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**MINUTES OF THE MEETING OF**

KIWANIS INTERNATIONAL BOARD OF TRUSTEES

*July 12 and 15, 2017*

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The meeting of the Board of Trustees of Kiwanis International was held at the Le Palais des Congres de Paris Convention Center in Paris, France, July 12, 2017. Those present were: Jane M. Erickson, President; Susan A. “Sue” Petrisin, Immediate Past President; James M. “Jim” Rochford, President-Elect; Florencio C. “Poly” Lat, Vice President; Stan D. Soderstrom, Executive Director; Trustees Kenneth A. “Ken” Alovera, Chian Chu-Ching, M.A. “Fred” Dietze, John E. DeVilbiss, Koshiro ”Kit” Kitazato, Lance M. Incitti, Gary Levine, Peter J. Mancuso, Paul Inge Paulsen, Arthur N. “Art” Riley, Dewey Smith, Barbara K. “Barb” Thompson, Daniel Vigneron, Bert West, and Terry A. White. Guests: Lee Kuan Yong, Kiwanis Asia-Pacific Chair; Sjoerd R.J. Timmermans, Kiwanis International-European Federation President; Chia Sing Hwang, Kiwanis Children’s Fund President; Devon Sun, Circle K International President; and, Shayna Cole, Key Club International President.

The meeting was called to order by President Jane M. Erickson on Wednesday, July 12, 2017 at 10:05 a.m. CEST in Paris, France.

The following reports were received:

**REPORT OF THE PRESIDENT**
The Report of the President, Jane M. Erickson, is attached as Tab 01.

**REPORT OF THE PRESIDENT-ELECT**
The Report of the President-Elect, James M. “Jim” Rochford, is attached as Tab 02.

**REPORT OF THE VICE PRESIDENT**
The Report of the Vice President, Florencio C. “Poly” Lat, is attached as Tab 03.

**REPORT OF THE EXECUTIVE DIRECTOR**
The Report of the Executive Director, Stan D. Soderstrom, is attached as Tab 04.

**REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL**
The Report of the Board Counselor to Circle K International, John E. DeVilbiss, is attached as Tab 05.

**REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL**
The Report of the Board Counselor to Key Club International, Terry A. White, is attached as Tab 06.

**REPORT OF THE REPRESENTATIVE TO THE KIWANIS CHILDREN’S FUND BOARD**
The Report of the Representative to the Kiwanis Children’s Fund Board, Susan A. “Sue” Petrisin, is attached as Tab 07.
GENERAL CONSENT ITEMS

Without objection, the following recommendations were adopted:

MINUTES OF THE APRIL 19-23, 2017 KIWANIS INTERNATIONAL BOARD MEETING

That the Kiwanis International Board approves the minutes of the Board meeting convened April 19-23, 2017, in Indianapolis, Indiana, as shown in Tab 08.

2017-18 KIWANIS INTERNATIONAL COMMITTEE UPDATES

That the Kiwanis International Board approves the 2017-18 Kiwanis International Committee updates, as shown in Tab 09.

2017-18 EYE OF THE TIGER TEAM

That the Kiwanis International Board approves the 2017-18 Eye of Tiger Team, as shown in Tab 10.

2017-18 KIWANIS INTERNATIONAL BOARD COMMITTEES

That the Kiwanis International Board approves the 2017-18 Board Committees as shown in Tab 11.

2017-18 KIWANIS INTERNATIONAL BOARD COUNSELOR ASSIGNMENTS

That the Kiwanis International Board approves the 2017-18 Board Counselor assignments to districts as shown in Tab 12.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The Report of the 2016-17 Board Committee on Audit and Finance, Arthur N. “Art” Riley, Chair, was presented. (Tab 13)

2017-18 BUDGET FOR KIWANIS INTERNATIONAL

Upon recommendation of the Board Committee on Audit and Finance, it was moved and adopted:

That the Kiwanis International Board approves the 2017-18 budget for Kiwanis International for an overall deficit for all funds of US$1,578,914.
2017-18 BUDGETS FOR CIRCLE K INTERNATIONAL

Upon recommendation of the Board Committee on Audit and Finance, it was moved and adopted:

That the Kiwanis International Board approves the 2017-18 budget for Circle K International with a Kiwanis International subsidy of US$303,580; for a total surplus of US$14,038.

