



MINUTES
of the
OCTOBER 2022
ROTARY FOUNDATION
BOARD OF TRUSTEES MEETING

ROTARY FOUNDATION TRUSTEES
2022–23

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Rotary Club of Sandringham

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Rotary Club of Karachi

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Rotary Club of Borivli, MH

Greg E. Podd
Paradise Valley, AZ, USA
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Dean Rohrs
British Columbia, Canada
Rotary Club of Langley Central, BC

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

MINUTES
of the
ROTARY FOUNDATION BOARD OF TRUSTEES
OCTOBER 2022 MEETING

The Rotary Foundation Board of Trustees met on 11–13 October 2022 in Evanston, IL, USA. The 2022–23 Board of Trustees also convened briefly on 9 June 2022 after the 2021–22 Trustees adjourned to take up three items, noted below with an asterisk.

Present were: Chair Ian H.S. Riseley, Vice Chair Larry A. Lunsford, Chair-elect Barry Rassin, other Trustees Jorge Aufranc, Marcelo Haick, Martha Peak Helman, Holger Knaack, Hsiu Ming Lin, Mark Daniel Maloney, Geeta K. Manek, Aziz Memon, Akira Miki, Bharat Pandya, Greg Podd, Dean Rohrs, and General Secretary John Hewko. Director Pat Merryweather-Arge attended as Board liaison. International PolioPlus Committee Chair Mike McGovern presented the IPPC report.

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

* * * * *

1. Conflict of Interest Policy Review *

Statement: Rotary Foundation Code of Policies section 20.010. provides 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 conflict of interest policy and signed the “Potential Conflicts of Interest Statement” in accordance with the Rotary Foundation Code of Policies section 20.010.

2. 2023–24 Joint Annual Goals Deferral of Consideration*

Statement: Rotary Foundation Code of Policies section 10.040. provides that annual Foundation goals be approved by the Trustees in the year preceding the year

the goals are to be in place. Chair-elect Rassin informed the Trustees that he and President-elect McNally were still in the process of working on their joint goals for 2023–24.

DECISION: The Trustees at the request of President-elect Gordon McNally and Trustee Chair-elect Barry Rassin, defer consideration of the 2023–24 annual goals for Rotary International and The Rotary Foundation to the October 2022 meeting.

Note: See decision 11 below.

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 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 2022–23 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 April and June 2022 Meeting Minutes

Statement: The general secretary distributed the April and June 2022 Trustee meeting minutes to each trustee.

DECISION: The Trustees approve their April and June 2022 meeting minutes and request the chairman to sign the official copy of those minutes.

5. 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. Rotary Foundation Code of Policies section 21.010. 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 adviser audits, and PolioPlus partners funding requests.

DECISION: The Trustees ratify the decision taken on their behalf by those authorized to do so between 12 March and 18 August 2022, as shown in Appendix A, filed only with the official copy of these minutes.

6. General Secretary's Report

Statement: The general secretary presented an update on the work at the Secretariat since the June 2022 Trustees meeting, including an annual summary report on Secretariat activities in 2021–22.

DECISION: The Trustees receive the general secretary's report on the activities at the Secretariat since the June 2022 Trustees meeting.

7. 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 to 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 B, filed only with the official copy of these minutes.

8. 2023–24 Officer Elections

Statement: Rotary Foundation Bylaws section 5.2 provides that the Trustee chair-elect and vice chair shall be annually elected by the Trustees for a one-year term.

DECISION: The Trustees

1. elect Trustee Mark Daniel Maloney as their chair-elect to serve during 2023–24 as an officer of The Rotary Foundation of Rotary International, an Illinois not-for-profit corporation;
2. elect Trustee Bharat Pandya as their vice-chair to serve during 2023–24 as an officer of The Rotary Foundation of Rotary International, an Illinois not-for-profit corporation.

9. 2023–24 Trustee Meeting Dates

Statement: Rotary Foundation Code of Policies section 22.010.1. provides that the annual Trustees meeting shall be held in October. The Rotary Foundation Bylaws section 4.2 provides that the Trustee chair shall designate all other Trustee meetings. Chair-elect Rassin presented a 2023–24 meeting schedule for the Trustees to review.

DECISION: The Trustees

1. agree that, in addition to virtual meetings to be held as necessary and at the discretion of the chair, they shall meet during 2023–24 as follows:
 - 1 June 2023, Melbourne, Australia (incoming trustees and spouses included)
 - 11–12 October 2023, Evanston, IL, USA (trustees only)
 - 13 October 2023, Evanston, IL, USA – Joint meeting with RI Board
 - 6–7 January 2024, Orlando, FL, USA (incoming trustees and spouses included)
 - 3–5 April 2024, Evanston, IL, USA (trustees and incoming trustees only)
 - 30 May 2024, Singapore (trustees, incoming trustees, and spouses)
2. authorizes the 2023–24 chair to adjust the above dates and sites if circumstances require.

10. Communications from the Board

Statement: Board liaison to the Trustees, Director Merryweather-Arges, reported that at its June and

August 2022 meetings the Board took six decisions of interest to the Trustees.

DECISION: The Trustees note the following decision from the 10 June and 17 August 2022 RI Board meetings:

10 June meeting

1. Appointment of the Vice President
2. Appointment of the Treasurer
5. 2023–2024 Joint Annual Goals
11. International PolioPlus Committee Report: Gates Foundation Partnership

17 August meeting

18. COVID-19 Protocols for the 2023 International Assembly and International Convention
21. District 7475 (USA—New Jersey)

11. 2023–24 Joint Annual Goals

Statement: Rotary Foundation Code of Policies section 10.040. provides that annual Foundation goals be approved by the Trustees in the year preceding the year the goals are to be in place. At their 9 June meeting (see decision 2 above), Chair-elect Rassin indicated that he and President-elect McInally were still working on their joint goals, which Chair-elect Rassin subsequently presented to the Trustees at this meeting.

DECISION: The Trustees adopts the 2023–24 annual goals for Rotary International and the Rotary Foundation, as shown in Appendix C.

12. 2023–24 Committees Structure

Statement: Rotary Foundation Code of Policies section 23.010.1. requests the chair-elect to submit a proposed committee structure for the following year to the Trustees for review.

DECISION: The Trustees thank Chair-elect Rassin for his recommendations for the 2023–24 Rotary Foundation committee structure;

13. Joint Working Group to Develop Committee Terms of Reference Report

Statement: In decision 21, October 2021, the Trustees agreed to form a joint working group to develop the terms of reference for each of the RI and TRF committees under the proposed new committee structure. In decision 99, June 2022, the Trustees approved the name, purpose, composition, respon-

sibilities, and reporting structure for the Rotary Foundation committees and further agreed to seven joint committees with the RI Board. The Trustees agreed that the terms of reference for these joint committee would be reviewed at this meeting. Also in the June decision, the Trustees requested the Joint Working Group to review the responsibilities for the Foundation committees to ensure that there were no unnecessary overlaps or gaps in responsibilities and further to review the Rotary Foundation Code of Policies and recommend amendments to reflect the new terms of reference and ensure alignment with strategic priorities. At this meeting, the Joint Working Group recommended terms of reference and a reporting structure for the joint committees between RI and TRF and suggested that these terms and structure be effective immediately. The committee also recommended trustee liaison representation on the joint committees and several Foundation Code of Policies amendments to reflect the new committee terms of reference and reporting structure.

DECISION: The Trustees receive the report of the Joint Working Group to Develop Committee Terms of Reference and

1. approve, effective immediately, the name, purpose, composition, and responsibilities for each of the following joint committees:
 - a. Audit
 - b. Communications
 - c. Learning
 - d. Operations Review
 - e. Strategic Planning
 - f. Technology
 - g. DEI Task Force

as shown in Appendix D, and agree that any future changes to the joint committees' terms of reference require Board and Trustee approvals;

2. approve the reporting structure for the joint committees identified in point 1 and confirm the reporting structure for the TRF and Trustee committees as shown in Appendix E;
3. request the trustee chair and RI president annually to appoint a trustee liaison and a director liaison, respectively, to the joint Communications, Learning, Strategic Planning, and Technology Committees;

4. request the trustee chair to annually appoint a member of the TRF Executive Committee as a trustee liaison to the joint Operations Review Committee and, if needed, to annually appoint a trustee liaison to the joint DEI Task Force;
5. agree that the composition of the joint committees identified in point 1 above will be effective 1 July 2023 with such adjustment in members' terms as shall be deemed necessary by the 2023–24 chair and president to achieve the transition in committee composition set forth in the terms of reference;
6. amend Rotary Foundation Code of Policies Article 23, regarding committees, as shown in Appendix F;
7. request the general secretary to draft a “summary of committee best practices” in accordance with the amendments to Rotary Foundation Code of Policies Article 23 to provide to committee members at the beginning of each year as part of their committee orientation.

14. April as Environmental Month

Statement: Noting that each Foundation area of focus has a special observance month dedicated to it, Chair Riseley recommended that the newest area of focus, Environment, be assigned April a special observance month to align with the international-recognized Earth Day. As a result, Maternal and Child Health month, which was formerly observed in April, will now be observed in July.

DECISION: The Trustees request the Board to amend its Special Observance month designations as follows:

8.020. Special Observances

In order to recognize and focus service, the Board has established several observances:

Special Observance	Month/Week/Day
(No monthly observance) <u>Area of Focus: Maternal and Child Health Month</u>	July
[text omitted]	
<u>Area of Focus: Maternal and Child Health Month</u> <u>Area of Focus: Environmental Month</u>	April
[text omitted]	

Note: The Board agreed to this request at its October 2022 meeting.

15. Annual Report on Partnerships

Statement: The Rotary Foundation Code of Policies provide that the Trustees receive an annual report on the status of all partnerships. The general secretary provided an overview of the objectives, benefits, and activities of Rotary's strategic partnerships (including with USAID/WASH, and the Institute for Economics and Peace), resource partnerships (including with USAID Bureau for Europe and Eurasia, Power of Nutrition, and the Eleanor Crook Foundation), project partnerships (including with ShelterBox), and service partnerships (including with Ashoka, Habitat for Humanity International, Mediators Beyond Borders International, and Peace Corps).

DECISION: The Trustees receive the general secretary's annual report on partnerships.

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

Statement: The Trustees discussed the potential benefits of engaging The Rotary Foundation with strategic partners to help in the funding of larger-scale, programmatic efforts to help ensure even greater impact of the Foundation's work.

DECISION: The Trustees request the Trustee chair to appoint a working group of trustees and others, working in consultation with the general secretary, to develop a proposed plan, including criteria and cost estimates, for attracting strategic funding partners for large-scale programmatic efforts, for report at the April 2023 Trustees meeting.

17. Strategic Planning Committee Report

Statement: The Strategic Planning Committee met on 25–26 August 2022, in Evanston, IL, USA, and discussed the status of Rotary's strategic initiatives, an update from the working group establishing new terms of reference for Rotary committees, a review of Rotary's partnership categories, an update on Rotary's marketing and communications efforts, membership engagement initiatives, and digital transformation efforts, among other topics. The committee had no recommendations for the Trustees.

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

18. Fund Development Committee Report

Statement: The Fund Development Committee met on 6–7 October 2022, in Evanston, IL, USA, and discussed the 2023–24 comprehensive fundraising goal, corporate social responsibility giving, possible updates to the “Every Rotarian Every Year” marketing plan, the development of PolioPlus societies, updates on building Rotary’s Endowment, the areas of focus major gifts initiative, the disaster response fund, donor advised fund, and endowment fund, among other topics.

DECISION: The Trustees

1. thank the Fund Development Committee for its report;
2. endorse the proposed 2023–24 worldwide comprehensive fundraising goal as summarized in Appendix G, filed only with the official copy of these minutes;
3. endorse club- and district-led PolioPlus Societies;
4. agree that these PolioPlus Societies will develop their own donor recognition guidelines, using Rotary brand-approved examples, at no expense to The Rotary Foundation;
5. note donor reports are being enhanced to support PolioPlus Societies.

19. Corporate Social Responsibility Initiatives

Statement: Noting the success of the Foundation’s pilot corporate social responsibility (CSR) initiative in India, the Fund Development Committee recommended that the Trustees consider expanding CSR in other countries with similar CSR laws.

