

## Board of Directors Meeting Minutes

**Meeting Date: January 11, 2023**

**Meeting Location: ZOOM**

**Meeting Attendees:** IPDG Anne Bermingham, Governor Lisa Bishop, PDG Wally Ochterski, Executive Secretary Pene Hutton, Rino Bidenti.

**Absent:** Governor Elect Scott Marcin, Governor Nominee Dave Alexander, Vice Governor Frank Adamson (Ex Officio)

**Called to Order** by Governor Lisa at 1:05 pm with a welcome, a thanks to Pene for putting together the agenda and reciting the meeting objectives.

Announcement that Pene Hutton, District Executive Secretary has given notice she is retiring June 30, 2023.

**Simple majority quorum established.**

I. MINUTES OF OCTOBER 12, 2022.

MOTION TO APPROVE THE MINUTES OF THE BOARD MEETING ON OCTOBER 12, 2022 BY WALLY OCHTERSKI, PDG; SECONDED BY RINO BIDENTI. MOTION CARRIED.

ABSTENTION BY ANNE BERMINGHAM AS SHE WAS NOT PRESENT AT THE PRIOR MEETING.

II. BOARD COMPOSITION AND FILING OF ADDITIONAL 2 POSITIONS

Discussion carried over from the October meeting about the implication of adding additional members (approved 2) to the board and the wisdom of having the Treasurer be a voting member of the board and in attendance and the Executive Secretary being in attendance and taking minutes but not having a vote as per the current MOP.

MOTION BY RINO BIDENTI TO HAVE THE TREASURER JOIN THE BOARD AS A VOTING MEMBER AND THE EXECUTIVE SECRETARY REMAIN AN OFFICER OF THE CORPORATION BUT NOT A VOTING MEMBER OF THE BOARD. ALSO, ADD THE CLARIFICATION TO THE MOP THAT EXECUTIVE SECRETARY IS EX OFFICIO; SECONDED BY WALLY OCHTERSKI. MOTION CARRIED.

III. REVIEW OF ANNUAL BUSINESS MEETING MINUTES FOR ACTION ITEMS

Rino noted a couple of typos in the dates of the audit. Pene will correct and update website. The minutes of the AGM will be approved at the next AGM in November 2023.

IV. REQUEST FOR PROPOSAL OF ACCOUNTING FIRMS

MOTION BY ANNE BERMINGHAM TO EXTEND INVITATION TO LUMSDEN MCCORMICK TO DO THE 2023 AUDIT SUBJECT TO REASONABLE COST; SECONDED BY PENE HUTTON. MOTION CARRIED.

ABSTENTION BY WALLY OCHTERSKI, FRIEND OF A PRINCIPAL OF THE FIRM.

The wisdom of changing the audit firm in the middle of a transitory year for the executive secretary role and in light of what Rino indicated will be substantial cost increases was discussed and the motion above was approved. Pene will extend the invitation and report back to the board.

Governor Lisa will contact Melisa Schrock, incoming Finance Chair and Governor Elect Scott Marcin that the board asks that the Finance Committee create a RSVP for an accounting firm for the year end 2024 audit in the fall of 2023.

V. FUTURE MEETING DATES

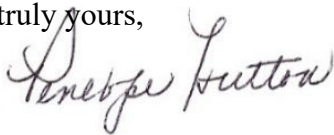
Next meeting date (final one for fiscal year) will be May 3<sup>rd</sup> at 1pm.

VI. ONBOARDING ON NEW MEMBERS

IPDG Anne and Governor Lisa will schedule a board orientation with the 3 new members of the board – Ralph Montesanto, Sandi Chard, and Tommy Wegge in April and invite them to shadow the meeting of the board in May.

MOTION TO ADJOURN THE MEETING AT 2:00 PM BY PENE HUTTON. MOTION CARRIED.

Very truly yours,



Penelope Hutton  
Executive Secretary  
Rotary District 7090, Inc.

Attachments:

- Meeting Agenda
- Meeting Minutes of October 12, 2022
- Meeting Minutes of Annual Meeting of the Members November 14, 2022.