



**Board of Directors Meeting
Minutes**

Meeting Date: July 13, 2022

Meeting Location: ZOOM

Meeting Attendees: Lisa Bishop, Governor, Scott Marcin, Governor Elect, Dave Alexander, Governor Nominee, Anne Bermingham, Immediate Past Governor, Wally Ochterski, Past Governor, Pene Hutton, Executive Secretary, Rino Bidenti.

Absent: Frank Adamson, Vice Governor (non-voting member)

Call to Order by Governor Lisa at 12:04 pm with a welcome, a thanks to Pene for putting together the agenda and a welcome to newest member DGN Dave Alexander.

Quorum established.

I. Agenda

ANNE BERMINGHAM MOVED TO APPROVE THE AMENDED AGENDA TO REMOVE BUSINESS PREVIOUSLY COVERED AT MARCH MEETING AND TO ADD NOMINATING COMMITTEE PROCESS DISCUSSION FOR BOARD MEMBERS TO BE VOTED ON BY MEMBERS AT ANNUAL BUSINESS MEETING; SECONDED BY SCOTT MARCIN. MOTION CARRIED TO APPROVE THE AMENDED AGENDA.

II. Minutes of March 30, 2022

MOTION TO APPROVE THE MINUTES OF THE PRIOR MEETING BY WALLY OCHTERSKI; SECONDED BY RINO BIDENTI. MOTION CARRIED.

III. Strategic Plan. Governor Lisa congratulated Robert Morrow as chair of the SP process and also gave a special thanks for the guidance of Anne Bermingham. It was determined that the Council had approved the plan and that the BOD should ratify its work.

MOTION TO APPROVE THE STRATEGIC PLAN BY SCOTT MARCIN; SECONDED BY ANNE BERMINGHAM. MOTION CARRIED.

IV. Financial Audit. A question came up as to whether or not the same firm had handled the audit for more than 3 years. Rino Bidenti noted that this would be its 4th year of auditing District 7090 finances. Discussion determined that this year of Board transition might not be

the best time to request proposals. Defer to a Special Meeting of the BOD in January.

MOTION BY PENE HUTTON TO APPROVE LUMSDEN MCCORMICK LLP AS AUDITOR FOR YEAR ENDING JUNE 30, 2022; SECONDED BY SCOTT MARCIN. MOTION CARRIED.

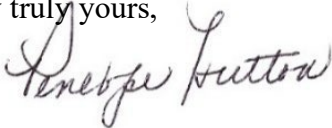
Note: Pene on behalf of the Governor and Board is to schedule a Special Meeting of the BOD in January 2023 to discuss a Request for Proposal from audit firms for the year ending June 2023 audit.

- V. Nominating Process for annual election of BOD. Discussion was had on the process as indicated in the Manual of Policies “MOP”. See page 34, Section B. Nominating Subcommittee. 1 – PDG still active in District 7090 with regular attendance at Council meeting. 2 – members active in the Council will be selected to serve on BOD.

Some information gathering will be done in preparation for the October 12th Board meeting. Anne Bermingham and Lisa Bishop will contact Bob Artis, Chair of Nominating, to inquire if he is prepared to handle the Chair role of Nominating and, if so, to onboard him for the responsibilities of the role. Pene Hutton and Scott Marcin are to review the Bylaws to see if there are any impacts of moving to a BOD of 9 (assuming the addition of the Corporate Treasurer and the Corporate Executive Secretary), and what kind of changes would result in our documents. Pene Hutton to contact the lawyer to see if the Corporate Treasurer and Corporate Executive Secretary are meant to be voting members of the BOD or are these positions just appointments of the corporation and not necessarily board members.

- VI. MOTION TO ADJOURN THE MEETING AT 12:52 PM BY DAVE ALEXANDER; SECONDED BY WALLY OCHTERSKI. MOTION CARRIED.

Very truly yours,



Penelope Hutton
Corporate Executive Secretary
Rotary International District 7090, Inc.

Attachments:

- Meeting Agenda
- Meeting Minutes of March 30, 2022
- Strategic Plan