

MINUTES

BOARD OF DIRECTORS MEETING

September 14-16, 2012

Renaissance Airport Hotel
St. Louis, Missouri

The following Members of the 2011-12 Board of Directors were in attendance for the entire meeting:

Jack Creswell	President	Reading, Pennsylvania
Danny Rodgers	Immediate Past President	Fort Worth, Texas
J.C. St-Onge	President Designate	Saint-Jerome, Quebec
David Bruns	Director	Topeka, Kansas
Jim Kondrasuk	Director	Monona, Wisconsin
Chris Jernigan	Director	Morganton, N. Carolina
Fatima Plater	Director	Detroit, Michigan
Michael Goldman	Director	Davie, Florida
Paul Lucas	Director	Odessa, Texas
Benny Ellerbe	Executive Director	St. Louis, Missouri
Excused:		
Marie-Claude Bourgeois	JOOI President	Jonquiere, Quebec
Also in attendance:		
Ron Huxley	President-Elect	Theford, Ontario
Marlene Phillips	Director-Elect	Windsor, Ontario
Rick Quinlan	Director-Elect	Bellevue, Nebraska

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, September 14, 2012

Immediate Past President Danny Rodgers called the meeting of the 2011-12 Optimist International Board of Directors to order at 7:09 p.m. with an invocation by President Jack Creswell. Benny Ellerbe was appointed parliamentarian for the meeting.

ADOPTION OF AGENDA

Motion adopted

To adopt the Agenda as presented.

AUDIT & FINANCE COMMITTEE REPORT

A written report of the Audit & Finance Committee was submitted to the Board of Directors by Committee Chair Guy Templin.

Member Benefit Group Insurance Plans

Rationale: Proposals for Group Insurance Plans (See attachment A) for Members were reviewed by the Committee. The Committee discussed membership information being given to third parties versus the need for member benefits and additional revenue streams for the organization. The proposals being offered will not include giving the companies our membership lists, as Optimist International will promote the plans in the magazine, in emails, and in special mailings.

Motion adopted to table until December 2012 Goldman/Lucas

That the Board of Directors instruct the Audit & Finance Committee and staff to begin the promotion of the proposed Member Group Insurance Plans with Liberty Mutual for U.S. Members and Intact for Canadian Members.

PENSION TRUSTEES REPORT

A report of the Pension Trustees was submitted to the Board of Directors by Chair Jim Kondrasuk.

Optimist International Defined Benefit Pension Plan

Rationale: The Optimist International Pension Trustees recommend closing out the pension plan to end the unfunded liability of Optimist International. To facilitate a close out of the pension plan, the Pension Trustees voted to liquid pension investments to lock-in market gains and to place the funds in a money market type investment. The Pension Trustees also voted to name the current Pension Plan Consultant & Financial Advisor as the Advisor of Record. A 60-90 day turnaround time is anticipated to receive the actual bid from the insurance company, with the final close out of the plan being completed as early as December 31, 2012. Because the potential shortfall could be up to \$800,000, the Pension Trustees recommend that the Board of Directors authorize borrowing up to that amount--with up to \$500,000 being borrowed from the Optimist International Foundation and/or the Canadian Children's Optimist Foundation.

Motion adopted

Creswell/Bruns

That the Board of Directors authorize borrowing up to \$800,000 to fully payout the Optimist International defined benefit pension plan, with all liability being assumed by an insurance company; up to \$500,000 of the \$800,000 is to be borrowed from the OIF and/or CCOF at terms acceptable to Optimist International.

ACTIVITIES COMMITTEE REPORT

A written report and an addendum of the Activities Committee was submitted to the Board of Directors by Committee Chair Barb Scirto-Sullivan.

