



MINUTES
of the
APRIL 2022
ROTARY INTERNATIONAL
BOARD OF DIRECTORS MEETINGS

GENERAL OFFICERS

2021-22

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(Rotary Club of Calcutta-Mahanagar)

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(Rotary Club of Collingwood-South Georgian Bay)

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Chennai, India
(Rotary Club of Chennai Mambalam)

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

MINUTES

of the

APRIL 2022 MEETING

Rotary International Board of Directors

The Rotary International Board of Directors met on 4–6 April 2022 in Evanston, IL, USA

Present were: President Shekhar Mehta, President-elect Jennifer Jones, Vice President Valarie Wafer, Treasurer Virpi Honkala, Executive Committee Chair Peter Kyle, other directors, Jessie Harman, Susan Howe, Urs Klemm, Mahesh Kotbagi, Aikaterini Kotsali-Papadimitriou, Roger Lhors, Vicki Puliz, Nicki Scott, Katsuhiko Tatsuno, Elizabeth Usovich, Ananthanarayanan S. Venkatesh, and General Secretary John Hewko. Trustee Dean Rohrs attended as Trustee liaison to the Board. Won-Pyo Kim, Julio César A. Silva-Santisteban, and Shi-Tien Liu, participated remotely. Also present was president-nominee Gordon McNally.

Steve Snyder presented remotely the Operations Review Committee report. Interactors Anniela Carracedo and Christine Grieg presented remotely the Interact Advisory Council report.

At the president's invitation, also participating were Directors-elect Alberto Cecchini, Jeremy Hurst, Drew Kessler, Muhammad Faiz Kidwai, Lena Mjerskaug, Patricia Merryweather-Arges, and Patrick Chisanga. Yoshio Sato attended remotely.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present (in-person or remotely) were David Alexander, Jim Barnes, Julie Burke, Paul Haisman, Brian King, Mark Lowry, David Peterson, Steve Routburg, Eric Schmelling, Tom Thorfinnson, Shannon Watson, Doris Xie, and Nora Zei. Nobuko Andrews, Alain Drouot, Marc Prevot, and Eiko Terao served as staff interpreters.

* * * * *

In addition to receiving reports on My Rotary, current Rotary membership data and trends, regionalization, enhancing Rotary's global stature, empowering girls, evaluating Rotary projects, and diversity, equity, and inclusion efforts, the Board took the following decisions:

114. Ratification of Decision Made by the President

Statement: As authorized, the president takes decisions on the Board's behalf between Board meetings to fill vacancies in the office of governor or governor-elect, to waive qualifications for governor-nominee, and for other special instances, per the RI Bylaws.

DECISION: The Board ratifies the decision shown in Appendix A made on the Board's behalf by President Mehta between 4 February through 17 March 2022.

115. General Secretary's Report

Statement: In addition to his written report summarizing Secretariat achievements in 2020–21, the general secretary reported on the work at the Secretariat since the Board's February 2022 meeting and progress on Secretariat initiatives during 2021–22. He also reported on the status of the Council on Legislation, an update on Polio, the disaster response fund for Ukraine, membership issues, and updates on One Rotary Center, among other topics.

DECISION: The Board receives the general secretary's report on the activities at the Secretariat since the February 2022 Board meeting.

116. Report on International Offices

Statement: Rotary Code of Policies section 33.030.2. provides for an annual update on Rotary's international offices. The general secretary reported on operations at Rotary's six international offices in Brazil, Switzerland, India, Korea, Japan, and Australia.

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

117. Petitions to the Board

Statement: The Board considered two petitions from Rotary districts:

- from District 1220 (England) requesting the Board grant an exception to its policy regarding the qualification of the governor-nominee designate.
- from district 2232 (Ukraine and Belarus) requesting the Board to terminate membership of all Rotary and Rotaract clubs from the Russian Federation.

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

118. Statement on the War against Ukraine ‡

Statement: In a specially held meeting on 12 April, the Board discussed Rotary's response to the war in Ukraine and agreed to issue an official statement.

DECISION: The Board approves the following statement on the war against Ukraine:

Rotary International stands with the United Nations General Assembly in expressing grave concern at "the deteriorating humanitarian situation in and around Ukraine," and in condemning "all violations of international humanitarian law and abuses of human rights" against the people of Ukraine by Russia.

As a global humanitarian organization, Rotary takes a proactive stance toward peacemaking by addressing the underlying causes of conflict.

We support recent UN General Assembly resolutions calling for an immediate ceasefire and withdrawal of Russian military forces from Ukraine. This aligns with Rotary's deep commitment to promoting peace through dialogue and conflict resolution.

