



MINUTES
of the
JANUARY 2024
ROTARY FOUNDATION
BOARD OF TRUSTEES MEETING

ROTARY FOUNDATION TRUSTEES
2023–24

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Nassau, Bahamas
Rotary Club of East Nassau

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Decatur, AL, USA
Rotary Club of Decatur

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Dennis J. Shore
Camberwell, Vic. Australia
Rotary Club of Hawthorn

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

THE ROTARY FOUNDATION BOARD OF TRUSTEES

Minutes of the January 2024 Meeting

The Rotary Foundation Board of Trustees met 6-7 January 2024 in Orlando, Florida, USA.

Present were: Chair Barry Rassin, Vice Chair Bharat Pandya, Chair-elect Mark Daniel Maloney, other trustees Martha Peak Helman, Chun-Wook Hyun, Jennifer Jones, Holger Knaack, Larry A. Lunsford, Geeta K. Manek, Aziz Memon, Akira Miki, Greg Podd, Carlos Sandoval Delgado, Dennis Shore, and General Secretary John Hewko. Director Alberto Cecchini attended as Board liaison. Trustee Hsiu-Ming Lin did not attend this meeting. At Chair Rassin's invitation, incoming trustees Ann-Britt Åsebol, Ching-Huei "Frank" Horng, R. Gordon R. McNally, and Ijeoma Pearl Okoro were also present.

Andrew McDonald served as secretary of the meeting, with assistance from Matt Hohmann. Other staff present (either in person or virtually) were David Alexander, Michele Berg, Karena Bierman, Julie Burke, Meredith Burlew, Sarah Crawford, Paul Haisman, Rachel Hermes, Eric Jones, Carol Pandak, Steven Rouburg, Eric Schmelling, Doris Xie, and Nora Zei. Nobuko Andrews, Claudine Corbi, Ina Kim, Susan Kwon, Inês Soto, and Keiko Tassill provided simultaneous interpretation.

* * * * *

50. Approval of the October 2023 Meeting Minutes

Statement: The general secretary distributed the October 2023 Trustee meeting minutes to each trustee and posted the minutes to Rotary.org.

DECISION: The Trustees approve their October 2023 meeting minutes and request the chair to sign the official copy of those minutes.

51. Ratification of Decisions Taken on Behalf of the Trustees

Statement: Rotary Foundation Bylaws section 5.10 states that any officer acting on behalf of the Trustees shall report such action to the Trustees at their next scheduled meeting. The Rotary Foundation Code of Polices provides for the delegation of authority to the chair, chair-elect, or general secretary to act on the Trustees' behalf on specific matters. The general secretary reported that several decisions were taken on the Trustees' behalf in accordance with this policy, including the approval of Rotary grants, Cadre of Technical Advisers audits, and PolioPlus Partners funding requests.

DECISION: The Trustees ratify the decisions taken on their behalf by those authorized to do so between 1 September and 30 November 2023, as shown in Appendix A.

52. General Secretary's Report

Statement: The general secretary presented an update on the work at the Secretariat since the October 2023 Trustees meeting, including an update on World Polio Day, the status of polio eradication, membership status, the importance of providing an attractive club experience, Rotaract, the work of the new Joint Technology Committee, and *Rotary* magazine. He also reported on recent staffing changes and matters related to One Rotary Center.

DECISION: The Trustees receive the general secretary's report on the activities at the Secretariat since the October 2023 Trustees meeting.

53. Communications from the Board: October 2023 Meeting

Statement: RI Board liaison to the Trustees, Director Cecchini, reported several decisions from the October 2023 Board meeting of interest to the Trustees.

DECISION: The Trustees note the following decisions from the October 2023 Board meeting:

21. Communications from the Trustees
22. Election of Foundation Trustees
25. 2024-25 RI/Joint Committee Structure and Meetings
27. Joint Learning Committee Report
30. RI Award of Honor
32. Constitution and Bylaws Committee Report
35. 2025 COL Board Enactments
38. Three-Year Targets and Regional Plans
39. Presidential Initiatives Strategy
41. 2025 Presidential Peace Conference
48. Strategic Partnership with the United Nations Environment Programme
49. Rotary's Healthy Communities Challenge
55. Rotary Citation Name Change
56. New Regional Leader Team in Korea

54. Communications from the Board: Approval of 2025 Council on Legislation File 17

Statement: The RI Bylaws provide that the Board cannot propose legislation related to The Rotary Foundation to a Council on Legislation without “prior agreement by the TRF Trustees.” In its decision 35, October 2023, the Board agreed to submit legislation to the 2025 Council on Legislation that would amend the RI Bylaws to provide that “up to four” trustees on the Board of Trustees shall be past RI presidents. Current policy specifies that exactly four trustees shall be past RI presidents. The Trustees’ Executive Committee reviewed this proposed policy change and agreed that it needed more time to consider this matter.

