TOASTMASTERS INTERNATIONAL
Rancho Santa Margarita, California

Minutes of the 2007-2008 Board of Directors
Westin South Coast Plaza Hotel, Costa Mesa, California
November 11-14, 2007

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A special meeting of the Board of Directors to further the work of the governance reshaping project, was convened at 8:30 AM. November 13, 2007, President Chris K. Ford, DTM, presiding. The other officers and directors present were: Barnhill, Johnson, Schmidt, Uy, Albert, Holliday, Howard, Kelly, Moffitt, Mull, Murad, Nicholson, Rich, Snyder, Southwick, Smith, Thompson, Tinker, Wan, Wagenknecht, and Yen. Director Proctor was, regrettably, unable to attend due to business reasons. Executive Director Donna H. Groh was also present.

EXECUTIVE COMMITTEE

Senior Vice President Jana Barnhill, DTM, reported for the Executive Committee, presenting items considered at its November 11-12, 2007 meeting:

1. The committee reviewed the summary of regional conference training evaluations from the district officers and discussed possible enhancements to the training.

2. The committee reviewed and approved the district signatories for bank accounts, as required by policy.

3. The schedule for 2008 regional conferences was reviewed.

4. An evaluation of the 2007 International Convention was reviewed.

5. The committee commended the Executive Director on the selection of the 2008 Golden Gavel recipient, Pamela Wallin.

6. A request from four clubs in Pakistan to be added to District 79 was reviewed. The District 79 council reviewed the request and voted to not accept the clubs at this time for the following reasons: geographical distance, only four clubs is inadequate for forming a division, and district

officers may face travel restrictions between countries. The committee decided no change would be made at this time.

7. The committee discussed the submission deadlines for the Distinguished District and Club programs and decided that with the broad use of technology, it is no longer necessary to have an extension for receipt of postal items. Therefore, midnight on December 31, will be the deadline for mid-year submissions, i.e. club officer lists, and June 30, will be the deadline for all year-end submissions. This will be effective for the 2008-2009 program year, on December 31, 2008 and June 30, 2009.

8. The committee reviewed a request from District 51 to begin planning for district reformation, since the district currently has 294 clubs and has been growing at an annual rate of 13.5 percent. The committee recommended that the district begin the planning process for reformation and consider the options of splitting into two or three districts. When completed, the plan must be submitted to the Board of Directors for review and approval.

9. The committee received a presentation by representatives from the Capital Group and Smith Barney on the status of Toastmasters International's investment portfolio.

It was moved and carried that the report of the Executive Committee be approved.

STRATEGIC PLANNING COMMITTEE

The report of the Strategic Planning Committee was given by its chairman, Immediate Past President, Johnny Uy, DTM, and covered the following:

The committee reviewed the analysis from the survey conducted among past, current and future district leaders regarding the concepts under consideration for changes in governance. Information regarding membership data and growth trends was reviewed in the context of determining the appropriate number of regions to create worldwide.

The committee recommended, based on multiple factors, that 15 regions be created, with the exact boundaries to be determined at a future Board meeting.

It was moved and carried that the report of the Strategic Planning Committee be approved.

COMMITTEE OF THE WHOLE

General Authority to Compose Changes to Governing Documents (adopted w/o objection by the Board)

The Board hereby authorizes and directs the Executive Director, consulting with nonprofit legal counsel, to compose amendments to the Bylaws of Toastmasters International to implement the decisions of this Board on governance reshaping, reflected in the minutes of this meeting and in those portions of the documents prepared by the Strategic Planning Committee that have been accepted by this Board.

The Bylaw amendments shall be limited to those changes legally required to establish new provisions desired by the Board in place of the current provisions and reasonable incidental details to accomplish the purposes of the governance reshaping, including but not limited to transitional procedures, timetables, position titles and duties, contingent provisions for the unexpected departure and replacement of officers and directors, and the like.

Those other details of governance reshaping that the Board has accepted, and that can be implemented without amendments to the Bylaws, shall be treated as decisions of the Board to be composed as policies in the Manual of Management Operations as soon as practical after the adoption of the Bylaw amendments by the membership in August 2008 (e.g., new regional boundaries, the system of region advisors, amendments to District Administrative Bylaws, District training and speech contest events, and new nomination procedures for International officers and directors and district officers).

