

MINUTES

BOARD OF DIRECTORS MEETING

December 7-8, 2012

International Headquarters Office
St. Louis, Missouri

The following Members of the 2012-13 Board of Directors were in attendance for the entire meeting:

Jack Creswell	Immediate Past President	Reading, Pennsylvania
J.C. St-Onge	President	Saint-Jerome, Quebec
Ron Huxley	President-Elect	Thedford, Ontario
Chris Jernigan	Director	Morganton, N. Carolina
Fatima Plater	Director	Detroit, Michigan
Michael Goldman	Director	Davie, Florida
Paul Lucas	Director	Odessa, Texas
Marlene Phillips	Director	Windsor, Ontario
Rick Quinlan	Director	Bellevue, Nebraska
Benny Ellerbe	Executive Director	St. Louis, Missouri
A.J. Cifuentes	JOOI President	Monroe, Wisconsin

Committee Reports are to be considered an integral part of these Minutes.

All items are not officially approved and subject to correction until they are adopted at the next meeting of the Board of Directors.

Friday, December 7, 2012

Immediate Past Jack Creswell called the first meeting of the 2012-13 Optimist International Board of Directors to order at 9:30 a.m. with an invocation by Paul Lucas, the Pledge of Allegiance led by Mike Goldman, and a toast to all countries with an Optimist Club was led by Ron Huxley. Chris Jernigan led the recitation of the Mission Statement. Past International President Robert Garner was appointed parliamentarian for the meeting.

ADOPTION OF CONSENT AGENDA ITEMS

Motion adopted as amended

To adopt the consent agenda as amended.

Lucas/Phillips

Approval of Board Meeting Minutes

July 11, 2012

Motion adopted

To approve the minutes of the July 11, 2012 as presented.

August 8, 2012 – email ballot

Motion adopted

To confirm the unanimous approval to: “Allow the Canadian CCC Advisory Panel to proceed with the review and funding of the remaining portion of the matching grants awarded to the Club Optimiste de Montreal-Ahuntsic and the Mount Pleasant Optimist Club to aid in their childhood cancer-related programs.

September 14-16, 2012

Motion adopted

To approve the minutes of the September 14-16, 2012 as presented.

December 5, 2012 Teleconference

To approve the minutes of the December 5, 2012 teleconference meeting as presented.

Approval of 2013-2014 International Committees

Motion adopted

That the following committees be adopted for the 2013-2014 year:

Operating	Junior Golf
	Membership
	New Club Building – Traditional
	New Club Building – Non-Traditional
	Activities
	JOOI
	Convention
Administrative	Governance
	Audit & Finance
	Leadership Development
	Marketing & Communication
	Pension Trustees
	Joint OI/OIF/OIF
Convention Business	Candidate Qualifications
	Credentials
	Resolutions (Governance Committee)

Approval of Club Charters

Motion adopted

That the new 69 Optimist Clubs organized in 2011-2012 as submitted, be granted an affiliated Optimist International Club Charter in keeping with Optimist International Bylaws Article III, Section 1A2, New Clubs. (See Attachment to these minutes)

Staff Reports

District Requests for Special Convention

Optimist International Bylaws, Article VII, Section 4, requires that Districts must receive the approval of the International Board of Directors for any specially convened District Convention. **The following District special conventions were approved by the President and need to be ratified by the Board of Directors.**

SWONT (45) Request to Hold a Special Convention

Rationale: At their first quarter meeting on November 3, 2012, the SWONT District Board of Directors approved holding a special convention, pending Optimist International Board approval, to consider a dues increase. No dollar amount for the increase was included in the minutes submitted to Optimist International. Currently, the SWONT District dues are \$16.00 billed twice a year.

Motion adopted

That the Board of Directors approve the request from the SWONT District to hold a special convention to consider a District dues increase.

The Pennsylvania State flag, International Office President's Office desk plate, and a presentation gavel were presented to Immediate Past President Jack Creswell by J.C. St-Onge. Certificates of Office were presented to the incoming board members by President J.C. St-Onge. All board members were presented with brief cases.

ADOPTION OF AGENDA

Motion adopted as amended

To adopt the agenda as amended.

Huxley/Goldman

PRESIDENT'S REPORT

President J.C. St-Onge addressed the Board of Directors and gave an oral report.

2011-2012 ADMINISTRATIVE YEAR'S PERFORMANCE

Immediate Past President Jack Creswell addressed the Board of Directors and gave an oral report.

PRESIDENT-ELECT'S REPORT

President-Elect Ron Huxley addressed the Board of Directors and gave an oral report.

JOOI PRESIDENT'S REPORT

JOOI President A.J. Cifuentes addressed the Board of Directors and presented an oral report.

JOOI CLUBS COMMITTEE REPORT

The report of the JOOI Clubs Committee was presented to the Board of Directors by Committee Chair Don Brose via telephone.

JOOI Convention Voting

Rationale: To clarify who is qualified as an accredited delegate and deemed qualified to vote at the 2013 JOOI International Convention in Cincinnati, Ohio, the JOOI Board and Committee request:

Motion adopted

Huxley/Phillips

That the Optimist International Board of Directors approves to allow the JOOI Board to amend the JOOI Convention Rules to define an accredited delegate as a person that has paid the registration fee for the three day convention.

Policy VIII: International Convention

Rationale: To change the section of the JOOI Policy for Governance to clarify an accredited delegate at Convention the JOOI Board and Committee request:

Motion adopted

Phillips/Quinlan

That the Optimist International Board of Directors approves the following revision to the JOOI Policy for Governance, Policy VIII: International Convention, Section 5: Accredited Delegates as stated below pending approval by the JOOI Delegates at the 2013 JOOI Convention in Cincinnati.

POLICY VIII: INTERNATIONAL CONVENTION

SECTION 5: Accredited Delegates. No member shall be deemed to be an accredited delegate unless he has registered at the convention, paid the registration fee **for the full convention duration**, belongs to a Junior Optimist Club or Octagon Club in good standing, and produced such credentials to the Credentials Committee as may be required by the JOOI Board of Directors.

2014 JOOI Convention

Rationale: To finalize the location of the 2014 JOOI Convention, the JOOI Board and Committee request:

Motion adopted

Phillips/Plater

That the Optimist International Board of Directors hereby approves that the 2014 JOOI Convention be held in Las Vegas (or surrounding area).

On behalf of the Board of Directors Chris Jernigan thanked Chair Don Brose for the report.

The meeting recessed at 11:12 a.m. and reconvened at 11:25 p.m.

AUDITOR'S REPORT

Judith E. Murphy CPA, Partner and Ted Williamson, CPA, Manager – Rubin Brown addressed the Board of Directors.

Acceptance of Auditor's Report

Rationale: The Audit & Finance Committee reviewed the draft report and recommendations of the auditors followed by an executive session with the auditors. The Committee has accepted the auditors' report.

Motion adopted

Phillips/Plater

That the Board of Directors hereby adopts the audit report for the fiscal year 2011-2012 as presented by Rubin Brown, LLP-CPA's.

Capitalization Threshold

Motion adopted

Jernigan/Phillips

To increase the capitalization threshold to \$1000.