DECISION: The Trustees defer consideration of the Board’s request asking the Trustees to agree to the Board’s submission of File 25-17 to the 2025 Council on Legislation.

55. 2024-25 TRF and Joint Committee Appointments

Statement: Rotary Foundation Bylaws section 6.1 provides for the Trustees to establish committees and prescribe the duties and authority of such committees. The Trustees shall determine the number of members on a committee and the terms of membership. Rotary Foundation Bylaws section 6.2 states that the trustee chair shall appoint the committee members. The Rotary Foundation Code of Policies section 23.010.1. provides that such appointments are reviewed and approved by the full Board of Trustees annually at its January meeting. In response to the importation of the wild poliovirus to certain African countries, Chair-elect Maloney requested that new national PolioPlus committees be established in these countries to directly address the situation. The Joint DEI Advisory Council further requested a revision to its purpose statement.

DECISION: The Trustees:

1. agree to establish national PolioPlus committees in Madagascar, Malawi, Mozambique, Tanzania, Zambia, and Zimbabwe, and request Chair-elect Maloney to appoint a national PolioPlus committee chair for each of these committees;
2. approve Chair-elect Maloney’s appointments for the 2024-25 Foundation committees and joint committees with the RI Board, as shown in Appendix B (filed only with the official copy of these minutes) and further approve:
 - a. the number of committee members for all proposed committees, each of which is within the guidelines as provided in The Rotary Foundation Code of Policies;
 - b. the revised purpose description for the Joint DEI Advisory Council as follows:

Joint DEI Advisory Council

This council advises the RI Boards and TRF Trustees and assists in the regional with respect to the implementation of a diversity, equity, and inclusion action plan.

56. Rotary Foundation Code of Policies Updates

Statement: Rotary Foundation Code of Policies section 22.010.7. requests the general secretary, at the conclusion of each Trustees meeting, to review the decisions taken at that meeting and prepare a report listing the decisions that might be added to The Rotary Foundation Code of Policies. The general secretary also recommends amendments to the code to reflect current practices, language use, or other factors.

DECISION: The Trustees amend The Rotary Foundation Code of Policies as shown in Appendix C, filed only with the official copy of these minutes.

57. Strategic Planning Committee Report

Statement: The Strategic Planning Committee met virtually on 13 November 2023 and discussed activities at the Secretariat related to the Action Plan, an update on a new strategic plan survey, and actions taken at the October 2023 Board and Trustee meetings that may affect the committee’s work.

DECISION: The Trustees thank the Strategic Planning Committee for its report.

58. Joint Technology Committee Report

Statement: The Joint Technology Committee held its first meeting 14-15 November 2023 in Evanston, Illinois, USA, and discussed how technology can support membership strategies, third-party data integrators, Secretariat data management strategies, and potential artificial intelligence (AI) opportunities for Rotary, among other topics.

DECISION: The Trustees thank the Joint Technology Committee for its report.

59. Joint Learning Committee Report

Statement: The Joint Learning Committee met 9-10 October 2023 in Evanston, Illinois, USA, and discussed the leadership learning cycle, the ongoing shift from *training* to *learning*, data from the Learning Center, the role of assistant governor, and International Assembly learning facilitator nominations, among other topics.

DECISION: The Trustees:

1. thank the Joint Learning Committee for its report;
2. request the general secretary to propose amendments to The Rotary Foundation Code of Policies to support the shift from training to learning, for report at the April 2024 Trustees meeting.

60. Associate Foundation Appointments

Statement: The associate foundations have different requirements for their director appointments. The Trustees consider appointments in accordance with each associate foundation's governing documents. Associate foundations in Germany and the United Kingdom informed the Secretariat of necessary changes to their advisory councils and board of directors.

DECISION: The Trustees:

1. appoint Director-nominee Christine Büring to serve as a member of both the Rotary Deutschland Gemeindienst and the Deutsche Rotarische Stiftung advisory council;
2. appoint Director Hans-Hermann Kasten to serve as a member of the Deutsche Rotarische Stiftung advisory council;
3. appoint Past District Governor Ashley Gray to serve as a director of The Rotary Foundation of the United Kingdom's board of directors.

61. New Regional Leader Team in Korea

Statement: In its decision 56, October 2023, the RI Board approved the creation of a new region to serve districts in Korea and requested the Trustees to approve a corresponding new region for the Foundation.

