



Minutes of the 2020-2021 Board of Directors Teleconference

June 23, 2021

The 2020-2021 Toastmasters International Board of Directors met on June 23, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report (attached) of the June 2, 2021, Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1 and 2.

The Board adopted item #3.

HIGHLY CONFIDENTIAL

3. The Board received the report (attached) of the June 9, 2021, Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 5, and 7.

The Board adopted item #4.

The Board adopted item #6.

4. The Board received the report (attached) of the June 16, 2021, Strategic Planning Committee teleconference as presented by Past International President Menon. The Board adopted the Committee's recommendations as presented in items #1, 2, and 3.
5. The Board received an update on the organization's performance.

6. The Board received an update on the financial position of the organization.
7. The Board received an update from the chairs of the following: Disciplinary Process Review Committee; Leadership Credit Committee; and Policy Review Committee.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted.”



Kate Wingrove
Secretary

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer
Past International Presidents
Past International Directors



Minutes of the 2020-2021 Executive Committee Teleconference

June 2, 2021

The 2020-2021 Toastmasters International Executive Committee met on June 2, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Marketing and Communications Director John Lurquin, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee discussed organization-level goals for the 2021-2022 program year. The Committee concluded that the current global environment caused by the COVID-19 pandemic, precludes it from setting data-driven goals for this time period. However, the Committee is encouraged by the achievement and performance of some Districts and clubs around the world and believes that this will continue during 2021-2022 program year as the world likely emerges from the pandemic.
3. The Committee discussed the Distinguished District Program goals for the 2021-2022 program year and acknowledges both the uncertainty and the opportunity that exists for District leadership teams. The Committee recommends to the Board the continuation of the current District Recognition Program without adjustment through the 2022-2023 program year.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as "unrestricted" upon distribution of the minutes by World Headquarters, not to include any matters marked "restricted" or "highly confidential."

A handwritten signature in cursive script that reads "Kate Wingrove".

Kate Wingrove
Secretary

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer
Past International Presidents
Past International Directors



Minutes of the 2020-2021 Executive Committee Teleconference

June 9, 2021

The 2020-2021 Toastmasters International Executive Committee met on June 9, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Region Advisor Program Coordinator Katie Welsh, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's performance.
3. The Committee received an update on the financial position of the organization.
4. The Committee discussed the financial implications of the global pandemic for Toastmasters International and the Districts. The Committee considered the income shortfalls throughout the organization that began in March 2020 and continue, in much of the Toastmasters world, to the present. The Committee also reviewed certain exceptions that were made during the October 28, 2020 meeting of the Board of Directors to Protocol 8.4: District Fiscal Management that offered financial support and flexibility to Districts during the COVID-19 pandemic. The Committee recommends the following to the Board:
 - a. Provide financial flexibility to Districts by allowing them to budget a financial loss for the 2021-2022 program year of no more than 20% of budgeted revenue for the program year, and provided that the funds are used according to the five priority categories of Protocol 8.4, Section 1 and provided that the year-end District required retention amount is met.
 - b. The reinstatement of the reallocation of District funds per Protocol 8.4: District Fiscal Management for the 2021-2022 program year, and that such funds may be withdrawn from the District reserves at any time during the 2021-2022 program year for specific strategic projects, not exceeding the estimated year-end reallocation of funds. Such withdrawals would occur at the discretion of the Chief Executive Officer in consultation with the Executive Committee. As of April 30, 2021, the District reserves are collectively USD \$3.4 million higher than the balance at June 30, 2020. The District reserve total is USD \$7.7 million in excess of the required retention (USD \$4.2 million) at June 30, 2020.

5. The Committee received an update on the plan to align all undistricted in-person clubs to a District and recommends that the Board approve the undistricted club alignments, effective July 1, 2021, as follows:
 - a. Clubs in Fiji will be aligned to District 69
 - b. Clubs in Angola and Madagascar will be aligned to District 74
 - c. Clubs in Bermuda will be aligned to District 81
 - d. Clubs in Chad will be aligned to District 94
 - e. Clubs in Russia will be aligned to District 108
 - f. Clubs in Malta and Turkey will be aligned to District 109
 - g. Clubs in Serbia will be aligned to District 110
 - h. Clubs in Burundi will be aligned to District 114

The Committee instructed World Headquarters to provide updated recommendations for the geographical areas of Egypt, Maldives, Mongolia, Belarus, Kazakhstan, Kyrgyzstan, Tajikistan, Bosnia, Israel, Palestine, and Latin America (Argentina, Bolivia, Chile, Columbia, Costa Rica, Panama, Peru, and Uruguay), no later than the August 2021 Executive Committee meeting.

