



Minutes of the 2022-2023 Board of Directors Videoconference

June 26, 2023

The 2022-2023 Toastmasters International Board of Directors met on June 26, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. International President-Elect Mathieson was absent.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Board received the report (attached) of the June 5, 2023, Executive Committee meeting as presented by First Vice President Spear. The Board adopted the Committee's recommendations as presented in items #1 and 2.
4. The Board received the report (attached) of the June 12, 2023, Executive Committee meeting as presented by First Vice President Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, and 7.
5. The Board received an update on the organization's performance.
6. **HIGHLY CONFIDENTIAL**
7. In March 2023, the Policy Review Committee presented some of its recommendations regarding Toastmasters events and meetings; additional recommendations were deferred until a future meeting. The Policy Review Committee presented the remaining recommendations. The following is an outline of the Board's decision regarding the recommendations of the committee:
 - Amendments to Policy 4.0: Intellectual Property (attached), relating to the organizer of every Toastmasters event, were adopted, effective immediately.

- The Board requested further clarification on the proposed definition of “special events” and referred it back to the committee.
- Amendments to Policy 9.1: International Campaigns and Elections were referred to World Headquarters for further review and presentation at a future Board meeting.

Upon advice from legal counsel, the Policy Review Committee withdrew one of its recommendations relating to District Signature Forms. Further, World Headquarters will continue to work with legal counsel on the proposed definitions relating to conflict of interest and present revised definitions at a future date.

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.”


Kristen Kyriazis
Secretary

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



Minutes of the 2022-2023 Executive Committee Videoconference

June 5, 2023

The 2022-2023 Toastmasters International Executive Committee met on June 5, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed and adopted the agenda.
2. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee considered the performance of the portfolio as reasonable given the market conditions and the investment parameters provided to Morgan Stanley by the Board. The Committee also reviewed Policy 8.6: Use of Reserve Funds and determined that no changes were needed.

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 black ink that reads "Kristen Kyriazis".

Kristen Kyriazis
Secretary

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



Minutes of the 2022-2023 Executive Committee Videoconference

June 12, 2023

The 2022-2023 Toastmasters International Executive Committee met on June 12, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, 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, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed and adopted the agenda as presented.
2. The Committee received an update on the organization's performance.
3. The Committee discussed the request from Districts 71 and 91 to form a joint reformation committee. The Committee will continue its discussion in August 2023.
The Committee received an update on the progress and performance in Districts 75 and 76 for the 2022-2023 program year, in the context of their previous District reformation requests.
The Committee received an update on the alignment of undistricted countries to Districts. World Headquarters continues to work with District leaders to establish optimal alignments.
4. **HIGHLY CONFIDENTIAL**
5. **HIGHLY CONFIDENTIAL**
6. The Committee received an update from the chairs of the following: District Reporting Committee; International Campaigns Committee; and Region Alignment Committee.
7. **HIGHLY CONFIDENTIAL**

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."



Kristen Kyriazis
Secretary

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

Intellectual Property

1. Trademarks and Copyrights

- A. The use of Toastmasters International's trademarks is defined in Article III, Section 6, and Article XIII, Sections 1 through 4, of the Bylaws of Toastmasters International.
- B. The membership marks "Toastmasters International," "Toastmaster," and "Toastmasters," and the emblem are registered for trademark protection in all countries where Districts or Provisional Districts exist, for exclusive use by or under the authority of Toastmasters International. Trademark registration prior to Provisional District status is pursued if deemed appropriate by the Chief Executive Officer.
- C. The Chief Executive Officer is authorized and directed to take appropriate steps as needed to protect the copyrights and marks of Toastmasters International and to prohibit their unauthorized use or misappropriation by any unauthorized person or group in any geographical area.
- D. Individual members are provided Toastmasters International's proprietary material for educational purposes only in connection with Toastmasters activities. Any unauthorized derivative works which are created using Toastmasters International's proprietary material are the property of Toastmasters International.
- E. Unauthorized use of the marks or copyrighted materials is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.
- F. Toastmasters International may create and use an alternate graphic image rather than the official emblem.
 - I. When used, all rights and prohibitions that apply to the emblem shall apply to such image.
 - II. The Chief Executive Officer determines whether trademark or other protective measures are taken with regard to such images.
 - III. Changes to any such alternate graphic image must be approved by the Executive Committee.

