
MINUTES

of the

JUNE 2008 MEETING

of

THE TRUSTEES

of

THE ROTARY FOUNDATION

* * * * *

DATE AND PLACE

The Trustees of The Rotary Foundation of Rotary International met on 19-20 June 2008 in Los Angeles, California, USA.

ATTENDANCE

Present were Chairman Robert S. Scott; Chairman-elect Jonathan B. Majiyagbe; Vice-Chairman Mark Daniel Maloney; other Trustees Peter Bundgaard, Ron D. Burton, Glenn E. Estess, Sr., Rudolf Hörndler, Carolyn E. Jones, David D. Morgan, Louis Piconi, Bhichai Rattakul, K.R. Ravindran, José Antonio Salazar-Cruz, Carl-Wilhelm Stenhammar, Sakuji Tanaka, and General Secretary Ed Futa. Also present were Incoming Trustees Doh Bae, William B. Boyd, John F. Germ, and Samuel A. Okudzeto.

Note: The meeting on 19 and part of 20 June was presided over by 2007-08 Chairman Robert S. Scott and part of the meeting on 20 June was presided over by 2008-09 Chairman Jonathan B. Majiyagbe. Several decisions were taken by the 2008-09 Trustees and it is so noted.

Also present were RI Vice-President Michael K. McGovern; Chief Financial Officer Peter DeBerge; Rotary Foundation General Manager John Osterlund; Corporate Services Manager Andrew G. McDonald; Associate Manager of Corporate Services Alice Baehler, who served as secretary of the meeting; Communications Services General Manager Kathleen A. Kessenich; Membership Services General Manager Theresa Nissen; Administrative Support Services General Manager Peter Markos; Humanitarian Grants Program Manager James Robinson; PolioPlus Manager Carol Pandak; Fund Development Manager Eric Schmelling; Educational Programs Manager Harvey Newcomb III; Operations and Administration Manager Mike Magusin; Assistant General Counsel Mark A. Garavaglia; Controller Geoff Woie; Stewardship Department Manager Heather Fosburgh; Foundation Administration Department Manager Gary Millman.

AGENDA

The General Secretary had prepared a memorandum of items for consideration at this meeting. Items from that memorandum, as well as other items considered during the meeting that were acted upon, constituted the meeting's agenda as follows:

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* Decisions taken by 2008-09 Trustees, Chairman Jonathan Majiyagbe presiding.

+ Filed only with the official copy of these minutes.

169. Minutes of the April 2008 Meeting

Statement: Copies of the minutes of the April 2008 meeting were provided to each trustee in advance of the meeting.

DECISION: The Trustees approve the minutes of the April 2008 meeting and request the chairman to sign the official copy of these minutes.

170. Decisions Taken on Behalf of the Trustees

Statement: Section 5.9 of The Rotary Foundation by-laws states that any officer acting on behalf of the Trustees shall report such action to the Trustees at their next scheduled meeting.

DECISION: The Trustees ratify the decisions as summarized in Appendix A, the complete copy of which is filed only with the official copy of these minutes, taken on their behalf prior to 15 May 2008 by those authorized to do so.

171. Report of the General Secretary

Statement: The general secretary presented a report to the Trustees on the work at the Secretariat during the fourth quarter of 2007-08.

DECISION: The Trustees receive the report of the general secretary on the activities of the Secretariat.

172. Report of The Rotary Foundation General Manager

Statement: The general manager presented a report to the Trustees on recent activities of The Rotary Foundation.

DECISION: The Trustees receive the report of the general manager on the activities of The Rotary Foundation.

173. Communications from the RI Directors

Statement: At its June 2008 meeting, the RI Board of Directors made a number of decisions of interest to the Trustees.

DECISION: The Trustees

1. note the following decisions from the June 2008 meeting of the RI Board of Directors:

224. Communications from the Trustees
225. Communications from the Trustees: Future Vision Committee Decisions
231. Zones Realignment Implementation Committee Report
245. Process to Review Future Administration of Foundation Programs
248. Amendments to the RI Travel Policy
291. Distribution of Royalties from Affinity Card Program to Rotary's US\$100 Million Challenge
292. Allocation of RI Investment Earnings to the PolioPlus Fund

2. thank the RI Board for looking with favor upon all aspects of the Future Vision Plan as presented and discussed at the Board's June 2008 meeting, and note that the Board requested the general secretary to implement the Future Vision pilot plan on 1 July 2010;
3. in accordance with the Board's decision, modify their April 2008 decisions as follows:
 - a. amend decision 112, point 3, to agree that the six areas of focus are effective 1 July 2010 for the pilot districts;
 - b. amend decision 118, point 2, and decision 119, point 3, to reflect a 1 July 2010 start date, and refer the transition and implementation plans to the Future Vision Committee for study and report to the Trustees at their October 2008 meeting;
 - c. amend decision 121, point 2, by requesting the general secretary to finalize the Future Vision training plan, for report to the Trustees at their October 2008 meeting;
4. recognize that Rotary zones are established primarily for the purpose of selecting RI directors and the RI president, but also agree that beginning 1 July 2009, the geographical territory assigned to each regional Rotary Foundation coordinator and other regional Foundation appointees should reflect the new zones alignment and the allocation of zones and sections of zones to Rotary institutes, where appropriate;
5. acknowledge the amendment to the RI volunteer travel policy requesting all funded travelers to take advantage of advance purchase discounts whenever possible;

6. express their appreciation to President Wilfrid J. Wilkinson and the RI Board of Directors for continuing the close relationship between the RI Board and the Trustees through the appointment of liaisons;
7. thank Director Monty J. Audenart for his excellent service as the 2007-08 liaison from the RI Board of Directors and thank Vice-President Michael K. McGovern for his service as liaison director at this meeting.

174. Tentative Future Agenda*

Statement: Trustee procedures require at each meeting the submission of a tentative agenda for the next Trustee meeting.

DECISION: The Trustees receive the tentative agenda for their October 2008 meeting.

175. Appreciation to the Retiring Trustees*

Statement: The 2008-09 Trustees wished to record their appreciation to those Trustees whose term of office came to an end on 30 June 2008.