The meeting recessed into executive session with the auditors, parliamentarian, and Audit & Finance Chair at 11:46 a.m. and recessed at 12:40 p.m. for lunch. The meeting reconvened in executive session at 1:27 p.m. with the parliamentarian and Finance Committee Chair, recessed and reconvened into regular session at 1:45 p.m.

CANADIAN CHILDREN'S OPTIMIST FOUNDATION REPORT

The report of the Canadian Children's Optimist Foundation was presented to the Board of Directors by President Luc Dubois. On behalf of the Board of Directors Rick Quinlan thanked President Luc Dubois for the report.

OPTIMIST INTERNATIONAL FOUNDATION REPORT

The report of the Optimist International Foundation was presented to the Board of Directors by President Roger C. Vaughan. On behalf of the Board of Directors Mike Goldman thanked President Roger Vaughan for the report.

LEADERSHIP DEVELOPMENT COMMITTEE REPORT

The report of the Leadership Development Committee was presented to the Board of Directors by Committee Chair Ken Garner.

Professional Development Program

Rationale: The Leadership Development Committee determined that while the initial concept for the Professional Development Initiative was good, a different method of providing the leadership training could initiate interest from non-Optimist members and potentially offer a source of revenue and membership to the organization. None of the money allocated for the program from last year was spent. The Committee determined that offering a one day leadership seminar based on the Skills Development modules that have been revised and updated to have a professional focus would be much more appealing. The modules that will be utilized initially will be “Leadership Styles & Profiles,” “Managing Change”, “Optimism as a Philosophy of Business” and some components of “Time Management”. These seminars would start at approximately 8:30 am, include lunch and materials and would end at 4:00 pm. There would be a \$100.00 charge for Optimist members, a \$250.00 charge for non-Optimist members but if a person wanted to become a FOO member the cost would only be \$200.00. This program is targeted to attract young professionals and members who seek to develop professionally and the Committee believes that a one-day seminar would be an easy “sell” to businesses. Advertisements could be run in the local community for the seminar with pre-registration required. Once a person takes the seminar, there can be information given that other skills modules such as problem solving, mentoring and teambuilding are available through the local Optimist Club. The Committee would like to run a beta-test at the Vice Presidents-Elect training in January in Milwaukee. There would be no charge for the Vice Presidents and trainers for the seminar and the Committee would work with a local Optimist Club to promote the seminar in the local community to draw attendees. This first session would be recorded and based on feedback from all involved, would be revised as needed. After revisions, a French session would be offered at the French PDC in March and another session would be offered at the Middle America PDC in April. A tentative agenda for this seminar is presented. The Committee believes that the seminars and the materials developed to give to attendees are a good marketing tool for the organization and should be of a professional quality. The Committee members are revising the modules and since the modules are already in French, the translation should not take an extraordinary amount of time. The Committee does recognize that there will be some costs involved for seminar material reproduction, AV, food etc. As these seminars develop, the registration cost should cover these expenses.

Motion adopted

Huxley/Lucas

That the Board of Directors approve the revised Professional Development program that uses a one-day seminar format with a beta test program being offered at the Vice Presidents-Elect Training in Milwaukee. Budget: \$5,000 (2012-13 Fiscal Year)

On-Line Training

Rationale: The Leadership Development Committee recognizes that fewer of the officers-elect are being trained in the traditional manner of either attending the International Convention or their District meetings or training sessions. In a further effort to get some training that is easily accessible to our members who are officers, the Committee believes that it is important to update and translate the Club President's training as well as develop both the English and French versions of the Lt. Governor's Training. Additional improvements made to the on-line training would be the ability to generate a list of participants by District to send to the Leadership Development chair for tracking and when a member completes a course, a certificate will be made and sent to the Governor for presentation.

Motion adopted

Jernigan/Quinlan

That the Board of Directors approves the development of the On-Line French Club Presidents training module and the development of both the on-line English and French versions of Lt. Governor modules and enhanced capabilities of the Learning system.
Budget: \$25,000.00 (2012-13 Fiscal Year)

Optimist Leadership Academy

Rationale: The Leadership Development Committee recognizes that there is an on-going issue of a lack of leadership within the organization as evidenced by the number of repeat Governors, Lt. Governors and Club Presidents. The Committee believes that more leaders need to be identified and developed at the "grass roots" level and came up with the idea of the Leadership Academy. The Committee determined that the goal of the Optimist Leadership Academy ("OLA") is to select candidates that have the potential to be good leaders for the Zone, District and International levels of our organization. This program would be developed and executed in partnership with the Candidate Qualifications committee. The Academy conference would last a full day and sessions would center on the primary traits that the CQ committee looks for in identifying international leaders. The traits that will be emphasized are communication, speaking ability, motivational ability, diplomacy, intelligence, vision, availability, image, performance, health, integrity and dependability. The materials for the conference will be developed by the Leadership Development committee and the Academy sessions will be presented by members of the CQ and LD committees. Selection for the Academy would be based on a couple of different variables. The first is that all Club Presidents who achieve "distinguished" status would get automatic consideration but not necessarily admittance. The second way would be by recommendation and submission of an OI Officer, past OI officer, Vice Presidents, OI President, OI President-Elect, OI Representative or CIT's. A form must be completed and submitted that tells who is being recommended and why they are being recommended as a candidate for the Academy. Initially, this form will be sent to individuals who are in the position to make these recommendations and then it will be placed on the OI website so that it can be easily accessed. The only stipulation on submitting someone is that they not be a past Governor, current Governor or Governor-Elect. The forms will be submitted to Optimist International and the potential

candidates will be asked to send a written submission (via e-mail or fax) explaining what they feel makes a good leader and what their personal strengths and weaknesses are. From these responses, the International Leadership Development Committee will make the final determination of Candidates. After Candidates are selected, each person will take a personality assessment test prior to the actual Academy conference and the results will be given to the Candidate when they attend the conference. This is designed to help the Candidates find their strengths and weaknesses and help them become more effective leaders. The LD Committee would like to hold the first Leadership Academy the day following the OI Convention in Cincinnati and have 30 candidates in attendance. For this first slate of Candidates, up to three years of past officers will be considered. Future Academies would be held at the Parallel District Conferences and have 15 participants. For each Candidate there would be a cost of registration for the meeting they are attending and one day's per diem. If this program is approved, the applications for the first Leadership Academy would need to be submitted to Optimist International no later than January 31, 2013. Potential Candidate responses would be due to OI by February 10th and the Leadership Development Committee would make their selections by February 28th. Invitations would be sent to the Candidates thereafter. This schedule allows time for the Candidates to take the personality assessment and for the results to be sent to OI prior to the conference. In summary, the Optimist Leadership Academy proposal is as follows:

Goal: In conjunction with the CQ Committee identify future leaders from a pool of recent past club presidents and give the tools and encouragement to accept additional responsibilities throughout Optimist International including the zone and district level.