We are working beside our partners in the international relief community to help provide resources to the more than 10 million Ukrainian refugees forced to flee the field of battle.

DECISION 119–122

Operations Review Committee Report Virtual meeting 1–3 March 2022

119. Compensation Advisory Committee Responsibilities

Statement: The Operations Review Committee serves as the compensation advisory committee to the Board's Executive Committee. As such, the committee reviews

and approves sources of compensation comparability data to be used for the Board's annual "disqualified persons" compensation analysis. The committee also reviews Rotary's current employee compensation strategy and recommends any necessary changes to the Executive Committee.

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 2022–23.

120. Mitigating Institute Conveners' Potential Financial Liability

Statement: In decision 50, November 2021, the Board requested the Operations Review Committee to explore ways in which the potential financial liability of directors/conveners for institute-related contracts can be mitigated or removed. In addition to offering contract negotiation tips, the Operations Review Committee suggested several risk-mitigation strategies for the Board's consideration. The Board further discussed what the purpose and desired outcome of a Rotary Institute should be.

DECISION: The Board

1. encourages zones to establish an institute-planning committee with experienced Rotarians to conduct effective annual institutes;
2. requests the general secretary to revise the Convener's Guide to include strategies for minimizing risk in institute-related contracts as shown in the Operations Review Committee's minutes, and also include as an appendix the list of *Tips When Negotiating a Hotel Contract*;
3. requests the Operations Review Committee to undertake a comprehensive review of the purpose and desired outcomes of institutes, for report to the Board at a future meeting.

121. Nominating Committee for RI President Process Improvements

Statement: The Operations Review Committee reviewed aspects of the Nominating Committee for RI President, including who is eligible to serve on the committee, possible enhancements to the training for committee members, revisions to questions asked of the candidates, and considerations regarding virtual versus in-person

candidate interviews. The committee made several recommendations to the Board.

DECISION: The Board

1. amends point 1 of its decision 185, June 2021 regarding the qualifications for members of the Nominating Committee for RI President as follows:

185. Nominating Committee for RI President Procedures

DECISION: The Board

1. requests the Constitution and Bylaws Committee to draft legislation for possible submission to a future Council on Legislation that would amend the qualifications for members of the Nominating Committee for RI President ~~and RI President~~ to provide that:
 - a. a past Foundation trustee who has not served as a past RI director is eligible to serve as a member of the committee;
 - b. ~~all committee members shall have served as a past director or trustee within the past ten years~~ every committee member shall be a past director or trustee who has served in those positions in the previous ten years at the time of election. If there are no eligible past directors or past trustees who have served in the previous ten years, a past director or past trustee who has served as a member of standing committee of RI or TRF in the previous ten years shall be eligible to serve;
 - c. no member can serve more than three times;
 - d. a Rotarian currently serving as the aide to the president shall be ineligible to serve as a member of the committee;
 - e. members of the committee shall be ineligible to be appointed as the International Assembly moderator, International Convention chair, or aide to the president by the president selected by the committee;
 - f. an otherwise ineligible past director or, if there are no eligible past directors, a past governor who has served on an RI

standing committee shall ~~continue to~~ be eligible for election if there are no other qualified candidates in the zone under point 1b. of this decision;

2. requests the general secretary, as part of the training being developed pursuant to point 5 of decision 185, June 2021 to include virtual training that addresses the role of the committee chair and secretary of the Nominating Committee for RI President;
3. further amends decision 185, June 2021 as follows:

185. Nominating Committee for RI President Procedures

DECISION: The Board

[text omitted]

7. agrees that
 - a. the nominating committee ~~should~~ shall select the questions to ask each of the final six candidates with at least one question selected from each of the categories in the “RI President Competencies Matrix” referenced in paragraph 5.c.;
 - b. the nominating committee ~~may~~ shall select questions from this confidential selection or adapt questions ~~or~~ and may add new questions provided they align with the competencies;
4. amends Rotary Code of Policies section 27.010.2. (paragraphs 14 and 15) regarding the procedures for the functioning of the nominating committee for president as follows:

27.010.2 Procedures for the Functioning of the Nominating Committee for President

The RI Board has adopted procedures for the functioning of the Nominating Committee for RI president as follows:

[text omitted]

14. The committee shall conduct interviews of no more than 45 minutes with each of the finalists previously identified by the committee in the finalist’s language of choice. As part of the interview, each candidate will be allowed up to

~~ten~~ five minutes to present a prepared statement on a topic developed by the Board and distributed to candidates in advance of the meeting and up to ~~five~~ three minutes for any closing remarks. The committee may use its discretion to adjust any of these times to allow for a candidate's interpretation needs. The

finalists shall be interviewed in ~~alphabetical order~~ random order assigned in advance of the meeting by the general secretary. The same members of the nominating committee shall ask the same questions in each interview and no follow-up questions shall be allowed. Candidates shall be shown the questions as they are asked and provided an opportunity to write them down if they wish. The general secretary shall provide a timing device that is visible to both the committee secretary and the candidate for timing the candidates' responses. The general secretary will inform candidates that they may bring and refer to notes during their interview.

