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KIWANIS INTERNATIONAL BOARD OF TRUSTEES
October 2, 2021

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MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

October 2, 2021

The meeting of the Board of Trustees of Kiwanis International convened Saturday, October 2, 2021. Those present were:

In-Person: Peter J. Mancuso, President; Arthur N. Riley, Immediate Past President; Bert West, President-elect; Katrina Baranko, Vice President; Stan D. Soderstrom, Executive Director; Trustees Gary Cooper, Kip Crain, Chuck Fletcher, Gary S. Graham, David W. Hurrelbrink, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Michael Mulhaul, and Cathy Szymanski. Guest: Robert M. Garretson, President, Kiwanis Children's Fund.

Online: Trustees Gunnsteinn Björnsson, Michel Fongue, and Buheita Fujiwara.

Guests (Online): George E.H. Cadman, Q.C., Chair, Kiwanis Youth Programs; Josef-Peter Schachermayer, President, Kiwanis International-Europe; and Greg Beard, Chair, Organizational Operations and Structure Committee

Absent: Trustees Éliane Ott-Scheffer and Wilfredo G. Aguilar

The meeting was called to order by President Peter J. Mancuso on Saturday, October 2, 2021, at 9:30 a.m. (EDT) in Indianapolis, Indiana, USA and via Zoom Meeting. An invocation was given by Immediate Past President Arthur N. Riley.

The following reports were received:

REPORT OF THE PRESIDENT

The report of the President, Peter J. Mancuso, is attached as **Tab 01**.

REPORT OF THE IMMEDIATE PAST PRESIDENT

The report of the Immediate Past President, Arthur N. Riley, is attached as **Tab 02**.

REPORT OF THE PRESIDENT-ELECT

The report of the President-elect, Bert West, is attached as **Tab 03**.

REPORT OF THE VICE PRESIDENT

The report of the Vice President, Katrina Baranko, is attached as **Tab 04**.

REPORT OF THE EXECUTIVE DIRECTOR

The report of the Executive Director, Stan D. Soderstrom, is attached as **Tab 05**.

REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL

The report of the Board Counselor to Circle K International, Michael Mulhaul, is attached as **Tab 06**.

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL

The report of the Board Counselor to Key Club International, Chuck Fletcher, is attached as **Tab 07**.

GENERAL CONSENT ITEMS

APPROVAL OF JUNE 16, 2021, MINUTES

Upon motion duly made by Trustee Gary Cooper, and seconded, the following recommendation was adopted:

That the Kiwanis International Board approves the minutes of the board meeting held June 16, 2021, via Zoom meeting, as shown in Tab 08.

APPROVAL OF SEPTEMBER 15, 2021, MINUTES

Upon motion duly made by Trustee David W. Hurrelbrink, and seconded, the following recommendation was adopted:

That the Kiwanis International Board approves the minutes of the board meeting held September 15, 2021, via Zoom meeting, as shown in Tab 09.

REPORT OF THE KIWANIS INTERNATIONAL PAST PRESIDENTS COMMITTEE

Upon motion duly made by Trustee Gary Cooper, and seconded, the following recommendation was adopted:

That the Kiwanis International Board receives the report of the Kiwanis International Past Presidents Committee, as shown in Tab 10.

2021-22 KIWANIS INTERNATIONAL COMMITTEE UPDATES

Upon motion duly made by Trustee Gary Cooper, and seconded, the following recommendation was adopted:

That the Kiwanis International Board approves the updates to the 2021-22 Kiwanis International Committees, as shown in Tab 11.

ADMINISTRATIVE ACTION REPORT

Upon motion duly made by Trustee Gary S. Graham, and seconded, the following recommendation was adopted:

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 12.