Criteria for Acceptance:

1. Recognition:
 - a. Distinguished Club president within last 3 years and/or
 - b. Recommendation by
 - i. a current or immediate past Optimist International Officer (including Lt. Gov., Gov. VP, or President); and/or
 - ii. Optimist International Representative visiting the district within in last 3 years (including CITs).
2. Not currently serving nor have served as a Governor or Governor-Elect
3. Invited by Leadership Development Committee to submit brief response as to availability and desire to be accepted to the Academy
4. Approval by Leadership Development Committee to be invited to attend Academy
5. Do an online self-assessment survey online before attending which will be reviewed with candidate during the Academy

Highlights of the OLA

1. Address Leadership Strengths and Weaknesses on a personal level
2. Gain an overview of Opportunities through Optimist International
3. Focus on Candidate Qualifications Committee's Traits of a Strong Leader

Financial Assistance for Attending:

1. 1 Day Per Diem if selected to attend in conjunction with the OI Convention
2. 1 Day Per Diem plus registration if selected to attend in conjunction with a Regional Conference

Motion adopted

Jernigan/Phillips

That the Board of Directors approves the development and execution of the Optimist Leadership Academy program beginning this year. Budget: \$10,000 (2012-13 Fiscal Year)

Revise Policy I-70 Committees; Section G

Rationale: The Leadership Development Committee believes that the Certified Trainer program is very important and needed but that one member of the Certified Trainer Board is plenty to have on the Leadership Development Committee. The Leadership Development Committee agrees that the name “The Certified Trainer Board” is not the proper title for the work that this group does. The Committee requests to change the name of the group to “The Certified Trainer Verification Committee.”

Motion adopted

Huxley/Goldman

That the Board of Directors approves the revision of Policy I-70 Committees, Section G as follows:

- G. A minimum of ~~two~~ **one** members of the Certified Trainer **Verification Board Committee** shall be appointed to the Optimist International Leadership Development Committee.

District Leadership Chair Incentive

In order to increase the opportunities to develop leaders in the Districts, the Leadership Development Committee is looking at what requirements should be met to provide an incentive for District Leadership Development Chairs. The Committee determined that a form/checklist would be developed and given to the Leadership Development Chairs to complete and submit along with substantiating information to a Dropbox folder to in order to qualify for the Distinguished District Leadership Development award.

Motion adopted as amended

Phillips/Jernigan

That the Board of Directors approves establishing a District Leadership Chair incentive program as stated below:

1. Working with the Governor to prepare and circulate District Conference agendas at least one month prior to the meeting and to promote the meeting and provide training at all meetings.
2. Have a minimum 50% of Club Presidents in the District attend Club President Training ~~at a District meeting, at a Parallel District Conference, OI Convention or on-line.~~
3. Personally meet with all New Clubs formed in the District and have training for the current and future leaders within ~~30~~ **90** days of formation.
4. Submit a minimum of 75% of Officer-Elect reports to OI by May 20th.
5. Provide three Skills Development modules in a face-to-face setting with a qualified presenter with at least one being done at a quarterly meeting. (Use of Certified Club, District or International trainers is encouraged)
6. Have a minimum of 20% of Clubs in the District have at least three members advance two levels in PGI.

All District Chairs who attain the “distinguished” status will receive a special lapel pin and the top three chairs will be determined by taking the top percentages from requirements two, four

and six. The top three Distinguished Chairs will be recognized as follows: 3rd place will receive a paid Convention registration, 2nd place will receive a paid Convention registration and one night's hotel stay at Convention and 1st place will receive a paid Convention registration, one night hotel stay at Convention and travel for one person to the Convention.
Budget:(\$2,500.00) (2013-14 Fiscal Year)

On behalf of the Board of Directors Paul Lucas thanked Chair Ken Garner for the report.

EXECUTIVE DIRECTOR'S REPORT

Executive Director Benny Ellerbe addressed the Board of Directors and briefly reviewed his written report.

PENSION TRUSTEES REPORT

Defined Benefit Plan

Rationale: Since the Defined Pension Plan has now reached the "fully funded" level per government requirements, the investments have had a good year in the market and are fully funded as of October 22, 2012, the Board should act. This is a good time to be proactive and hopefully demographics and the market will reduce our liability. Since there is a budget for the 2012-2013 fiscal year of \$240K, it is suggested that the Board make an annual contribution to the Supplemental Plan of \$50K per year, pay down \$100K on the loan to the Optimist International Foundation (Optimist International had borrowed \$730K from the foundation originally to fund the pension shortfall; the balance is currently is \$633K), and make a contribution of the remainder of this year's budgeted funds of \$90K into the Defined Pension fund. This should create a hypothetical "cushion." If 2013 is a good year for the market, the organization will be in even better shape next year and should have more options. If the market takes a step back, the organization would have a cushion. The Defined Pension Plan with then become a year-by-year, case-by-case, decision for the trustees to consider. "Prudence" and "caution" are the Trustees watchwords to keep their fiduciary role apparent at all times. With this information and these thoughts in mind, the Pension Trustees request the following motions from the Board of Directors:

Motions adopted

Jernigan/ Phillips

That the Board of Directors authorized a payment of \$90,000 toward paying down the Defined Pension Plan obligation. (Budget Impact Fiscal Year 2012-2013: None – already budgeted)

That the Board of Directors authorize a payment of \$100,000 to the OIF for the Defined Pension Plan loan. (Budget Impact Fiscal Year 2012-2013: None – already in the budget)

That the Board of Directors authorize an annual contribution for the Supplemental plan of \$50,000 a year until fully paid. (Budget Impact Fiscal Year 2012-2013: None – already in budget; 2013-2014: \$50,000; 2014-2015: \$50,000 and beyond, if necessary)

JOINT OI/OIF/CCOF COMMITTEE MEETING REPORT

The report of the Joint Committee was presented to the Board of Directors by Benny Ellerbe. On behalf of the Board of Directors Marlene Phillips thanked Benny for the reports.

MEMBERSHIP COMMITTEE REPORT

The report of the Membership Committee was presented to the Board of Directors by Committee Chair Gloria Kloster via Skype.

Redistricting of Club 53700

Rationale: At the request of the Canadian Service Centre staff and review of written documentation from both Districts, the Membership Committee recommends that the Optimist International Board of Directors approve the administrative change of redistricting the Optimist Club of St-Esprit Montcalm (53700) from Quebec West District (DOQ 53) to the Quebec Centre District (DCQ 50). The Club sits on the borderline of the two Districts. Both Districts have agreed to this move by motion from their respective Executive Committee.

Motion adopted

Jernigan/Phillips

That the Board of Directors approve moving the Optimist Club of St-Esprit Montcalm (53700) from the Quebec West District (DOQ 53) to the Quebec Centre District (DCQ 50).

\$30 Under 30 Reinstitution

Rationale: To support the needs of Optimist Clubs at the local level:

Motion adopted to table to July Board Meeting St-Onge/Jernigan

The Membership Committee recommends that the Optimist International Board of Directors approve the reinstitution of the \$30 Under 30 membership promotion and similar membership promotions to support Optimist Clubs at the local level with the objective of increasing membership. Budget: Nominal/Included

Friend of Optimist Golf Program

Motion adopted

Goldman/Lucas

To discontinue the Friend of Optimist Golf program.