CCC Advisory Councils

Rationale: In light of recent information received on Canadian law, the 2011-2012 Activities Committee requested the following motion:

Motion adopted as amended

Bruns/Jernigan

That the Board of Directors table the three motions in the original Activities Committee September 2012 report. Furthermore, that ~~an a Board~~ **a Board** Ad Hoc committee be appointed ~~comprised of US and Canadian Optimists knowledgeable of tax laws in their respective countries, and US and Canadian Optimists knowledgeable of the history of the Childhood Cancer Program,~~ and report to the Board at the December 2012 meeting. (The following were appointed by President Designate J.C. St. Onge: Michael Goldman as Chair, Barb Scirto-Sullivan, Mirosław Kuderewko, US Advisory Council Member Mike Weston, CN Advisory Council Member Keivin Wallace, and Interim CCOF Executive Director Jacques Pelland)

Canadian Matching Grants

Motion adopted

Goldman/Jernigan

That matching grants can be up to 3,000\$ in Canada.

CANDIDATE QUALIFICATIONS COMMITTEE REPORT

The written report of the Candidate Qualifications Committee was submitted to the Board of Directors by Committee Chair Michel Listenberger.

Presidential Candidate Interview Process

Rationale: As requested by the Board of Directors at its March 2012 meeting, the Candidate Qualifications Committee provided an informational report at the July 11, 2012 providing input and guidance regarding a future suggested candidate selection process. The Board then requested that the Candidate Qualifications Committee develop a process for interviewing International President Candidates prior to nominations and elections at the International Conventions and report to this September meeting. The Committee reviewed its Operational Guidelines (Board Policy I-130) and offers the proposed revisions to accommodate the Board's request for interviews. The Committee also noted further revisions to the policy to provide for recent mandates by the Board, i.e. background checks for officer nominees, meeting dates for the committee to accomplish its goals, and other minor housekeeping revisions. The Committee also made note of the bylaws mandate that they shall nominate at least one candidate for each elective office, so therefore included a statement in the policy that they may nominate two individuals for any elective office.

Motion adopted

Plater/Goldman

Against: Plater

That the Board of Directors adopt the revisions to Board Policy I-130 as attached to these minutes.

ONLINE VOTING

Board Director Jim Kondrasuk addressed the Board of Directors regarding Online Voting.

Pursuit of Online Voting Initiative

Motion adopted as amended

Lucas/Kondrasuk

That the Board of Directors direct the 2012-2013 Governance Committee to consider online voting options and procedures to be presented to the Board of Directors at its February 2013 meeting for possible presentation to delegates at the July 2013 Convention to be effective October 1, 2015 ~~2014~~.

Pursuit of Online Elections

Motion adopted

Lucas/Jernigan

That the Board of Directors direct the 2012-2013 Governance Committee to present procedures (including Bylaws amendments, if necessary) for online elections for Vice Presidents-Elect, Board Directors-at-Large -Elect, and the President-Elect to be presented to the Board of Directors at its February 2013 meeting for possible presentation to delegates at the July 2013 Convention to be effective October 1, 2014 (with the first online election held prior to the July 2015 Convention).

Pursuit of Member vs. Club Voting

Motion failed

Jernigan/Goldman

For: four; Against: five

That the Board of Directors direct the 2012-2013 Governance Committee to present Bylaws amendments for officer election voting by individual members (instead of Club voting strengths) to the Board of Directors at their February 2013 meeting for possible presentation to delegates at the July 2013 Convention to be effective October 1, 2014.

OPTIMIST INTERNATIONAL CANADA LOGO ISSUE

Board Member Jim Kondrasuk presented the Board with the following proposal:

Canadian Website and Logo on OptiPromo

Rationale: It has come to the attention of this Board Member by Board Director-Elect Marlene Phillips, and several other volunteers and staff that the Optimist International Canada website has an unauthorized logo on the cover page. OptiPromo is also listing this unauthorized logo on its site as a logo to put on products. Uses of this logo are attached to this report. It needs to be noted that there are only four legal organizations, Optimist International, Optimist International Foundation, Canadian Children's Optimist Foundation and the Youth Foundation. Optimist International Canada does not legally exist. Executive Director Benny Ellerbe and Associate Executive Director Dennis Osterwisch have both notified the staff at the Canadian Service Centre that this logo must be removed from the website as the International Board of Directors has not approved this logo. In addition, the Club

Roster Adjustment invoices generated by the Optimist Leaders website for clubs in Canada ask that checks be made payable to Optimist International Canada.