DECISION: The Trustees

1. receive the general secretary’s report on the performance of the CSR India grant program;
2. encourage the general secretary to review and implement opportunities for the use of Foundation funds for CSR grants in Australia and Brazil, for report at the January 2023 Trustees meeting;

3. agree to discuss establishing the criteria for the possible expansion of CSR grants at their April 2023 meeting.

20. Programs of Scale Giving Opportunities

Statement: The Fund Development Committee suggested that since Programs of Scale is an official Rotary Foundation program, the Trustees may wish to consider providing donors with giving opportunities to support a specific program of scale.

DECISION: The Trustees approve the new programs of scale giving opportunities as shown in Appendix H.

DECISIONS 21–24

International PolioPlus Committee Report

Meeting 6–7 October 2022, Evanston, IL, USA

21. PolioPlus Grants: World Health Organization African Region (WHO/AFRO) Grant Request

Statement: The World Health Organization African regional office requested grants for surveillance support in Africa.

DECISION: The Trustees

1. approve a PolioPlus grant in the amount of US\$3,180,575 to WHO for surveillance support in the African region, this grant 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 December 2023;
4. note that this grant, if fully expended, will bring the total PolioPlus grants to WHO/AFRO to \$251,950,549.

22. PolioPlus Grants: Combined World Health Organization Eastern Mediterranean Region (WHO/EMRO) and UNICEF Grant Request

Statement: The World Health Organization Eastern Mediterranean region and UNICEF requested grants for operational support, social mobilization support, and vaccine procurement in Afghanistan and Pakistan.

DECISION: The Trustees

1. approve a PolioPlus grant in the amount of US\$13,590,000 to WHO for operational support in the following countries:

- Afghanistan: \$4,472,600
- Pakistan: \$9,117,400

this grant to be released in accordance with Trustee policies;

2. approve a PolioPlus grant in the amount of \$2,589,506 and agree to reallocate \$22,462 from unspent funds from previous grant to UNICEF for social mobilization support in Afghanistan, this grant to be released in accordance with Trustee policies;
3. approve a PolioPlus grant in the amount of \$2,523,417 to UNICEF for vaccine procurement in Afghanistan, this grant to be released in accordance with Trustee policies;
4. approve a PolioPlus grant in the amount of \$8,936,547 to UNICEF for operational support in Pakistan, this grant to be released in accordance with Trustee policies;
5. approve a PolioPlus grant in the amount of \$5,701,053 to UNICEF for social mobilization support in Pakistan, this grant 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 December 2023;
8. note that these grants, if fully expended, will increase total PolioPlus grants as follows:
 - Afghanistan from \$223,288,187 to \$232,873,710;
 - Pakistan from \$353,842,500 to \$377,597,500.

23. PolioPlus Grants: Combined World Health Organization and UNICEF Polio Outbreak Response Grant Request

Statement: The World Health Organization and UNICEF requested grants for social mobilization and operational support for polio outbreak response activities.

DECISION: The Trustees

1. approve a PolioPlus grant in the amount of US\$7,726,787 to UNICEF to support social mobilization for outbreak response activities;
2. approve a PolioPlus grant in the amount of \$5,752,115 and agree to reallocate \$925,849 from unspent funds from previous grants to WHO to support operational support for 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 December 2023;
5. note that these grants, if fully expended, will increase PolioPlus grants for outbreak response as follows:
 - UNICEF from \$37,123,643 to \$44,850,430;
 - WHO from \$38,763,275 to \$44,515,390.

24. End Polio Now Coordinator Policy Updates

Statement: The International PolioPlus Committee recommended amendments to the Rotary Foundation Code of Policies regarding End Polio Now Coordinators.

DECISION: The Trustees

1. amend the Rotary Foundation Code of Policies regarding End Polio Now coordinators as shown in Appendix I;
2. request the RI Board to make corresponding amendments to the Rotary International Code of Policies;

3. agree that End Polio Now Coordinators will be appointed through the same process as other regional leaders.

* * * * *

25. Grant Model Evaluation

Statement: To ensure Rotary grants produce sustainable results that align with the Foundation's priorities and areas of focus and continue to engage Rotary members, the Rotary Code of Policies provides that the general secretary regularly evaluate the grant model for report at the October and April Trustee meetings. The general secretary reported on evaluation results that sought to determine to what extent the grant model enables or hinders participation in grants; what outcomes occur when districts are more engaged in the grant process; how Rotarians are using the grant monitoring and evaluation data they collect; how well are the Cadre's interim monitor visits meeting their objectives; how are Rotarians planning and implementing activities that help ensure grant sustainability; and how Rotary scholarships fit within the global grant model.

DECISION: The Trustees receive the general secretary's grant model evaluation.

26. Grant Model Enhancement

Statement: Noting the unpredictable and rapidly changing nature of modern times and the need for The Rotary Foundation to remain relevant to members' needs in these times, the Trustees discussed how the grant model could be enhanced to best respond to these changes.

DECISION: The Trustees request the Trustee chair to appoint a working group of five currently serving trustees to develop recommendations for the enhancement and expansion of the current grant model to address societal changes and evolving needs and opportunities to be addressed by Rotary members and clubs, with such recommendations to be limited to the current grant structure and areas of focus, for report at the October 2023 Trustees meeting with interim reports at each intervening meeting.

27. Disaster Response Grants

Statement: With the success of The Rotary Foundation's Disaster Response Grant in addressing the Ukraine crisis, the Trustees discussed how to expand

and enhance this grant type to most effectively respond to future conflicts and disasters.

DECISION: The Trustees

1. note the success of disaster response grants in providing humanitarian aid to Ukrainian refugees and victims of war and further note the desire of Rotary members to provide support to disaster victims through The Rotary Foundation;
2. request the Trustee chair to appoint a working group of three trustees to develop recommendations for expanding the disaster response grants program to appeal to donors and provide greater assistance to victims of disasters of great magnitude, for report at the January 2023 Trustees meeting.

28. Disaster Response Grants for Pakistan

Statement: Trustee Memon requested that the Trustees consider how the Foundation can offer more assistance to Rotary districts in Pakistan as they continue to respond to the recent disastrous flooding in the country.

DECISION: The Trustees agree that Districts 3271 and 3272 (Pakistan) are eligible for two open Disaster Response Grants of up to US\$50,000 until 30 June 2023.

29. Extension of Strategic Partnership with the Global Partnership for Education

Statement: In decision 40, October 2019, the Trustees approved a strategic partnership with the Global Partnership for Education (GPE) through 31 December 2022 to promote equal access to quality education for children in lower-income countries. The general secretary reported that despite the significant challenges of launching this partnership at the same time as the COVID-19 pandemic, the partnership has had several successes; however, noting that more work still needed to be done to achieve its goals, the general secretary recommended that the partnership be continued.

DECISION: The Trustees contingent upon the Board's approval, renews Rotary's strategic partnership agreement with the Global Partnership for Education through December 31, 2023, and authorizes the general secretary to extend the memorandum of understanding with Global Partnership for Education.

30. Welcome.US Grant Opportunity

Statement: The general secretary reported on an invitation for The Rotary Foundation to participate in a limited grant opportunity with Welcome.US, which seeks aid Ukrainian refugees entering the United States.

DECISION: The Trustees agree to receive a US\$125,000 grant from Welcome.US to promote refugee welcoming to the United States as a service opportunity aligned with the peacebuilding and conflict prevention area of focus and authorizes the general secretary to sign and activate activities pursuant to this grant.

31. Non-districted Club's Request to Participate in Foundation Programs

Statement: In its decision 21, August 2022, the RI Board noted significant and pervasive governance challenges in District 7475 (New Jersey, USA) and therefore placed the district in “non-districted” status. Since non-districted clubs cannot participate in Rotary Foundation programs and grants, the Board requested that the Trustees consider allowing these clubs to continue to participate in Foundation programs and grants while in non-districted status.

DECISION: The Trustees agree that the non-districted clubs formerly in District 7475 (New Jersey, USA) may participate in Rotary Foundation global grants and district grants.

32. Rotary Peace Centers Committee Report

Statement: The Rotary Peace Centers Committee met virtually on 27 September 2022, to review finalists for the 2023 Rotary Peace Fellowships. The committee proposed 132 finalists: 52 for the master's degree program at one of the five partner universities and 80 for the 12-month certificate program.

DECISION: The Trustees

1. thank the Rotary Peace Centers Committee for its report;
2. receive the list of finalists awarded the 2023–24 Rotary Peace Fellowships, as shown in Appendix J, filed only with the official copy of these minutes.

33. Stewardship Committee Report: Allegations

Statement: To facilitate the work of the Stewardship Committee, and in accordance with the Rotary Foundation Code of Policies, the Trustees receive semi-annual updates on stewardship allegations, investigations, and litigation. The committee reviewed stewardship concerns in Districts 3000, 3141, 3262, 7020, 9212, and 9213 and made specific recommendations regarding its findings concerning three global grants in Kenya. The Trustees discussed how possible enhancements to the terms of reference of district Rotary Foundation subcommittees (including the Stewardship subcommittee) may help prevent future misuse of Foundation funds.

DECISION: The Trustees

1. request the RI Board to terminate any Rotary or Rotaract club that retains in its membership any of the three Rotary members from the Rotary Club of Diani, Kenya who served as signatories on the project bank accounts of Global Grants 1869005, 1981048, and 2015179;
2. suspend the Rotary Club of Diani, Kenya from participation in Rotary grants until 30 June 2027;
3. authorize the general secretary to suspend District 9212 (Eritrea, Ethiopia, Kenya, and South Sudan) and all member clubs from participation in Rotary grants if the outstanding audit requirements from Global Grants 1869005, 1981048, and 2015179 are not met by 31 December 2022;
4. request the Trustee chair to appoint a special adviser to assist District 9212 in its enhancement of grant management and review of Foundation activities to serve until 31 December 2025 and request such adviser to report to the Stewardship Committee semi-annually;
5. agree that clubs in District 9212 shall be limited to two open global grants each;
6. request the Trustee chair to appoint a task force of trustees to review the terms of reference of the five required district Rotary Foundation subcommittees (as provided in Rotary Foundation Code of Policies section 25.020) and to develop duties for the committees' chairs, for report at the April 2023 Trustees meeting.

34. Stewardship Committee Report: District 7020

Statement: In decision 86, April 2022, the Trustees suspended District 7020 (Haiti, et al.) in response to the misuse of global grant funds and the lack of cooperation from the host sponsor club with a Cadre audit and further authorized the general secretary to recover the US\$45,000 grant award from the host club if the outstanding audit requirements were not met by 30 June 2022. At its 10 October meeting, the Stewardship Committee reviewed the results of an operation audit on District 7020 that revealed continued serious stewardship concerns in the district.

DECISION: The Trustees

1. request the RI Board to terminate any Rotary or Rotaract club that retains in its membership the Rotary member from the Rotary Club of Mirebalais, Centre, Haiti, who served as the primary host contact of Global Grant 1979027;
2. authorize the general secretary to suspend District 7020 and all member clubs from participation in Rotary grants if the outstanding operational audit requirements are not met by 31 January 2023;
3. request the general secretary to pay out global grants taking place in Haiti (those approved before 30 June 2024) in installments and require grantees to submit progress reports to the general secretary every six months;
4. agree that clubs in Haiti shall be limited to two open global grants each.

Note: Trustee Rassin was not present for the discussion and vote on this item.

35. Report on TRF Cadre of Technical Advisers

Statement: The Rotary Foundation Code of Policies requires that the general secretary provide an annual report on the activities of the Foundation's Cadre of Technical Advisers. The general secretary reported on the Cadre's efforts to support Rotary grants in 2021–22 and noted that the Cadre completed 141 assignments, including four desk reviews, 82 virtual site visits, and 55 in-person site visits. The Cadre also reported on its 2022–23 priorities and on the status of its long-term plan aimed at increasing the effectiveness and usefulness of the Cadre program.

DECISION: The Trustees receive the report on the activities of The Rotary Foundation Cadre of Technical Advisers.

36. Failure to Report on Rotary Grants

Statement: Trustee policy provides that grant reports must be submitted annually to the Secretariat for review, with a final report due within two months of the project's completion. The Stewardship Committee recommended several policy amendments to better address those instances when a club fails to submit its reports. The committee also suggested that the RI Board should have the authority to suspend or terminate a club that does not comply with the Foundation's stewardship policies.