15. Following the interviews, but before conducting a ballot for president, the nominating committee shall discuss the qualifications and written statements of each candidate. No member of the committee should leave the room once the committee has started the deliberation process until the nominee has been selected.

5. requests the general secretary to prepare an amendment the "Procedures for the Functioning of the Nominating Committee for President" to reflect the following:
 - a. candidates for RI president shall be interviewed virtually by the committee rather than in person;
 - b. the chair and secretary shall serve no more than two consecutive terms.

122. Procedures for Nominating Trustees

Statement: The Operations Review Committee considered a proposal that would increase the number of women proposed for consideration to serve as a Rotary Foundation trustee.

DECISION: The Board thanks the Operations Review Committee for its suggestions and reaffirms its goal of advancing women in Rotary in leadership positions.

* * * * *

123. Annual Strategic Alignment of Board and Committee Work

Statement: The Strategic Planning Committee discussed how to most effectively ensure that work done in a Rotary year, whether by the Board or its committees, is in alignment with Rotary's strategic objectives.

DECISION: The Board

1. thanks the Strategic Planning Committee for its report;
2. to ensure that work done by Rotary, its Board, and the Rotary committees aligns with the RI Strategic Plan, amends the Rotary Code of Policies as follows:

26.010.4. Alignment with RI Strategic Plan and RI Board Performance Goals and Annual Strategic Alignment

The work of Rotary shall be in alignment with the RI Strategic Plan. In furtherance of such goal, the Board, in collaboration with the current RI president, shall establish RI Board performance goals, to be aligned with the RI Strategic Plan and the presidential goals and vision. The general secretary shall support a mechanism for creating and reporting on goals, for review by the Board at its regular meetings each year.

* * *

28.020. Orientation, and Governance Training, and Strategic Planning

[text omitted]

28.020.3. Annual Strategic Planning Session
In preparation for each Rotary year, the Board shall review and further develop the course of action for how the work of Rotary, the Board, and the RI committees during the upcoming year can promote the RI Strategic Plan. To the extent such strategic emphases developed by the Board shall be relevant to the work of one or more committees, the Board shall communicate those plans to such committees for reference as the committees begin their work during the year.

* * *

31.010.2. Alignment with Strategic Plan
All RI committees shall function in alignment with the RI Strategic Plan. In addition to assigned committee responsibilities, committees shall act on the Board's strategic emphases as communicated pursuant to RI Code section 28.020.3.

124. RI Board Brand Working Group

Statement: President Mehta established the RI Board Brand Working Group to study Rotary's brand usage around the Rotary world and to recommend any necessary policy amendments on the use of the Rotary Marks. This working group met several times in 2021–22 and discussed brand usage by multidistrict activities, projects, and organizations; individual Rotary members' use of the Rotary Marks; and a possible vertical version of the Masterbrand signature.

DECISION: The Board

1. thanks the RI Board Brand Working Group for its update;
2. requests the Communications Committee to consider the development of a vertical Rotary master brand logo and an expanded color palette for use in promoting the new environmental area of focus;
3. requests the RI Board Brand Working Group to provide an update at the June 2022 Board meeting.

125. Electronic Voting Pilot in South Asia

Statement: In decision 36, November 2021, the Board agreed to reexamine whether to continue the electronic voting pilot in South Asia. Noting that the intended purpose of decreasing election complaints in the region had not been met with e-voting implementation, Directors Kotbagi and Venkatesh suggested that beginning in 2022–23 district elections in South Asia be conducted by district conference voting procedures.

DECISION: The Board

1. agrees to continue the Electronic Voting Pilot for districts in the Philippines through 2024–25 and amends Rotary Code of Policies section 2.130.1. accordingly;
2. agrees to establish a new voting pilot through 2024–25 for districts in Bangladesh, Bhutan, India, Maldives, Nepal, Pakistan, and Sri Lanka in which they are required to use only district conference voting whenever a club ballot is required by the RI Bylaws;
3. requests the general secretary to inform the 2022–23 governors of the participating districts.

