



MINUTES
of the
AUGUST 2022
ROTARY INTERNATIONAL
BOARD OF DIRECTORS MEETINGS

One Rotary Center
1560 Sherman Ave., Evanston, IL 60201 USA

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2022-23

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ROTARY INTERNATIONAL
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The Rotary International Board of Directors met virtually on 17 August 2022

Present were: President Jennifer Jones, President-elect Gordon McNally, Vice President Nicki Scott, Treasurer Ananthanarayanan S. Venkatesh, Executive Committee Chair Elizabeth Usovicz, other directors, Alberto Cecchini, Patrick Daniel Chisanga, Jessie Harman, Jeremy Hurst, Drew Kessler, Muhammad Faiz Kidwai, Won-Pyo Kim, Urs Klemm, Mahesh Kotbagi, Pat Merryweather-Arges, Lena J. Mjerskaug, Vicki Puliz, Yoshio Sato, Julio César A. Silva-Santisteban, and General Secretary John Hewko. Trustee Dean Rohrs attended as Trustee liaison to the Board.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present were David Alexander, Jim Barnes, Julie Burke, Paul Haisman, Brian King, Steve Routburg, Eric Schmelling, Tom Thorfinnson, and Nora Zei. Nobuko Andrews, and Eiko Terao served as staff interpreters.

Under the president's guidance, the general secretary had prepared an advance memorandum for this meeting containing items for Board consideration with background information and analyses. Those items, along with any initiated during this session, comprised the meeting agenda as reflected in these minutes.

15. General Secretary's Report

Statement: The general secretary reported on activities at the Secretariat since the Board's May meeting.

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

16. Constitution and Bylaws Committee Report

Statement: The Constitution and Bylaws Committee met via correspondence in July and August 2022 to review 30 resolutions proposed for the 2022 Council on Resolutions to determine which were duly proposed and which were defective.

DECISION: The Board

1. agrees that the following 16 files containing resolutions for the 2022 Council on Resolutions are duly proposed and not defective at this time

Name	Title of Resolution
File 002	To request the RI Board to consider proposing legislation to a future Council on Legislation to include the Standard Rotaract Club Constitution as one of the constitutional documents
File 003	To request the RI Board to consider endorsing the Treaty on the Prohibition of Nuclear Weapons
File 004	To request the RI Board to consider adopting "Clean and Safe Water for Everyone" as Rotary's primary goal after polio eradication
File 005	To request the RI Board to consider recommending charging certain beneficiaries in order to provide broader and more sustainable community service
File 006	To request the RI Board to consider improving the access and readability of the Board meeting minutes
File 009	To request the RI Board to consider including the vice president of the club among the officers listed in the Official Directory and also providing him/her with the same access to resources and services available to the club president on My Rotary
File 010	To request the RI Board to consider lowering the minimum number of members a club must have to sponsor a new club from 20 to 15 members
File 014	To request the RI Board to consider relaxing the qualification requirements for assistant governor and granting districts the discretionary authority to make their selections for this role based on local conditions
File 015	To request the RI Board to consider conducting Rotary events in a manner that takes global environmental issues into consideration
File 018	To request the RI Board to consider eliminating the logo and pin of the RI president
File 019	To request the RI Board to consider allowing retired professionals to add the word 'retired' to their classification in Rotary's member database
File 021	To request the RI Board to consider encouraging senior members to increase their level of engagement with new members
File 025	To request the Trustees to consider designating a new area of focus devoted to the development of culture
File 026	To request the RI Board to consider proposing legislation that would provide for the election of representatives in the year of the Council on Legislation

File 028	To request the RI Board to consider requesting Rotary clubs to contribute US\$10 per member to reduce the spread of COVID-19
File 031	To request the RI Board to consider changing the Rotary Youth Leadership Awards name to the Rotary Young Leaders Awards

2. agrees that the following 14 resolutions for the 2022 Council on Resolutions are defective at this time:

