

**TABLE OF CONTENTS**  
**MINUTES OF THE MEETING OF**  
**KIWANIS CHILDREN’S FUND BOARD OF TRUSTEES**

**June 26, 2019**

	<b>TAB</b>
<b>REPORT OF THE PRESIDENT</b> -----	<b>2 01</b>
<b>REPORT OF THE PRESIDENT-ELECT</b> -----	<b>2 02</b>
<b>REPORT OF THE TREASURER</b> -----	<b>2</b>
<b>REPORT OF THE KIWANIS CHILDREN’S FUND EXECUTIVE DIRECTOR</b> -----	<b>2 03</b>
<b>REPORT OF THE K.I. REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN’S FUND BOARD</b> -----	<b>2 04</b>
<b>REPORT OF THE K.I. REPRESENTATIVE (K.I. VICE PRESIDENT) TO THE KIWANIS CHILDREN’S FUND BOARD</b> -----	<b>2 05</b>
<b>REPORT OF THE KIWANIS CHILDREN’S FUND CHIEF OPERATING OFFICER</b> -----	<b>2 06</b>
<b>MINUTES OF THE FEBRUARY 21, 2019 BOARD MEETING</b> -----	<b>3 07</b>
<b>REPORT OF THE JOINT COMMITTEE</b> -----	<b>3 08</b>
2019-20 KIWANIS CHILDREN’S FUND BOARD OFFICER VACANCY-----	<b>3</b>
<b>2019-20 KIWANIS CHILDREN’S FUND OFFICERS</b> -----	<b>3</b>
<b>2019-20 KIWANIS CHILDREN’S FUND STANDING COMMITTEES</b> -----	<b>3 09</b>
<b>2019-20 KIWANIS CHILDREN’S FUND BOARD COUNSELOR ASSIGNMENTS</b> --	<b>4 10</b>
<b>REPORT OF THE EXECUTIVE COMMITTEE</b> -----	<b>4 11</b>
<b>REPORT OF THE BYLAWS AND POLICIES COMMITTEE</b> -----	<b>4 12</b>
GOVERNING DOCUMENT AMENDMENTS TO ADD NEW TRUSTEES TO THE BOARD -----	<b>4</b>
<b>REPORT OF THE DEVELOPMENT COMMITTEE</b> -----	<b>7 13</b>
<b>NEW BUSINESS</b> -----	<b>7</b>
KIWANIS CHILDREN’S FUND BOARD – AT-LARGE SEAT APPOINTMENT-----	<b>7</b>
<b>NEXT BOARD MEETING – OCTOBER 23-26, 2019</b> -----	<b>7</b>

## MINUTES OF THE

### MEETING OF THE KIWANIS CHILDREN'S FUND BOARD OF TRUSTEES

June 26, 2019

The meeting of the Board of Trustees of the Kiwanis Children's Fund was held in Walt Disney World Resort, Orlando, Florida, June 26, 2019. Those present were: George E. H. Cadman, Q.C., President; Chia Sing Hwang, Immediate Past President; Ann Wilkins, President-elect; Stan D. Soderstrom, Executive Director; Trustees Patricia Barsotti, Filip Delanote, Robert M. Garretson, Robert S. Maxwell, Benjamin R. Osterhout, Arthur N. Riley, James M. Rochford, Yu-Mei Shih, John Tyner II, Norman A. Velnes, Amy Zimmerman; and Ann Updegraff Spleth, Chief Operating Officer.

The meeting was called to order by President George E. H. Cadman, Q.C., on Wednesday, June 26, 2019 at 1:30 p.m. EDT.

The following reports were received:

#### **REPORT OF THE PRESIDENT**

The Report of the President was presented by George E.H. Cadman, Q.C., as shown in **Tab 01**.

#### **REPORT OF THE PRESIDENT-ELECT**

The Report of the President-Elect was presented by Ann Wilkins, as shown in **Tab 02**.

#### **REPORT OF THE TREASURER**

The Report of the Treasurer was not presented due to the vacancy of the position.

#### **REPORT OF THE KIWANIS CHILDREN'S FUND EXECUTIVE DIRECTOR**

The Report of the Kiwanis Children's Fund Executive Director was presented by Stan D. Soderstrom, as shown in **Tab 03**.

#### **REPORT OF THE K.I. REPRESENTATIVE (K.I. IMMEDIATE PAST PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD**

The Report of the K.I. Representative (K.I. Immediate Past President) to the Kiwanis Children's Fund Board was presented by James M. "Jim" Rochford, as shown in **Tab 04**.

#### **REPORT OF THE K.I. REPRESENTATIVE (K.I. VICE PRESIDENT) TO THE KIWANIS CHILDREN'S FUND BOARD**

The Report of the K.I. Representative (K.I. Vice President) to the Kiwanis Children's Fund Board was presented by Arthur N. "Art" Riley, as shown in **Tab 05**.

