



MINUTES
of the
MARCH 2021
ROTARY INTERNATIONAL
BOARD OF DIRECTORS MEETINGS

GENERAL OFFICERS

2020-21

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(Rotary Club of Herzogtum Lauenburg-Mölln)

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(Rotary Club of Anaheim)

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Kolkata, West Bengal, India
(Rotary Club of Calcutta-Mahanagar)

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(Rotary Club of Dunoon)

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(Rotary Club of Santo André)

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(Rotary Club of Busan-Dongrae)

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(Rotary Club of Pont-Audemer, France)

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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)

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

MINUTES
of the
MARCH 2021 MEETINGS
Rotary International Board of Directors

The Rotary International Board of Directors met virtually on 2–3 and 19 March 2021.
19 March decisions are marked by *

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, Kyun Kim, Aikaterini Kotsali-Papadimitriou, Peter Kyle, Floyd A. Lancia, Roger Lhors, Shi-Tien Liu, Kamal Sanghvi, Katsuhiko Tatsuno, Valarie Wafer, 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. Director Kim submitted his resignation from the Board on 9 March and was not present at the 19 March meeting.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present were David Alexander, Jim Barnes, Julie Burke, Jessie Dunbar-Bickmore, Faiz Hanif, Laurie McCarthy, Steve Routburg, Eric Schmelling, Zuhail Sharp, Tom Thorfinnson, 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 Usovich, and Ananthanarayanan Venkatesh, and Directors-nominee Drew Kessler, Jeremy Hurst, Muhammad Faiz Kidwai (19 March meeting only), 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.

* * * * *

119. General Secretary's Report

Statement: The general secretary reported on Secretariat work since the Board's January 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 January 2021 Board meeting.

120. Treasurer's Report

Statement: Rotary Code of Policies section 29.040.2. requires the treasurer to report on the status of RI finances at each Board meeting. Noting that the Board is meeting more frequently with the adoption of virtual meeting technologies in 2020 and that new financial information is not always available to present to the Board at pace with this schedule, Treasurer Pandya suggested that the Board amend its policy regarding the frequency of the treasurer's report.

DECISION: The Board

1. thanks Treasurer Pandya for his report on the status of RI finances;
2. amends the Rotary Code of policies regarding the treasurer's report as follows:

30.040.2. Reports to the Board

The Treasurer shall report at least once a quarter on the status of finances at ~~all~~ Board meetings.

121. Communications from the Trustees

Statement: At their 16 February meeting, the Rotary Foundation Trustees took several decisions of interest

to the Board. The Trustees' liaison to the Board, Brenda Cressey, reported on these items.

DECISION: The Board notes the following decisions from the 16 February 2021 Trustees meeting:

- 78. COVID-19 Task Force Report
- 79. Communications from the Board
- 80. 2020 Council on Resolutions: To Consider Including Measures for the Prevention and Elimination of Plastic Waste and Residues
- 81. 2020 Council on Resolutions: To Consider Allowing Districts to Use Their Own Scholarship Criteria When Awarding Scholarships for which no World Fund Matching Funds are Used
- 82. Contribution for New Rotary Peace Center
- 84. IPPC Report: 2020–21 PolioPlus International Service Awards

122. RI Director Election*

Statement: On 9 March 2021, director Kyun Kim submitted his resignation from the Board to President Knaack. The RI Bylaws provide that if the office of director is vacant for any reason, the Board shall elect the alternate chosen by the director nominating committee from the relevant zone. As the alternate stated he was unable to serve as director, the Board elected a director from the zone in accordance with RI Bylaws section 5.100.

DECISION: The Board

1. in accordance with RI Bylaws section 5.100., following nomination by President Knaack, elects Past Governor Chang-Gon Yim to fill the unexpired term of Kyun Kim as Rotary International director, effective immediately;
2. thanks Kyun Kim for his service on the RI Board.

123. Petition to the Board

Statement: The Board received one petition since its last meeting, from the Zone 8 governors, requesting reconsideration of Board decision 102, January 2021, which suspended all funded travel for the remainder of the Rotary year.

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 the discussion at this meeting.