DECISION: The Trustees

1. authorize the general secretary to suspend those clubs that, as of 30 November 2022, have not submitted acceptable progress reports to the general secretary within 30 months from participating in Rotary grants until 30 November 2024 and require such clubs to submit a club stewardship plan;
2. authorize the general secretary to suspend Districts 3000 (India) and 6670 (OH, USA) and their member clubs from participating in Rotary grants if, as of 30 November 2022, the districts have not submitted acceptable progress reports for GG1873150 and DR14;
3. amend the Rotary Foundation Code of Policies regarding grant reporting as follows:

34.050.1. Failure to Report

If ~~Rotary~~ club(s) and/or district(s) that have sponsored a grant do not fulfill grant reporting requirements, the following steps will be taken in an effort to obtain the report or the return of grant funds:

[text omitted]

c) If 30 months or more have elapsed since funds were released or an acceptable progress report was submitted, a third reminder notice will be sent. If the above noted warnings have been given and a subsequent acceptable report has not been submitted, ~~the general secretary will recommend to the RI Board of Directors that the sponsoring Rotary clubs be terminated. by a sponsoring district, the general secretary will suspend the district and all member clubs from participation in Rotary grants until the overdue report is accepted.~~

If the above noted warnings have been given and a subsequent acceptable report has not been submitted by the sponsoring clubs, the general secretary will suspend the sponsoring clubs from participation in Rotary grants for two years and require the submission of a club stewardship plan. Club-sponsored grants will then become the responsibility of the district(s), which will have six months to submit an acceptable report.

4. request the RI Board to consider requesting the Constitution and Bylaws Committee to draft legislation for possible submission to a future Council on Legislation that would authorize the Board to suspend or terminate a club that misuses Foundation funds or otherwise breaches the Foundation's stewardship policies.

37. Financial Responsibility of Districts for Club-Sponsored Grants

Statement: The general secretary requested that the Trustees clarify Foundation policy regarding who is financially responsible for club-sponsored grants.

DECISION: The Trustees agree that districts should be financially responsible to The Rotary Foundation for a club-sponsored grant if the sponsoring club has been suspended, terminated, lost qualification status, or is otherwise unable to take responsibility for the grant.

Note: Trustee Maloney requested that his negative vote to be recorded.

38. Rotary Foundation Financial Review

Statement: To ensure that the Trustees are fully aware of the status of the Foundation's finances before they consider agenda items with potential financial impact, the chair of the Rotary Foundation Finance Committee presents the status of the Foundation's finances, including current and future revenues and expenses, at the outset of each meeting.

DECISION: The Trustees thank Trustee Lunsford for his report on the status of TRF finance.

39. TRF Finance Committee Report

Statement: The TRF Finance Committee met on 4 October (with the RI Finance Committee) and 5 October 2022 in Evanston, IL, USA, and discussed the 2021–22 financial overview, an allocation working

group report, district governor budgeting, an update on enterprise projects, a club billing update, investment balances and results for the Annual Fund and Endowment Fund, net asset trends, Foundation reserves, and an update on the Finance Committee's goals, among other topics.

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

40. Audit Committee Report

Statement: The Audit Committee met virtually on 29 August 2022 and discussed recently completed audits, a summary of management action plans, and a report from the IT subgroup that seeks to consider the effectiveness of the organization's internal security and control systems.

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

41. Independent Audited Financial Statements

Statement: On 14 October 2022, the Rotary Foundation Trustees met jointly with the RI Board to receive the annual report from Rotary's external auditors on the draft 2021–22 audited financial statements.

DECISION: The Trustees, subject to review and recommendation by the Audit Committee at its November 2022 meeting,

1. receives the preliminary draft audited financial statements and report on The Rotary Foundation's 2021–22 financial results, dated 11 October 2022, as presented to the Trustees in Appendix K, filed only with the official copy of these minutes;
2. requests the general secretary to publish the audited financial statements and annual report in accordance with the Rotary Foundation Bylaws.

42. Investment Committee Report

Statement: The Investment Committee met virtually on 12 September 2022 to discuss an update on investments performance to date, current investment and asset allocation policies, data on recent and pending investment activity, and information on proxy voting policies, among other topics.

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

* * * * *

Adjournment

The foregoing is a true record of the proceedings at the October 2022 Trustees meetings.

Ian H. S. Riseley, Chair
The Rotary Foundation

Andrew McDonald
Secretary of the Meeting

ATTEST:

John Hewko
General Secretary, RI

APPENDIX C

2023–24 ANNUAL JOINT GOALS (Decision 11)

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

GOALS FOR PRIORITY 1 – INCREASE OUR IMPACT

1. Eradicate polio and highlight Rotary's role.
2. Increase the overall number of clubs and individual Rotary members giving to The Rotary Foundation whilst increasing contributions to the Annual Fund and PolioPlus and building the Endowment Fund to \$2.025 billion by 2025.
3. Enable and measure effective club, district, and international programs and projects particularly in Rotary's Areas of Focus.

GOALS FOR PRIORITY 2 – EXPAND OUR REACH

4. Strengthen existing and develop new partnerships to elevate Rotary's global profile.
5. Establish and nurture new, innovative clubs and participant engagement channels.
6. Raise awareness and understanding of Rotary and Rotary members as People of Action.

GOALS FOR PRIORITY 3 – ENHANCE PARTICIPANT ENGAGEMENT

7. Enhance member engagement tools that support Rotary's core values through personal growth, leadership development, service, and networking opportunities.
8. Reduce the number of new members leaving within their first year of membership.
9. Increase collaboration among participants particularly Rotary and Rotaract clubs.
10. Further Rotary's commitment to Diversity, Equity and Inclusion within our clubs, our leadership and throughout the family of Rotary.

GOALS FOR PRIORITY 4 – INCREASE OUR ABILITY TO ADAPT

11. Review Rotary's programs and offerings to ensure their relevance and effectiveness.
12. Support and encourage the use of virtual connectivity to optimize in-person meetings, training, fund-raising, and service projects.
13. Continue to review Rotary's service delivery and volunteer leadership structure to improve effectiveness, responsibility, and accountability.

APPENDIX D

JOINT COMMITTEE TERMS OF REFERENCE (Decision 13)

Committee Name	Joint Audit Committee
<i>Committee Purpose</i>	Advises the Board and the Trustees with respect to audited financial reports, internal and external audits, and internal control systems.
<i>Committee Composition: 8 members comprising 2 directors, 2 trustees, and 4 non-directors/non-trustees</i>	<p>One non-director/non-trustee member appointed jointly annually by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect</p> <p>One director appointed annually by the RI president. One trustee appointed annually by the Trustee chair. Chair and vice chair appointed jointly by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect</p>
<i>Expertise</i>	Independent and financially literate. One member shall have financial expertise as defined in the committee's charter in the Code of Policies Proficiency in English.
<i>Term Length</i>	Four years for members who are not directors or trustees. Two-year term for directors and trustees Terms of current non-directors/non-trustees will end at the later of 30 June 2023 or four years after appointment
<i>Restriction on Members</i>	Limited to Rotarians and Rotaractors
<i>Reappointment allowed?</i>	<p>No, as for members who are not directors or trustees unless they have served less than a full term.</p> <p>Yes, as for current trustees so long as they are trustees. Director and trustee members could be appointed for a full term after leaving the RI Board or TRF Trustees.</p>
<i>Board and Trustee liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	<p>No Board liaison / no Trustee liaison.</p> <p>The chair of the operations review committee (or the chair's designee) shall serve as a liaison.</p>
<i>What should this committee be responsible for?</i>	Reviewing and reporting to both the Board and the Trustees on audit activities and systems of internal controls. Detailed responsibilities are outlined in the Audit Committee Charter in Code of Policies section 31.080

<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Review and report on RI and Rotary Foundation financial reports, the external audit, the systems of internal controls, internal audit, and related matters. • The committee shall also advise the Board and Trustees as requested provided the same is not in conflict with the above responsibilities.
<i>Should this committee collaborate with other groups or other committees?</i>	<ul style="list-style-type: none"> • Joint Operations Review Committee • TRF and RI Finance Committees

Committee Name	Joint Communications Committee
<i>Committee Purpose</i>	Advises the Board and Trustees with respect to Rotary's overall public image, branding, communications, content strategy, and approach.
<i>Committee Composition: 8 Members</i>	<p>Two or three members appointed jointly annually by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect.</p> <p>Chair and vice chair appointed jointly by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect.</p>
<i>Expertise</i>	Expertise in internal and external communications, marketing, public image, brand, and content strategy. Members shall be selected to allow for a balance in Rotary leadership experience.
<i>Term Length</i>	Staggered, 3-year terms.
<i>Restriction on Members</i>	Limited to Rotarians and Rotaractors No current RI directors or Foundation trustees
<i>Reappointment allowed?</i>	Yes
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	One Board liaison / one Trustee liaison
<i>What should this committee be responsible for?</i>	Provide guidance and advice to the Board and to the Trustees on Rotary's communications and marketing strategy and approach.
<i>What activities should they oversee/monitor?</i>	Advises the Board and the Trustees on how Rotary can build its brand and convey its message both internally and externally effectively and consistently across all available communication channels using all available tools.

<i>Should this committee collaborate with other groups or other committees?</i>	<ul style="list-style-type: none"> • Joint Strategic Planning Committee • Public Image Coordinators • President-nominee and president-elect on Grow Rotary and other strategies and messaging • Joint Learning Committee • Strategic Partners on joint messaging
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Committee Name	Joint DEI Task Force
<i>Committee Purpose</i>	Advises the Board and Trustees with respect to the implementation of a diversity, equity, and inclusion action plan.
<i>Committee Composition: 8 members</i>	<p>Members originally appointed by the RI president. New members appointed solely to fill vacancies jointly by the RI president and Trustee chair in consultation with the President-elect and Trustee chair-elect</p> <p>Chair and vice chair appointed jointly by the RI president and the Trustee chair in consultation with the RI president-elect and Trustee chair-elect.</p>
<i>Expertise</i>	Should have diversity, equity, and inclusion personal or professional experience.
<i>Term Length</i>	For the life of the taskforce except RI directors must be current directors
<i>Restrictions on Members</i>	At least one member must be a Rotaractor, two RI directors. Membership should be diverse including regionally
<i>Reappointment allowed?</i>	N/A
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	No Board liaison. One Trustee liaison if no Trustee is a member
<i>What should this committee be responsible for?</i>	Recommend a long-term DEI strategy for members and other participants. Monitor initial implementation of DEI strategy.
<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Recommend to the Board a strategy to improve the openness and appeal of Rotary to a more diverse participant base. • Identify support and training for leaders, clubs, members and other participants.

	<ul style="list-style-type: none"> ● Recommend training materials to assist Rotary leaders in appropriate conduct and communication to enhance our diversity, inclusiveness and equity towards all of our participants, existing membership and potential membership. ● Recommend modifications to processes and structures that create barriers to participation in Rotary from underrepresented groups. ● Issue a final report for those committees assuming DEI responsibilities outlining the past and current work of the Task Force.
<i>Should this committee collaborate with other groups or other committees?</i>	<ul style="list-style-type: none"> ● Membership Growth Committee ● RI Programs Committee ● Joint Operations Review Committee

Committee Name	Joint Learning Committee
<i>Committee Purpose</i>	Advises the Board and Trustees with respect to creating effective learning opportunities for Rotary leaders and members.
<i>Committee Composition: 8 members</i>	<p>Two or three members appointed jointly annually by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect.</p> <p>Chair and vice chair appointed jointly by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect.</p>
<i>Expertise</i>	Adult learning expertise within or outside Rotary, experience in the learning profession field including e-learning, experience with planning and implementing leadership development and training at the member, club, district, zone, and international levels. Members shall be selected to allow for a balance in Rotary leadership experience.
<i>Term Length</i>	Staggered 3-year terms
<i>Restriction on Members</i>	No current RI directors or current TRF trustees. At least two of the members should be Rotaractors at the time they are appointed.
<i>Reappointment allowed?</i>	Yes
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	One Board liaison / One Trustee liaison

<i>What should this committee be responsible for?</i>	<ul style="list-style-type: none"> • Give guidance to the Board and the Trustees and make recommendations as appropriate to create effective learning and leadership development opportunities for Rotary leaders and members. • Support self-driven learning models. • Provides guidance on the roles and responsibilities for district leaders and advise on the district leadership plan. • Proactively consult with members and clubs to identify learning needs.
<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Review, monitor, and evaluate existing training cycle and methods and tools to train Rotary members including Rotary leaders. • Advise on learning strategies to support our strategic plan including our commitment to diversity, equity, and inclusion. • Develop training plans for the International Assembly, convention, and training events for all regional leaders.
<i>Should this committee collaborate with other groups or other committees?</i>	With any committees looking at learning opportunities on Rotary's Learning Center, requesting content be added to a specific meeting, or creating new materials for members.