2. Brand Standards

- A. The Toastmasters brand is made up of several elements integral to ensuring a consistent identity for Toastmasters clubs, Districts, and Toastmasters International. Its correct and consistent application accelerates engagement, raises the organization's credibility and improves brand recall. Brand elements include:
 - I. Logo
 - II. Wordmark
 - III. Color Palette

- IV. Typography
- V. Tagline

B. Toastmasters International publishes a Brand Manual on the Toastmasters International website. It includes all brand standards that shall be followed. The primary brand standards are:

- I. The Toastmasters logo and wordmark, as currently published by Toastmasters International, are the graphic images that represent Toastmasters clubs, Districts, and Toastmasters International.
 - a. The logo and wordmark may not be modified in any way.
 - b. Individual members, clubs, and Districts may not create or use their own logos to replace or supplement the Toastmasters logo and wordmark.
 - c. Previous versions of the emblem or logo and non-compliant brand images may not be used on any club- or District-related material except when the material is part of an historical display.
 - d. A previous version of a Toastmasters banner may be displayed at a Toastmasters event as long as the most currently branded version of the banner is more prominently displayed.
 - e. When photos are posted on social media of any Toastmasters event where banners are displayed, a previous version of a Toastmasters banner shall only be shown if the most currently branded version of the banner is more prominently shown.
- II. There are six (6) colors that make up Toastmasters' brand color palette. No other colors may be used in the development of marketing materials, meeting agendas and related items, electronic media, or any other material that represents Toastmasters in any way.
- III. The Toastmasters brand is represented by four fonts. No other fonts may be used.
- IV. Toastmasters' official tagline is "Where Leaders Are Made." While usage is not mandatory, no other tagline or theme may be used except in the promotion of special events such as District conferences and club officer and District leader training events.

V. All Toastmasters events must clearly identify the organizer (club/District/World Headquarters) of the event.

C. Misuse of brand elements is prohibited and may result in removal from good standing of an individual member, revocation of a club charter, removal of an officer at any level, or other disciplinary or legal action.

3. Use of Toastmasters Material

A. Toastmasters International is promoted through the Success Communication Series, the Success Leadership Series, The Better Speaker Series, The

Leadership Excellence Series, and The Successful Club Series and Youth Leadership programs, which non-members may attend.

- B. Toastmasters International's tax-exempt and nonprofit statuses are jeopardized when the organization or clubs are perceived to be in the seminar business and in competition with for-profit enterprises.
- C. In the countries where Toastmasters clubs are covered by liability insurance, the insurance is not valid for activities outside of normal Toastmasters meetings.
- D. All programs are presented by individual members acting as representatives of their clubs, thereby preserving the identity of the programs, clubs, and organization.
- E. Non-Toastmasters may request permission from Toastmasters International to use Toastmasters' programs and materials. Individuals, educational institutions, and other organizations may only use Toastmasters' programs and materials in a manner which provides no pecuniary gain or profit, directly or indirectly, as described in Article II of the Articles of Incorporation of Toastmasters International.
- F. Districts are responsible for training club officers and for providing other training that helps clubs function more effectively, achieve excellence, and deliver on their mission.
- G. Individual members and clubs may only conduct training programs, seminars, and other events for other clubs and members with the permission of the District. Subject matter and content of any such training program, seminar, or event shall be in keeping with the club and District missions.

4. Membership Contact Information

- A. Members' contact information is only provided to appropriate members and officers as needed.
- B. Members' contact information is only used for official Toastmasters business.
- C. Access to members' contact information is governed by and limited to the provisions of the California Nonprofit Public Benefit Corporation Law, including any local data privacy laws in effect in each jurisdiction.

5. Surveys

- A. The only entity authorized to conduct surveys of members and former members and release the results of those surveys is World Headquarters with the following exceptions:
 - I. The Chief Executive Officer may grant written permission to conduct surveys of members and former members and release the results of those surveys.
 - II. Clubs may survey their own members.
 - III. Districts may seek information on educational or related programs from members within the District for their own use.

- B. The conduct of any surveys by outside entities, such as academic sources, and the release and use of survey results, is at the discretion of the Chief Executive Officer.