REPORT OF THE EXECUTIVE COMMITTEE

The report of the 2021-22 Executive Committee, Peter J. Mancuso, Chair, was presented. **(Tab 13)**

BYLAWS MODERNIZATION

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

That the Kiwanis International Board approves the process and timeline for consideration of the Kiwanis International Bylaws Modernization Revision project (as follows):

ADJUSTED PLAN FOR K.I. BYLAWS MODERNIZATION REVISION

REVISED DATES	ACTION
January 2022 Board meeting	The Board agrees to revised draft of the Bylaws Modernization Revision and finalizes adjusted wording of the corresponding new bylaw article and resolution.
90 days prior to 2022 convention (approx. March 11 -- sooner if possible)	Revised draft is shared with clubs, along with FAQ and instructions on the intended process. The new bylaws article and the resolution governing large-scale revisions such as this are shared with clubs for voting at the 2021 convention. Education opportunities are planned for the 2022 convention and after.
June 2022 (K.I. convention)	New article and the resolution are voted on (and presumably adopted). <i>Note: the revision itself is not voted on at this time.</i>
July-Sept. 2022	The revision is updated to include any separate amendments adopted at the 2022 convention, then redistributed to clubs.
July 2022 & thereafter	Clubs, districts, and K.I. Board may propose amendments-to-the-revision, if desired.
By February 24, 2023	120-day advance amendments-to-the-revision are due. These definitely will be considered at the 2022 convention.
By May 24, 2023	30-day advance amendments-to-the-revision are due. These may or may not be considered at the 2022 convention, at the discretion of the House of Delegates. *No amendments will be accepted from any entity after May 21.*
June 2023	Delegates consider the whole revision for adoption, as well as any properly-submitted amendments to it.
October 1, 2023	The revised bylaws become effective.

EXTENSION OF EMERGENCY DECLARATION

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

That the Kiwanis International Board declares that a condition of emergency exists in the form of the existing and ongoing COVID-19 global pandemic through the end of the 2021-22 administrative year, being September 30, 2022. Because of this, the Board authorizes all Kiwanis leaders at all levels of the organization to take such extraordinary actions as they deem necessary directly related to protecting clubs, members and those that Kiwanis serves from the health, safety and financial implications of this crisis.

KIWANIS EUROPE ENTITY UPDATE AND APPROVAL

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

That the Kiwanis International Board ratifies the Kiwanis International-Europe articles of incorporation as approved by the delegates of European Kiwanis clubs, effective October 1, 2021.

COMPOSITION OF THE EXECUTIVE DIRECTOR PERFORMANCE REVIEW COMMITTEE

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

That the Kiwanis International Board amends Policy C.5 - Kiwanis International Foundation and Procedure 152.1 – Performance Review Committee, as shown below, effective January 1, 2022.

POLICY C. GENERAL

5. Kiwanis International Foundation (*dba the Kiwanis Children’s Fund*)

- g. Joint Board Committee:** As a means of maintaining mutual understanding and cooperation between the boards of trustees of Kiwanis International and the Kiwanis International Foundation, a Joint Committee shall be established and maintained, consisting of the Kiwanis International President, Immediate Past President, President-Elect, and Vice President and the Kiwanis International Foundation President, Immediate Past President, President-Elect, and Treasurer. ~~Except when acting as the Performance Review Committee for the Executive Director,~~ The Kiwanis International President shall be Chairman, with the same voting privileges as other members. (10/11) (10/21)

~~The Joint Committee shall annually perform the appraisal of the Executive Director in accordance with Kiwanis International Procedure.~~ The Joint Committee may consider other matters of mutual interest to both organizations and is authorized to make recommendations to either or both boards. (6/10)

The Joint Committee shall meet at the call of the Kiwanis International President, but in no event, less than twice per administrative year. Ten (10) days advance notice shall be given for committee meetings. A majority of members shall constitute a quorum for the transaction of business, and a majority vote shall be necessary to approve actions. (10/11)

PROCEDURE 152 - PERFORMANCE APPRAISAL AND OVERSIGHT OF THE EXECUTIVE DIRECTOR

152.1 - Performance Review Committee

~~The Joint Committee of Kiwanis International and the Kiwanis International Foundation, as defined in Policy, shall act as the Performance Review Committee for the Executive Director~~ shall consist of the President, Immediate Past President, President-elect and Vice President of Kiwanis International, the President and Immediate Past President of the Kiwanis International Foundation (Kiwanis Children’s Fund), and Chair and Immediate Past Chair of Kiwanis Youth Programs, with the Immediate Past President of Kiwanis International acting as Chairman. (10/90) (10/11)

152.3 - Review Process

- B. Annual:** Immediately prior to the September/October International Board meeting, the Performance Review Committee will conduct a formal performance review with the

Executive Director. This review will include the Committee's written appraisal of the performance of the Executive Director as it relates to the goals agreed upon the previous October. The appraisal, along with a recommendation for any compensation adjustment, shall be presented by the Performance Review Committee to the Board for approval at an Executive Session at the September/October Board Meeting. A summary of key points will be shared with the Kiwanis International Foundation Board and the Kiwanis Youth Programs Board. (10/90) (4/10)

CONDUCT UNBECOMING CHARGE REVIEW

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

That the Kiwanis International Board takes no action as a result of the investigator's report, and thanks the investigator for his time, thoroughness and work put into preparing the report.