DECISION: The Trustees express their appreciation to the 2007-08 Trustee Chairman Robert S. Scott and retiring Trustees Rudolf Hörndler, Mark Daniel Maloney, and Bhichai Rattakul for their outstanding service to The Rotary Foundation.

176. Appreciation to RI Staff

Statement: The Trustees wished to record their thanks to the general secretary, general manager, and staff for their support during 2007-08.

DECISION: The Trustees express their sincere appreciation and gratitude to the general secretary, the general manager of The Rotary Foundation, and the professional staff of the Secretariat in the World Headquarters and the international offices around the world for their excellent assistance and support rendered to Rotarians, to the Trustees, and to The Rotary Foundation in 2007-08.

177. Aide to the Chairman and Chairman-elect*

Statement: In decision 165, April 2008, the Trustees requested the general secretary to recommend terms of

reference, including cost implications, for an aide to the chairman and chairman-elect, for report at this meeting.

DECISION: The Trustees, beginning in 2008-09, authorize their chairman and chairman-elect to annually appoint aides to provide personal assistance in connection with the chairman's duties, and agree to approve a budget variance for such aides at their October 2008 meeting.

178. Report of the Associate Foundations Committee

Statement: In decision 34, October 2007, the Trustees requested their chairman to appoint a committee to review the purpose, guidelines, and issues pertaining to associate foundations, for report to the Trustees at their June 2008 meeting. The Associate Foundations Committee met in Evanston, Illinois, USA, on 7-9 May 2008, and made several recommendations to the Trustees.

DECISION: The Trustees

1. agree that the existing associate foundations, namely, TARFT (Australia), ABTRF (Brazil), RF Canada (Canada), RDG (Germany), RF India (India), NPO Japan (Japan) and RFUK (the United Kingdom) are recognized associate foundations of TRF;
2. amend *The Rotary Foundation Code of Policies* section 3.010. Guidelines for Associate Foundations as shown in Appendix B;
3. request the general secretary to
 - a. review the sample articles of association or incorporation, sample bylaws, memoranda of understandings and other similar memoranda consistent with the points raised at the committee meeting and suggest any changes to the Trustees at a future meeting;
 - b. review the cost reimbursement policy for all associate foundations with the view of treating all associate foundations equally;
 - c. review any further need to standardize accounting and reporting procedures for associate foundations, including audits;

- d. follow-up with individual associate foundation leadership regarding the general proposals contained in the 2006 audit report as necessary.

179. Establishment of *Deutsche Rotarische Stiftung (DRS)* as an Associate Foundation of The Rotary Foundation and Appointment of Liaison Trustee to *Rotary Deutschland Gemeindienst*

Statement: The proposal to establish a second associate foundation in Germany, the *Deutsche Rotarische Stiftung (DRS)*, had come before the Trustees on several occasions. In decision 128, April 2008, the Trustees requested a further report regarding the potential establishment of the DRS at this meeting. In decision 127, April 2008, a decision on appointing a trustee liaison between TRF and *Rotary Deutsche Gemeindienst* was deferred to this meeting.

DECISION: The Trustees

1. agree in concept to the establishment of the *Deutsche Rotarische Stiftung (DRS)* as an associate foundation of The Rotary Foundation of Rotary International;
2. note their intent to appoint DRS as the agent of TRF consistent with governing law so that the investment of assets raised on behalf of TRF or in the name of TRF by DRS is invested consistent with TRF's overall investment policies, to be further described, as necessary, in the *Memorandum of Understanding* described below in point 3.a;
3. request the general secretary
 - a. to draft a *Memorandum of Understanding* before the Trustees' October 2008 meeting consistent with the discussions at this meeting and the points specifically raised in Appendix C, filed only with the official copy of these minutes;
 - b. to review whether the donations and earning of DRS may be consolidated in the financial statements of TRF, for report to the Trustees at their April 2009 meeting;
 - c. guided by the findings in point 3.b, to recommend to the Trustees whether recognition for such donations to DRS should be recognized within TRF's donor recognition system;

- d. to work with members of *Rotary Deutschland Gemeindienst (RDG)* to draft a more updated and comprehensive *Memorandum of Understanding* between TRF and *Rotary Deutschland Gemeindienst*;

4. agree to review final authorization of DRS as an associate foundation at their October 2008 meeting;
5. appoint Trustee Carl-Wilhelm Stenhammar to serve as a liaison trustee to RDG for 2008-09.

180. Progress Report on Establishing a New Non-Profit Associate Foundation in Japan

Statement: In decision 128, April 2008, the Trustees requested a report at this meeting on progress toward establishing a new non-profit associate foundation in Japan, to replace the current NPO Rotary Foundation Japan.

DECISION: The Trustees

1. thank the Japanese Rotarians and the general secretary for their work in presenting the background for the proposal to establish a new associate foundation for Japan, the General Public Interest Corporation Rotary Foundation Japan ("Rotary Foundation Japan");
2. request the Japanese Rotarians to review the draft constitution for the proposed Rotary Foundation Japan for possible minor revisions to the constitution consistent with discussions at this meeting;
3. request the general secretary to work with the leadership of the proposed Rotary Foundation Japan to draft a *Memorandum of Understanding* consistent with the discussions at this meeting, and the policies and practices of TRF;
4. request the leadership of the current associate foundation in Japan, NPO Rotary Foundation Japan ("NPO Japan") to
 - a. dissolve or take other appropriate action regarding NPO Japan to assist in the establishment of the new Rotary Foundation Japan;
 - b. provide TRF with information as to whether any assets will remain following the dissolution or other action with NPO Japan and, if assets will remain, how such assets will be expended;

5. look forward to a further report of the progress of the proposed Rotary Foundation Japan at their October 2008 meeting.

181. Foundation Events at the 2010 (Montreal) Convention*

Statement: The Trustees annually identify which Foundation events should be held at or in conjunction with the RI Convention. Since the final authority regarding the convention program rests with the RI Board, the Trustees communicated to the Board of Directors their plan regarding Foundation events to be held at the 2010 RI Convention in Montreal, Canada.