126. Interact Advisory Council Report

Statement: In decision 38, September 2020, the Board created an Interact Advisory Council to 1) recommend an effective and sustainable structure for continued Interact representation at Rotary's international level; 2) create innovative programming that connects Interactors worldwide; and 3) increase collaboration with Rotary members and advise how to strengthen and encourage life-long connections to Rotary. The advisory council presented a strategy brief to help drive these objectives and to elevate Rotary's programs from young leaders as among the best in the world.

DECISION: The Board

1. thanks the Interact Advisory Council for its report;
2. recognizing that Rotary's Programs for Young Leaders (Interact, RYLA, and Rotary Youth Exchange) are vitally important member and participant engagement programs, requests the general secretary to implement the strategy for Rotary's Programs for Young Leaders as shown in Appendix B, filed only with the official copy of these minutes.

127. Institute for Economics and Peace Strategic Partnership Renewal

Statement: Rotary's strategic partnership with the Institute for Economics and Peace began in 2017 and has been engaged in peace education for Rotary members and Rotary Peace Fellows, particularly in the pillars of Positive Peace, which includes the creation of a Rotary Positive Peace Academy, training for clubs and districts through global grants, and outreach to internal and external audiences. The general secretary reported that this partnership was up for renewal and recommended its continuation.

DECISION: The Board, contingent upon the Trustees' approval, renews Rotary's strategic partnership agreement with the Institute for Economics and Peace (IEP) through 30 June 2025 and requests the general secretary to execute a new memorandum of understanding with IEP.

Note: The Trustees approved this strategic partnership renewal in their decision 81, April 2022.

128. Mediators Beyond Borders International Service Partnership Renewal

Statement: Rotary's service partnership with Mediators Beyond Borders began in 2018 and works to build Rotary members' skills in peace mediation and to connect members with organizations locally that promote and teach these skills. The general secretary reported that this partnership was up for renewal and recommended its continuation.

DECISION: The Board, contingent upon the Trustees' approval, renews Rotary's service partnership with Mediators Beyond Borders International for three years and requests the general secretary to execute a new memorandum of understanding with Mediators Beyond Borders International.

Note: The Trustees approved this service partnership renewal in their decision 85, April 2022.

129. ShelterBox Project Partnership Renewal

Statement: Rotary's Project Partnership with ShelterBox began in 2012 and had been renewed by the Board three times. The partnership aims to connect Rotary members to a field of experts specializing in assessing, administering, and evaluating the provision of temporary transitional housing and other essential equipment to regions impacted by disasters. The general secretary reported that this partnership was up for renewal and recommended its continuation.

DECISION: The Board, contingent upon the Trustees' approval, renews Rotary's project partnership with ShelterBox for three years and requests the general secretary to execute a new memorandum of understanding with ShelterBox.

Note: The Trustees approved this project partnership renewal in their decision 84, April 2022.

130. Proposed New Rotary Action Group for Organ Donation

Statement: The general secretary received an application to form a new Rotary Action Group focused on raising awareness on matters related to organ donation. The Programs Committee reviewed this application and made its recommendation to the Board.

DECISION: The Board

1. denies recognition to the proposed new Rotary Action Group for Organ Donation, noting that the group's purpose is primarily limited to advocacy and that its application it does not indicate the group's capacity to advance 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;
2. encourages the group's organizers to
 - a. consider forming a Rotary Fellowship to build a global community united around organ donation;
 - b. continue growing the recently-formed cause-based satellite club for organ donation;
 - c. share their knowledge and expertise through Health Education and Wellness Rotary Action Group (HEWRAG).

131. Rotary Action Groups Annual Report

Statement: Rotary Action Groups are expertise-based, international groups that use their collective knowledge, passion, and networks to help Rotary clubs and districts plan and implement service projects. An Action Group's expertise, partnerships, and resources combine to help clubs bring smaller projects to a larger scale, increasing the project's impact and sustainability. Rotary Action Groups annually submit reports on their activities and finances for the Board's review. The general secretary reported that in 2021 there were 26 Rotary Action Groups with a combined membership of over 34,000 in over 150 countries, supporting 2,445 projects.

DECISION: The Board receives the general secretary's 2021 Rotary Action Groups annual report.

132. Rotary Fellowships Annual Report

Statement: Rotary Fellowships are groups of individuals who unite around a common interest, vocation, or recreational activity with the primary purpose to network and further friendships. Rotary Fellowships annually submit reports on their activities and finances for the Board's review. The general secretary reported that in 2021 there were 98 Rotary Fellowships with a combined membership of over 42,000 in over 150 countries.

DECISION: The Board receives the general secretary's 2021 Rotary Fellowships Annual Report.