GOVERNANCE AND POLICY COMMITTEE

The report of the GAP Committee was presented by its Chairman, Third Vice President Pat Johnson, DTM, and covered the following:

1. The committee made the mandatory 2007 three-year review of the assignment of Toastmasters clubs to the eight geographic regions to determine whether any region had more than 15% of the total number of Toastmasters clubs in the organization. The committee reviewed the regional distribution of districts and determined it is within the requirements as stated in the Bylaws. The committee also assigned undistricted clubs to regions for voting purposes. The committee recommended Policies and Procedures VI A 98 be amended as attached.

2. The committee continued its work on governance reshaping and made the following recommendations related to the International Leadership Committee (ILC), including nominations, timelines, and tools.

International Leadership Committee (ILC)

- One committee will nominate both officer and director candidates.
- The committee will be appointed by the International President-elect in February, with recommendations from international directors. The International President will fill any vacancies as they occur. Both appointments and filling vacancies will be ratified by the Executive Committee.
- The committee becomes effective September 1.
- The committee will consist of three past international presidents plus one past international director or past district governor from each region.
- There will be no change to the past international president's service: the past international president three times removed will serve as chairman for one year; the past international president twice removed will serve as vice-chairman for one year (moving up to chairman the next year); and one additional past international president will be appointed by the International President to serve for one year.
- Past international directors or past district governors will serve three-year staggered terms.
- ILC members cannot be a region advisor, district officer or on an international campaign team while a member of the committee.
- ILC members cannot run for international office for one year after leaving the ILC.
- ILC members will be appointed in February, following the election of the ID from that region, and serve for three years.
- ILC members may not serve two consecutive terms.

ILC Nominations

- The goal of the ILC will be to nominate at least two, but no more than three candidates for the international director positions which are expiring. The intent is to have all elections contested, but this is not a legal requirement.
- The ILC will nominate at least one candidate and not more than two candidates for the International President-elect and First Vice President positions and at least two and not more than three candidates for the Second Vice President position.
- There will be no restrictions on candidates from the same district for international officer or international director.

- Because the process has been expanded to allow any active individual member to put forward a recommendation, districts will no longer endorse or submit a candidate.
- Qualifications for both international officer and international director remain the same (must be a district governor to be an international director; must be international director to be an international officer, etc.)

Candidates can:

- self nominate
- be nominated by any member in good standing
- be nominated by the ILC

Campaign Timeline

Date	Action
September 1	Call for nominations
October 1	Deadline to declare your intent if you want to be included in the officer and director surveys.
November 1	International Officer Candidate Survey (IOCS) is conducted electronically. Due by December 15.
December 1	International Director Candidate Survey (IDCS) is conducted electronically. Due by January 15.
No later than February 15	ILC announces officer candidates; floor candidates can announce after that date.
No later than April 15	ILC announces director candidates, floor candidates can announce after this date.

Surveys/Other Tools

- IOCS continues as is to the same recipients, except it will be conducted electronically by WHQ (we will no longer use auditors to tabulate results). Recipients are: Board of Directors, past international presidents, past international directors for a period of two years following their term of office, current district governors and immediate past district governors.
- An IDCS (International Director Candidate Survey) will be created which will be conducted similarly to the IOCS (respondents will be able to submit two or three names of qualified candidates from their region).
- Each region has its own IDCS (one survey per region). Recipients are the district governors, district governors elect, immediate past district governors, region advisors and all past international directors and past international presidents residing in that region.
- Survey recipients will be provided with a link to candidate information, qualifications, desired attributes, etc.

- Other leadership profile tools may be used by the committee. Survey results and leadership profiles remain as non-binding tools; sources of information for the ILC and all deliberations and tool results remain within the Committee.
- Communications are covered in campaign policies.

The committee also brainstormed campaigning within the revised governance structure with emphasis on the importance of providing as much information and contact as possible to delegates so they can make an informed choice. The committee recommended changes to be included in policy. The committee also recommended progressive discipline based on severity when campaign policies are violated, as follows. The revised policy on campaigning will be prepared for final approval by the Board at a future meeting.