Name	Title of Resolution
File 001	To request the RI Board to consider advocating strict compliance with the existing international laws and provisions concerning all landmines
File 007	To request the RI Board to consider affirming Rotary's mission of promoting world peace
File 008	To request the RI Board to consider including Rotaract members in the current membership totals on Rotary Club Central
File 011	To request the RI Board to consider implementing concrete actions to address the challenges facing humanity by creating sustainable positive change at the global level
File 012	To request the RI Board to consider creating a system that guides Rotary in accordance with its Statement of Commitment to Diversity, Equity, and Inclusion and serves as its code of conduct
File 013	To request the RI Board to consider providing support for Rotaract clubs to become self-supporting entities
File 016	To request the Trustees to consider allowing the district to request contingency funds for district grants up to the full amount of the district grant
File 017	To request the RI Board to consider conducting a comprehensive survey of clubs worldwide
File 020	To request the RI Board to consider recommending that arrangements be made for hybrid meetings to support club attendance at current levels until the coronavirus pandemic has passed
File 022	To request the RI Board to consider encouraging clubs to participate in the development of management structures within businesses and organizations as part of the vocational service framework
File 023	To request the RI Board to consider encouraging clubs to participate in the development of fiscal regulatory tools
File 027	To request the RI Board to consider developing a manual for exchange students
File 029	To request the RI Board to consider reducing RI per capita dues
File 030	To request the RI Board to consider refraining from any direct or indirect investment in companies that are involved in the production of landmines and consider encouraging The Rotary Foundation to do the same

3. agrees that resolutions that are not duly proposed or defective shall not be transmitted to the Council.

17. Election Review Committee Report

Statement: The Election Review Committee received three election complaints since the Board's June 2022 meeting and made its recommendations to the Board regarding these complaints.

DECISION: The Board

1. receives the complaint of the Rotary Club of Delhi Central, India (District 3011) concerning the selection of the RI director from Zone 4 in 2023–25 and notes that after extensive review the Election Review Committee:

- a. did not find any errors in the balloting, electronic voting, and counting procedures used to elect the 2023–25 director;
- b. found no credible evidence that the winning candidate or any other Rotarian violated RI's rules against campaigning, canvassing, and electioneering;

therefore, based on the recommendation of the Election Review Committee, dismisses the complaint and affirms the selection of T. R. (Raju) Subramanian as the 2023–25 director from Zone 4;

2. receives the complaint of the Rotary Club of Bulacan, Philippines, concerning the election of the 2024–25 governor of District 3770, and acting on the recommendation of the Election Review Committee:

- a. notes that the governor failed to follow the nominating committee process to select the governor in accordance with a validly adopted district resolution;
- b. for this reason, upholds the complaint of the Rotary Club of Bulacan, and declares the election and announcement of the 2024–25 governor to be null and void;
- c. directs the current governor to conduct an election for the 2024–25 governor by the nominating committee process as passed by district resolution in 2021;
- d. agrees to extend the date for selecting a governor until 31 December 2022 so as to permit this election;

3. receives the complaint of the Rotary Club of Macuiltépetl Xalapa, Veracruz, México, concerning the election of District 4185's representative to the Zone 25 Director Nominating Committee, and acting on the recommendation of the Election Review Committee:

- a. agrees that the 2021–22 governor of District 4185 had valid grounds for ruling that Past Governor Diego Florescano had failed to meet the requirements to be a candidate for selection of the district's representative to the Zone 25A Nominating Committee for RI Director;
- b. notes that the governor's decision was supported by a majority of voting delegates at the district conference;
- c. dismisses the complaint of the Rotary Club of Macuiltépetl Xalapa, and confirms the selection of Past Governor Sergio Romero as the member of the Zone 25A Nominating Committee for RI Director from District 4185.