133. Proposed Synergy Rotary Fellowship

Statement: The general secretary received one application for a proposed Rotary Fellowship centered on Rotary networking and exchanging ideas for strengthening Rotary in their regions. The Programs Committee reviewed this application and made its recommendation to the Board.

DECISION: The Board

1. thanks the organizers of this proposed fellowship for remaining active and connected during the global pandemic;
2. based on the current proposal, denies the formation of the proposed Synergy Rotary Fellowship, noting that the proposal does not meet the criteria for forming a Fellowship by identifying a purpose related to a common interest, vocation, or recreational activity;
3. encourages the organizers to reconsider the general secretary's guidance to amend their proposal to organize around a purpose beyond Rotary networking and asks the general secretary to continue to work with the organizers to improve their proposal for Rotary Fellowship eligibility;
4. encourages the organizers to reconsider the branding guidance offered by the general secretary and asks the general secretary to assist the organizers with branding options that will show their affiliation with Rotary while adhering to Rotary's branding guidelines;
5. affirms that Board policy does not allow groups of individual Rotary members to use the Rotary Marks without a club, district, or zone identifier.

134. Rotary International Convention Site Selection

Statement: Noting that the COVID-19 pandemic had delayed site inspections for future Rotary conventions, the general secretary presented a new timeline for consideration of convention cities in 2028, 2029, 2030, 2031, and 2032. The general secretary further reported that the Board had agreed that 2028 would be reserved for a site that does not meet all of Rotary's criteria for hosting a convention, and that 2030—the 125th anni-

versary of Rotary—would be reserved by tradition for Chicago, IL, USA, where Rotary was founded in 1905.

DECISION: The Board

1. reaffirms that the RI convention in
 - 2028 is reserved for a city that does not meet all of Rotary's criteria for hosting an RI convention
 - 2030 is tentatively set (contingent upon an acceptable proposal) for Chicago, IL, USA, in commemoration of Rotary's 125th anniversaryand requests a recommendation on sites for both convention years at the January 2023 Board meeting;
2. requests the general secretary to solicit proposals to host the 2029, 2031, or 2032 RI Convention from the following cities:
 - Boston, Massachusetts, USA
 - Brussels, Belgium
 - Busan, Korea
 - Gothenburg, Sweden
 - Helsinki, Finland
 - Las Vegas, Nevada, USA
 - Minneapolis, Minnesota, USA
 - New Delhi, India
 - Rome, Italy
 - San Francisco, California, USA
 - Vienna, Austria
3. revises the decision timeline for selecting RI convention sites in 2029, 2031, and 2032 to accommodate the site selection process for 2028 and 2030 as follows:

April 2022:	Board selects cities to receive bid invitation
July 2022:	Cities receive the <i>Manual for Conventions</i>
November 2022:	Bids due to RI
April 2023:	Board selects finalists
July–Nov. 2023:	Site selection committee trips to finalist cities
January 2024:	Board selects cities for each year;
4. requests the general secretary to report at the April 2023 Board meeting on the results of the bid analysis, including a recommendation for four to six cities for further inspection.

135. 2022 RI (Houston) Convention Update

Statement: Noting that multiple pandemic-related factors were affecting Houston convention registration numbers and that the low registration placed undue burden on the Houston Host Organization Committee, President Mehta suggested that the Board provide financial assistance to the committee. Further noting that the 2021 and 2022 International Assemblies were virtual, the general secretary suggested these governor classes be provided with a fellowship and networking opportunity at the Houston convention.

DECISION: The Board

1. authorizes a contingency fund of up to US\$75,000 for the 2022 Houston Host Organization Committee to offset costs associated with the committee's support of the convention, including special events costs;
2. authorizes up to \$75,000 from the 2022 International Assembly budget to support separate networking and fellowship events for the 2022 and 2023 classes of district governors at the 2022 Rotary International Convention.

136. Districting Committee Report

Statement: The Districting Committee met virtually on 28 February 2022 and discussed the status of ongoing redistricting efforts and possible new redistricting plans, among other topics.