6. The Committee received the report of the Advisory Council of Past Region Advisors working group which included a series of recommended amendments to Policy 10.0: Region Advisors (attached) and Protocol 10:1: Region Advisor Visits (attached). These amendments would clarify that all members who served as a Region Advisor would, at the end of their term, become Past Region Advisors. From that group of Past Region Advisors, a Past Region Advisors Council (PRAC) would be formed each program year to submit Region Advisor Program recommendations through World Headquarters for consideration by the Board of Directors. Subsequent amendments clarify the requirements for and responsibility when serving as a Region Advisor, as well as establishing how the Past Region Advisor Council is established. The Committee considered the recommendations of the Advisory Council of Past Region Advisors working group and recommends that the Board accept the changes to Policy 10.0, as presented, effective July 1, 2021. The changes to Protocol 10.1 were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect. The Committee also instructed World Headquarters to provide additional recommendations related to filling vacancies on the Past Region Advisor Council for future consideration.
7. The Committee reviewed proposed amendments to Protocol 9.2: Presidential Citations (attached) that would formalize the process followed by International Presidents of the following being ineligible to receive a Presidential Citation at the time of selection: District leaders, international-level candidates, incoming and outgoing Region Advisors, and members of the Board of Directors. The amendments were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective for the 2021-2022 program year.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted” or “highly confidential.”



Kate Wingrove
Secretary

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer
Past International Presidents
Past International Directors

Policy 10.0
Region Advisors

1. Role and Responsibility

- A. The purpose of a Region Advisor (RA) is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission through frequent communication and approved District visits.
- B. RAs report to the International President through World Headquarters. RAs provide monthly reporting to the International President using a format provided by World Headquarters.
- C. An RA may not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.
- D. An RA may not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA may not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- E. RA participation in social media must be in accordance with the RA Social Media Participation Chart and RA Social Media Best Practices included in the *Region Advisor Handbook*.

2. Qualifications

- A. Individuals who apply for or who are appointed to be RAs are paid members who have served 12 months as Immediate Past District Director (IPDD), 12 months as District Director (DD), and who have served 12 months in one (1) of the following two (2) roles: Program Quality Director (PQD) or Club Growth Director (CGD), or a combination thereof.
- B. Individuals who are serving in an elected or appointed District-level (including Area and Division) role may not apply in the same program year in which they are completing their term.
- C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters may not apply for or be selected as an RA.

3. Term of Service

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two (2) consecutive terms. There is no limit on nonconsecutive terms.
- B. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.
- C. An RA may resign in writing to the International President.
- D. An RA may be removed from service at any time, with or without cause, by the

Executive Committee.

4. Confidentiality

- A. An RA may receive organizational communication which ~~must~~^{should} be kept confidential unless otherwise instructed. Such items may not be copied, shown to, or discussed with anyone except as authorized by the International President or Chief Executive Officer. The same restrictions are applicable when such communication is also sent to Past Region Advisors.

Once a year, the Chief Executive Officer sends a notice to all Past Region Advisors whose dues payments are current, giving them the option to continue receiving organizational communication which they must agree to keep confidential. Only those Past Region Advisors responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.

- B. A breach of confidentiality must be immediately reported to the Chief Executive Officer, who reports it to the International President. Violators may be subject to further disciplinary action.

5. Region Advisor Selection Committee

- A. The RA Selection Committee is composed of:
- I. One (1) International Officer, who serves as chair, appointed by the International President.
 - II. At least two (2) International Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one (1) member will be a first-year International Director and one (1) will be a second-year International Director.
 - III. No fewer than eight (8) members representing a combination of past RAs or Past International Directors appointed by the International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.
 - a. District leader evaluations of each RA's service are used when selecting past RAs to serve on the committee.
- B. RA Selection Committee members are fair and open-minded.
- I. All committee members must complete a confidentiality form and submit it to World Headquarters.
 - II. Committee members with a conflict of interest, such as a business or personal relationship with an applicant that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair as soon as the conflict is identified. They must also abstain from

discussion and voting regarding that applicant in context of the Committee. In the event that the chair has a conflict of interest, as specified above, the chair must submit their resignation to the International President as soon as the conflict is identified.

