

**TABLE OF CONTENTS**  
**MINUTES OF THE MEETING OF**  
**KIWANIS INTERNATIONAL BOARD OF TRUSTEES**  
**April 9, 2022**

	<b>TAB</b>
<b>REPORT OF THE PRESIDENT -----</b>	<b>01</b>
<b>REPORT OF THE PRESIDENT-ELECT -----</b>	<b>02</b>
<b>REPORT OF THE VICE PRESIDENT -----</b>	<b>03</b>
<b>REPORT OF THE EXECUTIVE DIRECTOR -----</b>	<b>04</b>
<b>REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL -----</b>	<b>05</b>
<b>REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL -----</b>	<b>06</b>
<b>MINUTES OF THE JANUARY 20, 2022, BOARD MEETING -----</b>	<b>07</b>
<b>RESULTS OF THE FEBRUARY 14, 2022, EMAIL BALLOT -----</b>	<b>08</b>
<b>2021-22 KIWANIS INTERNATIONAL COMMITTEE UPDATES -----</b>	<b>09</b>
<b>ADMINISTRATIVE ACTION REPORT -----</b>	<b>10</b>
<b>2020-21 DISTINGUISHED DISTRICTS -----</b>	<b>11</b>
<b>REPORT OF THE EXECUTIVE COMMITTEE -----</b>	<b>12</b>
CIRCLE K INTERNATIONAL -----	
KIWANIS CHILDREN'S FUND-EUROPE -----	
<b>REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE -----</b>	<b>13</b>
<b>REPORT OF BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION</b>	<b>14</b>
RESPONSIBILITIES OF KEY CLUB SPONSORING CLUBS AND ADVISORS -----	
DISTRICT TRUSTEE RECOMMENDATION FROM THE ORGANIZATIONAL OPERATIONS AND STRUCTURE	
ASSESSMENT COMMITTEE -----	
VICE-GOVERNOR RECOMMENDATION FROM THE ORGANIZATIONAL AND STRUCTURE ASSESSMENT	
COMMITTEE -----	
<b>REPORT OF BOARD COMMITTEE ON MEMBERSHIP -----</b>	<b>15</b>
<b>REPORT OF BOARD COMMITTEE ON RISK MANAGEMENT -----</b>	<b>16</b>
<b>REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS -----</b>	<b>17</b>
CLUB RESOURCE PARTNER GIVESIGNUP -----	
<b>OTHER BUSINESS -----</b>	<b>18</b>
EXECUTIVE DIRECTOR CONTRACT NEGOTIATIONS REGARDING A NEW EMPLOYMENT AGREEMENT -----	
<b>NEXT BOARD MEETING – JUNE 8, 2022 -----</b>	

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

**April 9, 2022**

The meeting of the Board of Trustees of Kiwanis International convened Saturday, April 9, 2022, via Zoom Meeting. 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, Michel Fongue, Gary S. Graham, David W. Hurrelbrink, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Michael Mulhaul, and Cathy Szymanski. Guests: Robert M. Garretson, President, Kiwanis Children's Fund

**Online:** Trustees Wilfredo G. Aguilar, Gunnsteinn Björnsson, Buheita Fujiwara, Éliane Ott-Scheffer

**Guests:** George E.H. Cadman, Q.C., Chair, Kiwanis Youth Programs; Josef-Peter Schachermayer, President, Kiwanis International-Europe

The meeting was called to order by President Peter J. Mancuso on Saturday, April 9, 2022, at 9:00 a.m. (EDT) via Zoom Meeting. An invocation was given by Trustee Cathy Szymanski.

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 PRESIDENT-ELECT**

The report of the President-elect, Bert West, is attached as **Tab 02**.

**REPORT OF THE VICE PRESIDENT**

The report of the Vice President, Katrina Baranko, 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, Michael Mulhaul, is attached as **Tab 05**.

**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 06**.

**GENERAL CONSENT ITEMS**

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

**MINUTES OF THE JANUARY 20, 2022, BOARD MEETING**

**That the Kiwanis International Board approves the minutes of the Board meeting held January 20, 2022, as shown in Tab 07.**

## **RESULTS OF THE FEBRUARY 14, 2022, EMAIL BALLOT**

**That the Kiwanis International Board approves the minutes of the email ballot concluded February 14, 2022, regarding amended working for the proposed amendment on remote voting, as shown in Tab 08.**

## **2021-22 KIWANIS INTERNATIONAL COMMITTEE UPDATES**

**That the Kiwanis International Board approves the updates to 2021-22 Kiwanis International Committees, as shown in Tab 09.**

## **ADMINISTRATIVE ACTION REPORT**

**That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 10.**

## **2020-21 DISTINGUISHED DISTRICTS**

**That that Kiwanis International Board approves the following Distinguished Districts for 2020-21, as shown in Tab 11:**