DECISION: The Trustees

1. look with favor on The Rotary Foundation events listed below to take place in conjunction with the 2010 (Montreal) Convention:
 - a. TRF plenary session to include the Trustee chairman's presentation and other elements to be determined;
 - b. Arch Klumph Society event (by invitation only);
 - c. Paul Harris Fellow thank you event (subject to review);
 - d. Major donor thank you event (by invitation only);
 - e. Bequest Society event (by invitation only);
 - f. an all day (seven-hour) Foundation Alumni event;
 - g. six workshops, tentatively scheduled to include: TRF - An Update; PolioPlus Update, Fund Development; Humanitarian Grants Program; Rotary Centers for International Studies/Educational programs and Future Vision Pilot of TRF;
 - h. TRF exhibit booth space for programs and fund development;
 - i. TRF exhibit booth for PolioPlus;
 - j. TRF exhibit booth for Rotary Centers for International Studies;

- k. TRF exhibit booth for Paul Harris Society;
1. office space for TRF Trustee chairman and chairman-elect;
2. request the RI Board of Directors to look with favor upon The Rotary Foundation's plans to include the foregoing events and/or space in conjunction with the 2010 Convention, and to incorporate appropriate costs for these activities and displays into the 2010 Convention budget;
3. request the general secretary to include funding for activities and displays not covered by the 2010 Convention budget in the 2009-10 TRF administrative budget, for review at the Trustees' April 2009 meeting.

182. 2009-12 Regional Rotary Foundation Coordinator Appointments*

Statement: In decision 126, April 2008, the Trustees deferred making any changes to the number or distribution of Regional Rotary Foundation Coordinators (RRFCs) until the RI Board had completed a transition plan to the new zones structure. At its June 2008 meeting, the Board agreed that the revised zones structure would go into effect on 1 July 2009. The Trustees considered the appointment timetable and reorganization of 2009-12 RRFCs based upon the 1 July 2009 zones changeover date.

DECISION: The Trustees

1. agree to the reorganization of Regional Rotary Foundation Coordinators (RRFC) as discussed at this meeting;
2. extend the deadline for the 2009-12 RRFC appointments to 15 October 2008;
3. look forward to the report from the committee to study the geographic distribution of RRFCs and Foundation zone team appointments at their October 2008 meeting.

183. Update on Rotary's US\$100 Million Challenge

Statement: In decision 133, April 2008, the Trustees requested the general secretary to provide an update on Rotary's US\$100 Million Challenge at this meeting.

DECISION: The Trustees thank the general secretary for the report on Rotary's US\$100 Million Challenge.

184. Annual Programs Fund Goal*

Statement: The Rotary Foundation Code of Policies section 15.080.2. states the process for establishing a worldwide Annual Programs Fund goal each year. Based upon the submission of club goals and club per capita goal projections, and in cooperation with the RI president and president-elect, the Trustee chairman-elect announced the worldwide Annual Programs Fund goal during the convention. He then sought the formal endorsement of the Trustees at this meeting.

DECISION: The Trustees

1. receive the chairman-elect's recommended 2008-09 worldwide Annual Programs Fund goal as announced at the June 2008 RI Convention;
2. endorse the 2008-09 worldwide Annual Programs Fund goal of US\$125,000,000.

185. Report on the Rotary Alumni Celebration

Statement: In decision 159, April 2006, the Trustees approved the Rotary Alumni Celebration as a three-year pilot program to be held immediately prior to the RI convention. Subsequently, an Alumni Advisory Committee was appointed as the planning committee for this event in June 2008. The first alumni celebration was held on 13-14 June in Los Angeles attracting over 400 registrants from many countries.

DECISION: The Trustees

1. thank the Alumni Advisory Committee for its work in organizing the inaugural 2008 Rotary Alumni Celebration in Los Angeles;
2. look forward receiving the Alumni Advisory Committee's report at their October 2008 meeting, which will detail plans for the next Rotary Alumni Celebration to be held at the 2009 (Birmingham) RI Convention.

186. Integration of the Rotary Center in Thailand into the Rotary Centers for International Studies Program

Statement: In decision 143, April 2008, the Trustees approved the Rotary Center at Chulalongkorn Univer-

sity in Bangkok, Thailand, as a short-term peace studies option of the Rotary Centers for International Studies program and requested the general secretary to present a plan to integrate the center at Chulalongkorn University into the Rotary Centers for International Studies program, effective with the 2009-10 program year awardees.

There had been no limit on the number of applicants each Rotary district could endorse for the Chulalongkorn University study program. Noting that this policy provided a larger, higher quality, and more diverse applicant pool from which to choose, the Trustees considered expanding this "no limit" policy to all Rotary Centers for International Studies.

DECISION: The Trustees

1. approve the general secretary's plan for integrating the Rotary Center at Chulalongkorn University into the Rotary Centers for International Studies program and request that *The Rotary Foundation Code of Policies* be updated accordingly;
2. agree that there shall be no limit to the number of Rotary Peace Fellow applications a district may endorse for the annual selection process;
3. request the Rotary Centers Major Gift Initiative Committee to evaluate how the inclusion of the Rotary Center at Chulalongkorn University might affect the Rotary Centers Major Gift Initiative fundraising goal, for consideration by the Trustees at their April 2009 meeting.

DECISIONS 187-192 International PolioPlus Committee Report

The International PolioPlus Committee met in Los Angeles, California, USA on 11-12 June 2008 and made several recommendations to the Trustees.

187. Roosevelt Warm Springs Institute Exhibit "Whatever Happened to Polio?"

Statement: The re-opening of the "Whatever Happened to Polio?" exhibit occurred on 11 August 2007, at the Roosevelt Warm Springs Institute for Rehabilitation in Warm Springs, Georgia, USA. In correspondence following the opening, the manager of public relations for Roosevelt Warm Springs shared a list of biographies

of those people whose bronze busts are exhibited in their Polio Hall of Fame and invited Rotary to suggest others who might be featured there. The International PolioPlus Committee investigated the possibility of featuring the logos of the spearheading partners of the Global Polio Eradication Initiative (GPEI) in the Polio Hall of Fame. The Roosevelt Warm Springs Institute responded positively to this suggestion as did representatives from the other GPEI partners.