- III. Committee members' responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study applicants' applications, watch applicants' training videos, review assessment results, conduct applicant interviews, consider any additional information available, make informed decisions, suggest or recommend qualified applicants to the chair, and seek ways to improve selection process.

C. Applicant Assessment

- I. Each RA applicant's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered by a professional assessment firm after the application process has closed. The results will be provided to the RA Selection Committee and to each respective applicant. Applicants must, before receiving the assessment results, agree in writing to keep them completely confidential.

Applicants may designate up to three (3) individuals to also receive their assessment results. Applicants may not share their results with these individuals directly. World Headquarters will provide any individual designated by an applicant with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the Board of Directors, International Leadership Committee Chair and Chief Executive Officer.

- III. The assessment tool is sent to:

- a. The International Director, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, **and** Division Directors, ~~and Area Directors~~ who served while the applicant was DD.
- b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, **and** Division Directors, ~~and Area Directors~~ who served while the applicant was PQD.
- c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations

Manager, **and** Division Directors, ~~and Area Directors~~ who served while the applicant was CGD.

- d. The DD, PQD, CGD and District Public Relations Managers of Districts the applicant served as an RA.
- e. The International Officers and Directors who served while the applicant was International Officer and/or Director.
- f. The International Officers and Directors who served while the applicant served as an RA.

g. RAs who served with the applicant while the applicant served as an RA.

~~g.~~ h. The DD, PQD, and CGD of Districts in which the applicant has been a member during each of the last five (5) years.

~~h.~~ i. The applicant.

- D. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
 - I. The Committee recommends one (1) RA for regions with eight (8) or fewer Districts.
 - II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.
 - III. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.

6. Past Region Advisors Council

- A. Each program year a Past Region Advisors Council (PRAC) will be established to submit Region Advisor Program recommendations, through World Headquarters, for consideration by the Board of Directors.**
- B. The council consists of two (2) council chairs and no fewer than 14 members with equal representation of all Toastmasters International regions.**
 - I. Council chairs and council members are paid members who have served as an RA and must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct and maintain confidentiality about the council's work.**
 - II. Council chairs are appointed for each program year by the First Vice President, subject to ratification by the Executive Committee.**

- a. **Council chairs serve a two-year term.**
 - i. **Council chair terms are staggered, with one (1) council chair appointed each year.**
 - ii. **Should a council chair be unable to complete the two-year term for any reason, the vacancy is filled by a Past Region Advisor who meets all council chair requirements. The individual filling the less-than-two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less-than-two-year time of service.**
- III. **Council members are appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.**
 - a. **Council members serve a one-year term from July 1 to June 30. At the discretion of the First Vice President, a council member may be appointed to serve a succeeding year.**
- IV. **Past Region Advisors who are serving in an elected or appointed District-level (including Area and Division) role or on the Board of Directors may not serve as a PRAC member in the same program year.**
- V. **Past Region Advisors for whom an International Officer and Director Letter of Intent is on file at World Headquarters may not serve as a PRAC member.**

Region Advisor Visits

1. The purpose of a Region Advisor (RA) visit is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission.
2. Visits should occur primarily between July and October, during Toastmasters Leadership Institutes, District trainings or District Executive Committee meetings when not held during a District conference.
3. RAs shall visit Districts as approved by the International President.
4. RAs request District visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President-Elect (depending on who will be International President at the time the visits will occur). World Headquarters confirms each visit, in writing, to the RA and the appropriate District leaders.
5. Districts must accept visits by an RA.
6. Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur). The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.
 - A. Visits to club meetings within the RA's home ~~region~~ **District and assigned Districts** may be made at any time. Visits to club meetings outside of the RA's home ~~region~~ **District and assigned Districts** require prior approval. Reimbursement is not provided.
 - B. Visits to Area and Division events within the RA's home District ~~or home-region~~ **and assigned Districts** may be made at any time as an attendee. Visits to such events for purposes of training and support require prior approval. Reimbursement is not provided.

Visits to Area and Division events outside the RA's home ~~region~~ **District and assigned Districts** require prior approval. Reimbursement is not provided.
 - C. Visits to District events within the RA's home District **and or assigned Districts** may be made at any time as an attendee. Visits to such events for the purposes of training and support require prior approval. Reimbursement may be provided with prior approval.