124. Election Review Committee Report

Statement: In decision 87, January 2021 the Board deferred consideration of the Rotary Club of Porto Ferreira's complaint concerning the election of the 2022–23 governor of District 4540. Also in decision 87, January 2021, the Board suspended the nomination of the District 2484 governor due to allegations and pending criminal charges against him and offered the governor-nominee the opportunity to submit additional information that would help clarify the matter. Upon reviewing this information submitted, the Election Review Committee agreed it did not alter their original recommendation to uphold the complaint. Since the January Board meeting, the general secretary had also received an election complaint from District 3262.

DECISION: The Board

1. defers consideration of the complaint of the Rotary Club of Rotary Club of Porto Ferreira, São Paulo, Brazil, concerning the election of the 2022–23 governor of District 4540 until its April 2021 meeting;
2. receives the complaint of the Rotary E-Club of District 3262 concerning the election of the 2023–24 governor of District 3262 and based on the findings of the Election Review Committee:
 - a. finds that the rejection of the club's nomination form by the governor was unreasonable and unfair, contrary to advice provided by the RI director from the zone, and done to prevent an open and fair election;
 - b. notes with concern the actions of Governor Saumya Mishra and the supporters of Rotarian Tapas Kumar Panigrahi and requests the RI director from the zone to investigate the allegations contained in the complaint and advise the Board at its next meeting whether it should consider sanctions against those involved;
 - c. upholds the complaint and directs the governor to conduct a mail ballot to determine the 2023–24 governor of District 3262 following the report to the Board referenced in point 2b; [note: see decision 125 point 2 in these minutes]
3. pursuant to decision 87, January 2021, and RI Bylaws section 12.080., and by a two-thirds vote, rejects the nomination of the Rotarian named in the

complaint of the Rotary Club of Kerkyra, and elects Rotarian Dimitrios Pitsinikos as the 2021–22 governor of District 2484.

125. Election Review Committee Report*

Statement: At its second March meeting, the Board reviewed the report requested in point 2b. of Decision 124 and a new election complaint from District 3011

DECISION: The Board

1. receives the complaint of the Rotary Club of Delhi Chanakyapuri concerning the election of the District 3011 representative to the 2021–22 Zone 4 Nominating Committee for RI Director and based on the report of the Election Review Committee:
 - a. finds that the governor exceeded his authority in disqualifying Past Governor Talwar from consideration as a candidate and notes that the governor acted contrary to the advice of the director of the zone in taking this action;
 - b. upholds the complaint, nullifies the governor's declaration of Past Governor Vinay Bhatia as District 3011's representative to the Zone 4 Nominating Committee for RI Director, and directs a special representative appointed by Director Pandya to conduct an electronic club ballot of the clubs between Past Governors Bhatia and Talwar to determine the district's representative to the nominating committee;
 - c. cautions all participants to refrain from campaigning, canvassing or electioneering;
2. as requested by the Board in paragraph 2.c. of Decision B-5, March 2021, receives the report from the inquiry panel appointed by Director Sanghvi regarding the investigation into the allegations against Governor Saumya Mishra and Rotarian Tapas Kumar Panigrahi in the complaint of the Rotary E-Club of District 3262, and:
 - a. admonishes Governor Mishra for his actions and agrees that he shall be ineligible for any Rotary International or district appointment until 1 July 2030;
 - b. finds that Rotarian Panigrahi engaged in improper campaigning, and, by a two-thirds

vote, disqualifies him from seeking election as the 2023–24 governor of District 3262;

- c. declares Rotarian Jayashree Mohanty as the 2023–24 governor of District 3262 [*note: see decision 124, point 2c in these minutes*];
- d. rescinds the improper actions concerning the Rotary Club of Bhubaneswar New Horizon and directs the club officers who were improperly removed to be reinstated.

126. 2021–22 Nominating Committee for RI President*

Statement: In decision 4, July 2020, the Board agreed that the Nominating Committee for RI President would meet in Evanston on 2 August 2021. Due to the ongoing pandemic and the uncertainty of travel in August, the Board discussed whether this committee should meet virtually as it had in 2020.

DECISION: The Board

1. noting the ongoing uncertainty of travel in 2021 due to the COVID-19 pandemic, amends its decision 4, July 2020, to provide that the 2021–22 Nominating Committee for RI President shall meet virtually during the week of 2 August 2021;
2. notes that in accordance with its "Procedures for the Functioning of the Nominating Committee for President" (Rotary Code of Policies section 27.010.2.), the procedures to be used at the virtual committee meeting shall be determined by the RI president.

