. B)
Ratification of decision made by the president, 136, (App. A)
Recognition of new Rotary fellowships, 137, (App. B-10)
Regional leaders qualifications, 154, (App. H*)
Regional leader teams, 161, (App. K*)
Report (s)
general secretary's, 138
treasurer's, 139
Rotaract multidistrict information organization
request to form, districts, 1010, 1020, 1030, 1060, 1070, 1080, 1090, 1110, 1120, 1130, 1150, 1160, 1180, 1190, 1210, 1220, 1230, 1260, 1285, (App. B-11)
Rotaract multidistrict information organization
request to join, district 2580, (App. B-13)
request to join, district 3000, (App. B-15)
request to join, district 3054, (App. B-16)
request to join, districts 4391, 4680, and 4720 (App. B-12)
request to join, districts 7790, (App. B-14)
Rotary action groups policy changes, 157, (App. J)

-S-

Secretariat, amendments to the Code of Policies concerning the RI, 146, (App. E)
Shaping Rotary's future committee report, 152

-T-

Terms of reference, amendments to the operations review committee, 144, (App. D)
Timeline for future RI conventions site selection, 158
Travel and expense policy, changes to the Rotary, 143, (App. C*)
Treasurer's report, 139