On behalf of the Board of Directors Ron Huxley thanked Chair Gloria Kloster for the report.

CONVENTION COMMITTEE REPORT

The report of the Convention Committee was presented to the Board of Directors by Committee Chair Charles Wiles.

2014 International Convention Registration and Meals

Rationale: The budget for the 2014 International Convention will be set based on a projection of 1,000 paying registrants at the rate of \$185. The International Convention Committee recommends keeping the fees the same as last year and establishing the following registration fees and meal prices for the 2014 International Convention in Las Vegas Nevada (an additional \$1 will be charged per member to accumulate additional funds for the 100th celebration):

Motion adopted

Huxley/Goldman

The Board of Directors hereby approves the following registration fees and meal costs for the 2014 Las Vegas Convention:

(Note: The below fees are in \$US)

Adult Member or Guest Discount/Early Bird (no meals) - \$185

Adult Member or Guest Regular (no meals) - \$220

Adult Member or Guest Early Bird Package (registration and 3 meals) - \$280

Adult Member or Guest Regular Package (registration and 3 meals) - \$315

Adult Daily (no meals) - \$110

Adult Daily Regular (no meals) - \$130

College Member with discount (no meals) - \$75

Youth (non-JOOI) (4 day program) - \$125

Youth (non-JOOI) On-site (4 day program) - \$145

Club President-Elect & Lt. Governor-Elect Breakfast - \$27

Appreciation Luncheon - \$37

Fellowship/Old Timers' Breakfast - \$32

President's Banquet - \$52

Non Registered guest for President's Banquet ticket - \$92

2016 and 2018 Annual Optimist International Conventions

Rationale: The Convention Committee and staff were charged with recommending sites for the Convention to be held in Canada in 2016 and 2018. To that end, the 2012-13 Convention Chairperson and Director of Meeting Services visited five sites in Canada: Calgary; Montreal; Ottawa; Quebec City; and Toronto. The trips were funded by the Canadian Tourism Commission. There were no airline, hotel or meal costs for Optimist International. All five cities were eager to host our convention and all made formal "bids" to Optimist International. All five cities would make good convention sites. The most interesting aspect of the five visits was that in four of the cities FREE convention center space was offered that was NOT tied to minimum hotel room bookings. (In the fifth city, Calgary, there was a significant reduction in normal Convention Center rates.) This is very important to our organization in that no matter how many rooms we use at these two conventions there will be no hotel costs to make up. We are not sure how long these offers will last and recommend that the Board, if we are going to Canada in 2016 and 2018, sign contracts as soon as possible for two of the sites.

The two sites that we recommend are Quebec City in 2016 and Ottawa in 2018. Following are some of the reasons for our recommendations:

1. Both have beautiful, world class, relatively new Convention Centers that will be given to us at no charge for space. There are some AV charges and some minimal food and beverage charges, which staff assures us we can easily meet, even if convention attendance goes down in the future.
2. Both have very nice hotels very close to the convention centers (some attached) that will offer options in pricing to our delegates with no minimum booking required! In Quebec City the Hilton and Delta Hotels are attached with very short underground access. Current prices have been quoted from \$125 to \$199. Hotel room rates will be further negotiated with the hotels when the year is confirmed. Both cities offer University rooms nearby from \$59 to \$105.
3. Airline costs are hard to estimate for 2016 and 2018, but both cities have current rates that compare with flying to Montreal and Toronto. (\$500 to \$600 round trip out of the Midwest) Both have direct flights from several U.S. and Canadian cities. Both have nice airports and ground transportation to the hotels is very reasonable. Many of our delegates want to drive and some want fly/drive combos. Staff can help to create the least expensive way to do this. Reasonable parking rates are offered by most hotels. Passports are now required to enter Canada by driving or flying, but this is something our Canadian members have been doing to get to the U.S. for over five years.
4. Quebec City and Ottawa are the two safest cities of the five visited.
5. These two cities are easily accessible by a majority of our Canadian members. Approximately 20% of our Optimist members are from Canada - of that, there are approximately 10,000 members in Quebec and almost 7,000 in the rest of Canada, with a significant number of those from Ontario. There are also a significant number of U.S. members living in the upper Midwest and within reasonable driving range of both sites.
6. There has never been an Optimist Convention in either City. Multiple conventions have been held in Montreal and Toronto. Calgary is a beautiful site but there are some costs to the Convention Center and it is not drivable by most of our Canadian or U.S. members.
7. Both cities are very unique in that they are fantastic tourist locations, but are small enough to very much appreciate our size convention.
8. Quebec City is the site of the only fortified city walls that still exist in the Americas, north of Mexico and this "Historic District of Old Quebec" was declared a World Heritage Site by UNESCO in 1985. It is one of only two World Heritage Sites that currently have people living and doing business in the designated site. It is easily walkable from all the hotels that our members would use and contains dozens of restaurants and historic sites. Close to half of the buildings in the Historic District were built before 1850. The European history of the location of the city can be traced to 1535. Quebec City recently celebrated its 400th anniversary. The city contains much French and British history and several of the most historic battle sites in North America are still preserved. Most of the hotels and many of the restaurants offer beautiful views of the famous Chateau Frontenac Hotel and the St. Lawrence River. The Director of the Convention Center gave us an idea that might work for our delegates very well. The idea (that he has implemented before and would administer for us) is to include coupons in our registration packets worth \$50 that would be good at many restaurants in Quebec City. The cost of each coupon to us would be \$30. However, by planning in advance, we could get sponsors to the coupon backs that would offset our costs.
9. Ottawa is the Capital of Canada and as such contains a great deal of Canadian heritage and many historic sites. A few of the sites our delegates would enjoy are: Parliament Hill, seat of Canada's

national government and featuring the Changing of the Guard ceremony; Rideau Hall, the stately home and gardens of the Governor General; The Supreme Court of Canada; The Rideau Canal, Ontario's first UNESCO World Heritage Site, which winds its way through the city and past the Convention Center and past many of the hotels and restaurants; the Laurier House, home of two of Canada's most renowned Prime Ministers; Aboriginal Experiences, a dramatic and moving showcase on Victoria Island, located in the middle of the Ottawa River; the National Gallery of Canada, featuring the country's national art collection; the Canadian Museum of Civilization, housing the world's largest indoor collection of totem poles in the huge, beautiful Grand Hall; the Canadian Museum of Nature; the Canadian War Museum; and the Royal Canadian Mint, where you can hold a gold bar in your hands. Ottawa would put us on signage throughout the city and would offer discounts in restaurants and shops for anyone showing their convention badge.

10. Both cities are fantastic convention sites. Our logic on recommending Quebec City in 2016 and Ottawa in 2018 is that the best dates are available to us in 2016 (Thursday-Saturday, June 30 to July 2) and not in 2018 (Thursday-Saturday, June 21 to June 23). The people in Ottawa also seemed to us to be very comfortable with us booking in 2018 (Thursday-Saturday, July 5-7 or June 28-30 second option).

Motions adopted

Jernigan/Phillips

That the Board approve Quebec City, Quebec Canada as the location for the 2016 annual Convention.