Committee Name	Joint Operations Review Committee
<i>Committee Purpose</i>	Advises the Board and the Trustees on effectiveness of operations, administrative procedures and standards of conduct. Serves as the advisory compensation committee to the Board's Executive Committee.
<i>Committee Composition: 6 members</i>	One member appointed jointly annually by the RI president and the Trustee chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair appointed jointly by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect
<i>Expertise</i>	Members shall be selected to balance experience in management, leadership development, and financial management.
<i>Term Length</i>	6 years
<i>Restriction on Members</i>	Limited to past RI directors and past TRF trustees No member shall be a past president, current or incoming director, or current or incoming trustee.

<i>Reappointment allowed?</i>	No, unless member has served three years or less.
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	One Board liaison, who is the chair of the Board Executive Committee. One Trustee liaison, who is a member of the Trustee Executive Committee
<i>What should this committee be responsible for?</i>	<ul style="list-style-type: none"> • Review operational matters, including, but not limited to, effectiveness and efficiency of operations, administrative procedures, and standards of conduct. • Serve as the advisory compensation committee to the Executive Committee.
<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Monitors the effectiveness and efficiency of operations, including management structure, work practices and productivity measures. • Monitors the effectiveness, efficiency, and implementation of all internal systems. • Performs other oversight functions as requested by the Board or the Trustees. • As needed, reviews compliance with applicable laws and regulations and the status and findings of any examinations by regulatory agencies. • Monitors compliance with the code of conduct and conflict-of-interest policy of the organization, the Board, and the Trustees. • Recommends proposed actions by the Board or Trustees with respect to the items identified above. • Serves as an advisory group to the RI Executive Committee with respect to compensation matters and recommends action as needed.
<i>Should this committee collaborate with other groups or other committees?</i>	<ul style="list-style-type: none"> • Executive Committees of the Board and Trustees • Joint Audit Committee • Joint Strategic Planning Committee

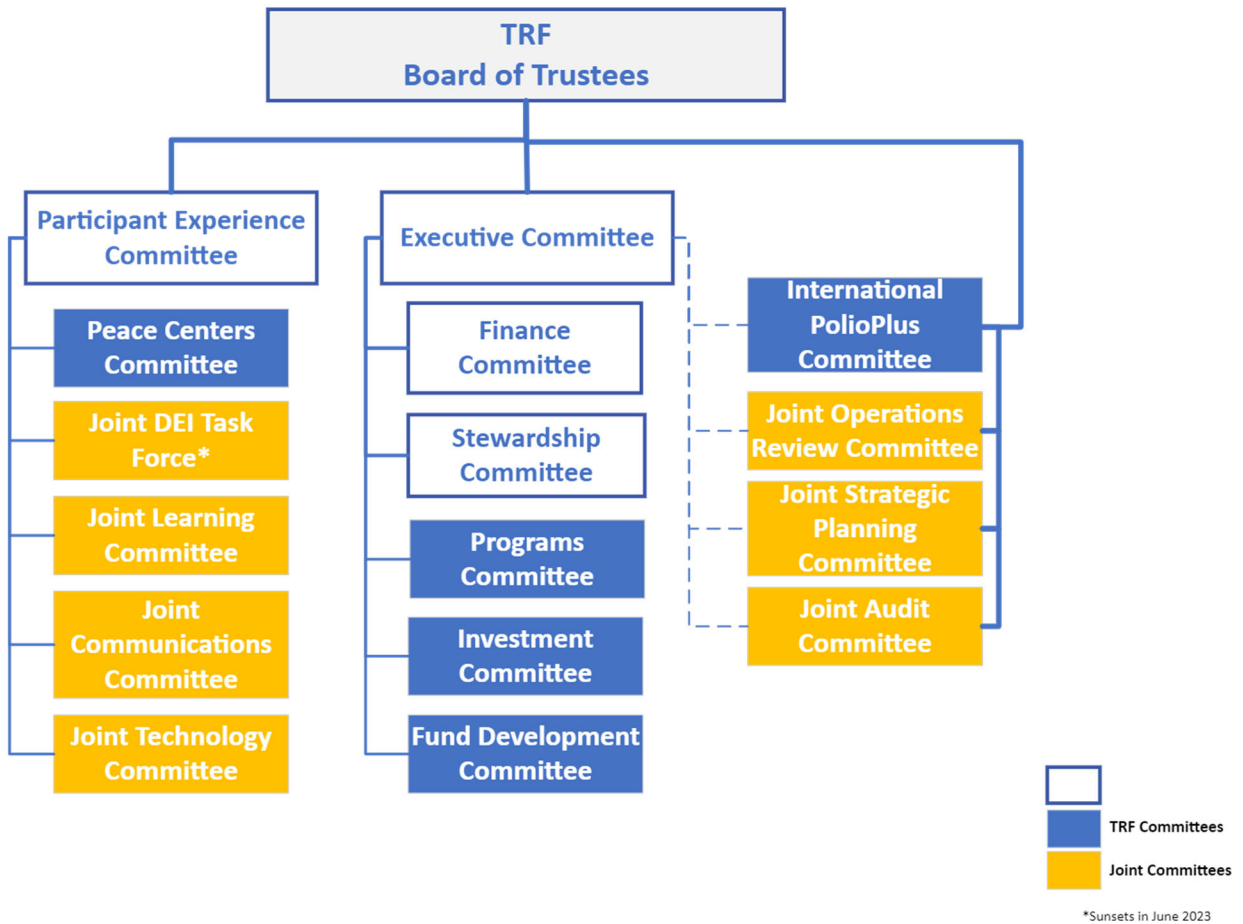
Committee Name	Joint Strategic Planning Committee
<i>Committee Purpose</i>	Advises the Board and Trustees on matters regarding the strategic plan for the organizations.
<i>Committee Composition: 8 members</i>	Two members appointed jointly annually by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect. Chair and Vice Chair appointed jointly by the RI President and Trustee Chair in consultation with the RI President-elect and Trustee Chair-elect

<i>Expertise</i>	Members shall be selected to provide for a balance in long-term planning, RI and Foundation program activities and financial management. Members shall be selected to provide for a balance in Rotary leadership experience.
<i>Term Length</i>	4 years
<i>Restriction on Members</i>	Limited to Rotarians and Rotaractors. No member should be a RI Board member, TRF Trustee, or a past president.
<i>Reappointment allowed?</i>	Yes
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	One Board liaison / one Trustee liaison
<i>What should this committee be responsible for?</i>	Develop, recommend, and update a strategic plan for consideration by the Board and the Trustees including consideration of the mission, vision, values, priorities, and goals.
<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Survey Rotary members and clubs at least every three years relative to the strategy. • Develop measurements on the success of the plan. • Monitor and evaluate the success of the plan. • Review pertinent internal and external data in the development and updating of the plan. • Assure the organization has a detailed plan of implementation. • Review pertinent COL and COR items that may have a strategic impact on the organization. • Identify and analyze critical strategic issues facing the organization to formulate scenarios and strategies to address those issues • Consider Rotary's position and comparative advantage relative to market trends as well as global trends in volunteerism, membership, charitable causes, and humanitarian service
<i>Should this committee collaborate with other groups or other committees?</i>	<ul style="list-style-type: none"> • TRF and RI Finance Committees to assure long-term financial stability • Joint Operations Review Committee • Membership Growth Committee

Committee Name	Joint Technology Committee
Committee Purpose	Advises the Board and the Trustees with respect to enhancing technology practice, products, and strategy to improve the member and participant experience at Rotary.
Committee Composition: 6 members	Two members appointed jointly annually by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect. Chair and vice chair appointed jointly by the RI president and the Trustee chair in consultation with the RI president-elect and the Trustee chair-elect.
<i>Expertise</i>	Technology development; Security and data privacy; Product and project management; User/participant experience
<i>Term Length</i>	3 years staggered
<i>Restriction on Members</i>	A majority of the members shall be Rotarians and Rotaractors. Non-Rotarian technology experts may be appointed.
<i>Reappointment allowed?</i>	Yes
<i>Board and Trustee Liaisons – yes or no and number, not allowed to vote unless agreed to by the committee</i>	One Board liaison / one Trustee liaison
<i>What should this committee be responsible for?</i>	Advise the Board and Trustees regarding technology strategies with a focus on significantly and rapidly improving the member and participant experience and effectiveness.
<i>What activities should they oversee/monitor?</i>	<ul style="list-style-type: none"> • Measure the effectiveness of existing technologies • Survey and provide insight into the user experience • Benchmark best practices around use of technologies focused on supporting membership and service organizations and the work they do • Analyze the landscape on technology used at all levels of Rotary, particularly the club level • Recommend technology enhancements to the Board and Trustees that encourage innovation
<i>Should this committee collaborate with other groups or other committees?</i>	RI Programs Committee and TRF Programs Committee with a focus on enhancing the participant experience.

APPENDIX E

JOINT COMMITTEE REPORTING STRUCTURE (Decision 13)



APPENDIX F

AMENDMENTS TO THE ROTARY FOUNDATION CODE OF POLICIES REGARDING COMMITTEES (Decision 13)

23.010. Foundation Committee Appointments

23.010.1. Procedures for Committee Appointments

The Trustees have adopted the following procedures for TRF committee appointments:

- All committee appointments ~~should~~ require the approval or consultation of the Trustees
- The trustee chair ~~should be~~ is an *ex officio* voting member of all TRF committees
- ~~The committee structure for the following year submitted for approval by the Trustees at their October meeting should show the number of members for the respective committees and the term of membership as mandated by Rotary Foundation Bylaws section 6.1.~~
- ~~Following approval of the committee structure for the following year, the current and incoming Trustees should have an opportunity to make recommendations for persons to be considered for the known vacancies.~~

[text omitted]

23.010.2. Appointments of Rotarians with Financial Obligations to RI

Any Rotarian who has been notified by the general secretary that he or she has a financial obligation to RI or TRF in excess of US\$100 that has been outstanding for more than 90 days

- a) shall be ineligible for any Rotary appointments or assignments that require the approval of the Board until these obligations have been met to the satisfaction of the Audit Committee of the Board

- b) shall be ineligible to have any payments made on their behalf by RI or TRF or to receive reimbursement for expenses incurred on RI or TRF business until such financial obligation has been repaid

It is recommended that those Rotarians who have an outstanding financial obligation to RI in excess of US\$100 for more than 90 days, not receive any RI presidential appointments or assignments, or any Rotary Foundation appointments or assignments, until all outstanding financial obligations have been resolved to the satisfaction of the Board or the Trustees, as appropriate. It is also recommended that a Rotarian who has outstanding financial obligations in excess of US\$100 for more than 180 days be removed from any current appointment or assignment by the responsible appointer.

[text omitted]

23.030. Orientation and Meetings

23.030.1. Committee Orientation

Committee orientation shall be provided annually to members, advisers, and director and trustee liaisons of Foundation committees under the joint direction of the committee chair and staff liaison. This orientation may be in-person on the first day of the committee's first meeting of the year, or may be delivered electronically, by teleconference, webinar, or other electronic means. The orientation program should include the following:

- History of the subject area
- Terms of reference, scope of the committee's work and committee goals for the year
- Sections of the Code of Policies that apply to all committees
- Summary of committee best practices
- Copies of committee minutes for the two preceding Rotary years

- Summary of key recent Trustees decisions affecting the committee’s work
- Expectations for committee members and liaisons
- Expected time commitment
- Resources available to the committee
- Format of committee meetings
- Brief biographies of all committee members and key staff
- Standard of Conduct for Interactions with Secretariat Staff
- “Member Leader and Employee Interactions” document

In addition to the above orientation, each committee member shall be required to take the Rotary online training course on diversity, equity and inclusion.

23.030.2. Timing of Committee Meetings

Foundation committees with director members or liaisons ~~should~~ shall not be scheduled to meet at the same time as RI Board meetings.