<u>Violation of Campaign Policies</u>

An investigation/adjudication clause will be added to the letter of intent and included in policy. By signing the letter of intent and candidate will verify that they have read the policies on campaigning, they understand them and they will comply with them and will abide by decisions of the committee/staff. The decision should attempt to fashion a corrective remedy to fit the violation.

The Executive Committee will be the body to discuss and decide severe infractions.

Level One – minor infraction that is correctable – minimal violation

- investigation by staff (if not resolved, goes to Executive Committee)
- no further ramifications (educate and inform)

Level Two – election processes/continuing violation – medium violation

- investigation by Executive Committee (could also be investigated by staff depending on issue)
- announcement prior to election or on TI Web site and/or censure by Executive Committee.

Level Three – campaign ethics – severe

- investigation by Executive Committee (initial investigation could be by staff)
- request for withdrawal or up to and including removal from good standing

Item No. 1 recommended change to policy. A separate vote was taken on this item and it was moved and carried by the required two-thirds vote that the changes be adopted. It was moved and carried that the remaining item of the report be accepted and the recommendations and actions of the committee be approved.

DISTRICT ADMINISTRATION COMMITTEE

The report of the DA Committee was presented by its Chairman, Sr. Vice President, Jana Barnhill, DTM, and covered the following:

The District Administration Committee continued its work from the August meeting relating to district governance structure and processes and made the following recommendations for change.

District Governor (DG) (becomes one, not elected). If there is a vacancy in the role of district governor, the DG-Elect appoints someone to complete the term and that appointment is ratified by the district council.

District Governor Elect (DGE) will be elected by the district council.

- Minimum eligibility is six months of service as a club president and 12 months as a division governor. If there is a vacancy in the position, the leadership committee recommends a minimum of two candidates for the council to elect.

The DGE accountabilities include:

- Assisting the district governor with district matters, such as helping to identify gaps within the district leadership structure and working with division and area governors to support/strengthen clubs.
- Supporting and/or acting in the absence of the district governor.
- Working with district leadership committee to put team together for following year
- Focusing on leadership development and monitoring results with division governors, area governors and club presidents
- Responsible for leadership components in the DCP/DDP
- Responsible for quality assurance programs
- Serves on the education committee
- Serves on the marketing committee
- Appoints the district secretary, district treasurer, lt. governor education, lt. governor marketing, public relations officer, and area governors for the coming year. (all appointed officers) The district council would approve such appointments at the council meeting prior to the DGE becoming district governor.
- Attends regional training twice yearly

- Develops the district plan and budget, as well as district alignment, for the next year with assistance from the region advisors.

Lieutenant Governor Marketing (LGM). Appointed by the DGE for one year to be served during the year the DGE is the district governor. An individual may be reappointed for one additional year - with a maximum of two years consecutively. Appointments are to be approved by the district council prior to the beginning of their term. An individual may return later to serve in the future.

- The role is a staff role and serves to provide support to division and area governors related to marketing activities and needs of the district.

Lieutenant Governor Education (LGE). Appointed by the DGE for one year to be served during the year the DGE is the district governor. An individual may be reappointed for one additional year - with a maximum of two years consecutively. Appointments are to be approved by the district council prior to beginning their term. An individual may return later to serve in the future.

- The role is a staff role and serves to provide support to division and area governors related to education and training activities and needs of the district.
- The LGE has the oversight role for all speech contests in the district.

Public Relations Officer (PRO). Appointed by the DGE for one year to be served during the year the DGE is the district governor. An individual may be reappointed for one additional year - with a maximum of two years consecutively. Appointments are approved by the district council prior to beginning of their term. An individual may return later to serve in the future.

Secretary (SEC), Treasurer (TREAS) or Secretary/Treasurer (S/T). Appointed by the DGE for one year to be served during the year the DGE is the district governor. An individual may be reappointed for one additional year - with a maximum of two years consecutively. Appointments are approved by the district council prior to their term. An individual may return later to serve in the future. These roles may be combined.

Division Governor (DVG). This is an elected position. To be eligible, an individual must have served at least six consecutive months as a member of the district council (club president or VPE). Individuals may be nominated by the district leadership committee (DLC), or may run from the floor. An individual may serve one year with the option to be re-elected for one additional year - with a maximum of two years consecutively. The intent is to preclude an individual from moving from division to division within a given district.