That the Board approve Ottawa, Ontario Canada as the location for the 2018 annual Convention.

On behalf of the Board of Directors Marlene Phillips thanked Chair Charles Wiles for the report.

AD HOC OI REPRESENTATIVES TO DISTRICTS

The report of the Ad Hoc OI Representatives to Districts Committee was presented to the Board of Directors by Committee Chair Paul Lucas.

OI Representative Program Options for Board Consideration

Background: Despite revisions to the OI Representatives program last year, there is still a great deal of concern as to whether the program is effective and the best use of our financial resources. Last year, the OI Board took actions including changing the name from the President's Representative to Optimist International Representative, clearly outlining expectations, and implemented a selection process that included both the President & President-Elect. A mandatory training session was put into place and a selection process defined. District Convention attendees were asked to evaluate the OI Representatives via a survey - to which there was little response. Based on reports submitted by Reps, attendance at the District meetings in most cases is very low and many times the OI Representative is not utilized to help conduct or assist with any training for the current or incoming administration. The Ad-Hoc Committee reviewed the work completed by a similar Ad-Hoc Committee last year, and looked at options for the program. Versus making one recommendation, the committee has decided the following options were in order, and is presenting them to the OI Board for review and consideration:

Option A: Revise the program to require certain criteria be achieved for the expense

1. The OI Rep should be able to train Club President-Elects and/or Lt. Governors-Elect and incoming District Chairs/Committees.
2. If the Rep is not allowed to train the President-Elects, there must be time allotted on the agenda for the OI Representative to address the Presidents-Elect in some type of forum.
3. There should be time allotted on the agenda for the OI Rep to address all the attendees.
4. The OI Rep should know where the District stands growth-wise and meet with the incoming Governor about their goals for the upcoming year.
5. The Rep will interview the newly-elected Governor-Elect and install the incoming officers.
6. The OI Rep would be required to attend the OI Rep training session at the OI Convention to be eligible for assignment.
7. The other changes implemented last year (such as the President & President-Elect jointly choosing the OI Representatives and assign them to districts), would remain policy.

Option B: Revise the program to no longer require that each District receive an OI Representative

This option assumes acceptance of Option A. In addition to the provisions outlined therein, the OI Representative would only be sent to Districts that requested one, and/or ones which the President & President-Elect concur that sending a representative would be cost effective. The President and President-Elect would continue to jointly choose whom they felt the most appropriate person to fill the District's needs.

Option C: Use a 100 hour Training Formula

This option also assumes acceptance of Option A but would include the requirement that in order to be eligible to have an OI Representative visit the District, a 100 hour formula would be used to justify the visit. A form would be developed to track attendance at each session (i.e. a minimum of 100 hours with Officers-Elect and 100 hours with Convention attendees) and submitted to OI. If a District would fail to meet one or both of the 100 hour requirements, the District would be billed the travel cost for the OI Rep. The President and President-Elect would make the final decision on a case-by-case basis.

Option D: Cancel the program

This option assumes Option A, Option B, and Option C are not accepted by the Board. The OI Representative program would be cancelled entirely. Funds currently allocated to this program could be allocated for Certified International Trainers and Certified Club Builders to go into Districts and train, build new clubs, etc.

Motion adopted

Huxley/Plater

That the Optimist International Board of Directors adopt Option A above regarding the OI Representatives program.

Motion adopted

Jernigan/Plater

That the Optimist International Board of Directors adopt Option B above regarding the OI Representatives program

Motion failed

Lucas/Jernigan

That the Optimist International Board of Directors adopt Option C above regarding the OI Representatives program

Motion adopted

Phillips/Goldman

That Governors and Governors-Elect be directed by the International President to work with any International Representative to develop the agenda for their meeting.

Training for the Representatives

Rationale: If Option A is approved, it is the belief of the committee that adequate training would remain critical to this program, and continues to most effectively be conducted at the International Convention. Training was held last year and the Ad Hoc Committee believes that the agenda needs revision to ensure the objectives of the program are properly outlined. A revised tentative agenda for the training is attached. Further, it is noted that both the Governors and Governors-Elect would need to be trained on the requirements of this program. In 2012, these positions were not included in the training session due to time constraints and an effort to provide more detailed training regarding expectations to the OI Representatives. Either they would need to be included in the training session or have the program requirements included in their respective sessions at the OI Convention.

Motion adopted

Lucas/Phillips

That the Optimist International Board of Directors approves a training session using the suggested agenda for OI Representatives to be held in conjunction with the annual Convention and those Representatives that have been chosen to serve as a Representative must attend. (Budget Impact: \$300 FY 2012-2013)

Evaluation of the Representative

Rationale: Unless Option D is chosen, the Ad-Hoc Optimist International Representative Committee determined that most District Convention attendees do not understand what the role of the OI Representative should be at the District Convention and do not necessarily spend much time in the planning and post-Convention activities that the OI Rep is involved with and, therefore, do not have the information to adequately evaluate the OI Representative. The Committee believes that it would be better to have the Governor, Governor-Elect, the Leadership Development Chair and the District Secretary-Treasurer evaluate the OI Representative in order to obtain a more realistic evaluation of the performance of the Representative.

Motion adopted

Lucas/Jernigan

That the Optimist International Board of Directors approves that the evaluation of the OI Representative be done by the Governor, Governor-Elect, District Leadership Development Chair and the District Secretary-Treasurer and submitted to Optimist International.

On behalf of the Board of Directors Jack Creswell thanked Chair Paul Lucas for the report.

The meeting recessed at 4:20 p.m. and reconvened at 4:27 p.m.

ACTIVITIES COMMITTEE REPORT

The report of the Activities Committee was presented to the Board of Directors by Committee Chair Mirosław Kuderewko via Skype.

Scholarship Topics for the 2013-2014 Essay, Oratorical And CCDHH Contests

Rationale: Topics for these contests should be thought provoking and challenging, making contestants think outside their comfort zone. The JOOI Board of Directors' input was sought and the topics chosen were a result of their suggestions.

Motion adopted

Jernigan/Phillips

That the Board of Directors approve "How Dreams Lead to Success" / "Comment les rêves mènent-ils au succès" as the Essay topic and "How My Passions Impact the World" / "Comment mes passions ont-elles une incidence sur le monde" as the Oratorical and CCDHH topic for the 2013-2014 year.

Incentive for Submission of President's Pride Report

Rationale: The Activities Committee is aware of the critical need for the information gleaned from Club submission of the President's Pride Report. While the Committee is very pleased with the 50% return rate for the 2011-2012 reports, they are aware of the Board of Directors' desire for the ideal 100% return rate. As Clubs are more likely to submit the report when it is tied to the Recognition Program, the Committee discussed other ways to encourage Clubs to submit the report. The Committee would like to institute a trial program of a small but significant random drawing for a \$100 check from Optimist International to five Clubs for the next three years for submitting their President's Pride Report by the September 30 deadline.