Motion adopted

Goldman/Plater

That the Board of Directors requires and mandates all references to Optimist International Canada in script and by logo, in all locations both our own and with our licensed suppliers be replaced with Optimist International, Montreal Office (or Canadian Service Centre), or removed entirely.

JOHNS HOPKINS DONATION

Motion adopted

Creswell/Bruns

That Optimist International will forward \$32,000 to Johns Hopkins toward the pledge of \$500,000 over five years to fund the Optimist International Cure Childhood Cancer Campaign as adopted by the Board in December 2011.

IPADS FOR THE BOARD OF DIRECTORS

Motion adopted

St-Onge/Goldman

That each of the Board of Directors receive an iPad.

Motion adopted

Jernigan/Plater

Abstained: Kondrasuk, Bruns, Rodgers

That the three outgoing Board Members also receive an iPad.
(Total Budget Impact: Fiscal Year 2012-3013; \$8700)

The meeting recessed at 8:56 p.m. and reconvened at 9:15 p.m. in executive session and recessed at 11:00 p.m.

Saturday, September 15, 2012

A Strategic Planning Session was held beginning at 8:30 a.m.

The Strategic Planning Session recessed at 5:30 p.m. for dinner and reconvened at 7:45 p.m. with continued Strategic Planning.

REVIEW OF EXECUTIVE DIRECTOR

Motion adopted

Lucas/Golding

That the Board of Directors approve the review of the Executive Director held in executive session and that the review be placed in his personnel employment file.

The meeting recessed for the evening at 9:00 p.m.

Sunday, September 16, 2012

The meeting reconvened at 8:30 a.m. with the Strategic Planning Session.

Board meeting reconvened at 10:18 a.m.

AD HOC COMMITTEE TO CONSIDER PERSONNEL AND LEGAL MATTERS

Motion adopted

Kondrasuk/Lucas

That the Board of Directors will form an Ad Hoc Committee to consider personnel and legal matters. (As appointed by President Designate J.C. St-Onge, the Ad Hoc Committee comprised of: Paul Lucas as Chair, Jim Kondrasuk, and David Bruns)

BOARD OF DIRECTOR'S STRATEGIC PLAN

Creation of Strategic Plan

Motion adopted

Jernigan/Kondrasuk

That the Strategic Goals and related objectives be adopted as the Board of Director's initial Strategic Plan. *Please note: A first draft document will be attached to the December 2012 Board of Directors meeting minutes.*

Ad Hoc Committees Assigned to Strategic Goals

Motion adopted

Jernigan/Lucas

That the three Ad Hoc Committees comprised of the current and next year's Board Members continue to work assigned Goals and Objectives, with Danny Rodgers as Project Manager of the Plan.

AD HOC COMMITTEE TO STUDY OPTIMIST INTERNATIONAL REPRESENTATIVES TO DISTRICTS

Motion adopted

Jernigan/Kondrasuk

That an Ad Hoc Committee be appointed to evaluate the viability of Optimist International Representatives to Districts and report at December meeting. (As appointed by President Designate J.C. St-Onge, the Ad Hoc Committee comprised of: Paul Lucas as Chair, Mike Goldman, and Rick Quinlan)

Motion adopted

To adjourn the meeting.

There being no further business, the meeting adjourned at 10:50 a.m. with the recitation of the Optimist Creed.

Benny Ellerbe
Executive Director/Secretary

**Attachment
Board Policy I-130**

ATTACHMENT - POLICY I-130; CQ COMMITTEE OPERATIONAL GUIDELINES

**CANDIDATE QUALIFICATIONS COMMITTEE
OPERATIONAL GUIDELINES**

I. DEFINITION

The Candidate Qualifications Committee is a "Convention Business Committee." Unlike other convention business committees; however, the CQ Committee maintains year-round continuity.