- **Austria**
- **Carolinas**
- **Eastern Canada and the Caribbean**
- **Georgia**
- **Illinois-Eastern Iowa**
- **Italy-San Marino**
- **Louisiana-Mississippi-West Tennessee**
- **Nepal**
- **New Jersey**
- **New York**
- **Panama (Provisional)**
- **Philippine Luzon**

## **2022-23 BOARD COMMITTEES**

**That the Kiwanis International Board approves the 2022-23 Kiwanis International Board Committees.**

## **2022-23 KIWANIS INTERNATIONAL BOARD COUNSELOR ASSIGNMENTS**

**That the Kiwanis International Board approves the 2022-23 Board Counselor assignments to districts.**

## **CAPTIVE INSURANCE**

The Board received more information from The Hylant Group during an educational session on April 7, 2022. As a result, the Board determined to proceed with investigating a captive insurance option for Kiwanis. The Board thanks The Hyland Group for its presentation. It was noted that there will be no additional cost for this continued analysis.

**RESOLVED: That the Kiwanis International Board directs staff and The Hylant Group to continue analysis toward creating a captive insurance company, including but not limited to obtaining a legal**

**opinion from outside legal counsel, with the additional information to be provided to the Board at its next meeting in June 2022.**

## **REPORT OF THE EXECUTIVE COMMITTEE**

The report of the 2021-22 Executive Committee, Peter J. Mancuso, Chair, was presented. **(Tab 12)**

### ***CIRCLE K INTERNATIONAL***

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

**That the Kiwanis International Board requests the President to appoint a committee to review the structure and costs of Circle K International, with the ultimate goal of enhancing the program to assist it in achieving greater success. The committee should provide recommendations to the Board by September 15, 2022, for consideration at the October 2022 Kiwanis International Board meeting.**

### ***KIWANIS CHILDREN'S FUND-EUROPE***

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

**That the Kiwanis International Board asks staff to proceed with the formation of the Kiwanis Children's Fund-Europe as soon as possible, with the expectation that the Kiwanis Children's Fund-Europe will promptly begin appropriate steps to enter into agreement with Kiwanis International for use of the Kiwanis names and marks.**

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 13)**

**No action taken.**

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 14)**

### ***RESPONSIBILITIES OF KEY CLUB SPONSORING CLUBS AND ADVISORS***

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

**That the Kiwanis International Board directs that:**

- 1. Staff develop uniform online training for Key Club advisors and for sponsoring Kiwanis Clubs.**

- 2. The sponsoring Kiwanis club be required to acknowledge its sponsorship duties to the sponsored Key Club**

***DISTRICT TRUSTEE RECOMMENDATION FROM THE ORGANIZATIONAL OPERATIONS AND STRUCTURE ASSESSMENT COMMITTEE***

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

**The Kiwanis International Board requests the Leadership Development and Education Committee (working in conjunction with the Governance Committee, as relevant) to study and report back to the Board on how districts might implement the following changes in district governance, as well as any bylaw amendments that may be required to do so.**

- **Adopt the system of district trustees as district board members;**
- **And, if they do this, then they may change the lieutenant governor from an elected to appointed position.**

***VICE-GOVERNOR RECOMMENDATION FROM THE ORGANIZATIONAL OPERATIONS AND STRUCTURE ASSESSMENT COMMITTEE***

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

**That the Kiwanis International Board strongly encourages districts to adopt the office of vice-governor. It further encourages districts who utilize the trustee system to not require trustee experience as a prerequisite to be a candidate for vice-governor.**

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 15)**

**No action taken**

This completed the report of the Board Committee on Membership.

**REPORT OF BOARD COMMITTEE ON RISK MANAGEMENT**

The report of the 2021-22 Board Committee on Risk Management, Bert West, Chair, was presented. **(Tab 16)**

**No action taken**

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 17)**

***APPROVAL OF CLUB RESOURCE PARTNER GIVESIGNUP***

The recommendation of the Board Committee on Service and Partnerships, was ***postponed*** until the June 2022 Kiwanis International Board Meeting:

**That the Kiwanis International Board approves the new club resource partner GiveSignup as shown in Exhibit A.**

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

**OTHER BUSINESS**

***EXECUTIVE DIRECTOR CONTRACT NEGOTIATIONS REGARDING A NEW EMPLOYMENT AGREEMENT***

**That the Kiwanis International Board agrees to enter into contract negotiations with the Executive Director regarding a new employment agreement.**

Upon recommendation of the Kiwanis International Board, it was moved and adopted.

The Board wishes to commend staff on the selection of this venue for the Board Meeting.

**NEXT BOARD MEETING – JUNE 8, 2022**

The next meeting of the Board of Trustees will be June 8, 2022, in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Saturday, April 9, 2022, at 9:55 a.m. EDT.