DECISION: The Trustees:

1. approve the creation of a new region to serve districts in Korea, effective 1 July 2025, noting that current funding for regional leaders in Korea will be shared between the two regional leader teams in alignment with RI Board decision 56, October 2023;
2. request the general secretary to establish a comprehensive review of all regions, for report to the Trustees concurrently with any future zone review committee report.

DECISIONS 62-66

International PolioPlus Committee Report Meeting Virtually 18-19 December 2023

62. World Health Organization African Region (WHO/AFRO) Grant Request

Statement: The International PolioPlus Committee considered a request from the World Health Organization African regional office for a grant for technical assistance in Nigeria.

DECISION: The Trustees:

1. approve a PolioPlus grant in the amount of US\$6,848,002 to WHO for technical assistance in Nigeria, to be released in accordance with Trustee policies;

2. authorize the general secretary to execute an agreement letter with WHO to convey the funds on a scheduled basis. WHO will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;
3. note that this is a one-year grant that must be fully expended by 31 March 2025;
4. note that this grant, if fully expended, will bring the total PolioPlus grants in Nigeria to \$303,166,938.

63. Combined World Health Organization Eastern Mediterranean Region (WHO/EMRO) and UNICEF Grant Request

Statement: The International PolioPlus Committee considered a request from the World Health Organization Eastern Mediterranean region office requesting grants for polio eradication efforts involving technical assistance, operational support, and social mobilization support in Afghanistan and Pakistan, and a grant request from UNICEF for polio vaccine procurement in Afghanistan.

DECISION: The Trustees:

1. approve a US\$3,037,805 PolioPlus grant to UNICEF for technical assistance in:
 - Afghanistan: \$1,771,165
 - Pakistan: \$1,266,640to be released in accordance with Trustee policies;
2. approve a US\$10,700,000 PolioPlus grant to WHO for operational support in:
 - Afghanistan: \$5,350,000
 - Pakistan: \$5,350,000to be released in accordance with Trustee policies;
3. approve a US\$1,495,167 PolioPlus grant to UNICEF for social mobilization support in Afghanistan, to be released in accordance with Trustee policies;
4. approve a US\$3,725,098 PolioPlus grant and agree to reallocate \$225,890 in unspent funds from a previous grant to UNICEF for social mobilization support in Pakistan, to be released in accordance with Trustee policies;
5. approve a US\$1,823,280 PolioPlus grant to UNICEF for vaccine procurement in Afghanistan, to be released in accordance with Trustee policies;
6. authorize the general secretary to execute agreement letters with WHO and UNICEF to convey the funds on a scheduled basis. WHO and UNICEF

will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;

7. note that these are one-year grants that must be fully expended by 31 March 2025;
8. note that these grants, if fully expended, will increase total PolioPlus grants as follows:

	<u>Afghanistan</u>	<u>Pakistan</u>
from	\$255,167,755	\$416,487,772
to	\$265,607,367	\$426,829,510

64. Combined World Health Organization and UNICEF Polio Outbreak Response Grant Request

Statement: The International PolioPlus Committee considered a grant request from the World Health Organization and UNICEF for polio eradication efforts involving social mobilization, outbreak response, and operational support.

DECISION: The Trustees:

1. approve a US\$14,418,649 PolioPlus grant and agree to reallocate \$228,353 in unspent funds from a previous grant to UNICEF to support social mobilization for outbreak response activities;
2. approve a US\$7,952,000 PolioPlus grant to WHO for operational support of Polio outbreak response activities;
3. authorize the general secretary to execute agreement letters with UNICEF and WHO. UNICEF and WHO will apply the funds to the appropriate project under such controls and conditions as the agreement specifies;
4. note that these are one-year grants that must be fully expended by 31 March 2025;
5. note that these grants, if fully expended, will increase PolioPlus grants for outbreak response as follows:

	<u>UNICEF</u>	<u>WHO</u>
from	\$72,264,358	\$62,067,836
to	\$86,683,007	\$70,019,836

65. World Health Organization Polio Research Committee Grant Request

Statement: The International PolioPlus Committee noted that several PolioPlus research grants would not expend their grant funds in accordance with the original grant terms and therefore requested an extension to these terms.

DECISION: The Trustees approve no-cost extensions for previously approved PolioPlus research grants as shown in Appendix D, filed only with the official copy of these minutes.

66. 2023-24 PolioPlus International Service Awards

Statement: The International PolioPlus Committee reviewed nominations for the 2023-24 Service Award for a Polio-Free World and forwarded its recommendations to the Trustees.