This completed the report of the Executive Committee.

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The report of the 2021-22 Board Committee on Audit and Finance, David W. Hurrelbrink, Chair, was presented. (Tab 14)

ENROLLMENT FEE

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

That the Kiwanis International Board approves the following change to Procedure 342.2 - Enrollment Fee:

342.2 –Enrollment Fee (4/13)

Prorated dues, magazine, and insurance are waived for: Kiwanis club members who join another Kiwanis club within a six-month period during the same administrative year and for former ~~Key Club or Circle K club~~ members of a Kiwanis International Service Leadership Program. (10/90) (10/19)

DISTRICT ADJUSTMENTS - SURINAME

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

That the Kiwanis International Board provides a grant to Suriname for 2021-22 administrative year equal to no more than US\$315. This grant is contingent on the Eastern Canada and Caribbean District being in Good Standing with Kiwanis International.

DISTRICT ADJUSTMENTS - ROMANIA

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

That the Kiwanis International Board provides a grant to the Romania Provisional District for the 2021-22 administrative year equal to no more than US\$17,000 in Kiwanis International dues. This grant is contingent on the Romania Provisional District being in Good Standing with Kiwanis International.

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

REPORT OF BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION

The report of the 2021-22 Board Committee on Leadership Development and Education, Arthur N. Riley, Chair, was presented. (Tab 15)

REVIEW OF COMMITTEE DUTIES

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

That the Kiwanis International Board approves the Kiwanis International Strategic Plan objectives for the leadership and education priority as follows:

- A) **Examine and address the educational needs of the organization and its members.**
- B) **Create resources and pathways for current and emerging leaders throughout the Kiwanis Family.**
- C) **Recommend governance changes and allocate necessary resources to implement proposed improvements.**

LEADERSHIP ROLES AND EDUCATION

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

That the Kiwanis International Board requests that staff consider the recommendations of the subcommittee on Leadership Roles and Education as outlined in Exhibits A-D when updating the Leadership Guide and Club Leadership Education training for the 2022-23 Kiwanis year.

KIWANIS AMPLIFY: NEXT STEPS

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

That the Kiwanis International Board recommends staff move forward with the following next steps for the Kiwanis Amplify program:

- 1) **Make necessary updates to the current curriculum.**
- 2) **Adjust the program timeline to reflect the recommendations from program assessment.**
- 3) **Create Kiwanis Amplify Ambassador program to assist with marketing and outreach.**
- 4) **Create Kiwanis Amplify Mentor program to enhance the program experience.**
- 5) **Develop longitudinal assessment to track progress on programmatic goals.**
- 6) **Enhance the Kiwanis Amplify marketing plan to reach a broader Kiwanis audience.**

KIWANIS AMPLIFY: TRANSLATION

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

That the Kiwanis International Board encourages staff to incorporate appropriate segments of the Kiwanis Amplify program into Europe's Kiwanis Academy curriculum and approves the necessary expense to translate limited program materials as the budget allows.

KIWANIS AMPLIFY: NON-KIWANIS MEMBERS

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

That the Kiwanis International Board grants staff the authority to negotiate pricing for targeted outreach for the Kiwanis Amplify program to those who are not members of Kiwanis International.

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

REPORT OF BOARD COMMITTEE ON MEMBERSHIP

The report of the 2021-22 Board Committee on Membership, Cathy Szymanski, Chair, was presented. (Tab 16)

STRATEGIC DISCUSSION ON GROWING AND RETAINING MEMBERSHIP WITHIN EXISTING CLUBS

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

That the Kiwanis International Board approves the Kiwanis International Strategic Plan objectives for the membership and engagement priority as follows:

- A) Prioritize membership support for existing clubs.**
- B) Mobilize new club growth in every division of every district.**
- C) Improve the club experience.**
- D) Prioritize successful Service Leadership Programs for growth.**

RECOMMENDATIONS OF THE COMMITTEE ON DIVERSITY, EQUITY & INCLUSION

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

That the Kiwanis International Board approves the creation of a diversity, equity, and inclusion sub-site within the organization's primary web presence at kiwanis.org.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – NEPAL 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 Nepal District in the amount of US\$20,000 for growth and education initiatives.