18. COVID-19 Protocols for the 2023 International Assembly and 2023 International Convention

Statement: To ensure the health and safety of participants at the 2023 International Assembly and Convention, the Board discussed establishing protocols for attending these events.

DECISION: The Board

1. affirms its intention to host the 2023 International Assembly as an in-person event in Orlando, Florida, USA, on 8–12 January 2023 and the 2023 Rotary International Convention as an in-person event in Melbourne, Victoria, Australia, on 27–31 May 2023;
2. affirms its commitment to the health and safety of all Rotary members and agrees that establishing baseline COVID-19-related vaccination and testing requirements early will assist Rotary members in making their plans for these events;
3. requires all registered participants of the 2023 Rotary International Assembly to provide proof of their fully vaccinated status and provide a negative test result from a test administered or observed by a medical professional or certified testing agency no more than 72 hours before arrival at the assembly or proof of

recovery from COVID-19 within 90 days of the first day of the official program;

4. requires all registered participants of the 2023 Rotary International Convention to provide proof of their fully vaccinated status and provide a negative test result from a test administered or observed by a medical professional or certified testing agency no more than 72 hours before arrival at the convention or proof of recovery from COVID-19 within 90 days of the first day of the official program;
5. permits children 5 years old or younger to participate with only a negative test result from a test administered or observed by a medical professional or certified testing agency no more than 72 hours before arrival at the event;
6. requires all participants for both events to comply fully with any measures instituted by the local public health authorities having jurisdiction over the event locations and any further protocols instituted by Rotary International to reduce the risk of infection with COVID-19 during the events;
7. requests the general secretary to monitor active public health concerns and enact appropriate health and safety protocols to protect participants, as necessary, before and during these events.

19. Zone 8 Regionalization Pilot

Statement: Noting Rotaract's enhanced stature in Rotary, Director Harman recommended that the Rotaractors in Zone 8 should have a vote on the Zone's regionalization plans and further suggested that the work to establish an adequate estimation of support costs for the regionalization pilot should wait until after the zone conducts its vote, which would necessitate a later report back date to the Board.

DECISION: The Board amends its decision 107, February 2022 as follows:

107. Zone 8 Regionalization Pilot

DECISION: The Board

1. thanks the Shaping Rotary's Future Committee for its report;
2. approves in principle the pilot proposal for a new regional governance structure for Zone 8, as shown in Appendix G (filed only with the official copy of these minutes), subject to:

- a. approval of the pilot on or before 1 October 2022 by the districts and clubs in Zone 8, including Rotaractors (such approval to be consistent with the requirements for multi-district organizations);
- b. a later review of Rotary International's costs to support the pilot;
3. requests the general secretary prepare an estimated cost for supporting the pilot Zone 8 regional governance structure, for report at ~~October 2022~~ January 2023 Board meeting.

20. Meeting of the Zone 13B Nominating Committee for RI Director

DECISION: The Board

Statement: In decision 74, February 2022, the Board in response to ongoing concerns expressed in Zone 13 pertaining to the composition of the zone's Nominating Committee for RI Director—whether it comprise just members from Zone 13B (Belgium and Luxembourg) or also include members from Zone 13A (France)—requested the president to inform the governors in the 13A of the Board's intention that the next director be chosen by representatives from 13B exclusively. The general secretary reported that the districts in Zone 13A did not comply with this request. In decision 158, June 2022 the Board approved the nominations of conveners for the 2022–23 Director Nominating Committees (selected by the director associated with the respective areas of the world), which included location cities. The Board agreed that since the Zone 13B nominee will be from Belgium or Luxembourg, the committee would better serve the candidates by holding its meeting in Brussels rather than in France as it had approved at its June 2022 meeting. The general secretary further suggested possible legislation for consideration at the next Council on Legislation that would prevent similar conflicts from happening in the future.