DECISION: The Board

1. acknowledging local growth efforts in District 9102 (Benin, Ghana, Niger, and Togo), agrees to waive the requirement that 90 percent of its clubs be three years old or older by 1 July 2022, and confirms a tentative agreement to split District 9102 into Districts 9103 and 9104, effective 1 July 2023, provided the district has 20 members or more in at least 80 percent of its clubs by 1 July 2022;
2. noting their membership has fallen between 1,100 and 1,199 members, requests Districts 2483 (Montenegro, Serbia) and 6220 (USA – Michigan, Wisconsin) to submit to the Districting Committee a district growth plan by 1 November 2022 and a district growth activity report by 15 March 2023;
3. acknowledging local district growth efforts, tentatively agrees to split District 9110 (Nigeria) into

Districts 9111 and 9112, effective 1 July 2024, as follows:

District 9111 – NIGERIA, Lagos State: Alimosho, Amuwo-Odofin, Agege, part of Mushin, Ifako-Ijaye, Oshodi, Ojo, Badagry, part of Ikeja, and Ogun State: Odeda, Abeokuta North, Abeokuta South, Yewa, Ado-odo Ota

District 9112 – NIGERIA, Lagos State: Lagos Island, Eti Osa, Apapa, Ikorodu, part of Ikeja, Lagos mainland, part of Mushin, Surulere, Shomolu, Kosofe, Epe, Ibeju-Lekki, and Ogun State: Ijebu-Ode, Ijebu North, Ifo, Sagamu

provided that 80 percent of the district's clubs are two years old or older and the district shows significant progress towards reaching 5,000 members by 1 July 2023;

4. acknowledging local district growth efforts, tentatively agrees to split District 9125 (Nigeria) into Districts 9126 and 9127, effective 1 July 2024, as follows:

District 9126 – NIGERIA: Osun, Ondo, Oyo, Ekiti, Kogi, Niger and Kwara State

District 9127 – NIGERIA: Adamawa, Bauchi, Borno, Benue, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Nasarawa, Plateau, Sokoto, Taraba, Yobe, Zamfara, and Abuja, Federal Capital Territory (FCT)

provided that 80 percent of the clubs have 20 members or more and the district shows significant progress towards reaching 5,000 members by 1 July 2023.

137. Non-Club Based Participant Model (Connect by Rotary)

Statement: The non-club-based participant model is an effort to support Rotary's strategic priorities and offer a different path to membership and engagement with Rotary International. The goals of this model are to 1) expand our reach by reducing barriers to connecting with Rotary, 2) increase our awareness and engagement among new and diverse participants, 3) increase our impact by offering engaging service opportunities, and 4) test the new model as a bridge between new audiences and local clubs. The Board requested regular updates on this test model. The general secretary reported on continued configuration and content development for the

online platform “Connect” and ongoing marketing efforts, including a targeted social media campaign in the pilot cities Chicago, Illinois, and Houston, Texas, USA.

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

138. Membership Committee Report

Statement: In decision 58, November 2021, the Board requested the Membership Committee to develop a comprehensive operation plan for establishing Rotaract as a distinct membership type. The Membership Committee met virtually with the Rotaract Committee on 2 and 9 February and 17–18 March 2022 to jointly develop this plan and further discussed the non-club-based participant model online platform “Connect by Rotary,” a Rotaract operation plan, and the membership leads platform, among other topics. The committees recommended the Board adopt a grow Rotaract membership operation plan.

DECISION: The Board

1. thanks the Membership Committee and Rotaract Committee for their report;
2. reaffirms that growing Rotary remains the organization’s top internal priority, and amends the Rotary Code of Policies to include a new section on the Grow Rotaract Membership Operational Plan, as shown in Appendix C.

139. Rotaract Dues

Statement: In decision 101, January 2020, the Board established annual Rotaract per capita dues of US\$5.00 for university-based clubs and \$8.00 for community-based clubs beginning in July 2022. To efficiently incorporate this new annual invoice structure in existing administrative processes, the general secretary suggested several policy amendments to implement a new Rotaract dues invoice process.

DECISION: The Board

1. receives the general secretary’s update on the Rotaract dues invoice;
2. amends the Rotary Code of Policies regarding Rotaract dues as shown in Appendix D.

140. Audit Committee Report

Statement: The Audit Committee met virtually on 23–24 March 2022 and discussed recently issued audit reports, management action plans related to previous audits, an internal audit quality assurance review, an update on Rotary institute reporting compliance, and the audit committee charter, among other topics.

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

141. Finance Committee Report

Statement: The Finance Committee met virtually on 31 March 2022 to discuss 2022 projected actuals, the 2023 plan on revenues, expenses, reserves, and surplus, and an update on the digital transformation strategy, among other topics.

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

142. Fiscal Agents Extensions

Statement: The Rotary Code of Policies provides that a fiscal agent’s term shall not exceed six years. The general secretary reported on the difficulties in securing new fiscal agents in Thailand and Pakistan where the existing agents have reached their term limits and requested the Board to approve an exception to its policy to extend the terms of these agents until qualified replacements can be appointed.

DECISION: The Board grants an exception to Rotary Code of Policies section 66.040.2. regarding the term of appointment for fiscal agents to reappoint Krit Indhewat as Rotary’s fiscal agent in Thailand and M. Iqbal Qureshi as Rotary’s fiscal agent in Pakistan.