DECISION: The Trustees

1. agree that Rotary International and The Rotary Foundation shall be inducted into the Roosevelt Warm Springs Institute of Rehabilitation's Polio Hall of Fame with the other spearheading partners of the Global Polio Eradication - the World Health Organization, UNICEF, and the U.S. Centers for Disease Control and Prevention;
2. agree to provide up to US\$15,000 from the PolioPlus fund to manufacture the display as presented at the time of the meeting;
3. request the concurrence of the RI Board.

**188. Combined World Health Organization/
African Regional Office (WHO/AFRO)
and UNICEF Grant Request**

Statement: The World Health Organization/African Regional Office (WHO/AFRO) and UNICEF requested grants for operational support and surveillance activities in Niger and Nigeria.

DECISION: The Trustees

1. approve a PolioPlus grant of up to US\$5,000,000 to UNICEF for operational support in Nigeria, this grant to be released in accordance with Trustee policies;
2. approve a PolioPlus grant of up to US\$1,155,000 to WHO for operational support in Niger, this grant to be released in accordance with Trustee policies;
3. approve a PolioPlus grant of up to US\$5,000,000 to WHO African Regional Office for surveillance activities, this grant to be released in accordance with Trustee policies;
4. authorize the general secretary to execute agreement letters with WHO and UNICEF to convey the funds

on a scheduled basis. WHO and UNICEF will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;

5. note that these are one-year grants that must be fully expended by 31 July 2009, or one year after the transfer of funds to the grantee, whichever comes later;
6. note that these grants, if fully expended, will increase total PolioPlus grants as follows:
 - Niger from US\$6,535,518 to US\$7,690,518
 - Nigeria from US\$55,037,677 to US\$60,037,677
 - WHO African Regional Office from US\$99,735,307 to US\$104,735,307

**189. Combined World Health Organization/
Eastern Mediterranean Regional Office
(WHO/EMRO) and UNICEF Grant
Request**

Statement: The World Health Organization/Eastern Mediterranean Regional Office (WHO/EMRO) requested grants for operational support and surveillance activities in Afghanistan and Pakistan.

DECISION: The Trustees

1. approve a PolioPlus grant of up to US\$3,844,000 to WHO for operational support in Pakistan, this grant to be released in accordance with Trustee policies;
2. approve a PolioPlus grant of up to US\$746,500 to WHO Eastern Mediterranean Regional Office for surveillance activities in the region, this grant to be released in accordance with Trustee policies;
3. approve a PolioPlus grant of up to US\$3,157,100 to UNICEF for operational support in Afghanistan, this grant to be released in accordance with Trustee policies;
4. approve a PolioPlus grant of up to US\$2,032,200 to UNICEF to support social mobilization activities in Pakistan, this grant to be released in accordance with Trustee policies;
5. authorize the general secretary to execute agreement letters with WHO and UNICEF to convey the funds on a scheduled basis. WHO and UNICEF will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;

6. note that these are one-year grants that must be fully expended by 31 July 2009, or one year after the transfer of funds to the grantee, whichever comes later;
7. note that these grants, if fully expended, will increase total PolioPlus grants as follows:
 - Afghanistan from US\$17,182,027 to US\$20,339,127
 - Pakistan from US\$41,106,430 to US\$46,982,630
 - WHO Eastern Mediterranean Regional Office from US\$22,080,320 to US\$22,826,820

190. Combined World Health Organization/ Southeast Asia Regional Office (WHO/SEARO) and UNICEF Grant Request

Statement: The World Health Organization/Southeast Asia Regional Office (WHO/SEARO) and UNICEF requested grants for activities in India and Nepal.

DECISION: The Trustees

1. approve a PolioPlus grant of up to US\$5,736,198 to WHO for operational support in India, this grant to be released in accordance with Trustee policies;
2. approve a PolioPlus grant of up to US\$400,000 to WHO for surveillance support in Nepal, this grant to be released in accordance with Trustee policies;
3. approve a PolioPlus grant of up to US\$1,506,000 to UNICEF to support social mobilization activities in India, this grant to be released in accordance with Trustee policies;
4. authorize the general secretary to execute agreement letters with UNICEF and WHO to convey the funds on a scheduled basis. UNICEF and WHO will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;
5. note that these are one-year grants that must be fully expended by 31 July 2009, or one year after the transfer of funds to the grantee, whichever comes later;
6. note that these grants, if fully expended, will increase total PolioPlus grants as follows:

- India from US\$74,328,277 to US\$81,570,475
- Nepal from US\$5,633,864 to US\$6,033,864

191. World Health Organization Research Grant Request

Statement: The World Health Organization requested grants for operational support of and polio eradication research activities proposed by the Polio Research Committee.

DECISION: The Trustees

1. approve a PolioPlus grant of up to US\$842,202 for the period 1 July 2008-31 December 2010 for operational support of the Polio Research Committee;
2. approve a PolioPlus grant of up to US\$1,920,800 for the implementation of polio eradication research activities proposed by the Polio Research Committee;
3. authorize the general secretary to execute an agreement letter with WHO to convey the funds on a scheduled basis. WHO will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;
4. note that this is a two and one-half-year grant that must be fully expended by 31 December 2010;
5. note that this grant, if fully expended, will bring the total PolioPlus grant to WHO/Research to US\$2,763,002.

192. Task Force for Child Survival and Development Research Grant

Statement: The Task Force for Child Survival and Development, a nonprofit public health organization based in Atlanta, Georgia, USA, requested a grant in support of research on the development of poliovirus antiviral drugs.

DECISION: The Trustees

1. approve a PolioPlus grant of up to US\$410,000 to the Task Force for Child Survival and Development in support of research on the development of poliovirus antiviral drugs for the period 1 September 2008-31 March 2009;

2. authorize the general secretary to execute an agreement letter with the Task Force on Child Survival and Development to convey the funds on a scheduled basis. The Task Force on Child Survival and Development will apply the funds to appropriate projects under such controls and conditions as the agreement specifies;
3. note that this is a one-year grant that must be fully expended by 31 July 2009, or one year after the transfer of funds to the grantee, whichever comes later;
4. note that this grant, if fully expended, will bring the total PolioPlus grants to the Task Force on Child Survival and Development to US\$410,000.