#### **REPORT OF THE KIWANIS CHILDREN'S FUND CHIEF OPERATING OFFICER**

The Report of the Kiwanis Children's Fund Chief Operating Officer was presented by Ann Updegraff Spleth, as shown in **Tab 06**.

## **GENERAL CONSENT ITEMS**

Without objection, the following recommendations were adopted:

### **MINUTES OF THE FEBRUARY 21, 2019 BOARD MEETING**

**That the Kiwanis Children’s Fund Board approves the minutes of the Board meeting held February 21, 2019, via GoToMeeting, as shown in Tab 07.**

### **REPORT OF THE JOINT COMMITTEE**

The Report of the 2018-19 Joint Committee, George E.H. Cadman, Q.C., Chair, was presented. **(Tab 08)**

#### ***2019-20 KIWANIS CHILDREN’S FUND BOARD OFFICER VACANCY***

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

**That the Kiwanis Children’s Fund Board accepts, with much regret, the resignation of 2018-19 Treasurer Albert James “Jim” Dooley and is sincerely grateful for his many contributions and dedication to serving the children of the world.**

**Further, that the Kiwanis Children’s Fund Board appoints Norman A. “Norm” Velnes from the Kiwanis Club of Winnipeg, Manitoba, Canada, to fill the vacancy in the office of Treasurer for the remainder of the 2018-19 administrative year.”**

**Further, that the Kiwanis Children’s Fund Board accepts the new nomination from the Joint Committee to appoint Trustee Norman A. “Norm” Velnes of the Kiwanis Club of Winnipeg, Manitoba, Canada, as President-elect for the 2019-20 administrative year. This nomination is in lieu of the committee’s previous nomination of Albert James “Jim” Dooley. This appointment is subject to verification of a clear criminal history background check.**

#### **2019-20 KIWANIS CHILDREN’S FUND OFFICERS**

**That the Kiwanis Children’s Fund Board appoints the following officers for the 2019-20 administrative year:**

**President: Ann Wilkins**

**President-elect: Norman A. Velnes**

**Treasurer: Robert M. Garretson**

#### **2019-20 KIWANIS CHILDREN’S FUND STANDING COMMITTEES**

**That the Kiwanis Children’s Fund Board approves the 2019-20 Kiwanis Children’s Fund Standing Committees as shown in Tab 09.**

## 2019-20 KIWANIS CHILDREN'S FUND BOARD COUNSELOR ASSIGNMENTS

**That the Kiwanis Children's Fund Board approves the 2019-20 Board Counselor assignments to districts as shown in Tab 10.**

### REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2018-19 Executive Committee, George E.H. Cadman, Q.C., Chair, was presented. (Tab 11)

No action was taken.

This completed the action of the Executive Committee and the report was accepted.

### REPORT OF THE BYLAWS AND POLICIES COMMITTEE

The Report of the 2018-19 Bylaws and Policies Committee, Robert M. Garretson, Chair. (Tab 12)

### *GOVERNING DOCUMENT AMENDMENTS TO ADD NEW TRUSTEES TO THE BOARD*

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

**That the Kiwanis Children's Fund Board approves the amendments to bylaws, policies, and procedures as shown below to increase the number of Trustees on the Board.**

### KIWANIS CHILDREN'S FUND BYLAWS

#### ARTICLE II – BOARD OF TRUSTEES

**Section 2. Composition of Board.** The Foundation Board shall be composed of: (7/2014)

a) The President, President- Elect, Immediate Past President, and Treasurer, as defined elsewhere in these bylaws;

b) The Vice President and the Immediate Past President of Kiwanis International, Inc., hereinafter referred to as "Kiwanis International Representative Trustees," whose terms on the Foundation Board shall be concurrent with their terms in said offices on the Kiwanis International Board; ~~and~~

c) ~~Nine (9)~~ Ten (10) additional Trustees.

d) From time to time, the Board may appoint one (1) additional trustee to address needs or desires related to philanthropic skills, abilities, resources or representation.

e) e) With the exception of the two Kiwanis International Representative Trustees:

- All new Trustees who shall be appointed by the Foundation Board each administrative year at its second meeting of the year and who shall each have. Candidates for consideration of appointment shall be approved by the Joint Committee of Kiwanis International and the Kiwanis International Foundation.
- Each Trustee shall serve a three-year terms, beginning on October 1 following appointment and ending on September 30 three years thereafter.