Adjournment

The foregoing is a true record of the proceedings at the April 2022 Rotary International Board of Directors meeting.

Shekhar Mehta
President, RI

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary, RI

APPENDIX A

RATIFICATION OF DECISIONS MADE BY THE PRESIDENT (Decision 114)

1. 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 Rotarian to serve as governor or governor-elect in his district, assuming all authority and responsibilities of the office:

<u>Rotarian Name</u>	<u>Club Name</u>	<u>District</u>
Paulo Balla	Bandeirantes, Brazil	4710

APPENDIX C

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING A NEW GROW ROTARACT MEMBERSHIP OPERATIONAL PLAN (Decision 138)

12.120. Grow Rotaract Membership Operational Plan

An emphasis on growing Rotary's member and participant-base is a key element of the RI Strategic Plan. The Grow Rotaract Operational Plan endeavors to align operations and resources to Rotary's strategic priorities to achieve long-term membership sustainability and growth. This plan supports our existing Rotaract club's efforts to remain relevant and attractive to new members and deliver an experience that engages and retains existing members. The plan also seeks to expand Rotaract's reach with innovative models that welcome more participants and gives them meaningful ways to unite and take action.

Priority: Increase Impact

Membership Initiatives:

- Ensure a consistent message that Rotaract is a unique, independent and valued membership type.
- Foster a perception shift, where the majority of Rotarians see value in Rotaract and believe their Rotary experience is better as a result of collaboration with Rotaract club members.
- Expand access to funding from The Rotary Foundation to Rotaract members/clubs for district and global grants and evaluate the success and sustainability of their projects.
- Encourage greater giving to The Rotary Foundation by Rotaract members based on a tailored donor engagement and recognition strategy that resonates with this target audience.

Priority: Expand Reach

Membership Initiatives:

- Over the next five to seven years, achieve growth in Rotaract membership and have mechanisms in place to monitor and measure transitions from Rotaract to Rotary club membership.
- Develop new club models and other opportunities to participate with Rotary that appeal to younger and diverse participants.
- Leverage Rotary events at all levels as opportunities to better connect with existing and prospective Rotaract members and participants.

Priority: Enhance Engagement

Membership Initiatives:

- Encourage clubs to offer opportunities that engage Rotaract members, personally and professionally.
- Improve membership and service recognition opportunities for effective Rotaract clubs and members.
- Better define the value and member benefits of Rotaract while creating a distinctly appealing, flexible, and innovative club experience tailored for young adults.
- Better integrate training materials and opportunities, including in-person volunteer-led training (PETS, district conferences, etc.).

Priority: Increase Ability to Adapt

Membership Initiatives:

- Establish a fee structure for Rotaract that generates adequate revenue to guarantee products and services for Rotaractors that matches their expectations related to value, socio-economic status, and is internationally competitive based on market research.
- Distribute Secretariat responsibilities associated with serving and supporting Rotaractors and Rotaract clubs to more closely match the support and services provided to Rotarians and Rotary clubs.
- Update RI Code of Policies to fully integrate Rotaract as a membership type, while providing sufficient distinction between Rotary and Rotaract clubs as unique member experiences.
- Continue to promote the perspectives of Rotaract members in Committees and other leadership appointments.

APPENDIX D

AMENDMENTS TO THE ROTARY CODE OF POLICIES REGARDING ROTARACT DUES (Decision 139)

9.020. Rotary and Rotaract Clubs in Arrears to RI

The procedures outlined in the following subsections govern the payment by Rotary and Rotaract clubs of financial obligations to RI:

9.020.1. Procedures for Collection of Club Past Due Financial Obligations

~~RI has adopted Procedures for Collection of Club Past Due Financial Obligations, which include the following~~ The procedures for collecting past due financial obligations from Rotary and Rotaract clubs shall be as follows:

- 1) a reminder notice to clubs with unpaid financial obligations of US\$250 or more for Rotary clubs and US\$75 or more for Rotaract clubs will be sent 60 days (two months) from due date; another notice will be sent 90 days (three months) from the due date
- 2) termination of clubs with unpaid financial obligations of US\$250 or more for Rotary clubs and US\$75 or more for Rotaract clubs will occur 120 days (four months) from due date and the termination notification will be sent no less than 120 days from the due date
- 3) clubs with balances of less than US\$250 for Rotary clubs and less than \$75 for Rotaract clubs will be contacted for payment, but termination will not be mentioned
- 4) ~~balances of US\$50 or less will be written off after 180 days from the due date~~
- 5)4) records of all write-offs of club financial obligations will be maintained for review by the Board at any time.