This completed the Report of the Board Committee on Audit and Finance.

REPORT OF BOARD COMMITTEE ON MEMBERSHIP AND EDUCATION

The Report of the 2016-17 Board Committee on Membership and Education, Dewey Smith and Barbara K. “Barb” Thompson, Chairs, was presented. (Tab 14)

NATIONS, PROVISIONAL DISTRICTS AND DISTRICTS FOR APPROVAL

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That, effective October 1, 2017, in accordance with pending new Procedures 200-210 regarding district status and Kiwanis nations, the Kiwanis International Board approves the following designations:

**District Status:***
- Colombia - 777 members & 53 clubs (*Formally Andean and Central America*)
- Australia – 899 members & 46 clubs
- Ecuador – 671 members & 36 clubs
- Iceland-Faroes – 837 members & 36 clubs
- New Zealand-South Pacific – 702 members & 45 clubs
- Western Canada – 962 members & 43 clubs
- West Virginia – 721 members & 35 clubs (*Formally designated for Provisional but granted full district status through 9.30.18*)

**Provisional Districts:***
- Korea – 323 members & 14 clubs
- Panama – 358 members & 19 clubs
- Romania - 504 members & 36 clubs (*Formally designated as a Nation*) (*Assumes Bylaws are in order*)
- Nepal – 246 members & 11 clubs (*Formally designated as a Nation*) (*Assumes Bylaws are in order*)

**Kiwanis Nations:**
- Albania – 71 members & 3 clubs
- Cambodia – 23 members & 1 club
- Czech Republic/Slovak Republic – 152 members & 15 clubs
- Hong Kong – 17 members & 1 club
Hungary – 66 members & 5 clubs
India – 237 members & 8 clubs
Indonesia – 13 members & 1 club
Pakistan – 32 members & 1 club
Poland – 136 members & 10 clubs
Singapore – 13 members & 1 club
Sri Lanka – 37 members & 2 clubs
Thailand – 18 members & 1 club
Turkey – 54 members & 3 clubs
United Kingdom – 85 members & 9 clubs

**THE FORMULA MATCHING GRANT RENEWAL REQUEST**

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board approves the continuation of the North America district matching grant program for the 2017-18 administrative year to support district training events for club coaches and club openers.

**ASIA-PACIFIC GROWTH PLAN**

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board approves, in concept, a targeted growth plan for five districts (Japan, Malaysia, Philippine Luzon, Philippine South and Taiwan) and four Kiwanis nations (Hong Kong, India, Nepal and Singapore) in Asia-Pacific.

**ADMINISTRATIVE ACTION REPORT**

Upon recommendation of the Board Committee on Membership and Education, it was moved and adopted:

That the Kiwanis International Board approves the administrative action report as shown in Exhibit A.

This completed the Report of the Board Committee on Membership and Education.

**REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS**

The Report of the 2016-17 Board Committee on Service and Partnerships, Florencio C. “Poly” Lat, Chair, was presented. (Tab 15)
GUIDELINES FOR STUDENT ACCOMMODATIONS AT EVENTS

Upon recommendation of the Board Committee on Service and Partnerships, it was moved and adopted:

That the Kiwanis International Board approves new procedure 434 – Guidelines for Student Accommodations at Events - as shown below:

434 - Guidelines for Student Accommodations at Events

When planning events, and especially those with overnight lodging, Kiwanis organizers should be inclusive and make reasonable accommodations for the unique needs of each student participant.