II. PURPOSE

The purpose of the CQ Committee is set forth in ARTICLE V, Section 6, Paragraph B 2(d) of the Optimist International Bylaws. It provides that: "The Candidate Qualifications Committee shall seek and receive the names and qualifications of prospective candidates for elective office in Optimist International. It may consider prospective candidates on its own motion. During the convention this Committee shall nominate at least one candidate for each elective office." **In addition to these policies the Candidate Qualifications committee must comply with other Policies such as "Background" checks of potential nominees.**

III. COMPOSITION

ARTICLE V, Section 6, Paragraph C 2(c) of the Optimist International Bylaws, states: "The Candidate Qualifications Committee shall consist of three appointed members who shall be appointed to terms of three years each, and the four most immediate and available Past Presidents (beginning one year after having served on the International Board of Directors). Each year the President shall appoint one member to a three-year term, but no appointed member shall be eligible to serve consecutive full terms. Any vacancy to one of these appointments shall be reappointed by the International President that made the original appointment. No member of the Board of Directors shall be eligible to serve on this committee."

IV. CHAIRMAN

ARTICLE V, Section 6C1. Except as otherwise stated in these Bylaws, the authority to appoint members and designate the chairman of each committee and fill any vacancy shall be vested in the President.

V. MEETINGS

The Committee shall meet at the discretion of the Chairman, between the first and second board meeting and shall be subject to the Board of Directors approved budget for the current operating year. Any meeting scheduled which will cause the budget to be exceeded must be

Attachment
Board Policy I-130

pre-approved by the Board of Directors. The Chair of the International Candidate Qualifications Committee will report to the International Board of Directors.

VI. RESPONSIBILITY OF CHAIRMAN

- 6.1 It shall be the responsibility of the Chairman to notify the Committee Members of all meetings. The Chairman, working with Staff, shall arrange for hotel accommodations for the Committee. The Chairman shall submit a written agenda to all members well in advance of a meeting, thus allowing the members an opportunity to contribute ideas to the development of that agenda prior to the meeting.
- 6.2 The Chairman shall review with the Committee members at each meeting copies of all correspondence which he receives. The Chairman shall forward, or cause to be forwarded, as soon as possible after receipt, all correspondence, favorable or unfavorable, regarding a potential candidate for any Optimist International elective office.
- 6.3 The Chairman shall receive all correspondence relating to self nominations to the International Board of Directors. **This information will be shared only with the Candidate Qualifications Committee and will remain confidential.** A final list of candidates for the Board of Directors will be included in the committee's report to the Board of Directors.
- 6.4 The Chairman shall mail a list of the most recent rotating committee members, showing the appointments for the next three years, to each member of the Committee prior to the first meeting of the year.
- 6.5 Prior to the close of the last meeting of the Committee each year, the Chairman shall appoint the present first year "at large" member of the Committee as the Recording Secretary to serve the following year.
- 6.6 The Chairman shall:
 - a. Report all nominees to the assembled Board of Directors of Optimist International at the pleasure of the President of Optimist International, preferably at the first assembled meeting of the Board. The report shall be given after the nominees have accepted, and shall be given in the following order:
 - (1) President-Elect
 - (2) Vice President-Elect
 - (3) Director-At-Large
 - b. Report the list on nominees for Directors-At-Large, Vice Presidents-Elect, and President-Elect to the Executive Director prior to the deadline for publications of the April "Hotline"

