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TABLE OF CONTENTS
MINUTES OF THE MEETING OF
KIWANIS INTERNATIONAL BOARD OF TRUSTEES
June 21, 2023

	TAB
REPORT OF THE EXECUTIVE DIRECTOR-----	01
REPORT OF THE IMMEDIATE PAST PRESIDENT & VICE PRESIDENT-----	02
REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL-----	03
REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL-----	04
NEW EXECUTIVE DIRECTOR SEARCH RESULTS-----	
MINUTES OF THE APRIL 22, 2023, BOARD MEETING-----	05
MINUTES OF THE MAY 19, 2023, EMAIL BALLOT-----	06
ADMINISTRATIVE ACTION REPORT-----	07
APPOINTMENT OF KIWANIS YOUTH PROGRAMS BOARD MEMBERS-----	
REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT-----	08
CODE OF ETHICS FOR SLP DISTRICT ADMINISTRATORS	
REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE-----	09
REPORT OF THE BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND	
EDUCATION-----	10
REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS-----	11
OTHER BUSINESS-----	
CKI CONVENTION QUORUM	
NEXT BOARD MEETING- OCTOBER 6, 2023-----	

MINUTES OF THE
MEETING OF THE KIWANIS INTERNATIONAL BOARD OF TRUSTEES

June 21, 2023

The meeting of the Board of Trustees of Kiwanis International convened Wednesday, June 21, 2023, in Minneapolis, Minnesota, USA and via Zoom Meeting.

Those present were:

In-Person: Bert West, President; Katrina J. Baranko, President-elect; Peter J. Mancuso, Immediate Past President; Lee Kuan Yong, Vice President; Stan D. Soderstrom, Executive Director. Trustees: Kip Crain, Chuck Fletcher, Michel Fongue, Buheita Fujiwara, Trinidad P. Gonzales, Gary S. Graham, Steven R. Ingram, Gary Jander, Linda I. Lawther, Daniel M. Leikvold, Hope Markes, Jackie Sue McFarlin, Michael Mulhaul, Éliane Ott-Scheffer, and Vincent G. Salembier.

Guests: Maribel Garcia, Chair, Kiwanis Asia-Pacific; Filip Delanote, President, Kiwanis Children's Fund; Amy L. Zimmerman, President-elect, Kiwanis Children's Fund; Greg Beard, Chair, Organizational Operations and Structure Committee; Barry Glazier, Parliamentarian; Paul G. Palazzolo, Matthew Cantrall, Dennis Baugh, Cathy Tutty, Mohan Lamsal, Jon Fadri Huder

The meeting was called to order by President Bert West on Wednesday, June 21, 2023, at 9:02 a.m. (CDT) in Minneapolis, Minnesota, USA and via Zoom Meeting. An invocation was given by Trustee Gary S. Graham.

LEADERSHIP REPORTS

The following reports were received:

REPORT OF THE EXECUTIVE DIRECTOR, Stan D. Soderstrom

REPORT OF THE IMMEDIATE PAST PRESIDENT & VICE PRESIDENT, Peter J. Mancuso, and Lee Kuan Yong

REPORT OF THE BOARD COUNSELOR TO CIRCLE K INTERNATIONAL, Linda I. Lawther

REPORT OF THE BOARD COUNSELOR TO KEY CLUB INTERNATIONAL, Daniel M. Leikvold

NEW EXECUTIVE DIRECTOR SEARCH RESULTS

President Bert West announced that the Executive Director Search Committee recommends Paul G. Palazzolo as the new Executive Director. Upon motion duly made by Trustee Gary Jander, and seconded, the Board went into executive session for further discussion.

After conclusion of executive session and upon motion duly made by Immediate Past President Peter J. Mancuso, it was moved and adopted:

That the Kiwanis International Board selects Paul G. Palazzolo as the next Executive Director of Kiwanis International and the Kiwanis Children's Fund, to begin employment on September 1, 2023, and assume full duties on February 1, 2024.