A. If the standard situation for an overnight event is shared rooms by gender, students must be allowed to access housing consistent with their self-determined gender identity. However, a student shall be assigned a room by biological sex if the student, or parent, or legal guardian so requests. A student or parent or legal guardian may suggest an alternative sleeping arrangement, such as single-occupancy room, which should be honored whenever possible. However, students cannot be required to stay in single-occupancy accommodations, nor should those arrangements be made without the consent of the student or parent or legal guardian.

B. Roommate disagreements should be addressed and resolved with the best interests of all parties in mind. If a disagreement cannot be reconciled, no student should be forced to reside with another student.

C. All students must be allowed access to restroom facilities consistent with their self-determined gender identity.

D. Event organizers should choose facilities that can be adapted to accommodate requests in accordance with these guidelines. If a facility is unwilling to accept these guidelines for any reason, a different location should be considered.

E. Volunteers have an obligation to maintain student privacy and cannot disclose or require disclosure of a student’s sexual orientation, transgender or gender nonconforming identity, biological sex, religion, disability, medical condition, or other personal information to anyone, including other students or their parents, without the consent of the student.

This completed the Report of the Board Committee on Service and Partnerships.

REPORT OF THE BOARD COMMITTEE ON GOVERNANCE

The Report of the 2016-17 Board Committee on Governance, Kenneth A. “Ken” Alovera, Chair, was presented. (Tab 16)

CODE OF ETHICS AND CONDUCT FOR DISTRICT OFFICERS

Upon recommendation of the Board Committee on Governance, it was moved and adopted:

That the Kiwanis International Board adopts the following policy on Code of Ethics and Conduct for District Officers and directs all district boards to adopt this policy no later than September 30,
2018. If adjustments are desired prior to adoption, districts are requested to have them reviewed by Staff for accuracy and appropriateness.

**CODE OF ETHICS AND CONDUCT FOR DISTRICT OFFICERS**

To ensure the confidence of clubs and members and the reputation of the district and Kiwanis International among the public and to fulfill the district board’s role of stewardship and leadership to the organization, the district expects all members of the district board and district officers to conduct themselves according to the highest ethical, professional, and moral principles. Each district board member, and candidate for any district board office, and district officer shall annually acknowledge, by signature, that he/she has read, understands, and accepts personal responsibility to adhere to the standards of conduct stated in this policy. These acknowledgments shall be maintained by the district secretary. (4/12)

Each district board member and officer shall, to his/her utmost ability:

- Personally comply with all applicable laws and regulations;
- Personally comply with the Bylaws, Policies, and Procedures of the district and of Kiwanis International; (6/2016)
- Never knowingly allow the district to violate any applicable laws and regulations;
- Act with integrity, honesty, and trustworthiness and not engage in unethical practices, deceive others, or misrepresent the district in any business dealings;
- Treat others equitably, fairly, and with respect and not engage in any form of discrimination or harassment;
- Be loyal to the district and its purpose, above any loyalty to a particular individual or group of individuals;
- Demonstrate care for clubs and club members and the communities they serve, including the highest regard for the safety, health, and welfare of the public;
- Make responsible decisions for the future of the district, ensuring Kiwanis resources are prudently managed and expended;
- Practice transparency and accountability to clubs, members, and the public;
- Not use the name of Kiwanis or their Board position for personal benefit or advantage;
- Help create a cooperative and productive working environment at Board meetings and other district functions;
- Respect and protect any privileged or confidential information, including the private information of members and donors, and support the final decisions of the Board;
- Fulfill the duties of office to which they are elected and not attempt to exercise individual authority outside the purview of his/her office;
- Interact with Staff in a professional and respectful manner, following agreed channels of communication and authority;
- Not engage in any conduct that would tarnish the good reputation of Kiwanis or undermine the public’s trust.
- Not nominate or second the nomination of any candidate for a contested election at the district or club level.

