

**TABLE OF CONTENTS**  
**MINUTES OF THE MEETING OF**  
**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**

**January 15-16, 2020**

	<b>TAB</b>
<b>REPORT OF THE PRESIDENT</b> -----	<b>1 01</b>
<b>REPORT OF THE PRESIDENT-ELECT</b> -----	<b>1 02</b>
<b>REPORT OF THE VICE PRESIDENT</b> -----	<b>1 03</b>
<b>REPORT OF THE EXECUTIVE DIRECTOR</b> -----	<b>1 04</b>
<b>REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL</b> -----	<b>1 05</b>
<b>REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL</b> -----	<b>1 06</b>
<b>APPROVAL OF SEPTEMBER 30-OCTOBER 5, 2019 MINUTES</b> -----	<b>1 07</b>
<b>ADMINISTRATIVE ACTION REPORT</b> -----	<b>2 08</b>
<b>REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE</b> -----	<b>2 09</b>
ACCEPTANCE OF 2018-19 CONSOLIDATED AUDIT REPORT (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN’S FUND) -----	<b>2</b>
APPROVAL OF 2019-20 AUDITORS (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN’S FUND)-----	<b>2</b>
<b>REPORT OF THE EXECUTIVE COMMITTEE</b> -----	<b>3 10</b>
RATIFICATION OF THE CREATION OF A BOARD COMMITTEE ON RISK MANAGEMENT-----	<b>3</b>
KIWANIS ALCOHOL POLICY AND PROCEDURES -----	<b>3</b>
<b>REPORT OF BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT      AND EDUCATION</b> -----	<b>3 11</b>
<b>REPORT OF BOARD COMMITTEE ON MEMBERSHIP</b> -----	<b>4 12</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – AUSTRALIA DISTRICT -----	<b>4</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – JAPAN DISTRICT -----	<b>4</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – PHILIPPINE LUZON -----	<b>4</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (GROWTH EFFORTS)-----	<b>4</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (GROWTH INITIATIVES)-----	<b>4</b>
KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (PUBLIC RELATIONS AND MARKETING)-----	<b>5</b>
TAIWAN DISTRICT REQUEST TO ATTACH CAMBODIA CLUB -----	<b>5</b>
<b>REPORT OF BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND      MARKETING</b> -----	<b>5 13</b>
<b>REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT</b> -----	<b>5 14</b>
APPROVAL OF AMENDMENTS TO KIWANIS INTERNATIONAL’S YOUTH PROTECTION POLICIES AND PROCEDURES -----	<b>5</b>
<b>REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS</b> -----	<b>7 15</b>
APPROVAL OF CHANGES TO THE CIRCLE K INTERNATIONAL POLICY CODE -----	<b>7</b>
<b>OTHER BUSINESS</b> -----	<b>7</b>
<b>REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE</b> -----	<b>7 16</b>
<b>REPORT OF THE GOVERNANCE COMMITTEE</b> -----	<b>7 17</b>
<b>POLICY AND PROCEDURE REVISIONS FOR REDESIGNATION OF KIWANIS      INTERNATIONAL OFFICERS</b> -----	<b>8 18</b>
<b>NEXT BOARD MEETING – FEBRUARY 19, 2020</b> -----	<b>8</b>

**MINUTES OF THE**  
**MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES**

January 15-16, 2020

The meeting of the Board of Trustees of Kiwanis International convened via GoToMeeting, January 15-16, 2020. Those present were: Daniel Vigneron, President; James M. Rochford, Immediate Past President; Arthur N. Riley, President-Elect; Peter J. Mancuso, Vice President; Stan D. Soderstrom, Executive Director; Trustees Katrina J. Baranko, Greg Beard, Gunnsteinn Björnsson, Gary Cooper, George R. Delisle, Elio Garozzo, Charles Gugliuzza, Tony Gunn, David W. Hurrelbrink, Richard G. Olmstead, Jr., Ernest Schmid, Sam Sekhon, and Cathy Szymanski. Absent: Chian Chu-Ching and Ronald E. Smith.

The meeting was called to order by President Daniel Vigneron on Thursday, January 16, 2020 at 9:00 a.m. (EST).

The following reports were received:

**REPORT OF THE PRESIDENT**

The Report of the President, Daniel Vigneron, is attached as **Tab 01**.

**REPORT OF THE PRESIDENT-ELECT**

The Report of the President-Elect, Arthur N. Riley, is attached as **Tab 02**.

**REPORT OF THE VICE PRESIDENT**

The Report of the Vice President, Peter J. Mancuso, 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, Katrina Baranko, is attached as **Tab 05**.

**REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL**

The Report of the Board Counselor to Key Club International, George R. Delisle, is attached as **Tab 06**.