[text omitted]

23.040. Liaison Trustees to Foundation Committees

~~The trustee chair should consider appointing a liaison trustee to any Foundation committee when there is not a Trustee serving as a member of the committee. The trustee chair’s appointment of a trustee to serve as liaison Trustee to a particular TRF or joint committee provides a necessary channel of communication between the Trustees and the committees. The liaison trustee shall ensure that the deliberations and recommendations of the committee fully comply with the committee’s terms of reference.~~

23.040.1. Involvement in Meetings

The liaison Trustee shall attend the meeting of the committee strictly in the capacity of a liaison ~~and, generally, as an observer~~. While the Trustee may respond to requests for information, the Trustee should not participate in any vote.

[text omitted]

23.040.3. Liaison Trustees’ Expenses

Appropriation shall be made in the annual TRF budget to cover all expenses of the liaison trustee in traveling to and from the committee meetings.

31.050.4. Director and Trustee Liaisons to Committees

The RI president and the chair of the Trustees shall appoint a liaison director and/or a liaison trustee to such joint committees and other committees as set forth in the terms of reference set forth in this Article.

23.045

.Advisory Role of Committees

Committees are, by their nature, solely advisory to the Trustees with no administrative function, except as their prescribed terms of reference may otherwise provide. Each committee within the scope of the responsibilities assigned to it, should actively advise the Trustees and, if appropriate, bring forward proposed decisions for the Trustees to consider. All TRF committees shall function in alignment with the RI Strategic Plan.

23.045.1. Committee Recommended Decisions

The language of all proposed decisions recommended to the Trustees by a committee shall be approved by a majority of the members of the committee present and voting. If the final recommended decision language is not approved during the committee meeting, the final decision language proposed by the chair or the general secretary shall be circulated to the entire committee, including liaisons. A majority of the committee’s members must agree to the decision language before such recommended decision is forwarded to the Trustees for consideration.

When submitting recommendations to the Trustees, all TRF committees shall include a summary statement detailing the total costs and other financial implications of their recommendations.

23.045.2. Committee Minutes and Reports

Minutes or other reports from a committee shall be distributed to all members and liaisons of the committee as soon as possible after the meeting of the committee, but no later than the date such

minutes or report is submitted to the Trustees for consideration or review.

With the guidance of the committee's chair and assistance of the staff each TRF committee shall prepare and include, as part of the committee's minutes or report, its specific recommendations to the Trustees (or to the general secretary), with a brief rationale for each recommendation.

23.050. Trustees Foundation Committees

23.050.1. ~~Terms of Reference for Committees~~The terms of reference for the Trustee Executive, Programs, Finance, Fund Development, and Stewardship Committees are as follows:

23.050.1. Executive Committee

Purpose: Acts on behalf of the Trustees according to established policy, advises the Trustees with respect to governance and other significant issues, and reviews recommendations for report to the Trustees from the following committees: Investment Committee, Fund Development committee, Programs Committee, Stewardship Committee, and TRF Finance Committee

Composition: 7 members, consisting of the Trustee Chair, Chair-elect, and Vice-Chair of the Trustees, and the chairs of the following standing committees of the Trustees: Finance Committee, Fund Development Committee, Programs Committee, and Stewardship Committee. The Trustee Chair appoints the chair of the Executive Committee from among its members. There is no Vice Chair.

Terms shall be one year, and members may be reappointed as long as they are Trustees.

Membership is limited to Trustees.

The Committee shall have no Board liaison or Trustee liaison.

Responsibilities: Makes decisions on behalf of the Trustees when they are not in session on matters of an executive or administrative character where the

policy of the Trustees has been established or where an emergency exists. The Committee shall also:

- Make recommendations to the Trustees on initiation and development of new activities
- Receive and review proposals or initiate proposals for new programs and make the recommendations regarding them to the Trustees
- Review reports of committees and, when necessary, take action on matters contained therein where the policy of the Trustees has been established or where an emergency exists
- Make decisions, when necessary, relative to expenditures for which appropriations have been made by the Trustees and make appropriations for administrative purposes not to exceed US\$25,000
- Explore matters requiring the attention of the Trustees and offer recommendations thereon to the Trustees
- Consider all proposed associate foundations and, if they meet the Trustees' criteria, approve or not approve all such proposals, as well as monitor the activities of all
- Periodically review and recommend revisions to the long-range plans for the foundation
- Be the representatives of the Trustees on the Joint Committee of the Board of Directors of RI and the Trustees of The Rotary Foundation of RI
- Review compensation of the executive management personnel in order to assure compliance with United States income tax statutes and regulations
- Act on behalf of the Trustees to accept gifts of US\$1 million or more that require exceptions to Foundation policies, provided that any approval be unanimous and that such approvals be communicated to the Trustees at their next regularly scheduled meeting
- Reviews allegations of inappropriate conduct by volunteer TRF leaders and, as appropriate, recommends action by the Trustees

The committee should collaborate with the Executive Committee of the Board, the Joint Audit Committee, the Joint Operations Review

Committee, the Joint Strategic Planning Committee, and the committees that report to it.

The Executive Committee shall

- ~~1. Consist of the Chair, Chair-elect, and Vice-Chair of the Trustees, and the chairs of the other following standing committees of the Trustees: Investment Committee, Fund Development Committee, Programs Committee, Stewardship Committee, and TRF Finance Committee. The Trustee chair shall appoint a chair from among the committee members. All members shall serve one year terms.~~
- ~~2. Make decisions on behalf of the Trustees when they are not in session on matters of an executive or administrative character where the policy of the Trustees has been established or where an emergency exists~~
- ~~3. Make recommendations to the Trustees on initiation and development of new activities~~
- ~~4. Receive and review proposals or initiate proposals for new programs and make recommendations regarding them to the Trustees~~
- ~~5. Review reports of committees and, when necessary, take action on matters contained therein where the policy of the Trustees has been established or where an emergency exists~~
- ~~6. Make decisions, when necessary, relative to expenditures for which appropriations have been made by the Trustees and make appropriations for administrative purposes not to exceed US\$25,000~~
- ~~7. Explore matters requiring the attention of the Trustees and offer recommendations thereon to the Trustees~~

- ~~8. Consider all proposed associate foundations and, if they meet the Trustees' criteria, approve or not approve all such proposals, as well as monitor the activities of all approved associate foundations~~
- ~~9. Periodically review and recommend revisions to the long-range plans for The Rotary Foundation~~
- ~~10. Be the representatives of the Trustees on the Joint Committee of the Board of Directors of RI and the Trustees of The Rotary Foundation of RI~~
- ~~11. Review, in order to assure compliance with United States income tax statutes, in a manner consistent with United States Treasury Regulation Section 53.4958-6, or any successor regulations that may be in effect from time to time, the amounts to be paid to Rotary International for the services of the general secretary, deputy general secretary, all general managers, and the chief investment officer during the next year, so as to assure that such payments are "reasonable," as that term is defined in the regulation. This matter shall be reviewed annually at the Trustees' meeting held in conjunction with the Rotary International Convention~~
- ~~12. Act on behalf of the Trustees to accept gifts of US\$1 million or more that require exceptions to Foundation policies, provided that any approval be unanimous and that such approvals be communicated to the Trustees at their next regularly scheduled meeting.~~

23.050.2. Programs Committee

Purpose: Advises the Trustees with respect to the operation and effectiveness of The Rotary Foundation programs

Composition: 6 members consisting of 3 Trustees and 3 non-Trustees, appointed by the Trustee Chair.

The Chair and Vice Chair shall be appointed by the Trustee Chair.

Terms shall be 3 years and staggered. One Trustee and one non-Trustee member shall be appointed each year.

Membership is limited to Rotarians and Rotaractors and 3 must be Trustees. The non-trustee members shall have significant experience in Foundation programs. Non-trustee members shall have either served as the primary contact on a district or global grant, have subject matter expertise in the areas of focus, or have served as a member of the Cadre of Technical Advisers.

The Committee shall have one Board liaison and no Trustee liaison.

Responsibilities: Consider matters related to program awards or grants and the operation of all foundation programs; make recommendations to the Trustees regarding grants and the operation of the program awards; oversee the overall Financial and Operational structure of Rotary Grants; responsible for ensuring Rotary Grants priorities aligns and supports Rotary's Strategic Plan, including impact evaluation; responsible for recommending improvements to the grant-making process and criteria based on evaluation data; review the Foundation's strategy to improve the openness and appeal of TRF programs to a more diverse participant base (upon sunset of DEI Task Force); recommend modifications to processes and structures that create barriers to participation in TRF programs from underrepresented groups (upon sunset of DEI Task Force). The Committee shall also:

- Review output and outcome data by grant type, AOF, and region
- Report to the Trustees annually on Foundation Programs alignment with the Strategic Action Plan and TRF goals
- Review the Areas of Focus evaluation every 5 years
- Review the Grant Model Evaluation data, including sustainability visit analysis, annually and utilizes findings to recommend changes to

the grant model, including process, software enhancements, and reference materials

- Endorse the Programs of Scale selection process; offers feedback on the selection and expansion process
- Review strategy and outcomes of Rotarian training and communication to improve outcome-oriented grant-making
- Ensure strategic alignment of partnerships utilizing or bringing funding to TRF, including the purpose, role of Rotary members, and stated outcomes
- Track and validate the outcomes and lessons learned from partnerships to recommend improvements to TRF programs

The Committee shall collaborate with the Stewardship Committee, the TRF Cadre, the RI Programs Committee, the Joint Communication Committee, the Fund Development Committee, the Joint Technology Committee, and the Joint Learning Committee.

The Programs Committee shall

1. Consist of at least six members, comprising three trustees serving staggered, multi-year terms, and three non-trustee Rotarians serving staggered three year terms. The non-trustee Rotarians shall have significant experience in Foundation programs and be current or recent (within the past three years) district Rotary Foundation chairs or regional Rotary Foundation coordinators at the time of their appointment to the committee.

Non-trustee committee members shall have either served as the primary contact on a district or global grant, have subject matter expertise in the areas of focus, or have served as a member of the Cadre of Technical Advisers;

2. Monitor and evaluate all current programs and grants

- ~~3. Make decisions on behalf of the Trustees, should they not be in session, on all matters relating to program awards or grants and to the operation of all foundation programs or delegate any part of this authority to the committee chair and/or to the general secretary~~
- ~~4. At the trustee chair's request, review and act upon any appeals of the general secretary's actions pursuant to the Trustee's delegation of authority policy between meetings of the Trustees. The Programs Committee shall report any actions taken with regard to such appeals to the first available Trustees meeting.~~
- ~~5. Make recommendations to the Trustees on policy matters related to programs of the Foundation and recommend development of new Foundation programs~~
- ~~6. Provide projections of the financial requirements for current and proposed programs of the Foundation~~
- ~~7. Meet once a year at RI headquarters prior to Trustees meetings and separate from committee meetings scheduled during Trustees meetings.~~

23.050.3. Finance Committee

Purpose: Advises the Trustees with respect to all finances of the Foundation

Composition: At least 4 Trustees, appointed by the Trustee Chair. The Chair and Vice Chair shall be appointed by the Trustee Chair.

Terms shall be two years with two members appointed each year. Members may be reappointed.

Membership shall be limited to Trustees. If possible, members shall have a financial and/or accounting background including some members with experience in current US accounting principles.

There shall be no Board liaison or Trustee liaison.

Responsibilities: Advise the Trustees on all finances of TRF including annual review and recommendations on the budget and five-year forecast. The Committee shall also:

- Review and recommend the annual budget
- Review and finalize annual five-year forecast
- Review financial statements
- Monitor income and expenses
- Help develop the allocations between RI and TRF
- Evaluate long-term financial projections and sustainability

The Committee shall collaborate with the RI Finance Committee (holds joint in-person meeting twice per year as outlined in TRF Code of Policies (23.050.1) and the Joint Strategic Planning Committee on long-term financial sustainability.

~~The Finance Committee shall~~

- ~~• Consist of at least four Trustee members. All members shall serve two year terms with two members appointed each year.~~

~~If possible, members should have a financial and/or accounting background including some members with experience in current U.S. accounting practices.~~

- ~~2. Hold at least two in person meetings in conjunction with the RI Finance Committee in each Rotary year.~~

- ~~3. Invite new Finance Committee members to the meeting immediately prior to their joining the committee.~~

~~It is the responsibility of the Finance Committee to make recommendations to the Trustees on all financial matters relating to The Rotary Foundation, including:~~

- ~~1. Reviewing the details of the annual budget of The Rotary Foundation before recommendation to the Trustees.~~
- ~~2. In conjunction with the budget review and in conjunction with the RI Finance Committee, confirming the allocation of gross expenses to The Rotary Foundation.~~
- ~~3. Review at each meeting the financial performance compared against the budget and report to the Trustees at their next meeting.~~
- ~~4. In collaboration with the Strategic Planning Committee and the general secretary, review the organization's long-term financial projections and financial sustainability opportunities.~~
- ~~5. Review and recommend changes as necessary to The Rotary Foundation Funding Model to ensure sufficient funds are available to fund programs and pay operating expenses~~
- ~~6. Deliver to the Trustees a five-year financial forecast annually.~~

23.050.4. Fund Development Committee

Purpose: Advises the Trustees with respect to fundraising

Composition: 9 members, 3 Trustees and 6 non-Trustee members, appointed by the Trustee Chair. The Chair shall be appointed by the Trustee Chair.