DECISION: The Trustees:

1. approve the following nine nominations for the International Service Award for a Polio-Free World:

Enrique Guillermo Andres (District 3860)	Mukesh Malhotra (District 1145)
Dilip G. Bhavsar (District 3030)	Lay Heng “Josephine” Ng (District 3310)
Lindsey J. Cancino (District 7020)	Peter Teahen (District 5970)
Sridhar Jagannathan (District 3232)	Michel Zaffran (District 1710)
Eon-Ji Kim (District 3590)	

2. approve an exception to The Rotary Foundation Code of Policies section 51.060.2.3. to allow for more than 60 recipients of the 2023-24 Regional Service Award for a Polio-Free World.

* * * * *

67. Rotary Recommended Programs

Statement: In decision 13, October 2023, the Trustees requested the general secretary to determine the financial and operational impact and proposed timeline for implementing the previously approved Rotary Recommended Programs initiative. The general secretary presented an impact analysis and risk assessment of implementing this program, considering current organizational priorities and IT capacity.

DECISION: The Trustees note the significant operational impact of implementing Rotary Recommended Programs and rescind their decision 137, June 2020, subject to agreement by the Board.

Note: In its decision 88, January 2024, the RI Board agreed to rescind its previous decision regarding implementation of this program.

68. Grant Model Enhancement Working Group Report

Statement: In decision 26, October 2022, the Trustees approved creation of a working group to review the current Foundation grants model and to develop recommendations for enhancing the model to address ongoing

societal changes and evolving needs and opportunities. At their October 2023 meeting, the Trustees received a report from this working group and requested an update at this meeting. The working group reviewed current prohibitions in the Foundation's areas of focus policy statements and analyzed findings from focus groups and surveys regarding the global grant process.

DECISION: The Trustees thank the Grant Model Enhancement Working Group for its report and request an update at the April 2024 Trustees meeting.

69. Strategic Funding Partners for Large-scale, Programmatic Efforts

Statement: In decision 16, October 2022, the Trustees approved the creation of a working group to propose a plan for attracting strategic funding partners for large-scale programmatic efforts. In decision 99, April 2023, the Trustees requested the working group to provide a full analysis of challenges and opportunities in large-scale programmatic efforts. The working group reported that it continues to review how various funding partnerships for potential large-scale, Rotary-led, programmatic efforts can be maximized for the greatest impact, for report at the April 2024 Trustees meeting.

DECISION: The Trustees:

1. thank the working group for its interim report;
2. request the working group to present recommendations for seeking, receiving, and reviewing large-scale strategic funding partners at the April 2024 Trustees meeting.

70. Programs of Scale Awardee Update

Statement: Programs of Scale provides Rotary members with a mechanism for large-scale, high-impact projects that attract partner organizations and model the types of programs that can have the greatest long-term impact in a community. The general secretary updated the Trustees on the current operations of each approved Program of Scale, their progress toward intended program impact, and their level of engagement with Rotary. The general secretary also provided an update on the fourth Programs of Scale competition, which will be considered at the April 2024 Trustees meeting.

DECISION: The Trustees thank the Programs Committee for its update on the three Programs of Scale award recipients.

71. Eligibility Requirements for Rotary Peace Center Certificate Programs

Statement: While noting that successful Rotary Peace Fellowship candidates should demonstrate a strong connection to the region of the world where the peace center is located, either by being from or working in the region or by having existing working relations with the region, the Rotary Peace Centers Committee recom-

mended additional selection criteria to allow for applicants who are from outside the region, provided they can demonstrate a compelling interest in peacebuilding approaches used in that region.

DECISION: The Trustees amend The Rotary Foundation Code of Policies regarding the eligibility requirements for Rotary Peace Center certificate programs as follows:

35.050. Fellow Eligibility and Selection Process

Candidates for the Rotary Peace Fellowship should be experienced professionals and have completed a minimum of three years for the master's program and five years for the certificate program combined paid or unpaid full-time work experience in a relevant field.

The Rotary Foundation welcomes eligible candidates from all backgrounds. While we do not have a specific age requirement, we are looking for early-career candidates for the master's degree program, and mid-career candidates for the certificate program. Successful candidates will have both a record of prior achievements in peacebuilding and potential for future growth and impact resulting from their participation in the fellowship.

Candidates must demonstrate English proficiency. Candidates are required to submit all language and academic exam scores required by the preferred partner universities in order to be considered as part of the world-competitive selection process.

Master's candidates may only apply to a Rotary Peace Center located in a country other than their home country or permanent residence. Certificate candidates may apply to a Rotary Peace Center located in their home country.

