



**MINUTES**  
**of the**  
**AUGUST 2021**  
**ROTARY FOUNDATION**  
**BOARD OF TRUSTEES MEETING**

**ROTARY FOUNDATION TRUSTEES**  
**2021–22**

**CHAIR**

**John F. Germ**

Chattanooga, TN, USA (Rotary Club of Chattanooga)

**VICE CHAIR**

**Sangkoo Yun**

Jongro-Gu, Republic of Korea  
(Rotary Club of Sae Hanyang)

**CHAIR-ELECT**

**Ian H. S. Riseley**

Black Rock, Victoria, Australia  
(Rotary Club of Sandringham)

**GENERAL SECRETARY**

**John Hewko**

Evanston, IL, USA (Rotary Club of Kyiv, Ukraine)

**OTHER TRUSTEES**

**Jorge Aufranc**

Guatemala City, Guatemala  
(Rotary Club of Guatemala Sur)

**Marcelo Demétrio Haick**

São Paulo, Brazil  
(Rotary Club of Santos-Praia)

**Per Høyen**

Gelsted, Denmark (Rotary Club of Aarup)

**Hsiu-Ming Lin**

Taipei, Taiwan  
(Rotary Club of Taipei Tungteh)

**Larry A. Lunsford**

Overland Park, KS, USA  
(Rotary Club of Kansas City-Plaza)

**Mark Daniel Maloney**

Decatur, AL, USA  
(Rotary Club of Decatur)

**Geeta Manek**

Nairobi, Kenya (Rotary Club of Muthaiga)

**Aziz Memon**

Karachi, Pakistan (Rotary Club of Karachi)

**Akira Miki**

Himeji Hyogo, Japan (Rotary Club of Himeji)

**Barry Rassin**

Nassau, Bahamas (Rotary Club of Nassau)

**Dean Rohrs**

British Columbia, Canada  
(Rotary Club of Langley Central)

**Gulam A. Vahanvaty**

Mumbai, Mah., India (Rotary Club of Bombay)

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*\* filed only with the official copy of these minutes*



# MINUTES

## of the

August 2021

### Rotary Foundation Board of Trustees Meeting

The Rotary Foundation Board of Trustees met virtually on 17 August 2021. The 2021–22 Trustees also met briefly virtually on 17 June 2021 and took three decisions, marked with an \*.

Present were: Chair John F. Germ, Vice Chair Sangkoo Yun, Chair-elect Ian H.S. Riseley, other Trustees Jorge Aufranc, Marcelo Haick, Per Høyen, Hsiu Ming Lin, Larry A. Lunsford, Mark Daniel Maloney, Geeta K. Manek, Aziz Memon, Barry Rassin, Dean Rohrs, Gulam A. Vahanvaty, and General Secretary John Hewko. Trustee Akira Miki was unable to attend this meeting. Director Mahesh Kotbagi attended as Board liaison.

Andrew McDonald served as secretary of the meeting with assistance from Matt Hohmann. Other staff present were David Alexander, Jim Barnes, Victor Barnes, Michele Berg, Julie Burke, Meredith Burlew, Paul Haisman, Eric Jones, Carol Pandak, Christian Pepera, David Peterson, Steven Routburg, Eric Schmelling, Tom Thorfinnson, Doris Xie, and Nora Zei. Nobuko Andrews and Eiko Terao served as staff interpreters.

\* \* \* \* \*

#### 1. Review of Conflict of Interest Policy\*

*Statement:* Rotary Foundation Code of Policies section 20.010. calls for the Trustees to review their conflict of interest policy annually at their first meeting. The Code also requires the Trustees to submit an annual report disclosing all potential conflicts of interest.

*DECISION:* The Trustees have reviewed their current conflicts of interest policy and signed the “Potential Conflicts of Interest Statement” in accordance with the Rotary Foundation Code of Policies section 20.010.

#### 2. Rotary Annual Goals 2022–23\*

*Statement:* The Rotary Foundation Code of Policies section 10.040. provides that the annual Foundation goals be approved by the Trustees in the year preceding the year that the goals are to be in place. President-elect Jones and Trustee Chair-elect Riseley presented a set of joint goals that align with the RI Strategic Plan and the Trustees’ priorities.