GENERAL CONSENT ITEMS

Upon motion duly made by Trustee Steven R. Ingram, and seconded, the following recommendations were adopted:

MINUTES OF THE APRIL 22, 2023, BOARD MEETING

That the Kiwanis International Board approves the minutes of the board meeting held April 22, 2023, in Indianapolis, Indiana, USA, as shown in Tab 5.

MINUTES OF THE MAY 19, 2023, EMAIL BALLOT

That that Kiwanis International Board approves the minutes of the email ballot conducted on May 19, 2023, as shown in Tab 6.

ADMINISTRATIVE ACTION REPORT

That the Kiwanis International Board approves the Administrative Action Report, as shown in Tab 7. However, clubs pending charter revocation which have not paid their financial obligation by August 30, 2023, shall be revoked as of September 1, 2023.

APPOINTMENT OF KIWANIS YOUTH PROGRAMS BOARD MEMBERS

That, in accordance with the Kiwanis Youth Programs bylaws, the Kiwanis International Board appoints the following Kiwanis International Trustees as Kiwanis Youth Programs Directors for one-year terms beginning October 1, 2023.

- Daniel M. Leikvold, Kiwanis International Trustee and 2022-23 Kiwanis International Board Counselor to Key Club
- Gary Jander, Kiwanis International Trustee and 2023-24 Kiwanis International Board Counselor to Key Club
- Jackie Sue McFarlin, Kiwanis International Trustee
- One of the three new Kiwanis International Trustees to be elected at this convention, to be determined by President-elect Katrina J. Baranko

Note: President-designate Katrina J. Baranko subsequently appointed new Trustee Cathy Tutty as the additional Kiwanis Youth Programs director.

REPORT OF THE EXECUTIVE COMMITTEE

The committee did not meet.

REPORT OF THE BOARD COMMITTEE ON RISK MANAGEMENT

The report of the 2022-23 Board Committee on Risk Management, Katrina J. Baranko, Chair, was presented.

CODE OF ETHICS FOR SLP DISTRICT ADMINISTRATORS

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

That the Kiwanis International Board shall require a Code of Ethics and Conduct for District Administrators for all Service Leadership Programs, beginning October 1, 2023.

Further, that the Kiwanis International Board refers a draft of a sample code to the Kiwanis Youth Programs Board for review, with comments to be provided to staff by July 14, 2023.

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

REPORT OF THE BOARD COMMITTEE ON AUDIT AND FINANCE

The report of the 2022-23 Board Committee on Audit and Finance, Michael Mulhaul, Chair, was presented.

No action taken.

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

REPORT OF THE BOARD COMMITTEE ON CONVENTIONS, CONFERENCES, AND RECOGNITION PROGRAMS

The committee did not meet.

REPORT OF THE BOARD COMMITTEE ON LEADERSHIP DEVELOPMENT AND EDUCATION

The report of the 2022-23 Board Committee on Leadership Development and Education, Kip Crain, Chair, was presented.

No action taken.

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

REPORT OF THE BOARD COMMITTEE ON SERVICE AND PARTNERSHIPS

The report of the 2022-23 Board Committee on Service and Partnerships, Michel Fongue, Chair, was presented.

No action taken.

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

OTHER BUSINESS

CKI CONVENTION QUORUM

The Kiwanis International Board was informed that this year's Circle K International convention may fall slightly short of the necessary quorum of 100 delegates. In light of this, the Kiwanis International Board considered reducing quorum for this convention only. As the entity overseeing the Circle K Program, the Kiwanis International Board has the authority to direct a temporary adjustment so that the attending delegates may still conduct business.

Upon motion duly made by Trustee Linda I. Lawther, it was moved and adopted:

That the Kiwanis International Board directs that, if the 2023 convention of Circle K International (CKI) cannot meet the required quorum of 100 delegates as stated in the Circle K International

bylaws, it is permitted to conduct business at its 2023 convention only with a quorum consisting of all the delegates present at the house of delegates.

NEXT BOARD MEETING – OCTOBER 6, 2023

The next meeting of the Board of Trustees will be October 6, 2023, in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Wednesday, June 21, 2023, at 11:27 a.m. CDT.