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\$2,700 for Service Club Leadership education initiatives.

KIWANIS ASIA-PACIFIC MATCHING GRANT REQUEST – NEW ZEALAND-SOUTH PACIFIC 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 New Zealand-South Pacific District in the amount of US\$11,000 for growth and education initiatives.

This completed the report of the Board Committee on Membership.

REPORT OF BOARD COMMITTEE ON PUBLIC RELATIONS, IMAGE AND MARKETING

The report of the 2021-22 Board Committee on Public Relations, Image and Marketing, Gunnsteinn Björnsson, Chair, was presented. (Tab 17)

REVIEW OF THE COMMITTEE DUTIES

Upon recommendation of the Board Committee on Public Relations, Image and Marketing, it was moved and adopted:

That the Kiwanis International Board requests the Executive Director to assign communications staff to be available at board committee meetings as necessary.

Further, that the Kiwanis International Board dissolves the Board Committee on Public Relations, Image and Marketing. The President is encouraged to appoint those members to other board committees.

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

REPORT OF BOARD COMMITTEE ON RISK MANAGEMENT

The report of the 2021-22 Board Committee on Risk Management, Bert West, Chair, was presented. (Tab 18)

CHAPERONE POLICY CHANGES

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

That the Kiwanis International Board approves revisions to Policy B.16 – Criminal History Background Checks, as follows:

Policy B. International Administration

16. Criminal History Background Checks

a. All Levels of Kiwanis

(3) Chaperones for Overnight Events: A minimum of one adult per 10 students must be serving as chaperones during the entirety of ~~the~~ an overnight event. All chaperones (club members and non-members) participating in any ~~single day or~~ overnight Service Leadership Program event must have a clear criminal history background check and must have completed Kiwanis International annual youth protection training. Additionally, chaperones must follow all applicable policies and procedures. (See also Procedure 432.) (2/20, effective 5/20)

(4) Chaperones for Single Day Events: A minimum of one adult per 50 students must be serving as chaperones during the entirety of a single day event. All chaperones (club members and non-members) participating in any single day Service Leadership Program event must have a clear criminal history background check and must have completed

Kiwanis International youth protection training. Additionally, chaperones must follow all applicable policies and procedures, (See also Procedure 432.)

- (4) (5) **Aktion club members:** Aktion Club members are exempt from criminal history background checks. However, their chaperones/caregivers are not exempt. (2/20, effective 5/20)

CONDUCT UNBECOMING DRAFT POLICY CHANGES

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

That the Kiwanis International Board approves revisions to Policy B.11 – Definition of Conduct Unbecoming, Policy B.12 – Club Member Accused of Conduct Unbecoming, and Procedure 344 – Club Member Accused of Conduct Unbecoming, as shown in Exhibit A. These changes are effective January 1, 2022.

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

REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The report of the 2021-22 Board Committee on Service and Partnerships, Gary Cooper, Chair, was presented. (Tab 19)

APPROVAL OF CHANGES TO THE CIRCLE K INTERNATIONAL BYLAWS AND POLICY CODE

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

That the Kiwanis International Board approves the amendments to the Circle K International Bylaws and Circle K International Policy Code as adopted by the Circle K International House of Delegates/International Council, as shown in Exhibit B.

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

OTHER BUSINESS

EXECUTIVE DIRECTOR GOALS

Upon motion duly made by Immediate Past President Arthur N. Riley and seconded, the following recommendation was adopted:

That the Kiwanis International Board approves the Executive Director’s goals for the 2021-22 administrative year as previously distributed to the Kiwanis International Board.

NEXT BOARD MEETING – JANUARY 19-20, 2022

The next meeting of the Board of Trustees will be January 19-20, 2022, via Zoom Meeting.

The meeting adjourned sine die on Saturday, October 2, 2021, at 10:10 a.m. EDT.