**Attachment
Board Policy I-130**

- 6.7 The Chairman, prior to the first meeting of the year, shall:
- a. Obtain from the Executive Director of Optimist International copies of all reports containing information of either a complementary or derogatory nature pertaining to Optimist leaders, past or present, at the Governor's level or above, and shall share such information with the Committee members.
 - b. Place such reports in the files of those persons to whom they pertain, and if no file exists, insure that a file shall be opened and report placed therein.
- 6.8 The Executive Assistant to the Executive Director shall be designated Administrative Assistant to the Candidate Qualifications Committee. Said Assistant shall be responsible to the Chairman and Recording Secretary of the Committee for:
- a. Computer input. All material, at the time of typing or entry in the computer, shall be dated by page.
 - b. Biographical information
 - c. Committee Minutes, with additions or corrections.
 - d. Presidential, Vice Presidential, and Director-At-Large Master Lists, with additions or deletions, and other secretarial items assigned by the Chairman or Recording Secretary.
 - e. All information relating to CQ uses be held confidential on diskette with password and easily reached by computer held in files and in control of the Chairman and acting CQ secretary.
- 6.9 Prior to the first and second meetings of the Committee, the Chairman shall consult with the President and/or the Executive Director of Optimist International concerning any items on the agenda of the Board of Directors of Optimist International for which input from the Candidate Qualifications Committee might be helpful or desired.
- 6.10 All communication from any Optimist regarding candidates for office in Optimist International shall be addressed to the committee chairman in written form.
- 6.11 Immediately following the Optimist International Convention, the Candidate Qualifications Committee Chairman Designate shall write to the current Optimist International Committee Chairmen (enclosing the Committee Member Evaluation Form [Appendix B]) requesting information concerning the performance of the members serving on said committee during the current year. The Candidate Qualifications Committee Chairman is to request a response within thirty days.
- 6.12 Prior to July 15, the Chairman of the Candidate Qualifications Committee shall write to the governor and governor-elect of each district requesting an evaluation of the Optimist International Representative to their district convention using the "Confidential Evaluation of Optimist International Representatives" in Appendix A-5. This completed form is to be

Attachment
Board Policy I-130

returned to the Candidate Qualifications Committee Chairman immediately following the district convention in the self-addressed, confidential envelope.

VII. RESPONSIBILITY OF RECORDING SECRETARY

7.1 The Recording Secretary shall be responsible for:

- a. Preparing the written Minutes of each meeting and transmitting same to the members within 45 days thereafter.
- b. Creating and updating the permanent records and files of all recommended nominees in cooperation with the Executive Director of Optimist International.
- c. Preparing revised copies of Operational Guidelines, reflecting all amendments adopted by the Committee, and sending revised copy to all the Committee members within 45 days thereafter.
- d. Indoctrinating the incoming Recording Secretary with respect to all permanent records and files maintained by the Committee prior to the close of the last meeting.

7.2 The following requirements shall govern the preparation and maintenance of Minutes for the Committee:

- a. All Minutes of this Committee shall be maintained in the permanent files for reference.
- b. All actions and principle conclusions of the Committee shall be disclosed in the Minutes.
- c. Names of all nominees who are deleted from or added to the lists of candidates shall be recorded in groups, even though each candidate is considered individually. All additions and deletions will be grouped in the Minutes.
- d. All lists of individuals contained within the Minutes shall be recorded by year served as Governor, in alphabetical order within the year and followed by the district designation.

VIII. RECORD STORAGE

The permanent files and records of the Committee shall be housed, under lock, within the Optimist International office. The Chairman, working with the Executive Director of Optimist International, shall designate a store room for these records and insure that strict conditions of security are enforced. No person, other than a member of the Committee and the Executive

Attachment Board Policy I-130

Assistant to the Executive Director, shall be authorized to have access to this locked storage files. A separate keyed file cabinet shall contain the files and records. Keys to this locked file cabinet shall be only in the possession of the Chairman, the Recording Secretary of the Committee, and the Executive Assistant to the Executive Director. They keys shall be transferred to the senior returning member and the Recording Secretary-Designate at the last meeting of the year.