The certificate program is focused on increasing the capacity of peacebuilders with an interest in social impact in the region where their center is located. Candidates for the certificate program should either be from the region where the center is located, have relevant work experience in the region where the center is located, work elsewhere around the world with communities or initiatives related to the region, or demonstrate a compelling interest in learning about peacebuilding approaches used in the region.

[text omitted]

72. 2025 Presidential Peace Conference

Statement: In a special virtual meeting held on 11 December 2023, the Trustees considered a proposal from President-elect Urchick to hold a presidential peace conference in Istanbul, Turkey, in conjunction with the first cohort of Rotary Peace Fellows studying at Bahçeşehir University in Istanbul.

DECISION: The Trustees agree to President-elect Urchick's plan to hold a presidential peace conference in Istanbul, Turkey, in February 2025 and requests the general secretary to allocate funds accordingly in the 2024-25 budget.

73. Rotary Foundation Financial Review

Statement: To ensure that the Trustees are fully aware of all Rotary Foundation financial matters before they consider agenda items with potential financial impact, the Finance Committee chair reports on the status of Foundation finances at the outset of each meeting.

DECISION: The Trustees thank Finance Committee Chair Greg Podd for his update on TRF financial results.

74. The Rotary Foundation Finance Committee Report

Statement: The Rotary Foundation Finance Committee met virtually on 3 January 2024 to discuss the Foundation's funding model, fiscal year 2025 budget assumptions, net investment earnings, year-to-date financial results, the status of program awards by grant type, global grant and World Fund usage, and technology projects and products, among other topics.

DECISION: The Trustees:

1. thank the Finance Committee for its report;
2. approve 2024-25 budget assumptions for net investment earnings as follows:
 - Annual Fund and operating reserve: 4%
 - Endowment and other long-term investments: 5%
 - PolioPlus Fund: 3%

75. Joint Audit Committee

Statement: The Joint Audit Committee met 6-8 November 2023 in Evanston, Illinois, USA, and discussed the final 2022-23 financial results; recently completed audits of fiscal agents and payroll data analytics; the competitive selection criteria for the Foundation's external auditor; and a summary of manager action plans, among other topics.

DECISION: The Trustees thank the Joint Audit Committee for its report.

76. Investment Committee Report

Statement: The Investment Committee met virtually on 21 November 2023 and reviewed a report on current investment performance, fiscal year 2025 budget return assumptions, and the investment strategies for each investment portfolio, among other topics.

DECISION: The Trustees thank the Investment Committee for its report.

77. South Africa Banking

Statement: The general secretary was informed by Rotary's current bank in South Africa that due to

business plan changes at the bank, Rotary's accounts there would be closed. The general secretary identified a new South African bank — Standard Bank of South Africa — to hold Rotary's accounts. Opening this account required the Trustees to approve a resolution to establish the account.

DECISION: The Trustees approve the resolution for Standard Bank of South Africa, as shown in Appendix E, filed only with the official copy of these minutes.

78. Special Initiative Grant Funding

Statement: The Trustees discussed allocating additional funds from the World Fund to support Rotary club or district service projects that do not fit within the established criteria of existing Foundation programs.

DECISION: The Trustees approve US\$20,000 from the World Fund for use as special initiative grant funding.

* * * * *

Adjournment

The foregoing is a true record of the proceedings at the January 2024 Rotary Foundation Trustees meeting.

Barry Rassin, Chair
The Rotary Foundation

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary

APPENDIX A

DECISIONS TAKEN ON BEHALF OF THE TRUSTEES (Decision 51)

Rotary Grants

District grants

- 140 district grants awarded for a total of US\$9,846,637 in DDF.

Disaster response grants

- 17 disaster response grants awarded for a total of \$449,000;
- one disaster response grant awarded for Pakistan for a total of \$50,000;
- 12 disaster response grants for Turkey/Syria awarded for a total of \$555,498;
- seven disaster response grants for Ukraine awarded for a total of \$300,000.

Global grants

- 228 global grants awarded for a total of \$4,292,195 in World Fund (\$15,948,011 total funding)

Activity type	Number of grants
Humanitarian	218
Humanitarian/VTT	3
Scholar	3
VTT	4
Grand Total	228

Area of focus	Number of grants
Basic education and literacy	23
Community economic development	32
Disease prevention and treatment	107
Environment	4
Maternal and child health	26
Peacebuilding and conflict prevention	3
Water, sanitation, and hygiene	33
Grand Total	228

TRF Cadre of Technical Advisers

82 grants reviewed, including:

- 28 interim monitor site visits
- seven random audits
- one operational audit
- two targeted audits
- 20 Grant model evaluation visits
- 24 Programs of Scale concept notes reviewed

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