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MINUTES OF THE MEETING OF

KIWANIS INTERNATIONAL FOUNDATION BOARD OF TRUSTEES

January 25-27, 2015

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

January 25-27, 2015

The meeting of the Board of Trustees of the Kiwanis International Foundation held at the Detroit Marriott at the Renaissance Center in Detroit, Michigan, USA, January 25-27, 2015. Those present were: Robert A. Parton, Jr., President; Lance M. Incitti, Immediate Past President; Mark B. Rabaut, President-Elect; Chia Sing Hwang, Treasurer; Stan D. Soderstrom, Executive Director; Trustees George Cadman, Cynthia Champer, Jane M. Erickson, Gunter Gasser, Valeria Gringeri, Angus S. Lamond, Jr., John E. Mayfield, Benjamin R. Osterhout, Ronald E. Smith, and Patrick E. Tritt; and Ann Updegraff Spleth, Chief Operating Officer. Absent: Alice M. Savage, Trustee.

The meeting was called to order by President Robert A. Parton, Jr., on Monday, January 26, 2015 at 1:00 p.m. in Detroit, Michigan, USA.

REPORT OF THE PRESIDENT

The Report of the President was presented by Robert A. Parton, Jr., as shown in **Tab 01**.

REPORT OF THE PRESIDENT-ELECT

The Report of the President-Elect was presented by Mark B. Rabaut as shown in **Tab 02**.

REPORT OF THE TREASURER

The Report of the Treasurer was presented by Chia Sing Hwang, as shown in **Tab 03**.

REPORT OF THE KIWANIS INTERNATIONAL FOUNDATION EXECUTIVE DIRECTOR

The Report of the Kiwanis International Foundation Executive Director was presented by Stan D. Soderstrom, as shown in **Tab 04**.

REPORT OF THE KIWANIS INTERNATIONAL REPRESENTATIVE

The Report of the Kiwanis International Representative was presented by Jane M. Erickson, as shown in **Tab 05**.

REPORT OF THE KIWANIS INTERNATIONAL FOUNDATION CHIEF OPERATING OFFICER

The Report of the Kiwanis International Foundation Chief Operating Officer was presented verbally by Ann Updegraff Spleth.

GENERAL CONSENT ITEMS

Without objection, the following recommendation was adopted:

APPROVAL OF NOVEMBER 12-16, 2014 MINUTES

That the Kiwanis International Foundation Board approves the minutes of the Board meeting held November 12-16, 2014, 2014, as shown in Tab 06.

APPROVAL OF KIWANIS INTERNATIONAL FOUNDATION BYLAWS AMENDMENTS

That the Kiwanis International Foundation Board ratifies the results of the mail ballot as shown in Tab 07.

REPORT OF THE EXECUTIVE COMMITTEE

The Report of the 2014-15 Executive Committee, Robert A. Parton, Jr., Chair, was presented.
(Tab 08)

KIWANIS INTERNATIONAL FOUNDATION TRANSITION PLAN

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

That the Kiwanis International Foundation Board approves moving the end date of the active fundraising phase of The Eliminate Project to December 31, 2015.

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

REPORT OF THE NOMINATING COMMITTEE

The Report of the 2014-15 Nominating Committee, Robert A. Parton, Jr., Chair, was presented.
(Tab 09)

2015-16 KIWANIS INTERNATIONAL FOUNDATION BOARD OFFICER NOMINATIONS

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

That the Kiwanis International Foundation Board accepts the nomination of officers for the 2015-16 administrative year, as follows:

**President: Mark B. Rabaut
President-elect: Chia Sing Hwang
Treasurer: John E. Mayfield**

KIWANIS INTERNATIONAL FOUNDATION BOARD TRUSTEE NOMINATIONS

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

That the Kiwanis International Foundation Board appoints the following Trustees, subject to a clear criminal history background check, to serve three-year terms beginning October 1, 2015:

**Dr. Karl Heinz Berger, Austria District
Norman Velnes, Western Canada District
Ann Wilkins, Texas-Oklahoma District**

That, in the event John Mayfield is confirmed at the next Board meeting as the 2015-16 Foundation Treasurer, the Kiwanis International Foundation Board accepts the nomination of Albert James Dooley, Illinois-E. Iowa District, to fill the one-year vacancy that will be left in Mayfield's term as Trustee. This nomination is subject to verification of a clear criminal history background check.

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

REPORT OF THE BOARD COMMITTEE ON BYLAWS AND POLICIES

The Report of the 2014-15 Board Committee on Bylaws and Policies, Valeria Gringeri, Chair, was presented. (Tab 10)

POLICY REVISIONS REGARDING DOCUMENT RETENTION AND DESTRUCTION

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

That the Kiwanis International Foundation Board replaces existing Policy E.3 - Document Retention and Destruction, with the following:

E – STAFF AND OFFICE OPERATIONS

3. DOCUMENT RETENTION AND DESTRUCTION

The Foundation Board charges Staff to maintain a comprehensive document retention and destruction process for paper and electronic records relating to Foundation operations, in compliance with required practices and accepted standards for the subject area the documents or records pertain to (i.e., donor records, employment, finance, tax, legal, board actions, etc.).

Because it is a crime in the U.S. and many other nations to alter, cover up, falsify, or destroy any document or records with the intent of obstructing current or potential legal proceedings, all Foundation Board members, Staff, and volunteers should especially be aware of and comply with applicable laws regarding the preservation and provision of documents in the event of legal proceedings.