127. COVID-19 Task Force Report

Statement: In decision 67, December 2020 the Board, in a joint meeting with the Rotary Foundation Trustees, created a joint task force to develop and execute a plan that will a) encourage and support Rotary and Rotaract clubs to promote the distribution of information promoting COVID-19 vaccine acceptance; b) engage Rotary's global participant network in supporting COVID-19 mitigation activities; and c) align Rotary's efforts with those of our partners in the Global Polio Eradication Initiative. This task force met on 18 and 29 January and 12 February 2021 and discussed a comprehensive communications strategy to help inform and inspire Rotarians to take action in their communities around vaccination efforts; plans for identifying

successful, Rotarian-led vaccination project; a review of current Rotary-generated content and resources to further the task force's mandate; global media coverage of Rotary's COVID-19 mitigation efforts; and possible opportunities to collaborate with Rotary's partners.

DECISION: The Board thanks the COVID-19 Task Force for its report.

128. Diversity, Equity, and Inclusion Resources

Statement: In decision 9, July 2020, the Board established a task force to draft an ongoing diversity, equity, and inclusion action plan. This task force's initial discovery work indicated a need for a comprehensive DEI policy for Rotary, including a code of conduct and protocols for addressing conduct that violates the code. While the Board originally assigned the task force to work through June 2021, the task force observed that additional time would be necessary to fully operationalize a plan that drives meaningful action and creates measurable, lasting change throughout Rotary.

DECISION: The Board

1. agrees to provide diversity, equity, and inclusion training for incoming, current, and past RI officers and to create a comprehensive DEI policy, including a code of conduct and protocols for when that code is not adhered to;
2. requests the DEI Task Force to develop a plan to implement point 1 above, for report at the June 2021 Board meeting;
3. agrees to extend the DEI Task Force until June 2023, after which the work may be fully operationalized and requests the general secretary to work with the RI president each year to confirm the composition of the task force.

129. Executive Committee Consultant

Statement: The Board's Executive Committee annually evaluates the performance of the general secretary and reports its findings to the Board. In 2019–20 the committee had contracted with a consultant to develop a general secretary performance assessment tool. The committee requested a 2020–21 budget variance to engage the same consultant to update and launch a new general secretary assessment survey, analyze the results, and present a final report to the committee.

DECISION: The Board authorizes a 2020–21 budget variance of US\$14,000 to retain an outside consultant to assist the executive committee in its annual evaluation of the general secretary.

130. New Rotary Action Group Proposals

Statement: The general secretary received two proposals to form new Rotary Action Groups. The Programs Committee reviewed these proposals and presented its recommendations to the Board.

DECISION: The Board

1. agrees to recognize the Rotary Action Group for Menstrual Health & Hygiene and encourages the group to collaborate with WASH Rotary Action Group;
2. denies recognition of the End Plastic Soup Rotary Action Group and
 - a. requests the End Plastic Soup initiative members to join the Environmental Sustainability Rotary Action Group (ESRAG);
 - b. requests the ESRAG to welcome the members of the proposed End Plastic Soup Rotary Action Group, to incorporate their expertise and to make ending plastic pollution a priority within the Action Group's strategy;
 - c. requests the ESRAG to provide an update to the September 2021 Board meeting.

131. Rotary Youth Exchange Program Updates*

Statement: In decision 70, November 2020, the Board agreed that in light of the ongoing pandemic, districts may not conduct long- or short-term Rotary Youth Exchanges through 30 June 2021. Noting that uncertainty remains over the viability and safety of international travel, and that vaccination availability is inconsistent globally, the general secretary recommended the Board extend the temporary ban on the Youth Exchange program.