1. expresses disappointment with the districts in France that adopted resolutions agreeing that the selection of the 2024–26 director from Zone 13B will be made by all the districts in the zone, rather than just the four districts in Belgium and Luxembourg, and notes that even though it is not a technical violation of the RI Bylaws, it is contrary to the spirit of the RI Bylaws;
2. for the reasons stated in point 1., believes the Zone 13B nominating committee should hold its meeting in Belgium rather than France, and therefore pursuant

to its authority in RI Bylaws section 11.020.17., amends its decision 158, June 2022, as follows:

158. Designation of Conveners and Sites for 2022–23 Director Nominating Committee

DECISION: The Board

1. designates the following conveners to serve on the 2022–23 zone nominating committees for RI director:

[text omitted]

Zone 13B:

Convener: Thierry Reip

Date: 17 September 2022

City: ~~Lille, France~~ Brussels, Belgium

3. authorizes the president to adjust the date and place of the meeting if requested by the convener provided that the meeting be held in Belgium or Luxembourg;
4. requests the Constitution and Bylaws Committee to draft legislation for possible submission to a future Council on Legislation that would amend RI Bylaws section 11.020.1. to state that if there are two or more sections in a zone, the membership of the nominating committee for director shall be selected from only those districts in the section(s) from which the director is to be nominated, unless a majority of districts in each of the sections of the zone, by resolutions adopted at their district conferences, agree to the selection from all districts in the zone, for report to the Board at a future meeting.

21. District 7475 (USA—New Jersey)

Statement: The general secretary reported on serious allegations regarding the functioning of District 7475 (USA—New Jersey).

DECISION: The Board

1. noting significant and pervasive governance challenges, places the Rotary clubs in District 7475 (USA—New Jersey) into non-districted status, effective immediately, until such time as these challenges are resolved;
2. requests President Jones to name a special adviser to the non-districted clubs in point 1 above;

3. requests the general secretary to inform club and district leadership of former District 7475 of this decision;
4. requests the Rotary Foundation Trustees to consider allowing the non-districted clubs in point 1 above to continue participation in Rotary Foundation grant programs.

22. Zone 4 Investigation Report

Statement: The Executive Committee requested that a panel of the Election Review Committee review allegations regarding the actions of certain senior Rotary leaders relating to the 2022 nomination for the next RI director from Zone 4 (India). The Executive Committee reviewed this report in June 2022. Subsequent to this review, the Executive Committee obtained additional pertinent information, which it forwarded to the Election Review Committee for further consideration. The committee made several recommendations to the Board.

DECISION: The Board

1. notes the findings, conclusions, and recommendations of the Election Review Committee's investigation of the 2023–25 Zone 4 RI director election and thanks the committee for its detailed reports;
2. agrees that President Mehta should not have contacted Director Kotbagi regarding one of the candidates in advance of the meeting of the Zone 4 nominating committee and finds this to be inappropriate behavior and contrary to good governance;
3. agrees Director Kotbagi should not have had contact with the chair of the director nominating committee about one of the candidates and believes that his doing so was an unacceptable intrusion into the meeting and a violation of the independence of the committee;
4. agrees that President Mehta overreacted in his response to Rotary senior leaders who had made complaints to the Board, and agrees further that he should have simply allowed those allegations to be referred to an independent panel for review;
5. agrees that committee chair Past Governor Grover should have immediately reported the contents of his contact with Director Kotbagi to the members of the Nominating Committee as would have been required by the disclosure statement he signed, agrees further that as chair, he was responsible for allowing this intrusion on the Nominating Committee meeting; and therefore, agrees that Past Governor Grover should not be selected to serve as convener or chair of future director nominating committees;
6. dismisses any other complaints relating to the Zone 4 nominating committee meeting and its aftermath.

Note: Director Kotbagi did not participate in the discussion and vote on this item

Adjournment

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

Jennifer Jones
President, RI

Andrew McDonald
Meeting secretary

ATTEST:

John Hewko
General Secretary, RI

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