**GENERAL CONSENT ITEMS**

Upon motion duly made by Trustee Cathy Szymanski, and seconded, the following recommendations were adopted:

**APPROVAL OF SEPTEMBER 30-OCTOBER 5, 2019 MINUTES**

**That the Kiwanis International Board approves the minutes of the Board meeting held September 30-October 5, 2019, in Indianapolis, Indiana, USA, as shown in Tab 07.**

## **ADMINISTRATIVE ACTION REPORT**

**That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 08.**

### **2019-20 KIWANIS INTERNATIONAL COMMITTEE UPDATES**

**That the Kiwanis International Board approves updates to the membership of the 2019-20 Kiwanis International Committees as follows:**

- **Leadership Advisory Task Force Team on Leadership Roles and Education: Vicki Frucci replaces Donna Parton as Chair**
- **Leadership Advisory Task Force Team on Visionary Leadership: new member Peter Wüllenweber**

### **APPOINTMENT OF 2020-21 KIWANIS INTERNATIONAL BOARD COUNSELORS TO CIRCLE K INTERNATIONAL AND KEY CLUB INTERNATIONAL**

**That the Kiwanis International Board approves the appointment of Cathy Szymanski as 2020-21 Kiwanis International Board Counselor to Circle K International, and Gary Cooper as 2020-21 Kiwanis International Board Counselor to Key Club International.**

### **REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE**

The Report of the 2019-20 Board Committee on Audit and Finance, Greg Beard, Chair, was presented. **(Tab 09)**

#### ***ACCEPTANCE OF 2018-19 CONSOLIDATED AUDIT REPORT (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN'S FUND)***

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

**That the Kiwanis International Board accepts the 2018-19 consolidated audit report for Kiwanis International, Circle K International, Kiwanis Youth Programs and Kiwanis Children's Fund and the related Audit Committee Letter.**

#### ***APPROVAL OF 2019-20 AUDITORS (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS CHILDREN'S FUND)***

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

**That the Kiwanis International Board selects BKD, LLP as auditors for Kiwanis International, Circle K International, Kiwanis Youth Programs, and Kiwanis Children's Fund for the 2019-20 administrative year.**

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

## **REPORT OF THE EXECUTIVE COMMITTEE**

The Report of the 2019-20 Executive Committee, Daniel Vigneron, Chair, was presented. (Tab 10)

### ***RATIFICATION OF THE CREATION OF A BOARD COMMITTEE ON RISK MANAGEMENT***

Upon recommendation of the Executive Committee, it was moved and adopted:

**That the Kiwanis International Board ratifies the Executive Committee's creation of a Board Committee on Risk Management, effective December 31, 2019, as codified below in new Procedure 102.7 – Risk Management:**

#### **102.7 – Risk Management**

**The Board Committee on Risk Management shall be responsible for considering and advising the Board on matters related to risk and liability including but not limited to youth protection, data protection, compliance with Kiwanis International policies and procedures, trademark and copyright protection, organizational structure, general liability insurance claims and other matters. The committee shall provide quarterly reports and updates to the Board on these matters. The committee shall consist of the members of the Executive Committee.**

### ***KIWANIS ALCOHOL POLICY***

Upon recommendation of the Executive Committee, it was moved and adopted:

**That the Kiwanis International Board modifies Policy C. 6. Alcohol Guidelines, effective April 1, 2020, to strengthen the restrictive language as follows:**

#### **C. GENERAL**

##### **6. - Alcohol Guidelines**

**Alcohol may be served or consumed at Kiwanis events in a legal and responsible manner, provided such serving or consumption is done in accordance with the customs and applicable laws where the club or other Kiwanis entity is located, and an adequate risk management program (to include liability insurance and adherence to legal requirements) is in place. (10/83) (1/13)**

This completed the Report of the Executive Committee.

## **REPORT OF BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION**

The Report of the 2019-20 Board Committee on Leadership Development and Education, Arthur N. Riley, Chair, was presented. (Tab 11)

**No action was taken.**

This completed the Report of the Board Committee on Leadership Development and Education.

## **REPORT OF BOARD COMMITTEE ON MEMBERSHIP**

The Report of the 2019-20 Board Committee on Membership, Charles Gugliuzza, Chair, was presented. (Tab 12)

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – AUSTRALIA DISTRICT***

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

**That the Kiwanis International Board approves the matching grant request from the Australia District in the amount of US\$3,000 for growth, marketing and education efforts.**

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – JAPAN DISTRICT***

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

**That the Kiwanis International Board approves the matching grant request from the Japan District in the amount of US\$5,000 for a Service Leadership Programs (SLP) education conference within the district.**

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – PHILIPPINE LUZON***

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

**That the Kiwanis International Board approves the matching grant request from the Philippine Luzon District in the amount of US\$10,000 for leadership education within the district.**

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (GROWTH EFFORTS)***

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

**That the Kiwanis International Board approves the matching grant request from the Malaysia District in the amount of US\$6,000 for growth efforts.**

### ***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (GROWTH INITIATIVES)***

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

**That the Kiwanis International Board approves the matching grant request from the Malaysia District in the amount of US\$6,000 for growth initiatives within the district.**

***KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – MALAYSIA DISTRICT (PUBLIC RELATIONS AND MARKETING)***

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

**That the Kiwanis International Board recommends that the request from the Malaysia District for a grant to allow all district clubs to have their own portals be forwarded to the Board Committee on Public Relations, Image and Marketing for further consideration.**

***TAIWAN DISTRICT REQUEST TO ATTACH CAMBODIA CLUB***

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

**That the Kiwanis International Board approves the attachment of the Kiwanis Club of Metro Phnom Penh (KCMPP) in Cambodia to the Taiwan District.**

This completed the Report of the Board Committee on Membership.

