

DISTRICT 5130 BOARD OF DIRECTORS MEETING

APRIL 20, 2013, 9:00 AM
FAIRFIELD INN, CONFERENCE ROOM
UKIAH, CALIFORNIA

BOARD MEMBERS

Michael Juric, DG; Jim Flamson, Maureen Merrill, PDG; PDG; Helaine Campbell, DGE; Kevin Eisenberg, DGN; and Members-at-Large: Bert Campton and Erin Dunn, DGND.

Non-voting Members:

Leonard LaBranche, District Treasurer; Carolyn Anderson, District Secretary

AGENDA

Call to Order:

The April 20, 2013, meeting of the Board of Directors, of Rotary District 5130, was called to order by District Governor Michael Juric at 9:03 a.m., at the Fairfield Inn, Ukiah California.

Attending:

The following Directors, constituting all members of the Board, were present: Michael Juric, DG; Helaine Campbell, DGE; Kevin Eisenberg, DGN; Jim Flamson, PDG; Maureen Merrill, PDG; and Members-at-Large: Bert Campton and Erin Dunn, DGND; and Non-voting Members: Leonard LaBranche, District Treasurer; and Carolyn Anderson, District Secretary.

The following guests were present: PDG Bruce Campbell, PDG Ed Fullerton, PDG Mike Merrill, PDG Norm Owen, David McDonald, Lt. Governor, and Kim McDonald.

Appreciation was expressed to Carolyn Anderson, District Secretary, for serving the past three years.

Approval of Minutes:

- **M/S/P (Eisenberg/Campton) To approve the Board of Directors minutes from February 2, 2013.**

Financial Report – Treasurer LaBranche:

LaBranche stated that he has figures through early March. The bills are paid, and loans to DGE Campbell are pending. He is working on the tax return and will have PDG Merrill sign it for submission. The financial report will be forwarded to the BOD and the Finance Committee in two weeks. DG Juric will submit the expense report to RI shortly. Campbell requested funds to attend the RI convention, and stated that she will not pay a bill until she has an invoice for the charge.

DG Juric's was the first year when funds were advanced to cover the three years of DG expenses. The amount advanced, from the Loan Fund, for each year may need to be changed to cover the operational expenses for these years. Deposits required for

facility rental need to be included in the budget. When the cost of events exceeds the budget, as PETS did this year, the overrun is to come from the Emergency Fund. Currently there is about \$30,000 in this fund.

The Campbell 2013-14 Budget of \$159,460, was discussed at PETS, and passed at the District Assembly.

Action: DGE Campbell and Treasurer LaBranche will rework her 2013-14 budget to reflect actual expenses.

Action: DGN Eisenberg will review his budget to determine if there are additional fixed costs that need to be addressed that influence the manner in which funds are budgeted.

A district dues increase was approved by the delegation of club Presidents-elect attending PETS. This was the first dues increase in ten years. The District dues are now \$55 per member, to include a \$10 District Conference assessment as per District 5130 Bylaws. Any overage in conference costs is to be added to the cost of meals or other charges.

Discussion and Clarification of Operating Practices of the Board of Trustees:

The contractual agreement process was discussed with regard to the operating directives from the Bylaws that specify the responsibility of the Budget and Finance Committee (Article VIII). The DG is to execute what is authorized by the Board. The Board must give prior permission to sign a contract that encumbers the district. Campbell noted that it is difficult to be too specific with contracts because negotiation is a flexible process. Special meetings may be called, as necessary, to deal with matters of an urgent matter.

DGN Eisenberg indicated he is ready to sign 2 contracts and these must be brought to the Board, identifying the event and requesting board approval.

- **MSP (E/Flamson) Entering into contracts be added into the Agenda.**

Action: The DG will include a standing BOD agenda item that includes a report from each DG for entering into contracts and changes to budget items.

Changes to Agenda:

- **M/S/P (Eisenberg/Merrill) To move items B and C from the agenda to precede Eisenberg's Entering into Contracts.**

Finance Committee Bylaw Change:

All of the Budget and Finance Committee (BFC) members sit on the Board of Directors with the exception that the BFC requires an additional PDG, and the PDG's serve staggered three-year terms. DG Juric questioned the relevance of retaining this committee, as it appears to be redundant in terms of overlapping the Board of Directors responsibilities. The PDG is the chair of the Finance Committee and the Chair and the

Treasurer both report to the BOD.

PDG Mike Merrill noted that the District Bylaws and RI require the BFC, but the membership of this committee can be modified. Its function is budget development and review of district finances.