Motion adopted as amend

Goldman/Jernigan

That the Board of Directors approve funding for an incentive for Clubs **not achieving Honor or Distinguished** to submit their President's Pride Report. (Budget Impact: FYs 2012-2013, 2013-2014, 2014-2015; \$500 per year)

Endorsed Organizations

Rationale: The following currently endorsed organizations have fulfilled the requirements and request renewal of their endorsed status for the 2012-2013 Optimist year.

Motion adopted

Jernigan/Lucas

That the Optimist International Board of Directors renews endorsed status at the Bronze level for the following organizations: Children's Organ Transplant Association (COTA), Hugh O'Brian Youth Leadership (HOBY) and the United Services Organizations (USO).

Policy I-137; Application for International Program Status

Rationale: Board Policy I-137 and the Application for International Program Status should be revised as there is no longer a required District CPA program since Clubs will now submit CPA entries

directly to Optimist International. The application will be revised to allow CPA projects that were submitted as District CPAs prior to 2011 and those submitted to the International office following the 2011 year to be considered. Also, a notation that a program may qualify for the “Optimist Seal of Approval” designation if it does not qualify for International Program status will be added.

Motion adopted

Phillips/Goldman

That the Board of Directors adopt the proposed revisions to the Application for International Program Status in Policy I-137 as presented.

On behalf of the Board of Directors no one thanked Chair Miroslaw Kuderewko for the report.

AD HOC CCC ADVISORY COMMITTEE REPORT

The report of the Ad Hoc CCC Advisory Committee was presented to the Board of Directors by Committee Chair Mike Goldman.

CCC Advisory Councils Policy

Rationale: One aspect of the Childhood Cancer Campaign was to generate and distribute funds for “matching grant” opportunities for Clubs and research. During the 2005-2006 year, the Activities Committee was asked to develop a method for submitting for funds and a panel that would be responsible for making the decision where the funds would be allocated. The composition and functions of the Childhood Cancer Campaign (CCC) Advisory Councils were approved by the Optimist International Board of Directors in December 2005, but were not made into a Board policy at that time. The Canadian Panel began operation immediately, while the United States Panel began operation after the completion of the initial Johns Hopkins commitment. Both Panels have been very successful in their efforts to award matching grants to Optimist Clubs and Districts conducting CCC projects, but a question was raised in regards to the responsibilities of the Panels in the selection of childhood cancer research commitments for the organization. In July 2012, the Board of Directors charged the Activities Committee with coordinating with the United States and Canadian CCC Advisory Councils to develop an International Board policy defining the structure and operation of the Councils. The chief function of the Councils is to administer the CCC matching grants and advise the Activities Committee, who will in turn advise the Board of Directors on how to allocate dedicated research funds for childhood cancer.

Motion adopted

Goldman/Huxley

That the Board of Directors adopts the Childhood Cancer Campaign Advisory Councils Board Policy I-139 as shown below:

Childhood Cancer Campaign Advisory Councils

I-139

Mission: Optimist International shall be the leading force to rid the world of childhood cancer.

Purpose: There will two CCC Advisory Councils: one for the United States and Caribbean and one for Canada. Each Advisory Council would be responsible for the determining the

distribution of matching grant funds to applying Clubs, and advising on the distribution of research grants to pediatric oncology research institutions.

Staff Liaison: Director of the Childhood Cancer Campaign. Advisory Councils actions will be included in the Activities Committee reports to the Optimist International Board of Directors.
Member Recruitment: Two appointees for each council will be recommended annually by the International Activities Committee and the Director of the Childhood Cancer Campaign to the International President-Elect. Referrals from District Governors and Governor-Elects will be sought. Advisory Council members and Chair appointments will be made by the Optimist International President-Elect for each of the respective councils.

Council Composition: Each council will be a six-member council of active Optimists Members with one Member as the Chair.

Terms of Service: Two members of each council will serve a three - year term, two members of each council will serve a two - year term and two members of each council will serve a one (1) one – year term.

Member eligibility: At the time of the appointment, appointees may not be a 1) District officer or District officer designate; 2) An International Vice President or Vice President-Elect; 3) a member of the Optimist International Foundation , a member of the Canadian Children’s Foundation, or a member of the Optimist International Board of Directors; 4) a Board Director-Elect or President-Elect of any of the three Boards; or 5) a District Foundation Rep or DFR-Designate. The eligibility criterion was established in order to eliminate potential conflicts of interest and maximize the autonomy of the councils.

Time Commitment: Participation in quarterly and as is necessary teleconference calls (could be lengthy); responding to periodic email updates and reviewing matching grant applications.

Member Termination and Replacement: In order to have a working Council to effectively respond to the needs of Optimist Clubs, it is necessary to have the full participation of all appointed Members. If a Council Member misses one conference call and fails to respond to e-mails, then the Optimist staff liaison will be responsible for recommending to the International President that the member should be replaced as quickly as possible. The Member will be notified by the International President in a letter. The International President will be asked to recommend a new appointee to the Council to serve out the remainder of the term.

Funding Formulas:

For the CCC monies, the funding will be determined on an annual basis. The Program costs absorbed by Optimist International for the previous year plus 5% of the unrestricted funds will be given to Optimist International as reimbursement and administrative costs for the matching grants. The balance will be divided equally with 50% designated for matching grants and 50% for research being available for distribution. The Advisory Councils will determine if research funding will be recommended to the Board annually or wait until the fund grows to a

predetermined amount before distribution is made. The matching grants funds are to be distributed annually.

If there is a surplus of matching grant funds available at the end of the fiscal year, those funds will be allocated to childhood cancer research. The CCC Advisory Councils will be responsible for advising the International Activities Committee, who will report to the Board of Directors on what research institution should receive the funds. Upon approval by the Board of Directors, the Staff Liaison will notify the respective Foundations of the funds disbursement request.

CCC Endowment Terms

Rationale: The Canadian matching grants program is funded through incoming Member contributions, which vary annually and the 4% interest earned by the Canadian CCC endowment. The Canadian matching grant program has been very successful and annually awards up to \$20,000-\$30,000 to Clubs and Districts. Grants of up to \$3000 per project are available and there is no cap on the total amount that can be awarded by the Panel during an Optimist year. This has led to concerns that monies may not be in place to fund awarded grants or that the deserving and worthwhile projects may not be able to receive a grant due to limited funds. While this has not been an issue yet, the probability increases as the matching grants program continues to grow in popularity and is more heavily promoted through presentations by District Chairs and the various Optimist publications. The Canadian CCC Advisory Council and District CCC Chairs have expressed an interest in making a research commitment similar to the US Johns Hopkins pledge. The original intent of the Childhood Cancer Campaign was to fund matching grants for Clubs and to fund research to find a cure for childhood cancer. Even if funds are available for matching grants, the restrictions on the endowment limit the opportunities that can be pursued in regards to research within Canada. In order to run a successful International program, Optimist Members should be provided the same opportunities to “provide the care and find the cure” for childhood cancer within the United States and Canada. Funds should be guaranteed to be available to allow the Canadian contingent of Optimists both the opportunity to receive matching grants for their CCC projects and to make a contribution to childhood cancer research being done in Canada.