- The specific role description will be expanded. Major focus is to be on the district mission of enhancing the performance and extending the network of clubs.

- May serve as, or recommend names to serve as, a member of the district leadership committee (DLC).
- Provides support for area governors,
- Supports and enables speech contests, as directed by the LGE. Should not chair the speech contest .
- Responsible for achieving Distinguished Division status.
- Note: this role provides a leadership development opportunity for potential District Governor Elect candidates,

Area Governor (AG). Appointed or elected. To be eligible, an individual must have served at least six consecutive months as a member of the district council (club president or VPE) in so far as practical. Individuals may serve one year with the option to be re-appointed/re-elected for one additional year - with a maximum of two years consecutively.

- The specific role description will be expanded. The central focus of this role should be the district mission of enhancing the performance of clubs and extending the network of clubs).
- Supports and enables speech contests, as directed by the LGE. Should not chair the speech contest.

Immediate Past District Governor (IPDG) (becomes one, not elected).
The IPDG's accountabilities include:

- If appointed, chairs the district leadership committee (DLC) (so long as they are not a candidate for or currently serving in a higher level position in the organization.
- Serves as a member of the district executive committee.
- Serves as a mentor to district officers

Develop a district leadership committee (DLC) with the following accountabilities:

- The DLC will nominate two candidates for district governor elect and at least one candidate for each of the other elected positions.
- Serves as advisory to the DG and DGE.
- Responsible for recruiting and vetting appropriate candidates for district office, appointed and elected.
- Work in coordination with region leadership advisor,.
- Provides feedback on the expertise that will be required by future district leaders.
- The chairman of the DLC is appointed by the DGE and approved by the district council. The chairman serves one term as chairman.
- The DLC should be comprised of at least five members, minimum, and may be chaired by the IPDG (when practical and so long as the IPDG is not a candidate for or currently holding a higher level position in the organization).

- When practicable, there should be equal representation from all portions of the district. Names for potential members of the committee can be solicited from the outgoing division governors.
- Members of the committee must have served a minimum of one term as an area governor and received their High Performance Leadership Excellence award. Under extenuating circumstances, the DGE could waive this requirement.
- Members of the DLC serve a two-year term, with half of the members rotating each year. Members may not serve consecutive terms.

With regard to training and recognition, the committee recognizes the opportunity to significantly strengthen the overall leadership program track by adding additional training for the DG and DGE during the annual International Convention. The training for the DG would be focused on advanced leadership concepts and the focus for the DGE would be on the skills necessary to prepare for the year as district governor, such as goal setting, budgeting, team building, and so on.

Additionally, the committee recommended that an evaluation component be developed within the leadership track, beginning with the area governor role. This topic will be addressed at future meetings.

It was moved and carried that the report of the District Administration Committee be approved.

MARKETING AND EDUCATION COMMITTEE

The report of the MAE Committee was presented by its chairman, Second Vice President Gary Schmidt, DTM, and covered the following:

The committee continued its discussion of support for districts as part of the ongoing *Reshaping the Future of Toastmasters* project.

Support for Districts. Three region advisors will be selected from each region to train and advise district leaders on operational matters that affect district success. Currently, international directors are responsible for this operational support. The new model will allow international directors to focus on strategic and policy matters. Region advisors are experts who focus on a specific operational area of district support. Information collected by the advisors about district activities and progress will be shared among advisors, the Board and World Headquarters (WHQ).

The advisor roles will be:

Region Leadership Advisor

Region Education Advisor
Region Marketing Advisor

Region Advisors Selection Process

Nominations. Nominations open on September 1 each year. Individuals can self nominate, be nominated by a district or by other individual Toastmasters. A nomination occurs when the nominator notifies WHQ. Nomination will be specific to each region advisor role, i.e., leadership, marketing or education.

Application. Nominees will submit an application including a resumé, references and a leadership profile by October 31. The resumé will include relevant professional and educational background, Toastmasters experience and results, and a leadership profile.

WHQ will receive and process the applications and ensure they are complete and ready for review by November 30.

Application Review. The application review and decision-making process occurs between December 1 and January 15. At the end of the process the review committee, a subcommittee of the Board, submits final recommendations to the entire Board for approval.