POLICY REVISIONS REGARDING CONFLICT OF INTEREST

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

That the Kiwanis International Foundation Board replaces existing Policy C.2.a - Conflict of Interest, with the following:

C – BOARD OF TRUSTEES

2. ETHICS AND ACCOUNTABILITY

a. Conflict of Interest

On matters of conflict of interest, the Kiwanis International Foundation Board of Trustees adopts and shall adhere to the same rules and processes as those utilized by Kiwanis International, provided that, as such processes are used by the Foundation, each reference to “a Kiwanis International officer” shall be interpreted to mean “any member of the Kiwanis International Foundation Board of Trustees.” (See Reference Addendum for Kiwanis International Procedure 196 – Conflict of Interest.)

POLICY REVISIONS REGARDING CONDUCT UNBECOMING

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

That the Kiwanis International Foundation Board adopts new Policy C.7 - Conduct Unbecoming a Foundation Board Member, as follows:

C – BOARD OF TRUSTEES

7. CONDUCT UNBECOMING A MEMBER OF THE FOUNDATION BOARD

On matters of ‘conduct unbecoming a member of the Kiwanis family,’ the Kiwanis International Foundation Board of Trustees adopts and shall adhere to the same definition and the same rules and processes as those utilized by Kiwanis International, provided that, as such rules apply to the Foundation, each reference to “a Kiwanis International officer” shall be interpreted to mean “any member of the Kiwanis International Foundation Board of Trustees.” (See Reference Addendum for the definition of ‘conduct unbecoming’ and Kiwanis International Procedure 103 – Kiwanis International Officer Accused of Conduct Unbecoming.)

That the Kiwanis International Foundation Board revises Policy C.2.b - Code of Ethics and Conduct, as shown below:

C – BOARD OF TRUSTEES

2. ETHICS AND ACCOUNTABILITY

b. Code of Ethics and Conduct

- (3) Alleged violations of these standards of conduct shall be reported to the Executive Director, who shall inform the Executive Committee. If the Executive Director and Executive Committee determine that further investigation is warranted, the process shall be conducted in the same manner as violations of conduct unbecoming, as defined elsewhere in policies including the right to defend him/herself, as defined in the Kiwanis International Foundation Bylaws. After the process is completed, any Board member found to have violated these standards of conduct shall be subject to disciplinary action as determined by the Board, up to and including suspension of duties or removal from office. (3/2013)

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

REPORT OF THE BOARD COMMITTEE ON DEVELOPMENT

The Report of the 2014-15 Board Committee on Development, Cynthia K. Champer, Chair, was presented. (Tab 11)

UPDATED PROCEDURE FOR LEADERSHIP SOCIETY RECOGNITION

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

That, in order to comply with IRS standards, the Kiwanis International Foundation Board requests Staff to change the recognition piece for the Leadership Society from a crystal plaque to a certificate suitable for framing.

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

REPORT OF THE BOARD COMMITTEE ON FINANCE/INVESTMENT

The Report of the 2014-15 Board Committee on Finance/Investment, Chia Sing Hwang, Chair, was presented. (Tab 12)

2013-14 CONSOLIDATED AUDIT REPORT (KIWANIS, CIRCLE K, KIWANIS YOUTH PROGRAMS, AND KIWANIS INTERNATIONAL FOUNDATION)

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

That the Kiwanis International Foundation Board accepts the 2013-14 consolidated audit report for Kiwanis International, Circle K International, Kiwanis Youth Programs and Kiwanis International Foundation and the related Management Letter.

SELECTION OF 2014-15 AUDITORS (KIWANIS INTERNATIONAL FOUNDATION)

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

That the Kiwanis International Foundation Board selects BKD, LLP as auditors for Kiwanis International Foundation for the administrative year 2014-15.

APPROVAL OF 2014-15 BUDGET REVIEW/FORECAST

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

That the Kiwanis International Foundation Board approves a revised 2014-15 budget (forecast) for Kiwanis International Foundation for the Unrestricted Fund at a surplus of US\$353,668, the Temporarily Restricted Fund at a deficit of US\$51,170, and the Permanently Restricted Fund at a surplus of US\$155,959, for a total surplus for all funds for Kiwanis International Foundation of US\$458,457.

GRANT TO US FUND FOR UNICEF

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

That the Kiwanis International Foundation Board approves a grant to the US Funds for UNICEF for US\$2 million for The Eliminate Project.

This completed the action of the Board Committee on Finance/Investment and the report was accepted.

REPORT OF THE BOARD COMMITTEE ON GRANTS AND CONNELLY

The Report of the 2014-15 Board Committee on Grants and Connelly, Angus M. Lamond Jr., Interim Chair, was presented. **(Tab 13)**

UNRESTRICTED GRANT APPLICATIONS

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

That the Kiwanis International Foundation Board approves funding for unrestricted grants as shown in Exhibit A.

REVIEW OF HEROISM NOMINATIONS (ROBERT P. CONNELLY MEDAL OF HEROISM AWARDS)

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

That the Kiwanis International Foundation Board awards the Robert P. Connelly Medal of Heroism to Michael Frawley and Cesar Garcia, along with a monetary award of US\$500 each.

REVIEW OF HEROISM NOMINATIONS (MEDAL OF VALOR AWARD)

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

That the Kiwanis International Foundation Board awards the Medal of Valor to Bryan Strickland, with no monetary award.

This completed the action of the Board Committee on Grants and Connelly and the report was accepted.

NEXT BOARD MEETING – JUNE 23, 2015

The next meeting of the Board of Trustees will be June 23, 2015, in Indianapolis, Indiana, USA.

The meeting adjourned sine die on Monday, January 26, 2015 at 2:25 p.m.