

~ MINUTES ~
GYRO INTERNATIONAL 2016 INTERIM

BOARD OF GOVERNORS MEETING

Desoto Hilton, Savannah, Georgia

February 9, 2016

The meeting was called to order by President Chris Snyder at 8:36 a.m. He indicated we had a short time schedule so we'd move right along and get started

He then called upon VP Matt Johnson to offer the **Invocation**. Matt asked all to stand, then did request several blessings from the Lord and thanked the early Gyros who laid the groundwork of the organization. He then asked for a moment of silence in memory of departed Gyros, asking any present to verbally announce a recent departed.

President Chris then called upon Secretary-Treasurer Emil Baijot for the **Roll Call**. Emil indicated that all present should speak up for the recorders benefit and signify by saying aye. Present were the following:

EXEC. COUNCIL	President	Chris Snyder
	First Vice President	Dana Davidson
	Second Vice President	Dale Woodroffe
	Third Vice President	Matt Johnson
	Immed. Past President	Lonnie Turner
	Secretary-Treasurer	Emil Baijot
INTERNATIONAL	Financial Administrator	Ken Baker
DISTRICT I	Governor	Pat Rynd
	Lt. Governor	Randy Tarrier
	2 nd Lt. Governor	Bryn Flanigan
	Immed. Past Governor	Tim Wright, Sr
DISTRICT II	Governor	Neil Baker
DISTRICT III	Governor	Steve Glaumuzina
	Lt. Governor	Ned Barber
	Immed. Past Governor	Tim Miskolezi
DISTRICT IV	Governor	Saul Hilchey
DISTRICT VI	Governor	Ed McDonald
DISTRICT VII	Governor	Ross Davis
	Lt. Governor	Blanton Bessinger
	Immed. Past Governor	Ted Shewchuk
DISTRICT VIII	Governor	Alan Pentney
	1 st Lt. Governor	John Hodgson
	Secretary-Treasurer	Ken Baker
DISTRICT IX	Governor	Mike Eisner
	1st Lt. Governor	Lowell Gist
	Immed. Past Governor	Ed Henderson
DISTRICT X	Governor	Gary Ennis
	Lt. Governor	Al Sinicrope
	Secretary	Lonnie Turner
	Immed. Past Governor	Steve Anderson

The S-T reported to President Chris all the Districts were represented and the Meeting indeed had a quorum. The president then took a moment to recognize the PIPs in the audience. Chris then asked for a motion to approve the minutes as circulated. (m/s/a)

Executive Council Officer Reports –

Each EC member gave his report detailing activities since the last meeting. Copies are attached to summary package report.

Secretary-Treasurer Report –

Emil offered comments on Finances – indicating the Financial Administrator sent out numbers indicating we would likely have a shortfall of \$4000 by the end of the fiscal year. We had anticipated a small surplus. The shortfall is because of the Canadian exchange rate, currently at 30 cents on the dollar. For the coming year this will equate to a deficit of perhaps \$20,000 solely from Canadian dues. Newspapers indicate it may become another 10%, thus resulting in a possible \$30,000 shortage in dues in the future. So where do we cut to make up the difference? As mentioned many times, one item would be to eliminate the interim meeting. This would save \$15k in officer expenses. Another option would be to reduce the VPs; another to eliminate the HQ building; another would reduce visitations; and another would be to cut the GyroScope. Fortunately some good news – a behest was received from a deceased Camosun Gyro of \$10k US. After talking to the trustees, it was agreed to put this money into the operating fund rather than the Memorial Fund. Other negatives however: we recently had to remove the huge oak tree because of rot, and a few days later the city demanded we remove two other oak trees as safety hazards. These would amount to another \$5-7000 deficit. Question: what about selling the HQ building. Emil explained that our costs of staying were less than renting a suitable location elsewhere. He also noted that basically the building has been refurbished over the last few years – no further expense is contemplated. Chris noted that the building also contains the history of Gyro and suitable storage would be an unnecessary expense if we were to move elsewhere. Scanning all the material would be a lengthy and expensive effort. These pending shortages and options to cut would be part of the following Governors meeting – thus further discussion about finances were delayed until the Governors report following lunch.

Reports –

President Chris reviewed the *ECs meeting*. He noted that considerable time was spent discussing the budget cuts, the upcoming NEC report, and how or where things could have been done better to perhaps save some clubs.

Past District Governors Meeting: Report was given by the meeting chairman Roger Lindley. Copy is attached to summary.