193. Report on Audit of Boat Projects in District 3220 (Sri Lanka)

Statement: In September 2007, TRF received allegations regarding a Matching Grant project to help provide fishing boats, engines and nets to 15 families, plus providing clothing, medicine and schoolbooks to 15 orphaned children on the tsunami-affected east coast of Sri Lanka. It was reported that the host partner required fees from the fishermen who received the boats and had reclaimed the boats from those who were unable to keep up with the payments. In decision 154, April 2008, the Trustees requested the general secretary to report the results of the ongoing audit of boat projects to the Trustees at this meeting.

DECISION: The Trustees

1. accept the report of the general secretary on boat projects in District 3220, Sri Lanka;
2. thank Thariq Thulba, governor of District 3220 and members of the district audit committee for their report;
3. request the general secretary to release payment of approved Matching Grants sponsored by the Rotary clubs of Kandy, Dickoya and Nurwara Eliya once the governor of District 3220 certifies that club officers and project committee members for any currently approved or pending grants have completed stewardship training provided by The Rotary Foundation.

194. Appeal to Overturn Club Termination Decision in District 3290

Statement: Following a stewardship assessment in District 3290 in early 2005, the Rotary Club of Calcutta River Bank was requested to resolve several issues regarding its use of grant funds. The club was apparently informed repeatedly that a continued lack of cooperation would result in either its suspension or termination. Finally, in decision 55, October 2007, the Trustees requested the RI Board to terminate the Rotary Club of Calcutta River Bank, District 3290, for being in financial arrears to the Foundation. Upon receipt of the termination notification, the club requested that the termination be rescinded. The club was instructed by the general secretary to pay the reinstatement fees and meet the demands of the assessments in order to be reinstated, and it could simultaneously appeal the decision to the Trustees. The Trustees reviewed the appeal at this meeting.

DECISION: The Trustees

1. affirm their concerns that grant funds were not maintained by the Rotary Club of Calcutta River Bank in a manner consistent with The Rotary Foundation's stewardship policies;
2. acknowledge that unaccounted grant funds for Matching Grant #15590 sponsored by the Rotary Club of Calcutta River Bank have been repaid to The Rotary Foundation;
3. agree that due to The Rotary Foundation's failure to give proper notice, recommend that the RI Board rescind the termination of the Rotary Club of Calcutta River Bank, District 3290 (India) and refund the reinstatement fee of US\$160.

195. Suspension of District 3260

Statement: In 2005, The Rotary Foundation engaged PriceWaterhouseCoopers to conduct an audit of 25 Matching Grants in District 3260. The audit results indicated a significant misuse of grant funds. The general secretary sent letters to the clubs involved from May 2006 through December 2007, summarizing the issues noted in the final audit report and requesting the return of funds. By October 2007, only six of the 25 audited grants had resolved the problems or returned funds. In decision 55, October 2007, District 3260 and its member clubs were suspended from participation in the Humanitarian Grants program. A stewardship plan

was approved and reinstatement of the district was contingent upon fulfillment of all requirements in the plan.

One of the requirements was 100% attendance of the clubs in District 3260 at TRF-organized stewardship training. Such training was held in May 2008 with approximately 70% of the clubs in attendance. An additional stewardship training session will be held in August 2008. Following discussion at the training meeting, the district leadership put together a plan to lift the suspension. The Trustees reviewed the proposed plan at this meeting.

DECISION: The Trustees

1. acknowledge the letter dated 20 May 2008 from the leadership of District 3260 regarding the terms of their suspension from the Humanitarian Grants program;
2. agree to extend the deadline for the return of funds (INR 20,98,683) for Matching Grants sponsored by District 3260 (#15597, #15598, #15600, #23406, #23409, #23853) until 1 September 2008;
3. agree to take further action with respect to the Rotary clubs of Konark, Cuttack Midtown, Bhubaneswar Cosmopolitan, Vyasanaagar and Niali at their October 2008 meeting if funds are not returned by 1 September 2008;
4. respectfully decline the request to release the audit report to the district or its member clubs.

196. Procedures for Suspension of Districts in Election Complaint Pilot Program

Statement: In decision 44, November 2007, the RI Board agreed to implement an election complaint pilot program, effective 1 July 2008, for certain districts in South Asia that have had several recent election disputes. Two elements of the pilot project concerned future participation in Foundation programs. In decision 106, April 2008, the Trustees concurred with these two proposals, and requested the general secretary to develop a procedure for implementing this decision for consideration by the Trustees at this meeting.

DECISION: The Trustees

1. request the general secretary to notify the Trustee chairman of any Rotary clubs identified by the

Board as in violation of its election complaint pilot program;

2. authorize their chairman to suspend any club so identified from participating in programs of the Foundation pursuant to point I.5. of section 2.010. of *The Rotary Foundation Code of Policies* for the duration of legal action taken against RI or an officer or staff of RI;
3. request their chairman to notify the Trustees of any action taken pursuant to this decision.

197. Review of SHARE District Options and District Designated Fund Amounts

Statement: The Rotary Foundation Code of Policies section 17.020.1. provides that future District Designated Fund amounts will be established at the Trustees' April/May meeting each year, six months prior to the allocation cycle. In decision 158, April 2008, the amounts were confirmed. On the assumption that the new grant model for the Future Vision Plan would begin 1 July 2009, Multi-Year Ambassadorial Scholarships, three-month and six-month Cultural Ambassadorial Scholarships, and three-month and six-month University Teachers Grants were eliminated. However, at its June 2008 meeting, the RI Board approved a start date of 1 July 2010 for the new grant model. As a result of that decision, the above-mentioned grants must now be included in the *SHARE* option.

DECISION: The Trustees

1. confirm the allocation amounts required from District Designated Funds for program year 2010-11 as outlined in Appendix D;
2. amend accordingly their decision 158, April 2008.