DECISION: The Board

1. agrees that in light of the ongoing global COVID-19 pandemic districts may conduct long-term or short-term Rotary Youth Exchanges beginning 1 July 2022, provided that the participating district:

- a. confirms understanding of Rotary's Youth Exchange program certification requirements;
- b. agrees to administer the program in accordance with these requirements;
- c. follows additional safety measures before administering any exchanges, as determined by the Board;

and further notes that this decision supersedes point 1 of its decision 70, November 2020;

2. strongly encourages

- a. Rotary Youth Exchange students and anyone volunteering as a host family, club counselor, or other adult volunteer to receive a COVID-19 vaccine, according to the eligibility guidelines for vaccination in their home country, before participating in Rotary Youth Exchange when program operations resume;
- b. districts to engage students who would have otherwise participated in Rotary Youth Exchange to explore the opportunities to participate in a New Generations Service Exchange program, when safe and possible to do so;
- c. districts to engage students, families, volunteers, and their Youth Exchange committee members in virtual Rotary Youth Exchange programs to provide safe, accessible, and meaningful opportunities for young people while in-person exchanges are not permitted or for those who would not otherwise be able to participate in an in-person exchange.

132. Exception for Use of Rotary Name in Rotary Family Health Days Program

Statement: The Rotary Action Group for Family Health and AIDS Prevention requested the Board to grant an exception to its policy regarding the use of the Rotary Marks to permit the use of the name "Rotary" in the action group's signature program "Rotary Family Health Days."

DECISION: The Board

1. grants an exception to the Rotary Action Group for Family Health and AIDS Prevention for the use of

the word "Rotary" in the name of its signature program: Rotary Family Health Days without a further identifier, provided that

- a. the Rotary Family Health Days logo is used in conjunction with the Rotary Action Group for Family Health and AIDS Prevention logo as approved by Rotary International in May 2020 and the Rotary Family Health Days logo does not include any of the Rotary logos;
- b. the Rotary Action Group for Family Health and AIDS Prevention uses the following disclaimer on all Rotary Family Health Days materials:

Rotary Family Health Days is a program of the Rotary Action Group for Family Health and AIDS Prevention, which is not an agency of or controlled by Rotary International

- c. the Rotary Action Group for Family Health and AIDS Prevention maintains appropriate insurance coverage for Rotary Family Health Days, including worldwide, general liability insurance;
2. encourages the Rotary club and district organizations operating Rotary Family Health Days and the other organizations providing goods and services to Rotary Family Health Days to maintain insurance;
 3. requests the general secretary to review the project every five years to determine if it is still in line with the Board's Rotary Marks and branding policies.

133. 2021 Virtual Convention Draft Program

Statement: Due to the ongoing pandemic, the Board, in decision 104, January 2021, canceled the in-person 2021 RI (Taipei) Convention and requested the general secretary to proceed with making the appropriate arrangements to hold a virtual convention instead. The general secretary developed a draft virtual convention program for the Board's review.

DECISION: The Board approves the draft program for the 2021 Virtual Convention, as shown in Appendix A, filed only with the official copy of these minutes, and requests the general secretary to work in collaboration with the president to develop the program further.

134. Young PDG Committee Report

Statement: The Young PDG Committee held regular virtual meetings in 2020–21 to discuss how to attract and keep younger members in the organization and how to encourage younger Rotarians to serve in leadership roles. The committee made several recommendations to the Board.

DECISION: The Board

1. encourages districts and zones, in an effort to increase Rotary's impact and value to local communities, to host online seminars on topics of community interest such as diversity, equity, and inclusion matters, and on the importance of including young leaders and women in local decision-making, events, and activities;
2. requests the general secretary to study the feasibility of providing resources for districts and zones such as registration, tech support, and guidance, to create highly-organized and professional online seminars;
3. requests the Rotaract Committee to consider the efficacy of appointing a Rotaract to Rotary transition chair position to continuously promote the relationship, shared activities, and transition pathway from Rotaract to Rotarian;
4. requests the Membership Committee to consider creating a committee or position for handling all the follow-through with membership web leads;
5. requests future RI Presidents to consider appointing current and past members of the Young Past District Governors Committee as President's Representatives to district conferences, to promote young governors as a resource and to highlight the important role of young leadership in the health and future success of Rotary.

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>
Dec. 129 Exec Co. Consultant	14,000

- Decisions taken at this meeting impacting future years:

<u>Expenses:</u>	<u>2021–22</u>	<u>2022–23</u>	<u>2023–24</u>
n/a	-	-	-

Adjournment

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

Holger Knaack
President

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary, RI

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