Betterment Fund: PIP Mike gave a report as to the funds available. Not much was used since the last report.

NEC follow up: Tim Wright, Sr. noted that the committee was basically done to this point, but would have a short meeting later to discuss possibilities. The S/T noted that all the recommendations have been placed in motion with one exception, that of finding a Membership Director. There were however prospects.

New Business –

Convention rotation - Governor Ross Davis (D-7) described his recommendation that a formula be struck whereby all districts would be listed in a rotating arrangement so that the annual convention would not have to search for willing hosts and the districts would know well in advance that they would be hosting, thus able to plan and make adequate arrangements. He proposed that this be discussed, then duly voted upon at the next AGM in Red Lake. There followed a few questions for clarity with the understanding that the proposal would be discussed in the immediately following Governors meeting. **Canadian dollar value** – Chris indicated we'd already discussed the ramifications and should await further review following the Governors meeting. **Budget Review** – President Chris reviewed the obvious options as noted in the S/T report above. He then called on Ken Baker to offer his financial review. Ken highlighted areas of concern. Questions arose regarding GyroScope costs to which the S/T cited the method used to determine costs. Randy Tarrier indicated in his media presentation on Thursday he had some ideas how the GyroScope could be put together differently using Facebook. (*ed. note: after the presentation it was determined that although an interesting concept it would be unworkable because individual contributors would be too diverse to organize..*) There were a few additional questions asking prospects of loans from the Memorial Fund. **Updating Bylaws** – Emil noted that PIP Randall who has volunteered to handle any updates since forever, realized he was in arrears lately and promised to make the updates soon. **Assets re: Club/District failures** – Offered for discussion by Ken Baker the “what if” prospect should a club or district cease to exist. Should there be a bylaws amendment to handle what in some cases are considerable assets? **Future Seminars** – The EC decided to continue the training as has been done with hopes that greater emphasis would emanate from the district officers.

The meeting was then adjourned with a short break, after which the Governors only meeting would commence. The report of the Governors meeting is attached.

(The full BOG meeting was delayed following lunch as the Governors continued their meeting until 2:10 pm.)

President Chris reopened the meeting calling to continue from the Agenda.

Constitutional or Bylaws Changes

Chris then called on Governor Davis to present two **Resolutions** emanating from District VII. Basically the first was a proposal that interim and conventions be reduced by one day to save costs. The second was a request that 15 years of minute financial data be made available on the website. The two Resolutions were resolved as noted in the Governors Meeting Report.

Chris suggested that to minimize redundant discussion it was now time for the Governors Meeting report. Calling on Chairman Alan Pentney to make the report to the combined BOG and then act as moderator for any discussion. Randy Tarrier as secretary of the meeting would keep the record and provide a summary report which is attached to these minutes.

Chairman Alan then proceed to review the **Governors meeting**. The overall points are covered in the follow-up report attached. In summary, the first recommendation was agreeing with placing the \$10k behest into the operating funds to cover the tree(s) removal. The report then touched on the Canadian money valuation, with no recommendation. Thirdly, AGM hosting by rotation of districts was approved. The initial rotation would be districts 2-9-6-1-10. The plan would also allow for districts to swap dates in the event it would coincide with a special event, i.e. 80th anniversary, etc. Following each convention the EC, or a committee, would then select the next district to the rotation. Next, that International place four years of summary financial data on the website, including notes on aggregate travel expenses, starting with year 2013 was approved. Following this were a number of cost savings concepts to consider like reducing the GyroScope to two issues, renting office space in the HQ building, cutting the interim by one day, eliminating the 2018 interim to catch up on finances, etc. The last two recommendations were that it was imperative to have the Bylaws updated and that a committee be struck to research the dissolution of assets should a club or district fail. Governor McDonald summed up the effort as being potential cost savings recommendations for the EC to consider when developing the new budget. The overall thrust was that the EC should as soon as possible put the requested data online, and prepare any issue that might require AGM approval for action in Red Lake.

(See the *Governors Report* for details – note: these were recommendations to the EC only, not resolutions). President Chris thanked the Governors for their efforts.