198. Proposal for a Stand-Alone Audit Committee

Statement: In decision 66, October 2007, the Trustees requested the general secretary to recommend a structure for a stand-alone audit committee to consist of Trustees and Rotarians who are not Trustees, for report to the Trustees at their January 2008 meeting. In decision 99, January 2008, the Trustees authorized the TRF Finance Committee to meet for a day in April 2008 to receive an orientation on roles and responsibilities of audit committees and to discuss potential TRF audit

committee responsibilities and structure, and to meet jointly with the RI Audit Committee in advance of the June 2008 Board and Trustees' meetings, for report on this matter at this meeting. A joint meeting of the TRF Finance Committee and the RI Audit Committee was held on 16 June 2008 in Los Angeles, California, USA, to further discuss a recommended structure for an audit committee of TRF.

DECISION: The Trustees defer consideration of a stand-alone audit committee to their October 2008 meeting.

199. Statement of Investment Policy for the Rotary Foundation (Canada)

Statement: During their April 2008 meeting, the directors of the Rotary Foundation (Canada) (RF[Canada]) undertook a comprehensive review of the Canadian fund's asset mix and investment management structure. Upon conclusion of the review, the directors decided to modify the asset allocation for the investments of RF(Canada). In accordance with *The Rotary Foundation Code of Policies* section 18.090., previous amendments to RF(Canada) investment policies have been forwarded to the TRF Trustees for their concurrence.

DECISION: The Trustees concur with the decisions of the Rotary Foundation (Canada) board to amend the Statement of Investment Policy for The Rotary Foundation (Canada) as follows:

1. the target allocation to total equities increases from 60% to 65%, with a rebalancing range of 60% to 70%;
 - the target allocation to non-North American equities increases from 15% to 27.5%, with a rebalancing range of 22.5% to 32.5%;
 - the target allocation to U.S. equities increases from 15% to 27.5%; with a rebalancing range of 22.5% to 32.5%;
 - the target allocation to Canadian equities decreases from 30% to 10%; with a rebalancing range of 8% to 12%;
2. the target allocation to fixed income decreases from 40% to 35%, with a rebalancing range of 30% to 40%;
3. amend the Rotary Foundation (Canada) benchmark as follows: The rate of return of a benchmark comprised ~~30%~~ 10% of the S&P/TSX TSE-300

Canadian stock index, ~~15%~~ 27.5% of the M.S.C.I.-EAFE Index, ~~15%~~ 27.5% of the S & P 500 U.S. stock index, and ~~40%~~ 35% of the ~~Scotia-Capital Market~~ DEX Universe Bond index.

200. Review of Conflicts of Interest Policy*

Statement: Section 2.060. of *The Rotary Foundation Code of Policies* calls for the Trustees to review their Conflicts of Interest policy annually at their first meeting of the year. The *Foundation Code* also requires the Trustees to submit an annual report disclosing all potential conflicts of interest.

DECISION: The Trustees have reviewed their current Conflicts of Interest policy and signed the "Potential Conflicts of Interest Statement" in accordance with *The Rotary Foundation Code of Policies* section 2.060.

201. Compensation to "Disqualified Persons"*

Statement: In accordance with section 2.020.1. of *The Rotary Foundation Code of Policies*, the Executive Committee annually reviews the amounts to be paid to Rotary International for the services of the general secretary and general manager of The Rotary Foundation so as to assure that such payments are "reasonable" as the term is defined under US tax law. US tax law provides that sanctions may be imposed on tax-exempt companies that pay unreasonably high levels of compensation to certain senior officers and executives. These persons are referred to as "disqualified persons."

DECISION: The Trustees, the Executive Committee acting on their behalf, having obtained and relied upon relevant comparability data, agree that the amounts to be paid by Rotary International for the services of the general secretary and general manager of The Rotary Foundation in fiscal year 2008-09 are reasonable under US tax law.

202. Modifications to the Budget in 2008-09*

Statement: The Trustees approved a variance to the 2008-09 budget during the course of this meeting.

DECISION: The Trustees

1. note no modifications to the 2008-09 budget as approved through April 2008:

2008-09 Budget

Revenues

US\$225,799,000

Program Awards	153,002,000
Program Operations Fund	23,230,000
Development	15,656,000
General Administration	5,794,000
Total Expenses	<u>US\$197,682,000</u>
Change in Net Assets	<u><u>US\$28,117,000</u></u>

2. approve a budget variance for 2008-09 as indicated below:

187. Roosevelt Warm Springs Institute Exhibit "Whatever Happened to Polio?"	<u>US\$15,000</u>
Total Variances 2008-09	<u><u>US\$15,000</u></u>

ADJOURNMENT

The foregoing is a true record of the proceedings of the meeting of the Trustees of The Rotary Foundation of Rotary International held 19-20 June 2008 in Los Angeles, California, USA.

Robert S. Scott, Chairman
The Rotary Foundation

Alice Baehler
Secretary of the Meeting

ATTEST:

Ed Futa
General Secretary

APPENDIX A

Summary of Decisions Taken on Behalf of the Trustees (Decision 170)

- Exhibit a – Citation for Meritorious Service Awards
Forty-six recipients in 20 countries.
- Exhibit b – PolioPlus Grants Approved by the Trustee Chairman
*One administrative grant for a total of US\$4,570.
Four PolioPlus Partners matching funds grants for a total of
US\$466,688.38.*
- Exhibit c – Ambassadorial Scholarships, Rotary Peace and Conflict Studies Program and Group Study Exchanges
*One additional Ambassadorial Scholarships was awarded for a total of US\$23,000. One Chairman's
Special Initiative Grant was awarded for US\$20,000. Two policy exceptions and three petitions for
waiver of age range were approved by the general secretary.*
- Exhibit d – District Simplified Grants
One hundred ninety-four grants for a total of US\$3,793,592.
- Exhibit e – Matching Grants
Eight hundred eighty-five grants for a total of US\$10,240,224.
- Exhibit f – Volunteer Service Grants
Thirty-nine grants in 21 countries for a total of US\$192,000.
- Exhibit g – 3-H Grants
Nineteen grants approved for a total of \$5,162,302.
- Exhibit h – Humanitarian Grants Cadre
Thirty-two grants reviewed by the Cadre.
- Exhibit i – Humanitarian Grants administration
One decision made by the Chairman and one decision made by the general secretary.
- Exhibit j – Special Initiative Grants
Two grants approved by the Trustee Chairman for a total cost of US\$6,000.

