



Kiwaniis[®]

CHILDREN'S FUND

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

February 22, 2024

The meeting of the Board of Trustees of the Kiwanis Children's Fund was held on February 22, 2024, in Indianapolis, Indiana, USA (and, via Zoom meeting). Those present were:

In-person: Amy L. Zimmerman, President; Robert S. Maxwell, President-elect; Lenora J. Hanna, Vice President; Paul Palazzolo, Executive Director.

Online: Filip Delanote, Immediate Past President; Trustees Robert M. Garretson, Brenda Leigh Johnson, Michael Mulhaul, Richard A. Poulton, Francesco Valenti, Bert West, Koji Yoshida

Absent: Trustee Babukrishna Karki

The meeting was called to order by President Amy L. Zimmerman on Thursday, February 22, 2024, at 9:01 a.m. ET. A grant impact story was shared by Brenda Leigh Johnson. An invocation was given by Brenda Leigh Johnson

LEADERSHIP REPORTS

The following reports were received, as shown in Tabs 1-5:

REPORT OF THE PRESIDENT, Amy L. Zimmerman

REPORT OF THE IMMEDIATE PAST PRESIDENT, Filip Delanote

REPORT OF THE PRESIDENT-ELECT, Robert S. Maxwell

REPORT OF THE VICE PRESIDENT, Lenora J. Hanna

REPORT OF THE KIWANIS CHILDREN'S FUND EXECUTIVE DIRECTOR, Paul Palazzolo

APPROVAL OF NOVEMBER 18, 2023, BOARD MEETING MINUTES

Upon motion duly made by Immediate Past President Filip Delanote, and seconded, the following recommendation was adopted:

That the Kiwanis Children's Fund Board approves the minutes of the Board meeting held on November 18, 2023, as shown in Tab 06.

APPROVAL OF DECEMBER 15, 2023, BOARD MEETING MINUTES

Upon motion duly made by Vice President, Lenora J. Hanna, and seconded, the following recommendation was adopted:

That the Kiwanis Children's Fund Board approves the minutes of the Board meeting held on December 15, 2023, as shown in Tab 07.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2023-24 Executive Committee, Amy L. Zimmerman, Chair, was presented.

EUROPE UPDATE

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

That the Kiwanis Children's Fund Board recommends to the Kiwanis International Board that Kiwanis International enter into licensing agreement with an entity to be formed in the Switzerland-Liechtenstein area to be known as the Kiwanis Children's Fund-Europe

PAST PRESIDENTS' COMMITTEE CHAIR APPOINTMENT

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

That the Kiwanis Children's Fund Board approves George E.H. Cadman, Q.C., as Chair of the Children's Fund Past Presidents' Committee.

TIMING OF NOMINATIONS AND APPOINTMENTS

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

That the Kiwanis Children's Fund Board amends the Children's Fund bylaws and procedures as follows to revise the timing of the appointment of new trustees and officers, effective October 1, 2024:

BYLAWS ARTICLE II – BOARD OF TRUSTEES

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

- e. With the exception of the two Kiwanis International Representative Trustees:
 - 1) All new Trustees shall be appointed by the Foundation Board ~~each administrative year at its second meeting of the year~~ no later than April 1 each year from among those nominated by the Joint Committee. (11/2023)

BYLAWS ARTICLE III – OFFICERS

Section 2. Appointment. ~~At the Foundation Board's annual meeting,~~ The Foundation Board shall appoint the Chair, Chair-elect, and Vice Chair for the next administrative year no later than April 1 each year from among those nominated by the Joint Committee. Candidates shall have served at least two years as Trustee during the previous four (4) years by the time they take office. Unless unable to serve, the Vice Chair shall succeed to the office of Chair-elect, the Chair-elect shall succeed to the office of Chair, and the Chair shall succeed to the office of Immediate Past Chair. The Executive Director of Kiwanis International shall also be the Executive Director of the Kiwanis International Foundation. (11/2023)

PROCEDURE 301 – STANDING COMMITTEES

301.5 - Joint Committee

A. Appointment of Trustees

~~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~~ Recommendations for trustee candidates shall be requested from current and past leaders of Kiwanis International, the Kiwanis Children’s Fund, Kiwanis Youth Programs, and districts and regions. (7/14)

A nominee recommended to the Board should be a leader who possesses the following qualities. Special emphasis should be given to the first two points.

- Has the initiative and capacity to raise funds to solicit significant gifts to support the foundation’s work
- Is willing to make a personal financial commitment to support the children of the world through the foundation's work
- 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
- Is willing to motivate others in fundraising
- 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)

~~The committee shall recommend up to three (3) 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) (3/23, effective 10/2023)

NUMBER OF TRUSTEE NOMINATIONS

It was moved to adopt Recommendation #4 from the committee’s report, further revising Procedure 301.5 to correct an oversight from the board restructuring last year. However, after additional discussion, that motion was withdrawn, and the following motion adopted.