Old Business -

NEC input - Tim Wright offered a brief summary of current status. **Governor's bulletins** – Chris noted this was mainly about a request from D-IX to recognize that their convention dates only allowed for two bulletins to be considered. It was noted that the EC in judging recognized that fact. President Chris then inquired about the frequency of Governors bulletins. Next item: the S/T indicated that the Agenda was incorrect when noting Kentville resolution. Actually a mental typo that should have referred to Kitchner-Waterloo and the ongoing membership numbers. A lot of discussion with ongoing attempts to resolve are in place. **Directory** - Again the offer from Governor Davis regarding future directory publication was reviewed as to costs and quality. Due to financial constraints any new directory was tabled for the present.

Membership -

VP Woodroffe reviewed the membership numbers, citing increase in new members, albeit the loss from deaths. He indicated the obvious, if the current members brought in more new members, our financial woes would disappear. Support the salesmen in your clubs. Re: Tokyo Club, Dale emphasized the joy that was present when he installed the new group. A question re: finding a new **Membership Chairman**. The S/T noted that two prospects were contacted, and although were willing to serve on a committee, refused to be chairman, and a third possible has been contacted, with yet no response.

Awards -

The S/T noted that the EC had approved two Lifetime Awards. He suggested that perhaps the district officers were not considering putting forth good candidates for the Merit Award. At present there were no candidates for other significant awards such as Gyro of the Year, etc.

Future Meetings -

2016 Convention – Red Lake club to host. July 11-17, 2016. Ted Shewchuck spoke glowingly about the area and that they promise an International convention, second to none! Tour gold mines, fish & sightsee. Campfire sing-a-longs, and roasted marshmallows. A real Gyro Camp atmosphere. Includes District VII. 2nd week of July. Details are available on the website.

2017 Interim – Under the direction of VP Davidson, this is scheduled for San Diego, January 30 through February 3, at the Crowne Plaza Hotel. Details are on the website.

2017 Convention – Scheduled to be hosted by several local clubs, it will be a four-day event in a Vancouver, BC hotel, TBD. Arrangements are available for an optional seven-day cruise to Alaska. The cruise will offer Gyro gatherings and socials, but all Gyro business will be conducted during the four-day hotel convention. No Gyro \$\$\$ is involved with the cruise!

2018 Interim – As recommended by the BOG, this interim will not be held in the interest of correcting the financial shortfall caused by the declining Canadian dollar value. Future interims will be resumed if conditions warrant.

Comments for the Good of the Order –

District Reports: President Chris then asked the delegates to submit their district reports. With regards to the time he asked if they would like to read them now or submit them to be read online. It was so m/s/a. Copies are attached to the summary package.

Several jokes were offered by VP Dana, another by PDG Tim Wright, Sr.

At this point an Interim special award – **Keep the Fun in Gyro Award** - initiated by Ian Greig was presented by last year's winner Ted Shewchuk to VP Dana Davidson. The nature of the award elicited robust laughter. You have to see it to understand. The previous winner is the sole judge to select the new winner. Dana is the third winner following Ted and Dave Anderson the first winner.

Hearing no further comments, President Chris thanked everyone for attending and their friendship, and thanking them for their perseverance through the long BOG meeting.

He then asked for a motion to adjourn. Motion was so made. m/s/a.

Respectfully submitted:

Emil Baijot,
Secretary-Treasurer,
Gyro International

ADDENDUM TO THE MINUTES:

Following the seminars on Thursday, several of the key members of the NEC committee individually approached EC members indicating that they wished to continue being helpful to Gyro and suggested they would be willing to serve on a new membership committee, reporting to the as yet unnamed Membership Director. The EC enthusiastically agreed and will continue their search for a Director. Meanwhile, those committee members will begin their efforts.

ATTACHMENT:

Governors Meeting Report is attached on following pages.

GYRO INTERNATIONAL INTERIM CONVENTION - 9 FEBRUARY 2016

GOVERNOR MEETING REPORT TO THE BOARD OF GOVERNORS

1. Oak Tree Removal Expense

Agreed with Gyro International (GI) secretary treasurer action taken to utilize funds recently donated to Gyro.

2. Canadian \$ Affecting Dues Revenue

US prices have gone up more than Canadians, value of Canadian \$ declined.

Discussion items: having conventions & interims in Canada will help some.

Conclusion: no recommendation at this time.

3. District Hosting of AGM Proposal

Ross Davis & Ed Macdonald: proposed a motion for the AGM that there be a round-robin rotation of districts to host annual convention. The list would encompass a 5 year span, with a new district added at each AGM.