Motion adopted

Goldman/Jernigan

That the Board of Directors approve changing the terms of the Canadian CCC endowment to allow a 3.5% spending rate on an annual basis, if needed above and beyond the return from the endowment as allowed by Canadian law.

NEW CLUB BUILDING-TRADITIONAL COMMITTEE REPORT

The report of the New Club Building-Traditional Committee was presented to the Board of Directors by Committee Chair Jann Van Dreser via Skype.

New Club Building Handbook

Motion adopted

Phillips/Plater

That once the New Club Building Handbook is revised and approved by the New Club Building Committee, it be translated and posted on the web site.

15 Member Clubs - Policies I-52 and IC-51 Revisions

Rationale: With the change in Optimist International Bylaws at their Convention held in July, 2012 making the former "Pilot Club" program permanent we request two policies be changed to reflect the Bylaw change. Policies affected are I-52 and IC-51.

Motions adopted

Lucas/Goldman

That the Board of Directors revise Policy I-52 as follows:

Organization Meetings-Requirements for Attendance

I-52

Recommended Policy – I-52: Not less than 60% of the minimum number of eCharter mMembers required to organize, signed and paid, must attend the eOrganizational mMeeting in its entirety before the club may be declared officially organized. ~~(For the 15 member Pilot Program, nine charter members are required.)~~

That the Board of Directors revise Policy IC-51 as follows:

Charter Members – Definition of

IC-51

The eCharterm mMembership of a new club applying for affiliation with Optimist International shall consist of those individuals who appear and who have established bona fide membership and submit proper forms, fees, and dues as required by the new club's bylaws, at the new club's official eOrganizational mMeeting.

Those individuals seeking eCharter mMembership, who for good and legitimate reason, cannot be present at the official eOrganizational mMeeting, may become eCharter mMembers by complying with all requirements and submitting the required membership fees, and form in writing to the fField fRepresentative in time to be included on the club's eCharter fRoster. The eCharter fRoster shall close on the 15th day following the formal eOrganizational mMeeting date.

The new Club must have at least ~~25~~ 15 fully paid Charter Members. The first ~~25~~ 15 Members shall not be current Members of any Optimist Club. Existing Optimist Members may join the New Club, only after the Club has achieved the minimum Membership of ~~25~~ 15.

~~For International Clubs that require a minimum Charter Membership of 15, the first 15 Members shall not be current Members of any Optimist Club. Existing Optimist Members are encouraged to join the New Club after the Club has achieved the minimum Membership of 15.~~

(Motion adopted to allow the policy to be automatically adjusted should the number of charter members be changed - Dec 1991)

(Note for Pilot 15 Member Clubs only—The Charter roster for a Pilot club shall close in 90 days or September 30, whichever comes first, following the formal organizational meeting date.

Field Representatives & Certified Club Builders – Renewal of Listing

Rationale: The current lists of Optimist International’s Field Representatives and Certified Club Builders has not been reviewed or culled for several years. As a result there are a number of members on each list, who either do not wish to remain or are not performing the expected duties.

Motion adopted

Lucas/Jernigan

That the Board of Directors approve of the letter and form developed by members of both the New Club Building Traditional and New Club Building Non-Traditional Committees to be sent via U.S. Mail to all Field Representatives and Certified Club Builders.
(Budget Impact Fiscal Year 2012-2013: Minimal)

Motion adopted as amended

Lucas/Goldman

That the Board of Directors approve the removal of Field Representative and Certified Club Builders who either request removal or fail to respond by March 31, 2013 **and with appropriate follow up by staff.**

On behalf of the Board of Directors J.C. St-Onge thanked Chair Jann Van Dreser for the report.

PILOT PROGRAM FOR INDIVIDUAL MEMBERSHIP

Motion adopted

Jernigan/Huxley

To instruct the International Governance Committee to draft a proposal for a pilot program for individual membership in Optimist International until September 30, 2013.

SEPTEMBER BOARD OF DIRECTORS MEETING

Rationale from Board Member Rick Quinlan: To provide for improved Board continuity and transition there should be a final Board meeting planned for the last month of each Optimist year. This meeting would be for all current and newly elected Board members. In addition to normal board business this meeting would also include the annual review of the OI Strategic Plan.

Budget impact: (2012-2013: \$9,000 and beyond)

Motion failed

Quinlan/Goldman

That the Board of Directors direct the International Governance Committee to present the following draft amendment to the Board of Directors at its February 2013 meeting to present to the delegates at the July 2013 International Convention:

Proposed Revision

Bylaws Article V. International Board of Directors

Section 2. Meetings. The Board of Directors shall meet at such times and places as may be determined by action of the Board of Directors, by call of the President or by written request of four members of the Board of Directors provided that there shall be at least ~~three~~ **four** meetings each year (**with one meeting held in the last month of the fiscal year**). A written notice of the time and place of all meetings of the Board of Directors shall be communicated to each member of the Board of Directors by the secretary-treasurer, not less than ten days prior to said meeting. Any or all Directors may participate in a meeting by, or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Motion adopted

Lucas/Phillips

That there will be a Board meeting in September 2013, including the three newly elected board members. (Budget Impact: FY 2012-2013 \$12,600)

BOARD DIRECTOR-AT-LARGE TERM RESTRICTION

Rationale from Board Member Rick Quinlan: Regular turn over in board membership is healthy for any organization. New members bring new views, new ideas, and a new energy to the board. Our organization would be best served by having a constantly evolving board of directors ensuring a balance of fresh perspective and experience.

Motion failed

Quinlan/Goldman

That the Board of Directors direct the International Governance Committee to present the following draft amendment to the Board of Directors at its February 2013 meeting to present to the delegates at the July 2013 International Convention:

Proposal

Bylaws Article IV, International Conventions and Elections

Section 2. Elections

A. Elections for the Board of Directors

3. Members-At-Large. There shall be six Members-At-Large on the Board of Directors. At each annual convention, two Members-At-Large shall be elected to serve a term of three years as a Director. To be eligible for the position of Member-At-Large, a person must have served all of a term as a District Governor **and must have not served as a Board Director-at-Large for at least one full three year term of prior service. A Director-at-Large shall not serve more than 3 full terms.** Any person desiring to be placed in nomination for a Member-At-large position must file an intent to run by February 1 of the year the election is to occur. The Candidate Qualifications Committee shall submit for nomination the names of those persons who have submitted an intent to run (assuming they meet the necessary qualifications for the office). The vote for the Member-At-Large positions shall take place at a session following the session at which nominations are announced.

AUDIT & FINANCE COMMITTEE REPORT

The report of the Audit & Finance Committee was presented to the Board of Directors by Committee Chair Bob McFadyen.

Reaffirmation of Board Fiscal Responsibility; Policy I-70

Rationale: The Committee discussed the mandate for International Committees to review their budgets prior to their first meeting each year. The Audit & Finance Committee strongly feels that all committees should adhere to the policy that was adopted by the Board of Directors and submit the "Fiscal Impact Form" as required. It was suggested that the form continue to be included in the President's "Charge Letter" each year.