Terms shall be three years with 1 Trustee and 2 non-Trustee members appointed each year. Members may be reappointed

Membership shall be limited to Rotarians and Rotaractors. Members shall have significant fund development or fundraising professional experience.

There shall be no Board liaison and no Trustee liaison.

Responsibilities: Provide guidance and advice to the Trustees of the Rotary Foundation on all aspects of fundraising. Committee members actively fundraise and support the Rotary Foundation financially. The Committee shall also:

- Formulation and recommendation of strategic direction, policies, goals, and guidelines for TRF fund development
- Actively engage in fundraising as members and support The Rotary Foundation financially

The Committee shall collaborate with regional leaders, Areas of Focus Gift Advisers, and the TRF Programs Committee.

The Fund Development Committee shall

- ~~1. Consist of three trustees serving multi-year staggered terms, and six non-trustee Rotarians with significant fund development experience or who are fundraising professionals, with terms up to three years (renewable) on a staggered basis~~
- ~~2. Evaluate existing fund raising mechanisms and develop new ones as required to meet the program requirements of The Rotary Foundation~~
- ~~3. Develop public relations, contribution recognition, and research related to the development of funding activities, including projects of contribution sources and levels~~
- ~~4. Make decisions on matters of development where the policy of the Trustees has been established or where an emergency exists~~
- ~~5. Make decisions, when necessary, relative to development expenditures for which appropriations have been made by the Trustees~~

- ~~6. Monitor and evaluate existing Rotary Foundation programs for their effectiveness in developing funding for The Rotary Foundation~~
- ~~7. Meet twice a year at RI headquarters prior to Trustees meetings and separate from any other Trustee committee meeting times~~

23.050.5. Stewardship Committee

Purpose: Advises the Trustees and General Secretary with respect to matters of stewardship, compliance, and oversight of grants, fundraising, and recognition.

Composition: At least 4 Trustees, appointed by the Trustee Chair. The Chair and Vice Chair shall be appointed by the Trustee Chair. The Chair of the Cadre of Technical Advisors is an advisor to the Stewardship Committee.

Terms shall be 4 years and members may not be reappointed.

Membership shall be limited to Trustees, at least one of whom shall be appointed from each class of Trustees.

There shall be no Board liaison and no Trustee liaison.

Responsibilities: Provides guidance to the Trustees and General Secretary on all matters related to the stewardship, the compliance, and the oversight of Rotary grants, fundraising, and recognition. The Committee shall also:

- Monitor and evaluate reports from the TRF Cadre
- Review concerns raised by the General Secretary and others around misuse of grant funds, compliance, and inappropriate fundraising and recognition practices
- Recommend Trustee action including sanctions, suspensions, and possible policy changes as appropriate based on review of pertinent issues around stewardship and compliance

- Make decisions regarding the qualification of districts and clubs
- Review annual stewardship plan
- Review annual grant model evaluation performed by the General Secretary and make related recommendations for changes to the grant model to improve stewardship practices

The Committee shall collaborate with the Cadre of Technical Advisors, the TRF Programs Committee, the Fund Development Committee, the Joint Audit committee, and the District Stewardship Chairs.

The Stewardship Committee shall

1. Consist of at least four Trustees
 - a. each of whom shall be appointed for a term of four years (except for the initial members who shall be appointed for such terms as shall be necessary to permit at least one new member to be appointed each year); and
 - b. at least one of whom shall be appointed from each class of Trustees
2. Make recommendations to the Trustees on all matters related to stewardship, compliance, oversight, and fiduciary responsibility and the scheduling of regional/zonal stewardship seminars
3. Within the policies of the Trustees, counsel the general secretary with respect to stewardship and oversight matters, including advising the general secretary with respect to investigations, audits and legal actions
4. Receive and review the general secretary's annual plan for stewardship and oversight activities prior to its consideration by the Trustees
5. Receive and review the general secretary's reports on findings and

~~resolutions of alleged misuse of Foundation funds and report to the Trustees as necessary~~

- ~~6. Between Trustees meetings, make decisions on matters of stewardship and oversight where the policy of the Trustees has been established or where an emergency exists~~
- ~~7. Between Trustees meetings, impose sanctions to clubs and districts for failure to comply with the Trustees' stewardship policies as authorized by the Trustees~~
- ~~8. Make decisions, when necessary, relative to stewardship and oversight expenditures for which appropriations have been made by the Trustees; and monitor and evaluate existing Foundation stewardship and oversight activities~~
- ~~9. Provide a report to the Trustees at their next meeting on any actions taken on their behalf between meetings~~
- ~~10. Act on behalf of the Trustees on all matters related to qualification~~

23.050.2.7 Investment Committee

23.050.2.7.1. Investment Committee Charter

1.0. Functions of the Committee

The Investment Committee (IC) shall perform the functions of an investment fiduciary in accordance with the Uniform Prudent Management of Institutional Funds Act (UPMIFA, IL, eff. 30 June 2009). The Committee shall comply with all applicable fiduciary, prudence, and due diligence requirements experienced investment professionals would utilize; and with all applicable laws, rules and regulations that may impact the Investment Portfolios. The Committee shall have the responsibility for:

[text omitted]

3.0 Membership

3.1 The IC shall consist of six voting members, of whom four will be Rotarians or Rotaractors with investment and/or foundation/endowment experience, and two will be Trustees, including the chair and/or vice-chair of the Finance Committee and/or one other Trustee who has investment or other financial experience.

3.2 It is desirable for non-Trustee members to have *institutional* investment experience.

3.3 All members must be fluent in English.

3.4 Trustee members shall be appointed for one-year terms and may be reappointed so long as they are Trustees, subject to the requirement that one of the Trustee members is the chair or vice chair of the Finance Committee. Each non-Trustee member will be appointed for a four-year term. Terms will be staggered so that one non-Trustee member is appointed or re-appointed each year for a four-year term. A non-Trustee member may serve up to two consecutive terms.

3.5 There will be two attendees from the RIFC, including its chair and another RIFC member appointed by its chair. RIFC attendees will have voting rights with respect to appointments and terminations of investment managers utilized by RI and other matters that impact RI's investment portfolio.

[text omitted]

23.050.8. Participant Experience Committee

Purpose: Reviews recommendations for report to the Trustees from the following committees: Joint Learning Committee, Joint Communications Committee, Joint Technology Committee, Peace Centers Committee, and Joint DEI Task Force

Composition: At least 5 Trustees, appointed by the Trustee Chair. The Chair and Vice Chair shall be appointed by the Trustee Chair.

Terms shall be one year. Members may be reappointed so long as they are Trustees.

Membership shall be limited to Trustees.

There shall be no Board liaison and no Trustee liaison.

Responsibilities: Shall consider such matters involving the expansion of the reach of Rotary; engagement of our Rotary members and other participants in the Rotary experience; diversity, equity and inclusion within Rotary; external and internal communications, and the learning of Rotary members together with such other matters as are referred to the committee by the Trustee Chair. The Committee shall also:

- Review of recommendations coming from the following committees:
 - Joint Communications Committee
 - Joint Learning Committee
 - Joint Technology Committee
 - Peace Centers Committee
- ... together with recommendations from the DEI Task Force
- Determine which of those recommendations should be placed on the Trustees' consent agenda and which should be considered more fully by the full Board of Trustees

The committee shall collaborate with the committees that report to it.

23.050.9. Peace Centers Committee

Purpose: Selects the Rotary Peace Fellows and advises the Trustees with respect to policies for the Rotary Peace Centers program

Composition: 10 members, appointed by the Trustee Chair. The Chair and Vice Chair shall be appointed by the Trustee Chair

Terms shall be 3 years and staggered with 3 or 4 members appointed each year. Members may be reappointed.

Membership shall be limited to Rotarians and Rotaractors, specialists in the field, representatives from the selected universities, or a mixture thereof. Proficiency in English is required. Some members should have the following backgrounds:

International education and program experience in peace and development studies, Rotary members with experience in soliciting Peace Fellow candidates and supporting the Rotary Peace Centers program.

Responsibilities: Coordinate and finalize the selection of Rotary Peace Fellows, strengthen awareness of and support of the Rotary Peace Centers program, and monitor and evaluate intended program outcomes. The Committee shall also:

- Receive applications, review, and select Rotary Peace Fellows
- Build awareness and support for the program
- Monitor and evaluate program outcomes
- Recommend changes as appropriate to assure success of program
- Recommend activities to bring Peace Fellow alumni into Rotary

The Committee shall collaborate with dedicated major gift advisors, university partners, Host Area Coordinators, and District Rotary Peace Fellow Subcommittee Chairs

23.060. Joint Committees

23.050.3. 23.060.1. Audit Committee

~~The Audit Committee shall act as the Audit Committee of Rotary International and The Rotary Foundation, with Trustee representation on the committee and terms of reference as indicated in Section 17.020. of the RI Bylaws and Section 31.0880 of the Rotary Code of Policies.~~

Purpose: Advises the Board and the Trustees with respect to audited financial reports, internal and external audits, and internal control systems.

Composition: 8 members, two current RI directors, two current TRF trustees, four non-directors/non-trustees. One non-Director/non-Trustee member appointed jointly annually by the RI President and the Trustee Chair in consultation with the RI president-elect and the Trustee Chair-elect. One Director appointed annually by the RI President, and one Trustee appointed annually by the Trustee Chair. Chair and Vice Chair appointed jointly by the

RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect.

Terms shall be four years for members who are not directors or trustees, two-years for directors and trustees. Terms of current non-Directors/non-Trustees will end at the later of 30 June 2023 or four years after appointment.

Members who are not Directors or Trustees may not be reappointed unless they have served less than a full term. Current Trustees may be reappointed as long as they are still Trustees. Director and Trustee members may be appointed for a full term after leaving the RI Board or TRF Trustees

Membership is limited to Rotarians and Rotaractors. No member should be a past RI president.

The Committee shall not have a Board or Trustee liaison. The chair of the operations review committee (or the chair's designee) shall serve as a liaison.

Expertise: Members should be independent and financially literate. One member shall have financial expertise as defined in the committee's charter in the Code of Policies. Members shall be proficient in English.

Responsibilities: Reviewing and reporting to both the board and the trustees on audit activities and systems of internal controls. Detailed responsibilities are outlined in the Audit Committee Charter in TRF Code of Policies section 23.060.1.1.

The Committee shall also review and report on RI and Rotary Foundation financial reports, the external audit, the systems of internal controls, internal audit, and related matters, and shall advise the board and trustees as requested by the board and trustees provided the same is not in conflict with the above responsibilities.

The Committee should collaborate with the Joint Operations Review Committee and TRF and RI Finance Committees, as appropriate.

23.060.1.1. Audit Committee Charter

A. Purpose

This committee shall act in an advisory capacity to the Board and Trustees. This committee shall consider RI and Rotary Foundation financial reports, the external audit, the system of internal control, internal audit, and other matters connected therewith as are referred to the committee by the president, the Board, the trustee chair, or the Trustees, or that otherwise come to the attention of the committee.

B. Authority

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

1. Recommend the engagement of and the compensation for, and oversee the work of any registered public accounting firm employed to audit the books of RI and TRF
2. Resolve any disagreements between management and the external auditor regarding financial reporting
3. Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation
4. Meet with Rotary Senior Leaders, external auditors, or outside counsel, as necessary.
5. Seek any information it requires from employees, or external parties, all of whom are directed to cooperate with the committee's requests.

C. Composition

This committee shall consist of ~~seven~~ eight members, ~~including two members of the Board, appointed annually by the Board, the president acting on its behalf, and one Trustee of The Rotary Foundation, appointed annually by the Trustees.~~ There shall be four members appointed by the Board who are neither members of the Board nor Trustees, who shall serve single terms of six years, as set forth in section 23.060.1.