The review team uses the following information during the process:

1. the content of the application submitted by the nominee
2. personal experience and knowledge of the nominee
3. input from other members of the review team
4. good judgment concerning the greater good of Toastmasters
5. survey of recent past top three officers, sitting region advisors and the international director
6. interviews and reference checks as necessary

A final conference call or series of calls would conclude the review committee's process and finalize the recommendations to be presented to the entire Board by January 15.

Selection. The Board would vote on the recommendations to select the advisors at its February meeting.

Term of Office. The term of office for the advisor would begin on March 1. This early appointment would give the advisors plenty of time to work with incoming district teams to prepare for the upcoming year and to prepare to participate in district-officer training. The term would conclude 16 months later on June 30. Advisors may apply for reappointment.

District Visits. Every year, each district will receive one reimbursed visit, be it from an international president, international director or region advisor. Should a region advisor visit a district the visit would likely occur at a DEC meeting or other training meeting and not at a conference or council meeting.

Communication. The primary methods of communication will be telephone, conference call and other electronic means.

Reimbursement. Expense reimbursement for region advisors will be done in a way similar to that which exists currently for international directors.

Region Advisors and District Officer Training
Training district officers is one of the primary duties of the region advisors. Training will occur as follows:

June:
- Top four district officers (DG, DGE, LGM, LGE)
- Three region advisors
- International officer or international director
- WHQ Staff
- Multi-region is an option

Mid-year:
- Top four district officers
- Three region advisors
- International director

August:
- DG and DGE
- Selected region advisors
- International officers
- Staff

Ongoing training throughout the year could occur via teleconference, Webinar, etc.

It was moved and carried that the report of the Marketing and Education Committee be approved.

All items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters.

President Ford announced that the next meeting of the Board of Directors will be held on February 13-16, 2008, at the Westin South Coast Plaza Hotel in Costa Mesa, California.

The meeting was adjourned at 5:00 p.m. on November 14, 2007.

Respectfully submitted,

Nancy L. Langton

Nancy Langton
Secretary/Treasurer

Distribution: Board of Directors
Past International Presidents
Past International Directors
District Governors
World Headquarters Staff
Nonprofit General Counsel

Toastmasters International
POLICIES AND PROCEDURES VI A 98

Effective Date: November 14, 2007

REGIONAL ASSIGNMENT OF DISTRICTS AND UNDISTRICTED CLUBS
EFFECTIVE JULY 1, 2007

Club totals as of June 30, 2007

REGION I		**REGION II**	
District	No. of Clubs	District	No. of Clubs
2	156	F	206
7	173	1	107

9	56	4	206
15	83	5	124
21	256	12	106
32	68	33	157
39	160	49	60
57	147	52	101
	1099		1,067

Alaska	26
NW Territory	9
Yukon Territory	3
	1,137

REGION III

District	No. of Clubs
3	181
16	86
23	65
25	134
26	156
44	38
50	164
55	129
56	159
	1,112

REGION IV

District	No. of Clubs
6	268
19	98
24	69
42	251
64	96
78	110
	892

REGION V

District	No. of Clubs
8	86
11	145
22	106
30	163
35	89
43	74
54	73
63	92
	1,106

REGION VI

District	No. of Clubs
10	95
13	62
28	101
40	163
60	327
61	172
62	88
65	98
	828

Benin	1	Argentina	2

Burkina Faso	3
Cambodia	1
Cote d'Ivoire	3
Egypt	1
Ethiopia	2
Fiji	1
Ghana	1
Kenya	2
Korea	12
Lebanon	1
Mauritius	3
Nepal	2
Nigeria	1
Pakistan	4
Viet Nam	1
	867

Belize	1
Bermuda	2
Brazil	1
Bulgaria	1
Chile	1
Costa Rica	1
Croatia	1
Cyprus	2
Estonia	1
Finland	1
Greece	1
Italy	1
Peru	2
Poland	3
Russian Federation	2
Turkey	3
Ukraine	7
Yugoslavia	1
	1,140

REGION VII

District	No. of Clubs
18	105
27	195
31	145
36	182
38	123
45	100
46	259
53	136
	1,245

REGION VIII

District	No. of Clubs
14	258
37	137
47	363
58	119
66	124
68	47
77	89
	1,137

Reference: Bylaws of Toastmasters International, Article V, Section 4(i)