IX. BIOGRAPHICAL FILES

- 9.1 The Committee shall maintain a biographical file for each potential candidate. Mere discussion of potential nominees shall not be cause for creating a file for the member discussed. Creation of these files shall be as follows:
- a. The Committee, at its meeting each year, shall review the list of Immediate Past Governors and submit a list of selected names to the Executive Director with instructions to create a biographical file on each named individual.
 - b. The Executive Director of Optimist International, upon special request from the Committee, shall create a file on any Optimist member.
 - c. The CQ Committee may create a file on its own.
 - d. All personal files shall be forwarded to the Committee Chairman for placement in permanent files of the Committee.
 - e. A file will be established for all nominees recommended by:
 - (1) A majority vote of the Committee, or
 - (2) Letters of recommendation, reviews and reports that are not acted upon favorably by the committee will be retained in a master file until such time as the committee opts to establish a file.
 - (3) The Committee shall review each candidate's file and content annually, and place files into "library status" for those candidates no longer under consideration by the committee.
- 9.2 Information in these files shall include:
- a. A form listing biographical data, including:
 - (1) Name of the Optimist, and the name of the Optimist's spouse
 - (2) A picture of the Optimist
 - (3) Date of birth
 - (4) Mailing and email A-addresses
 - (5) Telephone numbers (home, cell, and work)

Attachment Board Policy I-130

- (6) Vocation
 - (7) Education
 - (8) Year joined Optimism
 - (9) Name of current Optimist club
 - (10) Name of district
 - (11) Year served as Club President, and awards
 - (12) Year served as Lt. Governor, and awards
 - (13) Year served as Governor, and awards
 - (14) Percent Gain/Loss as Governor
 - (15) Year served on Optimist International Committee, and name of Committee
- b. Letters received by the Committee which formally endorse or transmit other pertinent information about a potential candidate.
- c. Letters received by the International Office pertaining to conduct, behavior or performance of any current or past Lt. Governor, Governor, or International Vice President.
- 9.3 Occasionally, derogatory reports are received by the Candidate Qualifications Committee which tend to indicate that a particular member should not be considered for office in Optimist International. If the Committee deems such derogatory information to be reliable and of such a nature as to render the subject person unsuitable for International office, a memorandum shall be placed in the file created for such person, outlining the reasons for such conclusion. The date of entry of memorandum and the vote of the Committee making such recommendation shall be noted in the memorandum, and signed by the Chairman. Such files will be documented with non-hearsay information to substantiate the reasons. Written documents shall be considered as non-hearsay information, although they contain information originally obtained from some source other than the writer.

X. CONFIDENTIALITY OF COMMITTEE

Matters discussed by the Committee and materials maintained for review shall be held in strict confidence by all members. It shall be the responsibility of the Chairman to remind the Committee members of their pledge of confidentiality at each meeting.

XI. GUIDELINE FOR MEETINGS

11.1 The prime order of business ~~at the first meeting of the year~~ shall be selection and confirmation of at least one nominee for the office of President-Elect of Optimist International. The Committee ~~may then~~ **will also** proceed with the selections of nominees for the office of Vice President-Elect; there shall be at least eight nominees for the office of Vice President-Elect. And finally, the Committee shall select nominees for the office of

Attachment Board Policy I-130

Director-At-Large; there shall be at least one nominee for each open position. The selection of all nominees shall be completed by the Committee prior to the its adjournment **of the meeting held in February**. All voting shall be by secret ballot.

- a. Prior to the first ballot for any office, the Committee shall have the opportunity to review the list of potential candidates, eliminating those names which the Committee deems are no longer viable candidates for office.

11.2 Suggested [Candidate] Selection Procedure **for President Elect Nominee**

- a. **First Ballot:** ~~At the first meeting of t~~ The Committee each year, on the first ballot to select a nominee for President-Elect, each Committee member shall select three names of proposed candidates for the office of President-Elect, giving the first choice three points, the second choice two points, and the third choice one point. All Candidates named shall be ranked in order based on the total number of points received by the respective candidates.
- b. A second ballot shall be taken in which the Committee members shall vote, listing three names, from among the top five names on the list from the first ballot, giving the first choice three points, the second choice two points, and the third choice one point.
- c. **From this vote the top three names will be considered “finalists” and be brought to St. Louis for face-to-face interviews at the February Candidate Qualifications Committee meeting. The Chair will contact each candidate to invite them to St. Louis for these interviews, giving them dates and instructing them to work with staff on travel arrangements.**
- d. From this list **then**, a third ballot shall be taken with each member **casting votes two persons giving their top choice two points and their second choice one point.**
- e. **The top person in point accumulation will be the President-Elect Nominee.** The number two person in point accumulation on the third ballot for President-Elect will be the back-up nominee. **(Note: The Candidate Qualifications Committee has the option of naming two nominees for any Office as determined by Committee motion.)**

