



Minutes of the 2023-2024 Board of Directors Videoconference

October 26, 2023

The 2023-2024 Toastmasters International Board of Directors met on October 26, 2023, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Stefano McGhee, DTM; Matt Kinsey, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Sondra Nunez, DTM; Jesse Oakley III, DTM; Dana Richard, DTM; Violetta Rios, DTM; Frank Turo, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, and Secretary Kristen Kyriazis were also present. International Director Dueck was absent.

1. The agenda was adopted as presented.

2. **HIGHLY CONFIDENTIAL**

3. The Board received the report (attached) of the October 9, 2023, Executive Committee videoconference as presented by International President-Elect Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 5, and 6. The remaining item was considered separately by the Board.

The Board adopted item #4.

4. The Board received an update on the organization's performance.

5. The Board received and adopted the minutes (attached) of the September 19, 2023, Audit Committee meeting, including engaging Eide Bailly and Mazars of Singapore as the 2023 auditors for Toastmasters International and Toastmasters International Singapore Limited, respectively.

6. The Board received an update from the chairs of the following: District Structure Committee, Recognition Committee, and Region Advisor Selection Committee.

7. The Board discussed the appointment of authorized representatives to speak with and provide documentation to the Canada Revenue Agency. The Board adopted by unanimous written consent, culminating on November 7, 2023, the attached resolution and directed that the consent be filed with these minutes.

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 2023-2024 Executive Committee Videoconference

October 9, 2023

The 2023-2024 Toastmasters International Executive Committee met on October 9, 2023, with International President-Elect Radhi Spear, DTM, presiding. The other officers present were: First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; Immediate Past International President Matt Kinsey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. International President Mathieson was absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's performance.
3. The Committee reviewed and approved the signers on District bank accounts as submitted by each District below on the District Signature Form, retroactive to July 1, 2023. These signers are authorized to use corporate funds at the District, Division, and Area levels and in this capacity act on behalf of Toastmasters International.

F	25	54	76	103
1	29	56	80	111
5	31	58	83	112
7	32	60	85	115
8	35	61	91	117
10	37	62	94	119
12	40	64	95	123
13	43	66	96	124
14	44	68	97	125
16	47	71	98	
22	49	72	99	
23	50	73	100	
24	53	74	102	

The Committee will review signature forms from the following Districts, upon receipt at a future meeting:

4	38	69	90	118
17	41	70	92	121
18	42	75	93	126
19	45	78	101	127
20	46	79	104	128
21	51	82	105	
28	55	86	114	
30	57	87	116	
33	67	89	120	

The following Districts do not operate a local bank account and are not required to submit a signature form:

2	26	52	84	110
3	27	59	88	113
6	34	63	106	122
9	36	65	107	
11	39	77	108	
15	48	81	109	

4. **HIGHLY CONFIDENTIAL**

5. The Committee received an update on the 2023-2024 Club Building Initiative.
6. The Committee received an update from the chairs of the following: District Structure Committee, Recognition Committee, and Region Advisor Selection 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” or “highly confidential.”



Kristen Kyriazis
Secretary

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



2023-2024 Audit Committee Teleconference

September 19, 2023

The 2023-2024 Audit Committee met on September 19, 2023, with Audit Committee Chair Michael Notaro, DTM, PIP, presiding. Also present were Co-Chair Balraj Arunasalam, DTM, PIP, and Chief Financial Officer John Bond.

1. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. Chief Executive Officer Daniel Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm Eide Bailly as the auditor of the organization's financial statements for 2023. The CEO also recommended to the Audit Committee that Toastmasters International retain the public accounting and auditing firm Mazars of Singapore as the auditor of the financial statements of Toastmasters International Singapore Limited for 2023. The Audit Committee concurs with the Chief Executive Officer's recommendation and recommends to the Board that the organization retain the professional services of Eide Bailly and Mazars of Singapore for Toastmasters International and Toastmasters International Singapore Limited, respectively, as the 2023 auditors.
2. The Audit Committee authorized Chief Financial Officer John Bond to sign the engagement letters for the services of the audit firms listed in item #1 for the 2023 year but requested these letters first be submitted to the Audit Committee for their review and approval.

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

BOARD RESOLUTION
ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF TOASTMASTERS INTERNATIONAL

October 26, 2023

CERTIFIED TRUED EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TOASTMASTERS INTERNATIONAL, CALIFORNIA, USA HELD ON THE 26TH DAY OF OCTOBER 2023 AT ~~8:30 a.m. MT~~ AT WHICH A QUORUM WAS PRESENT.

WHEREAS, Toastmasters International, incorporated as a Non-Profit Benefit Corporation in California, United States, with its principal place of business at 9127 South Jamaica Street, Suite 400, Englewood, Colorado 80112;

WHEREAS, it has been determined by Morag Mathieson, Radhi Spear, Aletta Rochat, Stefano McGhee, Matt Kinsey, Sondra Nunez, Jesse Oakley III, Violetta Rios, Kimberly Lynne Myers, Farzana Chohan, Dawn Frail, Dana G. Richard, Anwasha Banerjee, Kimberly Dueck, Jean Gamester, Frank Tsuru, Benjamin McCormick, Pawas Chandra, and Helen He, constituting the members of the Board of Directors (the “**Board**”) of Toastmasters International, at the Board of Directors Meeting of Toastmasters International held virtually over Zoom, hereby adopt the following resolution to appoint three individuals as authorized representatives to speak with and provide documentation to the Canada Revenue Agency on behalf of Toastmasters International by unanimous written consent as of the date contained herein and hereby directs that the consent be filed with the minutes of the Board.

APPOINTMENT OF AUTHORIZED SIGNATORIES

WHEREAS, pursuant to Article V, Section 4 of the Company’s Bylaws, the Board may exercise its power to manage the business and affairs of the Company through all lawful acts and things as are not prohibited by statute or the Certificate of Incorporation; and

WHEREAS, the Board deems it to be in the best interests of the Company and to designate, for the avoidance of doubt, the following employees of the Company as authorized signatories of the Company (collectively, the “**Authorized Signatories**”)

NOW THEREFORE BE IT RESOLVED, that Daniel Rex, Chief Executive Officer of Toastmasters International, is appointed as an authorized representative to speak with and provide documentation to the Canada Revenue Agency on behalf of Toastmasters International;

BE IT ALSO RESOLVED, that John Bond III, Chief Financial Officer of Toastmasters International, is appointed as an authorized representative to speak with and provide documentation to the Canada Revenue Agency on behalf of Toastmasters International;

BE IT ALSO RESOLVED, that Cheri Roesler, Treasury & Compliance Manager of Toastmasters International, is appointed as an authorized representative to speak with and

provide documentation to the Canada Revenue Agency on behalf of Toastmasters International;

RESOLVED FURTHER, that subject to any other limitations provided by the Board or the Company's officers, the Authorized Signatories are each hereby designated as authorized signatories of the Company, to serve at the pleasure of the Board; and

RESOLVED FURTHER, that any actions taken by any of the Authorized Signatories in furtherance of the foregoing are hereby ratified and approved by the Board.

GENERAL AUTHORIZING RESOLUTION

RESOLVED, that the officers of the Company are authorized and directed, for and on behalf of the Company, respectively, to make such filings and applications, to execute and deliver such documents and instruments, subject to the restrictions set forth above and to do such acts and things to implement the foregoing resolutions.

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