~~Visits to District events within the RA's assigned region that are not a part of the approved schedule require prior approval. Reimbursement may be provided with prior approval.~~

Visits to District events outside the RA's home and assigned Districts require prior approval. Reimbursement is not provided.

- D. District visits outside the RA's assigned ~~region~~ **Districts** require prior approval. Reimbursement is not provided.
7. When visiting or presenting at any Toastmasters event, in-person or remotely, RAs may not sell or promote products, merchandise, or services.

Presidential Citation

Each year the International President selects individuals to receive a Presidential Citation award. This is a significant honor, and to ensure the most qualified and deserving recipients are chosen to receive the award, this nomination and selection process has been established.

1. Criteria

The following criteria will be used to determine if an individual member is a qualified Presidential Citation recipient.

A. Organizational growth

- I. Has the member participated in the chartering of 15 or more clubs within the last 10 years?
- II. Was the member instrumental in the forming of a new District?

B. Organizational excellence

- I. What type of significant, long-term contributions has the individual made at the District or international levels?
- II. How has the person notably and publicly exemplified Toastmasters International's core values?

C. Brand equity

- I. What type of significant, public contributions has the member made outside of Toastmasters in their profession or community?
- II. How have these contributions created large-scale recognition or awareness of Toastmasters?

2. Nominee Selection

- A. There shall be no more than two (2) recipients selected per region **(including undistricted clubs)** per year.
- B. The International President refers to the criteria during the selection process.
- C. A maximum of 20 citations will be awarded each year.
- D. Past International Presidents are not eligible to receive a Presidential Citation.
- E. **At the time of selection the following are ineligible: District leaders, international-level candidates, incoming and outgoing Region Advisors, and members of the Board of Directors.**
- E.F. An individual is eligible to receive a Presidential Citation only once in a lifetime.

3. Nomination Results

- A. If a member has been selected, World Headquarters notifies the member and the individual(s) who nominated the recipient, as well as the International Director and Region Advisor for the recipient's region.
- B. If the nominated member is not selected, World Headquarters notifies the individual(s) who nominated the member.
- C. Recipients are recognized at the International Convention.



Minutes of the 2020-2021 Strategic Planning Committee Teleconference

June 16, 2021

The 2020-2021 Strategic Planning Committee met on June 16, 2021, with Immediate Past International President Deepak Menon, DTM, presiding. The other officers present were: International President Richard E. Peck, DTM; International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee discussed the evolution of Toastmasters International's Strategic Plans and the planning process followed in the past decades to set the stage for their discussion about the future of Toastmasters International's Strategic Plans and planning. The Committee recognized that Toastmasters International's Strategic Plans must be dynamic and able to adapt to the changing needs of the organization and the rapidly changing global environment. As a result, the Committee decided to develop and implement two-year Strategic Plans for the foreseeable future. The Committee anticipates that the next Strategic Plan will be finalized March 2022. Shorter-term plans will continue to provide the vision and strategies of the organization while enabling agility.
3. The Committee discussed the evolution of Board committees, committee establishment and processes, and stakeholder perceptions regarding expectations for committee and Board output. Board committees are established to enable assigned members of the Board to focus more deeply on specific topics, and subsequently provide needed perspective and guidance to the Board. On occasion, Board committee members feel a need to produce substantial output during their term, often resulting in lists of recommendations. Such recommendations are sometimes misaligned with or contradict the work of previous committees. The Strategic Planning Committee believes that it could be beneficial to decrease the number of Board committees each year or lengthen the duration of their term to better support engagement in meaningful discussion and recommendation development. The Committee also believes that Board committees should not always feel an obligation to create recommendations but that, at times, the discussion that takes place is critical for guiding future work and decisions of the Board.

As there was no other business on the agenda, the meeting was adjourned.

Pursuant to Protocol 11.3: Board of Directors Confidentiality, items contained in the minutes of this meeting were classified as “unrestricted” upon distribution of the minutes by World Headquarters, not to include any matters marked “restricted” or “highly confidential.”



Kate Wingrove
Secretary

Distribution: Board of Directors
 Nonprofit General Counsel
 Chief Executive Officer
 Past International Presidents
 Past International Directors