11.3 The Vice Presidents-Elect shall be selected by ballot within the Regions established by the International Board of Directors. There shall be a separate ballot for each Region. The voting procedure shall be the same process as that of the President-Elect **except for paragraph “c”**. **The Committee members may talk with these top three candidates, but no funds are provided for face-to-face interviews.**

11.4 Each nominee for each office shall be discretely contacted by the Committee ~~Chairman~~ **members** to confirm the acceptance of nomination, utilizing the Guidelines for this

Attachment Board Policy I-130

Committee. Care shall be taken to assure that no hint of selection shall be made to any other person in the confirmation process. The Committee ~~Chairman~~ **members** shall obtain confirmation from each nominee as expeditiously as possible, and confirm all acceptances to the Committee members. See Appendix A-1 to A-4.

At the time of acceptance of the nomination by each nominee, the nominee shall be advised by the Committee ~~Chairman~~ **member** that the Committee ~~members~~ **expects** that he/she will:

- a. Read, become familiar with, and support the Bylaws and policies of Optimist International.
- b. Be especially aware of the need to maintain the fiscal responsibility of the organization.
- c. Exercise independent judgment as a member of the Board of Directors, after rationally considering the facts bearing on all issues.

A letter to the nominee confirming his/her acceptance and containing the above expectations shall be mailed by the Chairman to each nominee together with copies of the Optimist International Bylaws and policies.

- 11.5 The Committee may withdraw the name of a back-up nominee at any time. It shall not be assumed that the back-up nominee will be the next in line for the office for the following year.
- 11.6 Prior to adjournment for the following year, the Committee shall have the opportunity to again review the list of potential candidates, eliminating those names which the Committee deems are no longer viable candidates for the office.
- 11.7 The Committee, prior to adjournment, shall review the names Past Governors, who did not attain the status of Distinguished, for possible addition to the list of prospective candidates.
- 11.8 Prior to adjournment of each meeting, the Committee shall review each candidate list for the purpose of designating potential nominees for office for whom background checks should be obtained and provide a list of such persons to the ~~next most senior member of the Committee who is not the Chairman of the Committee.~~ **See policy on "Background Checks."**

XII. CANDIDATE LISTS

- 12.1 The Committee shall maintain a Candidate List containing no less than six names for the office of President-Elect. Additions to, and deletions from, these lists shall be made as follows:

Attachment
Board Policy I-130

- a. Names of the current Board of Directors shall be automatically added to the list of Potential President-Elect candidates, unless by a majority vote of the Committee members, for good reasons stated, they are declared not suitable for consideration.
 - b. Names of all Immediate Past Vice Presidents shall automatically be added to the list of potential President-Elect nominees, unless by majority vote of the Committee members, for good reason stated, they are declared not suitable for consideration.
 - c. Names submitted via letters of nomination endorsement and names recommended by the confidential communication form shall appear in the Minutes. These names shall be considered for additions to the President-Elect list.
 - d. A majority of Committee members may add a name to the list of potential President-Elect nominees.
 - e. The name of any potential nominee may not be removed from the list unless there is a majority vote of the Committee members.
 - f. The Committee shall not discuss the candidacy of any of its members.
- 12.2 A similar list, without a minimum number, shall also be maintained for the office of Vice President-Elect. Additions to, and deletions from, these lists shall be made as follows:
- a. Names submitted via letters of nomination endorsement and names recommended by the confidential communication form shall appear in the Minutes. These names shall be considered for additions to the Vice President-Elect list.
 - b. A majority of Committee members may add a name to the list of potential Vice President-Elect nominees.
 - c. Names of all immediate Past Governors who achieved Distinguished status shall automatically be added to the list of potential Vice President-Elect nominees, unless by majority vote of the Committee members, for good reason states, they are declared not suitable for consideration.
 - d. Any Committee member may add a name to the list of potential Vice President-Elect nominees, unless by majority vote of the Committee members, for good reason stated, they are declared to be not suitable for consideration.
 - e. The name of any potential nominee may not be removed from the list unless there is a majority vote of the Committee members.