- Trustee terms shall be staggered so that ~~three (3)~~ up to four (4) Trustees are appointed each year. ~~Candidates for consideration of appointment shall be approved by the Joint Committee of Kiwanis International and the Kiwanis International Foundation.~~ (12/2014)

⊘) f) With the exception of the districts of the two Kiwanis International Representative Trustees, no district of Kiwanis International, Inc. shall have more than one voting member on the Foundation Board at the same time. (7/2014)

e) g) With the exception of the two Kiwanis International Representative Trustees, no person shall serve as a member of the Foundation Board while serving as an Officer of Kiwanis International, Inc. as defined in the Kiwanis International Bylaws, President of the European Federation, Chairperson of Kiwanis Asia-Pacific, or the leader of a District in Formation or Pre-Formation. (7/2014)

⊘) h) The Foundation Board shall include, each administrative year, one person each from the Europe Region and Asia-Pacific Region of Kiwanis International. (7/2014)

## KIWANIS CHILDREN'S FUND POLICIES

### C. BOARD OF TRUSTEES

#### 6. DESIGNATED DISTRICT SEAT *(NOTE: Policy C.6 is shown for reference only.)*

One of the three annual Trustee terms in each nominating cycle shall be designated as the Kiwanis Children's Fund district seat. The district filling this seat shall be chosen according to the following criteria, subject to relevant bylaw provisions regarding candidate requirements: (2/2018)

- Three points for highest per-member average giving over a three-year period to the Unrestricted Fund of the Kiwanis Children's Fund.
- Three points for highest dollar amount average giving over a three-year period to the Unrestricted Fund of the Kiwanis Children's Fund.
- Two points for including the Kiwanis International Foundation District Chair in regular district board meetings and events to provide updates on the Kiwanis Children's Fund.
- Two points for having completed payment of its commitment or fair share to The Eliminate Project or any subsequent global campaign for children.

(2/2018)

The qualifying district that earns the highest total points will be invited to submit three names to the Joint Committee for consideration. (2/2018)

#### 7. AT-LARGE SEAT

The Bylaws provide that: "From time to time, the Board may appoint one (1) additional trustee to address needs or desires related to philanthropic skills, abilities, resources or representation." This shall be designated as the At-Large Seat. The person filling this seat need not be nominated from or by a Kiwanis district and shall be chosen according to the following criteria, subject to relevant bylaw provisions regarding candidate requirements. If there are no willing and qualified candidates for this seat at the time the term is due to be filled, the Board may leave the seat open until the following year.

- An individual who can bring significant new resources to the Children's Fund.
- An individual with specific philanthropic expertise that may be desired by the Board at a certain time.
- An individual representing a philanthropic community of aligned interests with which the Board desires a connection.

## KIWANIS CHILDREN'S FUND PROCEDURES

### 301.5 - Joint Committee's duties when recommending candidates for Foundation Board members

#### (1) Appointment of Trustees (7/14)

The committee shall gather the names of Trustee candidates through a variety of methods, including consultation with Kiwanis International officers, soliciting nominations from current and past board members, and possibly requesting nominations from Kiwanis International Board members and district governors. (7/14)

A nominee recommended to the Board should be a leader who possesses the following qualities: (7/14) (7/17)

- Is passionate for the children we serve
- Is passionate for Kiwanis International
- Will make the Kiwanis International Foundation a priority in time, talent, and treasure
- Has a global vision to make the world a better place
- Has the skills to work effectively with others
- Is goal-oriented, flexible, and willing to think outside the box
- Is able to think strategically about organizational change
- Has the initiative and capacity to raise funds to solicit significant gifts to support the foundation's work
- Is willing to motivate others in fundraising
- Is willing to make a personal financial commitment to support the children of the world through the foundation's work
- Has knowledge of not-for-profit organizations and how they finance
- Has knowledge of roles of endowments in not-for-profit finance
- Has the potential and capability for presidential leadership
- Wants to make a difference

(7/14) (7/17)

Candidates for the Designated District Seat and the At-Large Seat shall also meet the specific criteria stated in Policy C.

The committee shall recommend ~~three~~ up to four (4) nominees for Trustee to the Kiwanis International Foundation Board no later than the second Board meeting of the year. The number nominated shall be the same as the number of open seats to be filled the following year. (Per the bylaws, new Trustees are appointed by the Board at its second meeting of the year.) (7/14)

#### (2) Appointment of Officers (7/14)

The committee shall assess potential candidates for Treasurer, President-elect, and President from among all members of the Board and recommend one nominee for each office no later than the Board's annual meeting, but preferably by the Board's second meeting. (Per the bylaws, officers for the following administrative year are appointed by the Board at its annual meeting.) (7/14)

This completed the action of the Bylaws and Policies Committee and the report was accepted.

## **REPORT OF THE DEVELOPMENT COMMITTEE**

The Report of the 2018-19 Development Committee, Norman A. Velnes, Chair, was presented. **(Tab 13)**

No action was taken.

This completed the action of the Development Committee and the report was accepted.

## **NEW BUSINESS**

### ***KIWANIS CHILDREN'S FUND BOARD – AT-LARGE SEAT APPOINTMENT***

**That the Kiwanis Children's Fund Board appoints Serena Quek, from the Kiwanis Club of Johor Bahru, Malaysia, as Trustee At-Large for a three-year term, effective October 1, 2019.**

### **NEXT BOARD MEETING – OCTOBER 23-26, 2019**

The next meeting of the Board of Trustees will be October 23-26, 2019 in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Wednesday, June 26, 2019 at 4:00 p.m. EDT.