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

That the Kiwanis Children’s Fund Board refers the following suggested change to Procedure 301.5 to the Kiwanis International Board for review, prior to further consideration by the Children’s Fund Board.

PROCEDURE 301 – STANDING COMMITTEES

301.5 - Joint Committee

A. Appointment of Trustees

~~The committee shall recommend up to three (3) 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 shall nominate at least the number of open seats to be filled the following year, but may include one additional nomination. (Per the bylaws, new Trustees are appointed by the Board at its second meeting of the year)(6/19) (3/23, effective 10/23)~~

The Executive Committee report was accepted.

REPORT OF THE DEVELOPMENT COMMITTEE

The Report of the 2023-24 Development Committee, Brenda Leigh Johnson, Chair, was presented.

The committee has no recommendations at this time.

The report of the Development Committee was accepted.

REPORT OF THE FINANCE/INVESTMENT COMMITTEE

The Report of the 2023-24 Finance/Investment Committee, Lenora J. Hanna, Chair, was presented.

The committee has no recommendations at this time.

The Finance/Investment Committee report was accepted.

REPORT OF THE GLOBAL IMPACT COMMITTEE

The Report of the 2023-24 Global Impact Committee, Filip Delanote, Chair, was presented.

The committee has no recommendations at this time.

The Global Impact Committee report was accepted.

REPORT OF THE GRANTS COMMITTEE

The Report of the 2023-24 Grants Committee, Koji Yoshida, Chair, was presented.

OVERVIEW AND APPROVAL OF CLUB GRANT APPLICATIONS

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

That the Kiwanis Children's Fund Board approves a total of US\$66,491 for club grants as shown in Exhibit A.

The Grants Committee report was accepted.

REPORT OF THE KIWANIS INTERNATIONAL-KIWANIS CHILDREN'S FUND JOINT COMMITTEE

The report of the 2023-24 Kiwanis International-Kiwanis Children's Fund Joint Committee, Katrina J. Baranko, Chair, was presented.

2024-25 KIWANIS CHILDREN'S FUND BOARD OFFICER NOMINATIONS

Upon recommendation of the Kiwanis International-Kiwanis Children's Fund Joint Committee, it was moved and adopted:

That the Kiwanis Children's Fund Board accepts the nominations of the following persons as officers for the 2024-25 administrative year:

- **Chair: Robert S. Maxwell**
- **Chair-elect: Lenora J. Hanna**
- **Vice Chair: Brenda Leigh Johnson**

Upon motion duly made by President-elect Robert S. Maxwell, and seconded, the Board went into executive session.

Upon motion duly made by President-elect Robert S. Maxwell, and seconded, the Board went out of executive session.

KIWANIS CHILDREN'S FUND BOARD TRUSTEE NOMINATIONS

Upon recommendation of the Kiwanis International-Kiwanis Children's Fund Joint Committee, it was moved and adopted:

That the Kiwanis Children's Fund Board appoints the following persons as Trustees, subject to verification of a clear criminal history background check, to serve two-year terms beginning October 1, 2024:

- **Randolph L. "Randy" Delay, Kiwanis Club of Greater North Houston, Texas, U.S.**
- **Margo L. Dutton, Kiwanis Club of Lake San Marcos, California, U.S.**
- **Markus Lanz, Kiwanis Club of Zofingen, Switzerland**

Upon recommendation of the Kiwanis International-Kiwanis Children's Fund Joint Committee, it was moved and adopted:

Further, that, in the event Brenda Leigh Johnson is confirmed at the next meeting as the 2024-25 Kiwanis Children's Fund Vice Chair, the Kiwanis Children's Fund Board accepts the nomination of Catherine L. "Cathy" Simmons, Kiwanis Club of New Orleans, Louisiana, U.S., to fill the one-year vacancy that will be left in Brenda Leigh's term as Trustee, beginning October 1, 2024. This nomination is subject to verification of a clear criminal history background check.

NEW BUSINESS

VOLUNTEER APPOINTMENTS

Upon motion duly made by Trustee Brenda Leigh Johnson, and seconded, it was moved and adopted:

That the Kiwanis Children's Fund Board approves the appointment of Tiffany Ermeling as Kiwanis Children's Fund District Chair for the Missouri-Arkansas District for a three-year term, effective immediately.

REPORT OF THE GIFT ACCEPTANCE COMMITTEE

Kiwanis Children's Fund procedures provide that the Gift Acceptance Committee may, on its own authority, approve gifts of significant risk and requests for refunding gifts. The Board was informed that the committee, at a meeting held on December 18, 2023, considered and approved acceptance of a gift designated by the donor to fund a community education center for children organized by a Kiwanis club in Colombia. This is contingent upon the necessary agreement of understanding between the Children's Fund and the donor.

NEXT BOARD MEETING – JULY 3, 2024

The next meeting of the Kiwanis Children's Fund Board of Trustees will be July 3, 2024, in Denver, Colorado, US.

The meeting adjourned sine die on Thursday, February 22, 2024, at 11:14 a.m. ET.