Motion adopted

Goldman/Phillips

That the Board of Directors reaffirm Policy I-70 Paragraph C and the Financial Impact Form as noted in the policy below:

- C. Once the Board of Directors establishes the committees for the following year, each committee shall receive a charge letter from the President Designate and other duties as directed by the Board of Directors. Each committee shall annually adopt and/or review operating guidelines which shall include fiscal responsibility as below:

All requests which require the expenditure of funds must be accompanied by the following:

1. Statement of Purpose
2. Statement of expectations in measurable terms
3. Statement of expected time frame to implement
4. Statement of expected time frame to realize identifiable results
5. Inclusion of an instrument for measuring expectations vs. results
6. Initial cost, budget, underlying assumptions and funding schedule with pay-out time.
7. All proposed NEW programs shall be reviewed by the Executive Director and the International Audit and Finance Committee Chairman prior to approval to determine the fiscal impact.
8. That as a matter of policy, the International Board of Directors requires that all proposals with a financial impact, regardless of the source of the request, will be referred to the International Audit and Finance Committee to determine the financial impact. The Optimist International Board of Directors will not consider such proposals until it has received a report from the International Audit and Finance Committee as to the expected financial impact.

The above policy shall be submitted for reaffirmation every year at the first meeting of the Board of Directors.

Youth Programs Foundation Budget

Rationale: The Audit & Finance Committee reviewed the draft budget for the Youth Programs Foundation prepared by staff in consultation with the Junior Golf Committee. The Committee will be investigating the reasons for, and necessity of, a separate Youth Programs Foundation. A detailed report will be offered in the Committee's next report to the Board. However, as the budget for the golf program is under the purview of the Youth Programs Board, the following motion is offered:

Motion adopted

Goldman/Phillips

That the Optimist International Board of Directors provide the Youth Programs Board of Directors with the budget as presented, which includes \$10,000 from Optimist International to cover the unbudgeted shortfall.

Optimist International Fiscal Year 2012-2013 Budget

Rationale: The Audit and Finance Committee reviewed the 2012-2013 fiscal year budget and are making proposed revisions. For the purpose of enhancing the budget information provided to the Board of Directors, the budget is being presented in two formats. Please note that within the two formats, pension has been dropped "below the line." The reason for moving the pension below the line is to separate this expense from the operations budget.

Motion adopted

Plater/Goldman

That the Board of Directors approve the changes to the fiscal year 2012-2013 budget as presented.

Master Schedule of Dues And Fees

Rationale: The Committee reviewed the Master Schedule of Dues and Fees and noted that past practice has been for the committee to ask the Board of Directors to adopt the Master Schedule after the fiscal year has already started. In the future, the Committee requests that the Master Schedule of Dues and Fees be adopted at the July Board meeting prior to the fiscal year beginning the following October 1.

Motion adopted

Jernigan/Phillips

That the Board of Directors adopt the Master Schedule of Dues and Fees as presented in Exhibit E for the Fiscal Year 2012-2013 and that, in the future, the document be adopted prior to each fiscal year.

Policy I-105; Potential Conflicts Of Interest

Rationale: As requested by the auditors, the Audit & Finance Committee members read and signed the Conflicts of Interest Policy. The Committee feels the Board of Directors should revise the policy to require all International Committee Members, Vice Presidents, and Vice Presidents-Elect to sign the statement each year.

Motion adopted

Jernigan/Phillips

That the Board of Directors adopt the revisions to Policy I-105, Potential Conflicts of Interests as presented.

Reaffirmation of Financial Policies

Rationale: The Audit & Finance Committee would like the Board of Directors to note that the following policies were also reviewed and reaffirmed by the Audit & Finance Committee. As these policies are critical to the financial operations of the organization, the Committee wishes to note reaffirmation of each policy.

Motion adopted

Plater/Phillips

That the Board of Directors note the following Policies as affirmed by the Board and the Audit & Finance Committee:

- I-18; Expenses General
- I-20; Financial Review
- I-38; Authorized Persons – Access to Finances
- I-40; Authority to Adjust Club Account
- I-44; Investments of Surplus Funds
- I-47; Staff Salaries
- I-65; Products Endorsement
- I-70; Committees
- I-103; Contract Review Policy
- I-136; Youth Programs Foundation Funding
- I-126; Code of Ethics for Employees, Officers, and Staff
- ICD-10; Credit Policy
- ICD-11; Exchange Rate

Recognition Program

Motion adopted

Lucas/Phillips

That an Ad Hoc Recognition Program Committee be appointed by the President review the financial impact and other consideration of the Recognition Program and present the board with any revisions, if necessary. (President St-Onge appointed Paul Lucas as Chair, Bob McFadyen, Rick Quinlan, and Ron Huxley)

On behalf of the Board of Directors Marlene Phillips thanked Chair Bob McFadyen for the report.

FACILITATOR FOR FUTURE STRATEGIC PLANNING SESSIONS.

Motion adopted

Goldman/Jernigan

That Past International President Robert Garner be the facilitator Board Strategic Planning Session for the 2012-2013 year.

The meeting recessed at 6:08 p.m. for the evening,

Saturday, December 8, 2012

The meeting reconvened at 8:42 a.m.

ONLINE STREAMING OF MEETINGS

Motion failed

Lucas/Phillips

To resume online streaming for Board of Directors meetings.

Motion adopted

Lucas/Goldman

To continue online streaming of Convention business sessions.

VICE PRESIDENT COMMUNICATIONS

Motion adopted

Jernigan/Quinlan

That Vice President Communications Reports will be included on every Board's Consent Agenda and that the Governance Committee be charged with appropriate revisions to Board Policy I-128.

INTERNATIONAL COMMITTEE APPOINTMENTS

Motion adopted

Lucas/Goldman

That the Governance Committee be charged with reviewing Board Policy I-70 and associated bylaws to consider ways to find continuity on International Committees.

The meeting recessed at 9:40 a.m. and reconvened at 9:55 a.m.

NEW CLUB BUILDING NON-TRADITIONAL COMMITTEE REPORT

The report of the New Club Building Non-Traditional Committee was presented to the Board of Directors by Committee Chair Patsy Garner via telephone. On behalf of the Board of Directors Chris Jernigan thanked Chair Patsy Garner for the report.

The meeting recessed at 10:10 a.m., reconvened into executive session at 10:55 a.m., then reconvened into regular session at 11:20 a.m.

CLUB REVOCATION AND FIELD REPRESENTATIVE ASSIGNMENTS

Motion adopted

Goldman/Quinlan

That the Board of Directors direct the Governance Committee to review Board Policy IC-35 regarding Club Revocation and Disbandment Procedures and Policy I-56 regarding Requests for Authorized Representatives and report to the Board at its February 2013 meeting.

NUMBER OF DAYS FOR 2016 AND 2018 CONVENTIONS

Motion adopted

Phillips/Jernigan

That the International Convention Committee evaluate the number of days required for the Ottawa and Quebec International Conventions.

Motion adopted

To adjourn the meeting.

There being no further business, the meeting adjourned at 12:26 a.m. with the recitation of the Optimist Creed.

Benny Ellerbe
Executive Director/Secretary

ATTACHMENTS:

New Clubs Built in 2011-2012

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