APPENDIX B

Guidelines for Associate Foundations (Decision 178)

The Rotary Foundation Code of Policies, Article 3.

Article 3. Associate Foundations

3.010. Preamble to the Guidelines for Associate Foundations

The Rotary Foundation believes that there should be one Rotary Foundation that serves Rotarians and clubs throughout the world, but understands that substantial benefits have been provided by those associate foundations recognized by the Trustees of TRF. This includes not only raising funds for the use of TRF programs, but also the provision of services in support of The Rotary Foundation's global programs. ~~does not encourage the development of national or regional legal entities to receive contributions for The Rotary Foundation and its international programs.~~ The Trustees acknowledge agree that it is to the clear advantage of Rotary International that it have only one Foundation to develop and maintain the best global programs and international investments, but that associate foundations significantly enhance the service by TRF to Rotarians and Rotary clubs.

Preferred Arrangement

The Trustees may seek ~~should negotiate~~ to establish in various countries legal tax deductions for contributions to TRF, with no separate legal entity being set up in those countries; and no impediment, other than normal exchange regulations, to the transfer of funds from those countries to the World Headquarters of the Secretariat; and no restrictions imposed on the Trustees' authority or discretion in the expenditure of contributions from those countries.

~~Nevertheless,~~ The Trustees recognize that it is not always possible to have this "Preferred Arrangement," since tax and monetary consideration in some countries limit the ability of Rotarians to participate fully in TRF. In such cases, where actual or potential contributions are significantly large, the Trustees will consider the establishment of associate foundations or other legal entities.

The goals and purposes of Associate Foundations, whether already recognized or proposed are to:

1. increase donations to The Rotary Foundation;
2. provide tax benefits to Rotarians and other donors; and
3. enhance services and support to TRF programs.

3.010.12. Guidelines for Establishing Associate Foundations or Other Similar Entities Entitling Donors to Tax Advantages

The Criteria For Establishing Associate Foundations ~~Or Other Similar Entities Entitling Donors To Tax Advantages~~ shall be as follows:

1. The following criteria are utilized by the Trustees in deciding which proposals shall be reviewed. The general secretary shall review all such proposals to determine the extent to which they comply with Trustee policy. The Trustees will then review consider all proposals consistent with 3.010.2.3., which will include the general secretary's analysis, which including the analysis and recommendations of the general secretary, comply with these provisions. If local legal requirements prevent compliance with all criteria, the Trustees may consider proposals which comply in large part.

Trustee approval is necessary prior to adopting or submitting any documents for governmental approval. Any amendments or changes to corporate documents also need prior Trustee approval. ~~or prior to taking any formal steps to establish such entity.~~

- a. More than half the members of the controlling body of the associate foundation must be appointed by the Trustees of The Rotary Foundation of RI as allowed by governing law.
 - b. It must be possible for all of the associate foundation funds to be used in support of ~~all~~ Rotary Foundation programs ~~in all countries.~~
 - c. Total contributions to The Rotary Foundation from the country must be at least US\$500,000 annually prior to the establishment of the associate foundation. [was point j.]
 - ~~d. There must be a significant tax benefit for donors and encouragement of increased contributions to The Rotary Foundation through the associate foundation.~~
 - ~~ed. It must be demonstrated that the proposed associate foundation shall result in an increase in contributions to The Rotary Foundation from such country;~~
 - ~~d. The management committee or other body which oversees the day to day operations of the associate foundation must include at least one Trustee who has veto power.~~
 - ~~fe. The investment of assets must be in compliance with controlled by the Trustees of The Rotary Foundation in accordance with their TRF overall investment policies.~~
 - gf. The acceptance of a gift or bequest of any kind must comply with the policies and procedures established by the Trustees, including but not limited to those outlined in the Trustees Gift Acceptance Manual as amended periodically.
 - hg. Membership or voting rights in the associate foundation by non-Rotarian individuals or corporations is prohibited.
 - ih. The name of the associate foundation must clearly indicate its relationship to The Rotary Foundation of RI.
 - ji. Associate foundations shall ~~It must be possible to~~ indemnify The Rotary Foundation of RI and/or its Trustees, jointly and severally, from any and all liability which might arise from their participation in the associate foundation as permissible under governing law.
 - ~~j. Total contributions to The Rotary Foundation from the country must be at least US\$500,000 annually prior to the establishment of the associate foundation. [changed to point c.]~~
 - ~~k. The entity must be able to accommodate the above criteria while complying with all legal requirements in the country.~~
2. The Trustees have approved the use of the “Sample Articles of Association or Incorporation” and “Sample Bylaws”.
 3. The Trustees shall consider all proposals which comply with these guidelines and may consider on a selective basis proposals which, because of local legal requirements, cannot meet all these criteria or cannot conform with the sample articles and/or bylaws. Those that have been reviewed and approved by the Trustees shall become known as recognized associate foundations.