Alleged violations of these standards of conduct shall be reported to the District Secretary (or to the Governor, if the Secretary is the subject of the allegation), who shall inform: 1) the Executive Committee if the district has one; or 2) a committee composed of District Governor, Governor-elect, Vice-Governor (if any), Immediate Past Governor, Secretary, and Treasurer, excepting any such officers who may the subject of the allegation. If the committee determines that further investigation is warranted, the process
shall be conducted in the same manner as violations of conduct unbecoming, including the right of the individual to defend him/herself, as defined in the district bylaws. After the process is completed, any Board member found to have violated these standards of conduct shall be subject to disciplinary action as determined by the Board, up to and including suspension of duties or removal from office. (4/12)

REQUEST FROM SOUTHWEST DISTRICT TO ALLOW DIVISIONS TO HOLD ELECTIONS ELECTRONICALLY

Upon recommendation of the Board Committee on Governance, it was moved and adopted:

That the Kiwanis International Board approves the following revisions to the Standard Form for District Bylaws, effective October 1, 2017.

STANDARD FORM FOR DISTRICT BYLAWS

ARTICLE VII. NOMINATION AND ELECTION OF OFFICERS

Section 4. Election of Lieutenant Governor and Lieutenant Governor-elect

a. The Lieutenant Governor of each division shall hold, not earlier than the first week of the administrative year and not later than the annual district convention preceding the expiration of the Lieutenant Governor’s term, a meeting to elect a Lieutenant Governor and a Lieutenant Governor-elect for the next term. This meeting may be held in person and/or via electronic methods, provided any electronic methods used are in compliance with applicable law in the state or nation where the district is incorporated or registered and any requirements established by the district. The time and place of this meeting shall be designated by the Lieutenant Governor. The president of each club in the division shall be notified at least 10 days prior to the meeting of the time, place, and meeting method. Past Governors, current and past Trustees, and past Lieutenant Governors who are active members of a club in the division, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.

b. Each club in the division is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three alternates who may serve if any delegate is absent. All club delegates and alternates shall be active members.

c. Delegates from at least a majority of the clubs in the division shall constitute a quorum.

d. The [choose one: Lieutenant Governor or (insert other position, which must be a delegate)] shall conduct the elections, unless he/she is a candidate for election. If the presiding officer is absent or ineligible to serve, the meeting shall elect a delegate to conduct the elections.

e. No person shall be considered a candidate for Lieutenant Governor or Lieutenant Governor-elect without first providing consent and an agreement to carry out the duties and responsibilities of office.

f. The Lieutenant Governor-elect shall be the sole candidate for the office of Lieutenant Governor. However, nothing shall preclude additional nominations of qualified candidates from the floor.

g. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the Lieutenant Governor shall be entitled to vote.
h. The presiding officer shall report the election results immediately to the District Secretary who shall report the results to Kiwanis International.

i. A Lieutenant Governor-elect is not a district officer.

Section 5. Election of Trustees.

a. The Trustee of each region shall hold, not earlier than the first week of the administrative year and not later than annual district convention preceding the expiration of the Trustee’s term, a meeting to elect a new Trustee for the next term. This meeting may be held in person and/or via electronic methods, provided any electronic methods used are in compliance with applicable law in the state or nation where the district is incorporated or registered and any requirements established by the district. The time and place of this meeting shall be designated by the Trustee. The president of each club in the region shall be notified at least thirty (30) days prior to the meeting of the time, place, and meeting method. Past Governors, current and past Trustees, and past Lieutenant Governors who are active members of a club in the region, as well as non-delegate club members, shall also be invited to the meeting and shall have the privilege of the floor, but shall be without vote.

b. Each club in the region is entitled to seat up to three (3) delegates, two (2) of whom should be the club president and president-designate, as well as nominate three (3) alternates who may serve if any delegate is absent cannot be present. All club delegates and alternates shall be active members.

c. Delegates from at least [choose one: one-third (1/3) or a majority] of the clubs in the region shall constitute a quorum.