**REPORT OF BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING**

The Report of the 2019-20 Board Committee on Public Relations, Image and Marketing, Ernest Schmid, Chair, was presented. **(Tab 13)**

**No action taken.**

This completed the Report of the Board Committee on Public Relations, Image and Marketing.

**REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT**

The Report of the 2019-20 Board Committee on Risk Management, Daniel Vigneron, Chair, was presented. **(Tab 14)**

***APPROVAL OF AMENDMENTS TO KIWANIS INTERNATIONAL'S YOUTH PROTECTION POLICIES AND PROCEDURES***

Upon recommendation of the Executive Committee, it was moved and adopted:

**That the Kiwanis International Board approves revisions to Policy B.16 – Criminal History Background Checks and new Policy B.17 – Conduct With Youth, as shown below, effective May 1, 2020.**

**B. INTERNATIONAL ADMINISTRATION**

**16. Criminal History Background Checks**

**a. Kiwanis International (4/15)**

**(3) Adults at Kiwanis International Youth Events:** A clear background check is ~~necessary~~ required for all adults (Kiwanis members and non-members) registered for, participating in, or staying overnight at any service leadership program event organized by Kiwanis International, a district, a division, or a club that involves direct interaction between adults and youth under age 18. A clear check must be verified prior to arrival at the event. Persons without a clear check may not attend the event. (4/10) (4/15)

Aktion Club members are exempt from criminal history background checks. However, their chaperones/caregivers are not exempt. (4/15)

**b. Districts (7/17)**

**(2) District Administrators for Service Leadership Programs:** Kiwanis International requires all SLP District Administrators to complete an application process, which includes submitting a completed application, having a clear background check conducted and verified by Kiwanis International, and completion of Kiwanis International youth protection training and any other elements that may be required by Kiwanis International. After receipt of an individual's application and verification of all required elements, Kiwanis International will review the information and decide, in its sole and absolute discretion, whether the individual is accepted to become an SLP District Administrator. Kiwanis has no obligation to allow an individual to become an SLP District Administrator based solely on a "clear" background check. Denial may be appealed via the process outlined in Procedure 197.

~~(2)~~ **(3) Chairs and Committees for Service Leadership Programs:** Kiwanis International will require criminal history background checks to be conducted and verified by Kiwanis International for all district ~~chairpersons and~~ committee members for all Service Leadership Programs. Persons without a clear background check may not serve as a district ~~chairperson or~~ committee member for Kiwanis Service Leadership programs. (4/13) (Rev. 4/16, effective 10/16)

*(Existing subsections (2) through (6) will also be renumbered.)*

**17. Conduct with Youth**

Kiwanis will provide youth with the highest quality services and leadership guidance available. Kiwanis is committed to creating an environment for youth that is safe, nurturing, and empowering, and that promotes growth and success.

Kiwanis will not tolerate any form of abuse or harassment against any youth. All reports of suspicious or inappropriate behavior with youth or allegations of abuse or harassment will be taken seriously. Kiwanis will cooperate fully with authorities if allegations of abuse are made that require investigation. No youth will be discriminated against on the basis of race, color, creed, national origin, sex, age,

religion, sexual orientation or gender identity. All Kiwanis volunteers will agree to follow all requirements and guidance of all Kiwanis Service Leadership Programs.

*(Existing B.17 through B.25 will also be renumbered.)*

This completed the Report of the Board Committee on Risk Management.

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

The Report of the 2019-20 Board Committee on Service and Partnerships, Richard G. Olmstead, Jr., Chair, was presented. **(Tab 15)**

### ***APPROVAL OF CHANGES TO THE CIRCLE K INTERNATIONAL POLICY CODE***

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

**That the Kiwanis International Board approves the policy changes to the Circle K International Policy Code as adopted by the Circle K International Council, as shown in Exhibit A.**

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

## **OTHER BUSINESS**

## **REPORT OF THE RESOLUTIONS AND BYLAWS COMMITTEE**

**That the Kiwanis International Board receives the Report of the International Committee on Resolutions and Bylaws, as shown in Tab 16.**

## **REPORT OF THE GOVERNANCE COMMITTEE**

**That the Kiwanis International Board approves all changes to the pending K.I. Bylaws Modernization/Revision project as recommended by the Governance Committee in its report dated January 8, 2020, as shown in Tab 17.**



**POLICY AND PROCEDURE REVISIONS FOR REDESIGNATION OF KIWANIS INTERNATIONAL OFFICERS**

**That, if the proposed bylaw amendment regarding redesignation of Kiwanis International officers is adopted at the 2020 Kiwanis International convention, the Kiwanis International Board correspondingly revises appropriate policies and procedures, as shown in Tab 18.**

**NEXT BOARD MEETING – FEBRUARY 19, 2020**

The next meeting of the Board of Trustees will be February 19, 2020, via GoToMeeting.

The meeting adjourned sine die on Thursday, January 16, 2020, at 9:20 a.m. EST.