*DECISION:* The Trustees adopt the 2022–23 joint annual goals for Rotary International and the Rotary Foundation, as shown in Appendix A.

#### 3. Compensation Paid to “Disqualified Persons” \*

*Statement:* In accordance with Rotary Foundation Code of Policies section 23.020.1., the Executive Committee annually reviews the amounts to be paid to Rotary International for the services of the general secretary and senior staff of The Rotary Foundation so as to assure that such payments are “reasonable” as the term is defined under US tax law. US tax law provides that sanctions may be imposed on tax-exempt companies that pay unreasonably high levels of compensation to certain senior officers and executives. These persons are referred to as “disqualified persons.”

*DECISION:* The Trustees note that its Executive Committee has reviewed the amounts proposed to be paid in 2021–22 to Rotary International for the services for the general secretary, deputy general secretary, all general managers, and the chief investment officer and determined that such amounts are reasonable under US tax law.

#### 4. Approval of the May 2021 Meeting Minutes

*Statement:* The general secretary distributed the May 2021 Trustees meeting minutes to each trustee.

*DECISION:* The Trustees approve their May 2021 meeting minutes and request the chairman to sign the official copy of those minutes.

#### 5. COVID-19 Task Force Report

*Statement:* The COVID-19 Task Force met virtually in July and August 2021 and discussed travel restrictions set by the RI Board, the definition of “mission critical” as used in the Board’s COVID-19 Travel Policy, the rise in COVID-19 cases around the world, the delta variant

surge, and best practices for travel and in-person meetings during the pandemic, among other topics.

**DECISION:** The Trustees

1. recognize and applaud the Board for its current policy restricting travel through 31 December 2021;
2. recommend the Board clarify the current COVID-19 Travel Policy to better define what is “mission critical”;
3. noting the current status of the COVID-19 pandemic and the widespread infection being caused by the highly contagious Delta variant, request the Board to reconsider its policy on in-person Rotary Institutes;
4. request the TRF COVID-19 Task Force to further review travel issues in the context of the world pandemic, for report to the Trustees at the October 2021 meeting;
5. strongly encourage all Rotarians and Rotaractors to get vaccinated if possible and encourage all Rotarians and Rotaractors traveling for Rotary to wear masks in public settings, in particular during the use of any form of public transportation and especially at indoor gatherings, and request the Board to do likewise;
6. support the general secretary’s decision to mandate vaccination for all resident workers at One Rotary Center and visiting volunteer Rotarians and Rotaractors.

**6. Trustee Member to the 2021 Council on Resolutions and 2022 Council on Legislation**

*Statement:* RI Bylaws section 9.110.6. provides for the Trustees to elect a trustee representative to the Council on Legislation and Council on Resolutions as a non-voting member of the Councils.

**DECISION:** The Trustees, pursuant to RI Bylaws section 9.110.6., elect Trustee Chair John Germ as a non-voting member of the 2021 Council on Resolutions and 2022 Council on Legislation.

**7. King Baudouin Foundation and Belgium Rotary Districts**

*Statement:* Trustee Høyen reported on the concern some Belgian Rotarians have expressed regarding the

arrangement between districts in Belgium and the King Baudouin Foundation, a public interest foundation governed by Belgian law.

**DECISION:** The Trustees thank Trustee Høyen for his report regarding the King Baudouin Foundation and Belgium Rotary districts.

**8. Trustees Attendance at the 2022 Council on Legislation**

*Statement:* In decision 136, May 2021, the Trustees, in seeking to reduce travel costs by 25 percent, agreed that funded Trustee attendance at the 2022 Council on Legislation will be limited to three Trustees plus the official Trustee representative. Noting the importance of the Council as the parliamentary body of Rotary and the value and insight trustees as senior leaders of the association can provide the Council when discussing topics affecting The Rotary Foundation, Trustee Aufranc suggested that the Trustees rescind this decision.

**DECISION:** The Trustees

1. rescind point 2.e. of their decision 136, May 2021 meeting and agree that all Trustees will be funded to attend the 2022 Council on Legislation as observers;
2. approve a 2021–22 budget variance of US\$80,000 for this purpose.