d. The current Trustee shall conduct the elections, unless he/she is a candidate for election. If the current Trustee is absent or ineligible to serve, the most recent past Trustee present and willing shall serve, or in the absence of a past Trustee, the meeting shall elect a delegate to conduct the elections.

e. No person shall be considered a candidate for Trustee without first providing written consent and an agreement to carry out the duties and responsibilities of office. Nothing shall preclude additional nomination of qualified candidates from the floor.

f. Voting shall be by ballot only where there are two (2) or more candidates for the same position. A majority of all valid votes cast shall be necessary for elections. In the event that no nominee receives a majority of valid votes cast, a new election shall take place immediately, with the nominee receiving the fewest number of votes eliminated from the ballot. This procedure shall be followed until one nominee receives a majority vote. In the event of a tie vote, the presiding officer shall be entitled to vote.

g. The presiding officer shall report the election results immediately to the District Secretary who shall report the results to Kiwanis International.

APPOINTMENT OF THE FORMULA DISTRICT POSITIONS

Upon recommendation of the Board Committee on Governance, it was moved and adopted:

That the Kiwanis International Board approves revisions to Procedure 220 – District Standing Committees and Key Positions as shown below and new Procedure 221 – The Formula District Appointments as also shown below.

220 - DISTRICT STANDING COMMITTEES AND KEY POSITIONS
220.1 – Standing Committees (6/15)

A. Kiwanis International requires the following district standing committees, which shall be appointed by the district: (1/92) (6/15)

7. The Formula (Membership/Club Opening) is a special initiative of Kiwanis to open clubs and strengthen membership in existing clubs. This committee is responsible for the Formula’s success in the district and for providing direction and support for club opening and membership strengthening in the district. Currently, this committee consists of The Formula (Membership/Club Opening) team in each district, serving multi-year terms. The committee chair shall be the key position (coordinator) on The Formula (Membership/Club Opening). (1/92) (6/15)

C. Terms: Each standing committee shall serve for a term of one (1) year, but may serve multiple consecutive terms. All Committees, with the exception of the service leadership programs committees shall begin their terms of office on the first day of October. (1/92) (6/15)

220.2 – District Key Positions

Kiwanis International also requires and shall significantly support the following key positions in districts, which shall apply to all districts unless otherwise noted. Key positions shall be selected by the districts, upon approval by Kiwanis International. (6/15)

Appointees should have previous experience in their subject area; are requested and strongly encouraged not to simultaneously hold other Kiwanis leadership positions above the club level; and are encouraged to serve multi-year commitments of three years unless otherwise noted. (6/15)

Key positions may have a committee to assist them, if the district deems appropriate, appointed at the discretion of the district board. (6/15)

Other details regarding key positions shall be determined by Kiwanis International and stated in the respective position descriptions. (6/15)

A. Risk Manager (6/15)

Risk Managers should be appointed in all North American districts. (4/13) (6/15)

The Risk Manager will instruct clubs on how to avoid or minimize risk and communicate regularly with Kiwanis International. This person should have a background in property or casualty insurance. (4/13) (6/15)

B. Youth Protection Manager (4/13)

Youth Managers should be appointed in all districts which have Service Leadership Programs for youth. (4/13) (6/15)

The Youth Protection Manager will instruct clubs on how to help protect the youth served by Kiwanis clubs and their service leadership programs and communicate regularly with Kiwanis International. This person should have a background in youth training, education, or law enforcement. (4/13) (6/15)

C. The Formula (Membership/Club Opening) Coordinator

The Formula is a special initiative of Kiwanis to open new clubs and strengthen membership
in existing clubs. The Formula (Membership/Club Opening) Coordinator is responsible for providing direction and support for club opening and membership strengthening in the district. This position collaborates with the district leadership team to develop goals and objectives for inviting and retaining members. (6/15)