9.020.2. Notification to Clubs of Non Payment and Termination

~~A Rotary or Rotaract club shall be notified at the end of the second month of non payment of its financial obligations and of its possible termination unless payment is made within 120 days of the due date, or unless arrangements acceptable to the Board are made to pay them.~~

~~The termination notification shall be sent no less than 120 days from the due date.~~

[text omitted]

9.020.4. Notice of Termination to Governors and Directors

District governors will receive a listing of Rotary and Rotaract clubs terminated for non-payment within their districts, and RI directors will receive a listing of Rotary and Rotaract clubs terminated for non-payment within their zones.

9.020.5. Reinstatement of Clubs Terminated Due to Non-Payment of Financial Obligations

A terminated Rotary or Rotaract club may only seek to be reinstated up to five months (150 days) after its termination. When a Rotary or Rotaract club seeks to be reinstated within this time period, it must pay the full amount of its outstanding financial obligations and a reinstatement fee of US\$30.00 per member for Rotary clubs and US\$3.00 per member for Rotaract clubs ~~reinstatement fee~~. Additionally, Rotary and Rotaract clubs must provide a current membership list. If only partial payment is made within the five-month reinstatement period, that amount will be applied to the terminated Rotary or Rotaract club's delinquent financial obligation. Terminated Rotary or Rotaract clubs that have not fulfilled reinstatement requirements, which include the full amount of their outstanding financial obligations, the reinstatement fee, and membership reporting within five months (150 days) of termination shall lose their original charter and are not eligible for reinstatement. Reinstated Rotary or Rotaract clubs shall maintain their name, history, and charter, and are considered members in financial good standing eligible to receive the full services of the association.

* * *

32.030.2. Excuse Payment of Rotary and Rotaract Club Invoices or Indebtedness

The general secretary may excuse, delay, or reduce payment of the Rotary or Rotaract club invoices when, in

the general secretary's judgment, the recommendation of the governor and other circumstances in the case warrant such action. The general secretary may also excuse Rotary or Rotaract clubs from partial or a full payment of their indebtedness to Rotary when, in the general secretary's judgment, the recommendation of the governor and other circumstances warrant such action.

32.030.4. Club Suspension, Termination, Resignation, and Reinstatement

- a) The general secretary may suspend or terminate the membership of any Rotary or Rotaract club that fails to pay its dues or other financial obligations to RI or approved contributions to the district fund, pursuant to RI Bylaws section 3.020.1.
- b) The general secretary may suspend the membership of any club that fails to report changes to its membership on a timely basis, pursuant to RI Bylaws section 3.020.2.
- c) The general secretary may cancel Rotary or Rotaract club charters in an emergency.
- d) The general secretary may reinstate the membership of any former Rotary or Rotaract club whose membership in RI was terminated because the club did not meet its financial obligations to RI, if such obligation has been met or satisfactory arrangements for payment have been made.
- e) the general secretary may terminate clubs for failure to function according to the criteria established in section 2.010.1. of this Code.
- f) the general secretary may approve the resignation of a club pursuant to RI Bylaws section 3.010.
- g) the general secretary may terminate clubs at the request of a district governor if its membership falls below six members, pursuant to RI Bylaws section 3.020.4.

71.010. Per Capita and Prorated Dues

There is no exception to the constitutional requirement for uniform per capita dues. Per capita and prorated dues will be invoiced based on the US Dollar amounts and converted into local currency where appropriate. Rotary International per capita and prorated dues for Rotary and Rotaract clubs are nonrefundable.

71.010.1. Standardized Membership Reporting and Billing

There shall be standardized reporting requirements for all RI International Offices and RIBI. The general secretary shall implement standardized membership reporting and billing for semiannual dues for all Rotary clubs.

71.010.2. Revisions to Club Membership Lists

Rotary and Rotaract clubs are required to report their new and terminated members to RI within thirty (30) days. Rotary and Rotaract clubs are obligated to fulfill the entire financial responsibility of ~~its~~ their new members, which includes the full amount of any pro-rata dues and all semiannual dues payments that fall within 180 days of a member ~~Rotarian's~~ admittance date. The general secretary will accept membership updates via paper or electronic means and will deem the act of submitting membership updates as certifying the current Rotary or Rotaract club membership list. The general secretary will deem the membership list in its database as of 1 July and 1 January as the certified membership list.

71.010.3. Rotaract Club Dues

Rotaract club per capita dues are annually payable pursuant to Articles 18.030.2., 18.040.1., and 18.040.2. of the RI Bylaws on 1 January.

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