3.010.24. Guidelines for Recognized Ongoing Operations of Associate Foundations

- ~~1. The purpose of all associate foundations is to increase contributions to The Rotary Foundation by helping donors realize tax benefits for these contributions.~~
12. District Rotary Foundation committees and subcommittees are the principal vehicles for promoting The Rotary Foundation and its programs and activities.
23. The Guidelines for the Administration of Associate Foundations shall be as follows:
 - a. Each associate foundation shall receive contributions to The Rotary Foundation, provide the donors with receipts acceptable to the local tax authorities, and maintain full and accurate records of all contributions.
 - b. The associate foundation will forward ~~monthly~~ weekly contribution reports to the World Headquarters of the Secretariat. These reports must which include all weekly activity, during the Month, unless an alternate reporting scheduled is agreed to by the general secretary. Such reports must be received in Evanston no later than the 8th working day of the following month;
 - c. Each associate foundation shall, in cooperation with the district governor, use the ~~normal~~ Rotary club, ~~and district and Foundation district~~ structures to carry out promotional activities ~~to the maximum extent possible;~~
 - d. ~~Secretariat (including Service Center) staff and other Secretariat resources should be utilized~~ Where practical, the general secretary shall determine the necessary resources as much as possible to handle the administrative tasks related to associated with the associate foundations;
 - e. ~~If the general secretary determines that it is not possible for Secretariat staff to handle all or some part of the administrative tasks of the associate foundation, an amount determined by the general secretary will be allowed to cover expenses related to the purchase of equipment essential to the record keeping tasks of the associate foundation.~~
 - ef. Each associate foundation shall submit an annual budget for administrative expenses, calculated to be not more than which should not exceed 5% of annual giving contributions received by the associate foundation in the previous fiscal year for approval by the Trustees.
 - fg. Processing of all contribution recognition, including Paul Harris Fellow Recognition, will be handled by the Secretariat staff or under its supervision in Evanston ~~or at the appropriate Service Center~~ or by the RIBI Office.
 - gh. Where possible, ~~F~~ funds collected by the associate foundation shall be forwarded to an account of The Rotary Foundation as quickly as possible under the law of each country.
 - i. ~~If local laws and tax regulations state that funds cannot be forwarded to an account of The Rotary Foundation in a timely manner, interest on any accounts held in the associate foundation country may be expended on administrative expense, up to the 5% limit noted above. Interest in excess of this allowable amount shall become available for use or direction by the Trustees of The Rotary Foundation in any manner they deem appropriate, within local legal limitations.~~
 - hj. The acceptance of a gift or bequest of any kind must comply with the policies and procedures established by the Trustees, including but not limited to those outlined in the Trustees Gift Acceptance Manual as amended periodically.

- ik. A quarterly ~~administrative~~ report must be submitted to The Rotary Foundation, providing information on all activities undertaken by the associate foundation, ~~if whether~~ directly related to The Rotary Foundation ~~or to other international or local service projects~~, as well as a statement of revenue and expenses for the period and an explanation of any variance from the approved budget. If the associate foundation is directly responsible for the expenditure of program funds, a quarterly report of all such expenditures must also be submitted. For activities that involve international or local projects that do not include TRF programs and funds, the associate foundation shall report annually regarding such programs or expenditures.

- jl. Copies of all government filings or reports must be sent to The Rotary Foundation within five working days of submission to the government.

3.010.21.1. Annual Update on Associate Foundations

The general secretary shall provide an annual update on the activities and financial status of each associate foundation, such update to be provided to the Trustees at their April meeting each year.

APPENDIX D

**SHARE Program Options
(Decision 197)**

Contribution Year 2007-08

Program Year 2010-11

HUMANITARIAN GRANTS PROGRAM	
Matching Grant Sponsor Portion	any amount as long as amount matched per grant is US\$5,000 minimum and US\$150,000 maximum
District Simplified Grant	any amount/maximum of 20% of DDF from Annual Programs Fund giving three years prior
3-H Grant Sponsor Portion	any amount/contribution must equal not less than 10% of the grant award
POLIOPLUS	
PolioPlus	any amount
EDUCATIONAL PROGRAMS OPTIONS	
Academic-Year Ambassadorial Scholarship	US\$25,000
Multi-Year Ambassadorial Scholarship	US\$25,000
Three-Month Cultural Ambassadorial Scholarship	US\$12,000
Six-Month Cultural Ambassadorial Scholarship	US\$17,000
Send Additional Group Study Exchange (GSE) Team	US\$13,000
Send Additional Neighboring Country GSE Team	US\$7,000
Three-to-Five Month Rotary Grant for University Teacher	US\$14,000
Six-to-Ten Month Rotary Grant for University Teacher	US\$25,000
DONATION OPTIONS	
World Fund	any amount
PolioPlus	any amount
Permanent Fund	any amount
3-H Grant program budget	any amount
Rotary Centers for International Studies	any amount
Scholarships Fund Pool for Low-Income Countries	any amount
DONATIONS TO OTHER DISTRICTS	
Academic-Year Ambassadorial Scholarship to another Rotary district	US\$25,000
Multi-Year Ambassadorial Scholarship to another Rotary district	US\$25,000
Three-Month Cultural Ambassadorial Scholarship to another Rotary district	US\$12,000
Six-Month Cultural Ambassadorial Scholarship to another Rotary district	US\$17,000
Additional Group Study Exchange (GSE) Team for another Rotary district to send	US\$13,000
Additional Neighboring Country GSE Team for another Rotary district to send	US\$7,000
Three-to-Five Month Rotary Grant for University	US\$14,000

Teacher to another Rotary district	
Six-to-Ten Month Rotary Grant for University Teacher to another Rotary district	US\$25,000
PROGRAM ENHANCEMENTS	
GSE Language Training subsidy	any amount
GSE Team Orientation	up to US\$1,000
Send Additional GSE Team Member	US\$3,000
Send Additional Team Member for Neighboring Country GSE	US\$2,000

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* Decisions taken by 2007-08 Trustees, Chairman Jonathan Majiyagbe presiding.
+ Filed only with the official copy of these minutes.

Decision 203. Potential Supplemental Challenge Grant from the Bill and Melinda Gates Foundation

DECISION: The Trustees

1. express their appreciation to the RI Board for its authorization to the general secretary, in consultation with the Foundation chairman and the RI president, to negotiate the terms of the supplemental grant agreement with the Bill and Melinda Gates Foundation on their behalf;
2. agree that the contract for the supplemental challenge grant will be under the same terms and conditions of the current contract, which has no unusual liabilities to The Rotary Foundation or Rotary International;
3. upon concurrence of the Foundation chairman and RI president, request the general secretary to
 - a. make the necessary arrangements to announce the supplemental challenge grant;
 - b. provide appropriate staff support for the supplemental challenge grant;
4. upon finalization of the agreement with the Bill and Melinda Gates Foundation, request the general secretary to recommend any necessary changes to the 2008-09 Foundation budget;
5. due to the confidential nature of this matter, agree that this decision shall not be included in the minutes of this meeting, but shall be released as a supplement to the minutes upon the execution and announcement of an agreement with the Bill and Melinda Gates Foundation.