Pertinent comments:

- Begin with a fixed list of districts that have not recently hosted.
- Recent history, beginning from 2011 is: D6, D1, D10, D8, D3, D7, ending with D4 in 2017.
- Recommended list resuming in 2018: D2, D9, D6, D1, D10.
- Each year the EC adds the next district. They would have to evaluate a number of factors in deciding the next venue, putting them in order not always practicable, e.g. number of clubs in all districts not even or a district is not.
- It is noted that a district can host a convention outside the geographical boundaries of their district including outside of North America.
- Use of an event planner is optional (preferably other gyros who provide gratis assistance).
- All-inclusive resort is possible.
- Adjustments to the schedule can occur with sufficient notice for situations such as:
 - a club wishing to host from a district not in the rotation; or
 - a district requiring a change in the schedule.

Motion seconded and carried

4. Financial Information Transparency Resolution from D7:

Resolved that GI will provide space on the GI website to store all financial records and minutes for a period of at least 15 yrs. Such space shall only be accessible by current members of GI. GI shall provide a breakdown of any line items in those records when requested by any current member, club or district.

Moved by Winnipeg Gyro club

There was a lengthy discussion on the merits and limitations of transparency of financial information. Some observations were:

- All of Gyro makes decisions on financial matters (specifically expenses as noted in the resolution preamble) not just GI.
- Requesting transparency is purported to monitor expenses of executive officers.
- Officers typically do not claim all expenses allowed.
- Expenses are reviewed prior to payment by an accountant who is not on the Executive
- There was no knowledge of other organizations providing this much information.
- The potential additional time commitment of the volunteer accountant and the potential cost if staff had to administer requests for information were considered unwarranted.

Motion – GI adopt greater transparency in its reporting on financial statements by publishing 4 years of financial statements (starting with 2013) on the GI website, and that the statements contain notes on the aggregate executive travel expenses in three categories: AGM, Interim Conventions, as well as district and office visitations.

Motion seconded and carried

5. Eliminating Interim Conventions

Motion made to eliminate Interim for 2018 only.

Discussion points:

- A convention costs Gyro International approximately \$15,000 plus the travel costs incurred by the Districts.
- If an interim is not held then there is a need to reschedule training for officers that normally takes place during interim to the AGM.
- Interim provides advance notice of what is voted on at AGM.
- Gyro exists as a social club, eliminating meetings reduces value of belonging.
- Cutting convention length by 1 day only saves about \$1,000.

Motion seconded and carried

6. Reduce Conventions by one Day – D7 Resolution

Winnipeg club submitted a resolution for a reduction in number of convention days. As noted in previous item, the cost savings is minimal given that most cost is for travel. The governors recommended this be one of several options presented to the BOG for reducing expenses in item 7.

7. Budget Review

In light of the decreased membership dues revenue plus the decline in value of the Canadian dollar versus the US dollar there is projected to be a \$20,000 deficit in 2016-17. Raising dues is an option but it was not discussed at this time.

Motion: It is recommended that the EC reduce expenses by \$20,000 to balance the budget in the next fiscal year with the following recommendations for addressing the deficit and managing the budget going forward:

- a. reduce AGM & Interim convention lengths by one day (save \$2,000);
- b. replace leased photocopier (save \$3,500);
- c. Gyroscope options:
 - i. produce only semi-annually (save \$4,800);
 - ii. publish a shorter version e.g. newsletter format (save \$5,000)
 - iii. eliminate production (save \$9,600);
 - iv. production by volunteer(s) (save \$9,600);
 - current format or district newsletters on website;
- d. rent extra office in GI building (receive \$6,000);
- e. Reduce convention subsidies e.g. lower % of subsidy, stop spousal travel expenses to interims (save \$6,000);
- f. Eliminate third vice-president position (saves \$6,500);
- g. Increase registration fees for both conventions (revenue of \$7,000);
- h. Annual Raffle (receive \$10,000); and
- i. Fundraising via silent auction, 50/50 etc. (receive \$1,500).

Motion seconded and carried.

8. Update Constitution and Bylaws

Updating constitution bylaws, amendments, etc. will be done by Chris Randall with Ken Baker.

9. Policy and Procedures for Disposing of Dissolution Assets.

Motion to create a commitment to produce a discussion paper including options for dissolution of clubs, district or GI; to be presented at the next AGM.

Motion seconded and carried

10. Chair for 2016 Governors Meeting in Red Lake

Motion for A. Pentney to chair meeting as PDG.

Motion seconded and carried

Recorded by Randy Tarrier, Lt. Governor D1

Submitted by Meeting Chair, Alan Pentney Governor DVIII