All members of the committee shall be independent and shall be financially literate. At least one member shall have financial expertise — one who has financial knowledge and ability sufficient to understand, analyze, and reasonably assess generally accepted accounting principles (GAAP) and the financial statements of Rotary International and the Rotary Foundation, the competency of the independent (external) audit firm, and Rotary International's and The Rotary Foundation's internal controls and procedures for financial reporting.

In making appointments, the RI president and TRF trustee chair shall:

1. Exclude from membership on the committee those positions considered to have a potential conflict of interest (e.g. RI president, TRF trustee chair)
2. Limit the number of RI and TRF Finance Committee members serving on the Audit Committee to less than one-half of the committee's membership
3. Not appoint as chair of the committee the RI treasurer, RI vice president, or TRF Trustee Vice chair
4. Limit where possible, the membership on other committees of an Audit Committee member

~~In addition, the chair of the Operations Review Committee or the chair's designee shall serve as a liaison to the committee.~~

D. Meetings

This committee shall meet from one to three times per year for two to three days at such times and places and upon such notice as may be determined by the president, the Board, or the chair of the committee and, if deemed necessary by the president or the chair of the committee, additional times during the year at such times and places and upon such notice as may be determined by the president or the chair of the committee.

E. Responsibilities

The committee will carry out the following responsibilities:

Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
4. Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing standards.

Internal Control

1. Consider the effectiveness of RI's and TRF's internal control system, including information technology security and control.
2. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit

1. Recommend approval of the internal audit charter by the board.
2. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the general auditor.
3. Approve the annual audit plan and all major changes to the plan.
4. Receive communications from the general auditor on the Auditing Services performance relative to its plan.

5. Review with the general auditor the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.

6. Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' Definition of Internal Auditing and Code of Ethics and the International Standards for Professional Practice of Internal Auditing.

7. On a regular basis, meet separately with the general auditor to discuss any matters that the committee or general auditor believes should be discussed privately.

8. Provide performance feedback relative to the general auditor to the general secretary for consideration for merit increases.

9. Receive, review and concur a remuneration range for the general auditor from the general secretary, which shall be consistent with the compensation methodology applicable to all World Headquarters employees.

External Auditors

1. Review the external auditors' proposed audit scope and approach, including coordination of audit efforts with internal audit.

2. Review the performance of the external auditor and recommend to the board the appointment or discharge of the auditors.

3. Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and RI and TRF and their affiliates, including non-audit services, and discussing the relationships with the auditors.

4. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Reporting Responsibilities

1. Regularly report to the RI board of directors and TRF trustees about committee activities, issues, and related recommendations.

2. Provide an open avenue of communication between internal audit, the external auditors, and the RI board of directors and TRF trustees.

Other Responsibilities

1. Perform other activities related to this charter as requested by the RI board of directors or The Rotary Foundation trustees.

2. Institute and oversee investigations as needed.

3. Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

4. Confirm annually that all responsibilities outlined in this charter have been carried out.

5. Evaluate the committee's and individual members' performance on a regular basis

23.060.2. Joint DEI Task Force

Term Limit: This task force shall operate only until 30 June 2023.

Purpose: Advises the Boards with respect to the implementation of a diversity, equity, and inclusion action plan.

Composition: 8 members. Members originally appointed by the RI President. New members appointed solely to fill vacancies jointly by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair appointed by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect.

Terms shall be for the life of the task force except RI Directors must be current Directors.

Membership is limited to Rotarians and Rotaractors. At least one member must be a Rotaractor. Two RI Directors. Membership should be diverse including regionally.

The Task Force shall not have a Board liaison and shall have a Trustee liaison only if no Trustee is a member.

Expertise: Should have diversity, equity, and inclusion personal or professional experience.

Responsibilities: Recommend a long-term DEI strategy for members and other participants. Monitor initial implementation of DEI strategy. The Task Force shall also:

- Recommend to the Board a strategy to improve the openness and appeal of Rotary to a more diverse participant base
- Identify support and training for leaders, clubs, members, and other participants
- Recommend training materials to assist Rotary leaders in appropriate conduct and communication to enhance our diversity, inclusiveness, and equity towards all of our participants, existing membership, and potential membership
- Recommend modifications to processes and structures that create barriers to participation in Rotary from underrepresented groups
- Issue a final report for those committees assuming DEI responsibilities outlining the past and current work of the Task Force

The Task Force should collaborate with the Membership Growth Committee, the RI Programs Committee, and the Joint Operations Review Committee.

23.060.3. Joint Learning Committee

Purpose: Advises the Board and Trustees with respect to creating effective learning opportunities for Rotary leaders and members.

Composition: 8 members, 2-3 members appointed jointly annually by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair appointed jointly by the RI President and Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect.

Terms shall be staggered, 3-year terms. Members may be re-appointed.

Membership may not include current RI Directors or current TRF Trustees. At least 2 of the members should be Rotaractors at the time they are appointed

The Committee shall have one Board liaison and one Trustee liaison.

Expertise: Adult learning expertise within or outside Rotary, experience in the learning profession field including e-learning, experience with planning and implementing leadership development and training at the member, club, district, zone, and international levels. Members shall be selected to allow for a balance in Rotary leadership experience.

Responsibilities: The Committee shall:

- Give guidance to the Board and the Trustees and make recommendations as appropriate to create effective learning and leadership development opportunities for Rotary leaders and members
- Support self-driven learning models.
- Provides guidance on the roles and responsibilities for district leaders and advise on the district leadership plan
- Pro-actively consult with members and clubs to identify learning needs
- Review, monitor, and evaluate existing training cycle and methods and tools to train Rotary members including Rotary leaders
- Advise on learning strategies to support our strategic plan including our commitment to diversity, equity, and inclusion
- Develop training plans for the International Assembly, convention, and training events for all regional leaders

The Committee should collaborate with any committees looking at learning opportunities on Rotary's Learning Center, requesting content to be added to a specific meeting, or creating new materials for members.

23.060.4. Joint Communications Committee

Purpose: Advises the Board and Trustees with respect to Rotary's overall public image, branding, communications, content strategy, and approach.

Composition: 8 members, 2-3 members appointed jointly annually by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair appointed jointly by the RI President and Trustee

Chair in consultation with the RI President-elect and Trustee Chair-elect.

Terms shall be staggered, 3-year terms. Members may be re-appointed.

Membership shall be limited to Rotarians and Rotaractors and may not include current RI Directors or TRF Trustees.

The Committee shall have one Board liaison and one Trustee liaison.

Expertise: Expertise in internal and external communications, marketing, public image, brand, and content strategy. Members shall be selected to allow for a balance in Rotary leadership experience.

Responsibilities: Provide guidance and advice to the Board and to the Trustees on Rotary's communications and marketing strategy and approach. The Committee shall also advise the Board and the Trustees on how Rotary can build its brand and convey its message both internally and externally effectively and consistently across all available communication channels using all available tools.

The Committee should collaborate with the Joint Strategic Planning Committee, Public Image Coordinators, the President-nominee and President-elect on Grow Rotary and other strategies and messaging, the Joint Learning Committee, and Strategic Partners on joint messaging.

23.060.5. Joint Technology Committee

Purpose: Advises the Board and the Trustees with respect to enhancing technology practice, products, and strategy to improve the member and participant experience at Rotary.

Composition: 6 members, 2 members appointed jointly annually by the RI President and Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair appointed jointly by the RI president and Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect.

Terms shall be staggered, 3-year terms. Members may be re-appointed.

A majority of the members shall be Rotarians and Rotaractors. Non-Rotarian technology experts may be appointed.

The Committee shall have one Board liaison and one Trustee liaison.

Expertise: Technology development, security and data privacy, product and project management, user/participant experience.

Responsibilities: Advise the Board and the Trustees regarding technology strategies with a focus on significantly and rapidly improving the member and participant experience and effectiveness. The Committee shall also:

- Measure the effectiveness of existing technologies
- Survey and provide insight into the user experience
- Benchmark best practices around use of technologies focused on supporting membership and service organizations and the work they do
- Analyze the landscape on technology used at all levels of Rotary, particularly the club level
- Recommend technology enhancements to the Board and Trustees

The Committee should collaborate with the RI Programs Committee and TRF Programs Committee with a focus on enhancing the participant experience.

23.060.6. Joint Operations Review Committee

Purpose: Advises the Board and the Trustees on effectiveness of operations, administrative procedures and standards of conduct. Serves as the advisory compensation committee to the Executive Committee of the RI Board

Composition: 6 members, 1 member appointed jointly annually by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect. Chair and Vice Chair

appointed jointly by the RI President and the Trustee Chair in consultation with the RI President-elect and the Trustee Chair-elect.

Terms shall be 6 years. Members cannot be reappointed unless a member has served three years or less.

Membership is limited to past RI Directors and past TRF Trustees. No member shall be a past president, current or incoming Director, or current or incoming Trustee.

Furthermore, no member shall be a member of the Joint Audit Committee, a member of the Finance Committee of Rotary International, or a member of the Finance Committee of The Rotary Foundation.

The Committee shall have one Board liaison, who is the Chair of the Board Executive Committee, and one Trustee liaison, who is a member of the Trustees Executive Committee.

Expertise: Members shall be selected to balance experience in management, leadership development, and financial management

Responsibilities: The Committee shall:

- Review operational matters, including, but not limited to, effectiveness and efficiency of operations, administrative procedures, and standards of conduct.
- Serve as the advisory compensation committee to the Executive Committee.
- Monitor the effectiveness and efficiency of operations, including management structure, work practices and productivity measures
- Monitor the effectiveness, efficiency, and implementation of all internal systems
- Perform other oversight functions as requested by the Board or the Trustees
- As needed, reviews compliance with applicable laws and regulations and the status and findings of any examinations by regulatory agencies.
- Monitor compliance with the code of conduct and conflict-of-interest policy of the organization, the Board, and the Trustees

- Recommends proposed actions by the Board or Trustees with respect to the items identified above
- Serves as an advisory group to the RI Executive Committee with respect to compensation matters and recommends action as needed (See 31.086.1.)

The Committee should collaborate with the Executive Committees of the Board and Trustees, Joint Audit Committee, and Joint Strategic Planning Committee as appropriate.

Reporting Responsibilities

The Joint Operations Review Committee reports to the Board of Directors and to the Trustees regarding operational matters of RI or TRF, respectively. Following each meeting of the committee, the chair of the committee (or a member of the committee designated by the chair) shall report in person to the Trustees at the Trustees' next available meeting regarding operational matters of TRF, if there are any such matters upon which to report. A written report summarizing the committee's deliberations and stating the committee's recommendations taken at each meeting regarding operational matters of TRF shall be provided to the Trustees at its next meeting.

The Operations Review Committee maintains lines of communication with the president, president-elect, Trustee chair, Trustee chair-elect, general secretary, and senior management.

23.060.7. Joint Strategic Planning Committee

Purpose: Advises the Board and Trustees on matters regarding the strategic plan for the organizations

Composition: 8 members, 2 members appointed jointly annually by the RI President and the Trustee Chair in consultation with the RI president-elect and the Trustee Chair-elect. The Chair and Vice Chair appointed jointly by the RI President and the Trustee Chair in consultation with the RI president-elect and the Trustee Chair-elect.

Terms shall be 3 years and staggered. Members may be reappointed.

Membership is limited to Rotarians and Rotaractors. No member should be a RI Board member, TRF Trustee or a past RI president.

The Committee shall have one Board liaison and one Trustee liaison.

Expertise: Members shall be selected to provide for a balance in long-term planning, RI and Foundation program activities and financial management

Members shall be selected to provide for a balance in Rotary leadership experience

Responsibilities: The Committee shall develop, recommend, and update a strategic plan for consideration by the board and the trustees including consideration of the mission, vision, values, priorities, and goals. The Committee shall also:

- Survey Rotary members and clubs at least every three years relative to the strategy
- Develop measurements on the success of the plan
- Monitor and evaluate the success of the strategic plan
- Review pertinent internal and external data in the development and updating of the plan
- Assure the organization has a detailed plan of implementation
- Review pertinent COL and COR items that may have a strategic impact on the organization
- Identify and analyze critical strategic issues facing the organization to formulate scenarios and strategies to address those issues.
- Consider Rotary's position and comparative advantage relative to market trends as well as global trends in volunteerism, membership, charitable causes, and humanitarian service.