D. Leadership Development Coordinator
The Leadership Development Coordinator is responsible for implementation of the education, training, and leadership development of club presidents and secretaries in the district using programs established by Kiwanis International. This person may have a role, at the district’s discretion, in educating or training other leaders such as Lieutenant Governors and Trustees. (6/15)

E. Partnership Coordinator
The Partnership Coordinator is responsible for connecting clubs with Kiwanis International’s official partners and supporting clubs in developing and maintaining signature projects in their communities. The Partnership Coordinator may also help form new partnerships in selected regions, applicable to those areas. (6/15)

F. Public Relations Coordinator
The Public Relations Coordinator is responsible for guiding and assisting clubs with public relations via various media and ensuring adherence by clubs and the district to the branding guidelines established by Kiwanis International. (6/15)

220.3 – Additional Standing Committees and/or Key Positions
Districts may have additional standing committees and/or key positions beyond those mandated by Kiwanis International, provided each is approved by the district’s House of Delegates and stated in the district’s bylaws. (6/15)

221 – The Formula District Appointments
The Formula is a special initiative of Kiwanis International to open new clubs and strengthen membership in existing clubs, running from October 1, 2013, to September 30, 2018. District and region appointments shall be made in accordance with The Formula guidelines established by the Kiwanis International Board.

Further, that the Kiwanis International Board revises the Standard Form for District Bylaws, Article V, Section 4, as shown below.

STANDARD FORM FOR DISTRICT BYLAWS

ARTICLE V. COMMITTEES

Section 1. The titles, structure, and duties of district standing committees and key positions shall be those defined by the Kiwanis International Board of Trustees in policies and procedures.

Section 2: The district shall also have the following standing committees:
  a. ______________ Committee, whose duties shall be to…..
  b. ______________ Committee, whose duties shall be to…..
  c. ______________ Committee, whose duties shall be to…..

Section 3. Each standing committee shall cooperate with the appropriate committee of Kiwanis International.
Section 4. The Governor may create special committees, subject to the approval of the District Board.

Section 5. The Governor shall appoint all committee chairs, and members, and key positions eligible for appointment during his/her term as Governor, subject to approval of the District Board.

Section 6. The Governor shall be an ex-officio member of all standing and special committees of the district.

Section 7. All committee members appointed by the Governor shall be subject to removal by the Governor.

This completed the Report of the Board Committee on Governance.

OTHER BUSINESS

Without objection, the following recommendation was adopted:

KIWANIS INTERNATIONAL REVENUE MODEL

That the Kiwanis International Board requests the Executive Committee and the Board Committee on Audit and Finance to work together with staff to review the Kiwanis International revenue model and revise if necessary. A final report is to be presented to the Board at its April 2018 meeting.

The meeting adjourned sine die on Wednesday, July 12, 2017, at 12:15 p.m. CEST.

The Kiwanis International Board reconvened on Saturday, July 15, 2017 at 4:15 p.m. CEST in Paris, France.

KIWANIS INTERNATIONAL TRUSTEE SEAT FOR EUROPE

Daniel Vigneron, Kiwanis International Trustee for the Europe Region, was a candidate for the office of 2017-18 Vice President to be elected at the 2017 Kiwanis International Convention in Paris. At that point, Daniel had one year remaining in his Trustee term, which he was required to forfeit due to running for Vice President. The white paper shown in Tab 17 provides background information and outlines the requirements and process to fill the vacancy.

That the Kiwanis International Board appoints Marcel Kreienbühl, Switzerland-Liechtenstein District, to fill the vacancy for the remaining year of the three-year term for the Europe Region’s guaranteed seat currently occupied by Daniel Vigneron. The remaining term begins October 1, 2017, and ends September 30, 2018.

NEXT BOARD MEETING – OCTOBER 24-29, 2017

The next meeting of the Board of Trustees will be October 24-29, 2017, in Indianapolis, Indiana USA.

The meeting adjourned sine die on Wednesday, July 12, 2017, at 5:00 p.m. CEST.