Over the past four years, the Finance Committee met regularly. These meetings took place every two months for a 2-3 hour period. The BOD does not have sufficient time to allocate to this responsibility.

DG Juic recommended leaving the BFC as is for the rest of this year, and for the coming year. The committee is a consistent group of advisors to the DG, separate from the BOD's. The DGE is responsible for appointing the third PDG, to the committee, in advance of their coming year. As a result of incorporation, DGE Campbell will be responsible for initiating this committee. She will be responsible for appointing three past DG's, as members of the BFC, to take office on July 1, 2013.

Action: DGE Campbell will appoint three PDG's to serve as members of the BFC, each holding staggered three year terms (a one year person, a two year person, and a three year person), to take office July 1, 2013-14.

Action: DGE Campbell will appoint one of the appointed PDG's as chair of the BFC, for a one-year term, beginning July 1, 2013-14.

Selection of Governor Bylaw Change:

DG Juric indicated he would like to take a recommendation, regarding the selection/election of the DGND, to the District Conference to be discussed at the business meeting. In the past and stated in the Bylaws (Article III:4), the last five, living PDG's serve as members of the Nominating Committee (NC). Last year the DG, DGE, and DGN were included as a non-voting members and this was successful. Other ideas included having the various areas of the district represented on the NC. Perception of the process, transparency during the process, and representation from across the district were important considerations. PDG Maureen Merrill reviewed the process used in 27 other districts and discovered:

- a. 33% of the districts use the same process that we use.
- b. Some districts include the DGE and PDG's
- c. Some include district representation, up to 15 people, who may be appointed or elected. This is the most common at this time.
- d. One or two PDG's make the decision, but this is rare.
- e. 55% require PDG's to vote
- f. The average number of voters on the committee was nine.

Questions ensued concerning whether or not:

- 1 those who serve as NC area representatives should be prevented from applying for DGN for a subsequent number of years.
- 2 the spouse or significant other recuse themselves from the selection process.

Action: DG Juric will convene a conference call subcommittee on April 30,

at 7:00 p.m., consisting of PDG Maureen Merrill, DGE Campbell, DGN Eisenberg, and Campton, to develop options for a proposal that will redefine the membership of the District Nominating Committee, to be presented at the District Conference business meeting for discussion of the district membership at large.

Entering Into Contracts:

DGN Eisenberg indicated that he will need to sign contracts for the District Assembly in the amount of \$2500 now with a balance due of \$2500 later. In addition, the contract for the District Conference requires a deposit of \$195 and \$800. He requested the necessary approval from the BOD.

- **M/S/P (Flamson/Dunn) To authorize DGE Eisenberg to sign contracts in the amount of \$2500 for the District Assembly and an amount to be determined for the District Conference.**

Attendance at Board Meetings:

PDG Merrill requested that district Rotarians know they are welcome at district Board meetings as active and invited observers. They need to know that this is their board meeting and encouraged to attend. The AG's could be instrumental in inviting club presidents and other regional representatives.

Action: The District Secretary will work with the DG to notify district membership of board meetings by having current Lt. Governor David McDonald oversee the posting of the agenda on the district website under district events. The current budget is to be posted as well.

Action: The Agenda will include up to 15 minutes for public comment.

District Electronics Communication Sub-committee Recommendation for Website and Database:

The district will take advantage of the DACDB offer for five clubs to pilot this program free for 60 days. With DACDB, membership information and club data directly integrate with RI's database. The district will also receive a summary of this information. If the pilot is successful, a yearly fee of \$1000 will be paid to DAC. for use, of the software, by all clubs in the district. Individual clubs can then elect to purchase the website and event packages in addition. There will be a learning curve should this package be implemented in the district. However, reports from other districts have been extremely positive.

Action: DGN Eisenberg will identify what DAC will provide at no cost to clubs and what will be fee for service.

- **MSP (Merrill/Flamson) DG Juric is authorized to enter into a contract with DAC at the end of the pilot evaluation period.**

Action: DG Juric and DGE Campbell will meet to discuss strategic planning in June.

Action: PDG Fullerton will convene a Finance Committee meeting in June.

Board Meeting Scheduled

The next Board meeting is August 17, 2013. This meeting will focus on Board development and operations. The meeting will be held at the Fairfield Inn, Ukiah, with time to be announced.

Adjourn:

- **MSP (Campton/Campbell) To adjourn the Board of Directors meeting at 12:12 p.m.**

Respectfully submitted,
Carolyn Anderson
District Secretary