The Committee should collaborate with the TRF and RI Finance Committees to assure long-term financial stability, Joint Operations Review Committee, and Membership Growth Committee, as appropriate.

32.080. International PolioPlus Committee

Purpose: Coordinates all PolioPlus efforts and advises the Trustees with respect to policies and strategies to achieve polio eradication

Composition: 1 Director, 3 Trustees, and 8 other members. One Director appointed by the RI President, all others appointed by the Trustee Chair. The Chair and Vice Chair shall be appointed by the Trustee chair.

Terms shall be one year for the RI Director. Terms for all other members shall be 3 years and staggered. Members may be reappointed.

Membership shall be limited to Rotarians and Rotaractors. Membership should include members with experience in polio eradication field activities, polio eradication advocacy, and polio eradication fundraising.

The RI President serves as the Board liaison. The Committee shall have one Trustee liaison, typically the Trustee chair.

Responsibilities: Directs national PolioPlus committees, coordinates all PolioPlus elements, and develops policies, communications, and strategies to achieve polio eradication. The Committee shall also:

- Monitor case counts and the status of polio eradication efforts
- Act as the Rotary liaison with the Global Polio Eradication Initiative and its member partners on polio eradication matters
- Make grant recommendations to the Trustees
- Oversee advocacy efforts to secure financial and political support for the effort from governments
- Help Inform Rotary members on the status of the effort
- Evaluate activities and lessons learned and share best practices at the club and District level

Assist with and evaluate fundraising efforts

The Committee shall collaborate with the Fund Development Committee, the End Polio Now Coordinators, and the Joint Communications Committee

~~The International PolioPlus Committee shall consist of one director, appointed by the president, three trustees, and no more than eight other members, all appointed by the trustee chair. Terms of each member shall be for one year and may be renewed.~~

The International PolioPlus Committee should keep under continuous review financial plans that will assure adequate staff support, meet administrative needs, and support the global strategic planning for polio eradication and certification in a significant way consistent with available financial resources.

32.080.1. Terms of Reference

~~The Terms of Reference of the International PolioPlus Committee are to:~~

~~Recommend policies, strategies, budgets, and grant requests to the Trustees and report on polio eradication grant progress.~~

- ~~1. Review the overall operations of the PolioPlus program and provide recommendations to the Trustees on any matter associated with its goal.~~
- ~~2. Provide direction and coordination to all elements of the PolioPlus program and provide such controls as the IPPC and/or the Trustees consider necessary over the expenditure of Foundation funds by such elements.~~
- ~~3. Ensure that the IPPC members and, as appropriate, other key Rotary leaders are continuously kept abreast of global progress and challenges to the goal of the certification of the eradication of polio; recommend to the trustee chair knowledgeable Rotarians to disseminate global polio eradication information at appropriate meetings such as Rotary Institutes; issue and revise periodically a statement on current facts and figures relative to polio eradication and the role of Rotary International in the global effort for the sake of clarity and consistency in publications and public statements.~~

- ~~4. Conduct long range planning as may be appropriate, including financial forecasts and fiscal controls as will ensure that Rotary International and its Foundation continue as a partner in the global polio eradication initiative until the certification of eradication is achieved.~~
- ~~5. Monitor, review, provide guidance and counsel in all aspects of Rotary activities designed to (a) inform and communicate to Rotarians, clubs and districts the status of the global polio eradication initiative (GPEI) and Rotary's role; and to (b) coordinate public releases with partners to assure that the media has full and correct information on Rotary's role in the GPEI.~~
- ~~6. Review the PolioPlus operations and advocacy budget annually and provide recommendations to the Finance Committee of the Trustees.~~
- ~~7. Provide primary point of focus and liaison with all partners on all aspects of the global polio eradication initiative.~~
- ~~8. Review and submit recommendations to the trustee chair for regional Service Awards for a Polio Free World, and to the Trustees for the International Service Awards for a Polio Free World.~~
- ~~9. Identify countries most needing support and recommend to the trustee chair Rotary Senior Leaders to visit.~~
- ~~10. Perform other tasks as may be assigned by the Trustees or the trustee chair, or which arise naturally from the relationship of the issues to the PolioPlus program and its goals.~~

[text omitted]

APPENDIX H

PROGRAMS OF SCALE GIVING OPPORTUNITIES (Decision 20)

With the exception of gifts of US\$250,000 or more to expand a project, as described below, spendable earnings and outright contributions to Programs of Scale will be applied to projects as part of the Foundation's funding, reducing the amount of World Fund needed for the project.

ENDOWED GIVING OPPORTUNITIES

\$40 million: Naming rights for the Programs of Scale Program in perpetuity, for example: the Michael Johnson Programs of Scale Program. Only one naming right available, through one gift from one donor. Recognition includes use of name in Programs of Scale materials.

\$20 million: Naming rights for the Program of Scale in one area of focus in perpetuity, for example: the Michael Johnson Maternal and Child Health Program of Scale. One naming right available for each area of focus, through one gift from one donor for each. Recognition includes listing in Programs of Scale materials.

\$1 million: Establishes a named endowed fund for general support of the Programs of Scale. Recognition includes listing in Programs of Scale materials.

\$25,000: Establishes a named endowed fund for general support of the Programs of Scale. Recognition will be commensurate with that of other named endowed funds.

Gift of any size: General support of the general Programs of Scale pooled endowment fund, no special recognition, naming rights, or reporting provided to the donor.

OTHER GIVING OPPORTUNITIES

(for immediate expenditure)

\$2 million: To Name a specific Program of Scale Project, for example: The Chris Jones El Salvador Water and Sanitation Program of Scale Project.

\$1 million: To have name recognition in the title, for example: The El Salvador Water and Sanitation Program of Scale Project, funded in part by the Chris Jones Foundation.

\$250,000 or more: Additional contribution to expand the reach of an approved Program of Scale Project, accepted upon the approval of the Programs of Scale staff team. This gift would be part of the upfront approved project funding and not replace World Fund. Recognition will be commensurate with that of other Foundation programs.

Gift of any size: Outright Program of Scale gift, to be applied to the general Programs of Scale pooled account. No special recognition, naming rights, or reporting provided to the donor.

Note: These giving opportunities are in addition to naming/branding agreements that may be entered into between The Rotary Foundation and a project's resource partners.

APPENDIX I

AMENDMENTS TO THE ROTARY FOUNDATION CODE OF POLICIES REGARDING END POLIO NOW COORDINATORS (Decision 24)

Article 24. Regional Leaders

24.010. Regional Leaders

24.020. Regional Rotary Foundation Coordinators (RRFCs)

24.030. Endowment/Major Gifts Advisers (E/MGAs)

24.040. End Polio Now Coordinators (EPNCs)

[New section below:]

24.040. End Polio Now Coordinators

End Polio Now Coordinators (EPNCs) serve as a PolioPlus and End Polio Now fundraising campaign resource to districts for a term of three years, subject to annual review. Each of the 34 zones has at least one regional leader team that is assigned to the districts within the zone, zone section, or part of the zone.

24.040.1. Purpose

The purpose of EPNCs is to provide leadership and to foster fundraising, advocacy, and awareness at the district and club level toward the achievement of the certification of polio eradication. The EPNCs work in collaboration with the zone and district structure.

24.040.2. Qualifications

EPNCs must have the following experience before appointment:

- service as a past district governor or strong relationships with district and zone leadership
- proven performance in supporting PolioPlus and the End Polio Now fundraising campaign

Preference for EPNC candidates will be given to those with demonstrated:

- collaborative leadership styles
- service as a district PolioPlus subcommittee chair or the district Rotary Foundation chair

Due to the intensive nature of this role, EPNCs should not simultaneously hold other time-intensive Rotary appointments. To avoid conflict of interest and role overlap, EPNCs should not serve concurrently as the district PolioPlus subcommittee chair or the district Rotary Foundation chair.

24.040.3. Selection Process

The incoming Trustee chair-elect annually appoints EPNCs based on recommendations from the current

and incoming directors, trustees, RRFCs and chairs of the IPPC and Countdown to History Committee.

24.040.4. Role Responsibilities

EPNCs understand and effectively communicate:

- inclusion in Rotary's strategic plan
- annual goals and priorities
- fundraising, advocacy, and awareness-raising opportunities
- the importance of supporting PolioPlus and the End Polio Now fundraising campaign.

EPNCs lead by example locally and regionally by:

- supporting the promotion of polio eradication and participation in the End Polio Now fundraising
- effectively using Rotary's online tools.

EPNCs actively promote locally and regionally:

- continuous support of a polio free world
- strategies for encouraging outright major gifts of US\$10,000 or more to PolioPlus
- ways and opportunities to give major gifts to PolioPlus
- development of effective district PolioPlus subcommittees
- where helpful, the identification of medical professionals in their region and provide opportunities for their involvement in zone and district activities.

EPNCs are responsible for:

- staying knowledgeable on the status of polio eradication progress and serve as a resource on polio to Rotary entities
- supporting the promotion of polio eradication
- assisting district leadership teams to set End Polio Now fundraising goals
- seeking at least one major first to PolioPlus per district
- encouraging districts to allocate 20% or more of the District Designated Funds to PolioPlus
- encouraging district leadership teams to advocate for government support, create awareness in the community that polio still exists, and fundraise at a high level

- maintaining and providing information, resources, and support to the regional leadership team
- monitoring monthly End Polio Now fundraising progress of assigned districts and share status reports with districts
- encouraging follow-up by district leadership teams and providing strategies for meeting and exceeding established End Polio Now goals
- reporting to the vice chair for club and district Fundraising on the End Polio Now: Countdown to History Campaign Committee, the Regional Leadership Team, the Rotary International director and trustee for the region on the status of district support, participation and feedback in the polio eradication effort at the end of each quarter
- encouraging district leadership teams to encourage the participation of the family of Rotary in PolioPlus through their own fundraising efforts
- working, where appropriate, with PolioPlus National Advocacy advisers and National PolioPlus Committee chairs on appropriate advocacy strategies
- promoting polio eradication through presentations at Rotary meetings
- any changes in the terms of reference of the EPNCs should be considered by the IPPC before being submitted to the Trustees for approval

EPNCS in collaboration with their regional leader team, plan and conduct the following training:

- Regional team training
- Regional and other district seminars as needed.

EPNCS may be invited to join the governors-elect training seminar team as a presenter or team member. Those not invited to serve on the GETS training team are strongly encouraged to attend GETS to deepen communication and collaboration with governors-elect and district leadership.

24.040.5. Primary Audience

EPNCs work in collaboration with RRFCs, E/MGAs, district governors and the district Rotary Foundation structure to connect Rotarians with PolioPlus and End Polio Now fundraising campaign resources. Providing leadership for support for polio eradication in the districts they serve, EPNCs work most closely with their district PolioPlus subcommittee chairs.

EPNCs inspire, motivate, train, advise, strategize, communicate, and promote support for polio eradication and End Polio Now fundraising directly to the district Rotary Foundation committee and PolioPlus subcommittee chairs.

24.040.6. Key Network

Senior Leadership

RI directors lead regional leader teams in reaching their goals in the districts they serve. EPNCs are expected to regularly communicate, plan, confer, collaborate, and cooperate with their RI director and either a trustee that resides in the zones of that director or from a trustee within the greater geographical region as well as their fellow regional leaders.

Regional Leaders

EPNCs collaborate and communicate with their predecessor and successor to ensure continuity, consistency, and successful knowledge management related to PolioPlus and the End Polio Now fundraising campaign. Additionally, EPNCs plan, communicate and collaborate with their regional leader team to have long-lasting impact in the districts they serve.

Regional Rotary Foundation Coordinators

RRFCs are partners and peers with EPNCs on their regional leader team. Both regional leaders work together as a team to ensure successful collaboration on Foundation giving, donor communication, promotion of the Rotary Foundation, and planning for donor recognition activities.

District Governors

EPNCs are a key resource to governors and their district foundation committee and subcommittee chairs to encourage support for PolioPlus and End Polio Now fundraising campaign. EPNCs need district governors to actively promote them as a resource to their district PolioPlus chairs.

Fund Development and PolioPlus Staff Partners

EPNCs collaborate, cooperate, and communicate with their staff partner assigned to their region, the PolioPlus fundraising specialist, and select PolioPlus staff. This includes joint planning to cultivate prospects and to develop fundraising strategies and plans. The EPNC and their staff partners work closely as a team to increase support for PolioPlus and the End Polio Now fundraising campaign.

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