**Attachment
Board Policy I-130**

f. The Committee shall not discuss the candidacy of any of its members.

12.3 “Legend” for categorization of candidates:

P = Priority Presidential Candidates

B1 = VP / VP-Elect in current / coming year

B2 = Past VP / Not on President Priority List / Potential for Board of Dir or Pres

B3 = Past VP / Not considered Potential Board of Dir or President

VP = Priority Vice President Candidates

VP1 = Past Gov / Potential VP

VP3 = Past Gov / Not considered Potential VP

Above categories to be used not only for use by CQ Committee in selecting candidates for nomination as President-Elect, VP-Elect and Board of Directors Members-At-Large, but also in making recommendations to President-Elect for priority appointments to Committee Chairs and Committee Members.

XIII. TRAIT FACTORS

13.1 The following criteria, together with other pertinent qualities shall be considered when selecting potential nominees:

- a. Communications Skills
 - i. Speaking ability
 - ii. Motivational ability
 - iii. Diplomacy
- b. Wisdom
 - i. Intelligence
 - ii. Vision
- c. Availability
- d. Image
- e. Performance (Past - Current)
 - i. Optimist International
 - ii. District
 - iii. Club
- f. Health
- g. Integrity
- h. Dependability (Regardless of potential reward or recognition)

Attachment
Board Policy I-130

13.2 Other

- a. The Committee may consult with any International Committee Chairman on any candidate being considered for the Office of Vice President-Elect.

XIV. REQUEST FOR OPTIMIST INTERNATIONAL COMMITTEE APPOINTMENTS

The Committee shall annually submit a list of names to the President-Elect and the President-Elect Nominee for their consideration when making appointments to Optimist International Committees.

XV. AMENDMENTS TO GUIDELINES

The "Operational Guidelines" may be amended at any time by a majority vote of the members of the Committee, and shall take effect immediately upon passage.

(Jul 2008; Mar 2010; Mar 2011; Mar 2012; **Sep 2012**)

TABLE OF CONTENTS

ADOPTION OF AGENDA	1
AUDIT & FINANCE COMMITTEE REPORT	2
Member Benefit Group Insurance Plans	2
PENSION TRUSTEES REPORT	2
Optimist International Defined Benefit Pension Plan	2
ACTIVITIES COMMITTEE REPORT	2
CCC Advisory Councils	3
Canadian Matching Grants	3
CANDIDATE QUALIFICATIONS COMMITTEE REPORT	3
Presidential Candidate Interview Process	3
ONLINE VOTING.....	4
Pursuit of Online Voting Initiative	4
Pursuit of Online Elections	4
Pursuit of Member vs. Club Voting.....	4
OPTIMIST INTERNATIONAL CANADA LOGO ISSUE	4
Canadian Website and Logo on OptiPromo	4
JOHNS HOPKINS DONATION.....	5
IPADS FOR THE BOARD OF DIRECTORS.....	5
REVIEW OF EXECUTIVE DIRECTOR.....	5
AD HOC COMMITTEE TO CONSIDER PERSONNEL AND LEGAL MATTERS	6
BOARD OF DIRECTOR’S STRATEGIC PLAN.....	6
Creation of Strategic Plan	6
Ad Hoc Committees Assigned to Strategic Goals	6
AD HOC COMMITTEE TO STUDY OPTIMIST INTERNATIONAL REPRESENTATIVES TO DISTRICTS	6
ATTACHMENT - POLICY I-130; CQ COMMITTEE OPERATIONAL GUIDELINES.....	7