**9. Institute Travel by Trustees**

*Statement:* Trustee Lunsford suggested that the Trustees amend the Rotary Foundation Code of Policies regarding use of a trustee’s promotional travel expense budget to attend a Rotary institute.

**DECISION:** The Trustees amend the Rotary Foundation Code of Policies regarding promotional travel expense guidelines to provide for the use of a trustee’s promotional travel expense budget to attend the Rotary institute in the zones to which the trustee has been assigned in the leadership pairing with the RI director as follows:

**20.120. Promotional Travel Expense Guidelines**

The guidelines for the promotional activities of the Trustees are as follows:

[text omitted]

- In promoting the Foundation, Trustees incurring annual expenses not exceeding US\$10,000 shall be reimbursed upon request. Each such request shall be accompanied by receipts and a brief report to the trustee chair on the event. This amount may not be used to fund the expenses of a Trustee attending a Rotary institute to which another Trustee has been assigned by the chair, except in the case of the Rotary Institute of the zones to which the trustee has been assigned by the trustee chair in the zones leadership pairing with the RI director.

## 10. Trustee Partner Travel

*Statement:* In decision 166, May 2021, the Board agreed to a COVID-19 travel policy, which stipulated that partner travel is not considered essential within the policy. Chair Germ requested that the Trustees recommend that the RI Board amend its COVID-19 travel policy to permit Trustee partner travel to a Rotary Institutes when the trustee is assigned by the Trustee chair to attend that institute.

**DECISION:** The Trustees, agreeing that trustee partner travel to trustee chair-assigned Rotary Institutes should be considered “essential” travel per the COVID-19 Travel Policy if done in conjunction with official trustee business, requests the Board to amend its policy as follows:

Essential travel includes:

[text omitted]

- Travel by volunteers whose attendance is required where the meeting/event cannot accomplish its goals or be successful without the in-person presence of that traveler (for example, travel by a convener to an event is essential, while travel by a particular speaker to an event is not essential; spouse or partner travel to an event, other than the convener’s, is not considered essential except in the instance of trustee partner travel for assigned Rotary Institutes).

## 11. Rotary Foundation Financial Review

*Statement:* To ensure that the Trustees are fully aware of the status of TRF finances before they consider Trustee items with potential financial impact, the chair of the Rotary Foundation Finance Committee reviews the current status of Foundation finances, including current

and future revenues and expenses, with the Trustees at the outset of each meeting.

**DECISION:** The Trustees thank Trustee Riseley for his report on the status of TRF finances.

## Adjournment

The foregoing is a true record of the proceedings at the August 2021 Trustees meeting.

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John F. Germ, Chair  
The Rotary Foundation

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Andrew McDonald  
Secretary of the Meeting

## ATTEST:

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John Hewko  
General Secretary, RI

## **APPENDIX A**

### **2022–23 ANNUAL GOALS FOR ROTARY INTERNATIONAL AND THE ROTARY FOUNDATION (Decision 2)**

Together, we see a world where people unite and take action and create lasting change – across the world, in our communities, and in ourselves.

#### **PRIORITY 1 – INCREASE OUR IMPACT**

1. Eradicate polio and highlight Rotary's role.
2. Increase contributions to the Annual Fund and PolioPlus while building the Endowment Fund to \$2.025 billion by 2025.
3. Develop new partnerships and showcase effective club, district, and international programs and projects particularly in Rotary's seven Areas of Focus.

#### **PRIORITY 2 – EXPAND OUR REACH**

4. Elevate Rotary's global profile as people of influence, people of purpose, and people of action.
5. Start and nurture new, innovative clubs and participant engagement channels.

#### **PRIORITY 3 – ENHANCE PARTICIPANT ENGAGEMENT**

6. Enhance member engagement tools that support Rotary's core values through personal growth, leadership development, service, and networking opportunities.
7. Increase collaboration between all participants particularly Rotary, Rotaract, and Interact clubs.

#### **PRIORITY 4 – INCREASE OUR ABILITY TO ADAPT**

8. Support and encourage the use of virtual connectivity to optimize in-person meetings, training, fundraising, and service projects.
9. Further a commitment to Diversity, Equity and Inclusion at every level of leadership within the family of Rotary.
10. Review our service delivery and volunteer leadership structure to improve effectiveness, responsibility, and accountability.



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