





**Minutes of the 2011-2012 Board of Directors Meeting
Anaheim, California
February 8-10, 2012**

The 2011-2012 Toastmasters International Board of Directors met on February 8, 2012, at 12 p.m. PDT, with International President Michael Notaro, DTM, presiding. The other officers and directors present were: John Lau, DTM; George Yen, DTM; Mohammed Murad, DTM; Pat Johnson, IPIP, DTM; Balraj Arunasalam, DTM; Gina Cook, DTM; Kevin Doyle, DTM; Wendy Harding, DTM; David Hollingshead, DTM; Viki Kinsman, DTM; Andrew Little, DTM; David McCallister, DTM; Roberta Perry, DTM; Jacquie Schnider, DTM; Mike Storkey, DTM; James Sultan, DTM; Christine Temblique, DTM; and George Thomas, DTM. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

BOARD OF DIRECTORS

The meeting began with reports from International President Notaro and Executive Director Rex on the status of the organization.

EXECUTIVE COMMITTEE

The report of the Executive Committee was presented by International President-Elect John Lau, DTM, and covered the following items considered at its February 6-7, 2012, meeting:

The 2011-2012 Executive Committee met on February 6-7, 2012, with International President Michael Notaro, DTM, presiding. The other officers present were: International President-Elect John Lau, DTM; First Vice President George Yen, DTM; Second Vice President Mohammed Murad, DTM; and Immediate Past International President Pat Johnson, DTM. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

1. The Committee reviewed the progress of the global legalization project and directed staff to continue with the effort to achieve worldwide compliance and to report to the committee in August.
2. The Committee reviewed the current status of the in-process reformatations in districts 47 (Florida), 85 (China), 14 (Georgia), 21 (British Columbia) and 59 (Europe).
3. The Committee reviewed the history of the organization's primary emerging markets over the past 20 years and discussed the unique factors that led to growth in each segment. The Committee is committed to continued research and fact-finding to support the development of key growth areas in the future.
4. In the 2010 Strategic Plan, Renew Focus on Leadership is a specific strategy that supports Objective 2: Education Programs. The Committee reviewed the detail-level plan of research, analysis, testing and development for the project. It anticipates that the revised Leadership education program will be introduced by the end of 2013.



5. The Committee reviewed the proposed 2012 International Convention Schedule of Events and concurred with the planned sequence of activities, which is similar to the 2011 Convention schedule. In addition, the Committee decided to conduct a single Candidate Showcase for all regions in one location.
6. In November 2011, the Committee discussed the organization's position on social media, and directed staff to further develop the Guidelines for Social Media Use drafted by the 2009-2010 Board of Directors. At this meeting, the Committee reviewed and approved the new Toastmasters Online User Agreement protocol and recommends that it be posted to all official Toastmasters International online forums. The Committee also approved a new Social Media Specialist position at World Headquarters.
7. The United States Internal Revenue Service recommends that U.S.-based organizations have a written whistle-blower policy. In November, the Committee discussed a draft Whistle-blower Protection section to be added to Policy 3: Ethics and Conduct. At this meeting, the Committee reviewed and approved the revised verbiage and recommends adoption of Section 4: Whistle-blower Protection (attached).
8. The Committee discussed the appropriateness of making donations to the Ralph C. Smedley Memorial Fund using district funds. The Committee clarified that district funds may only be spent within the authorized district budget categories and may not be donated to any fund, including the Ralph C. Smedley Fund. Protocol 8.4: District Fiscal Management was modified as attached.
9. The Committee reviewed Protocol 11.3: Board of Directors Confidentiality and made clarifying updates to ensure user understanding (attached).
10. The Committee received and reviewed the report of the Advisory Committee of Past Presidents and expresses gratitude for its ongoing contributions to the organization. The Committee reviewed Policy 11.4: Board of Directors Committees and recommends that the final sentence in section G be deleted from policy (attached).
11. The Committee conducted a review of the Executive Director's performance and commended Executive Director Rex for his efforts and exceptional contributions. The Committee also approved a compensation package for the Executive Director for the 2012-2013 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Executive Director was excused from the room, the Committee reviewed confidential advice regarding compliance with excess benefit rules under Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Executive Director is just and reasonable compared to similar organizations.

The Board voted to accept and approve the recommendations and actions in the report. Separately, the Board voted to approve the recommendations in items 7, 10 and 11. All policy changes were approved by the required two-thirds vote, and are attached to these minutes.



BOARD OF DIRECTORS

1. In November 2011, the Executive Committee discussed the International Leadership Committee's process for assessing International Officer and Director Candidates and directed staff to further refine the draft assessment tools and draft an assessment tool to be completed by leaders who have served with the candidate. The Board approved the revised draft assessment tools and directed staff to engage an assessment expert and deliver a final document for approval in August.
2. The Board discussed the evolving roles of the International Officers and Directors and the need to provide candidates and newly elected Board members with additional information about campaigning, transitioning to the Board and serving as a Board member. The Board directed World Headquarters to develop additional support materials, an information session for candidates and deeper orientation for new board members.
3. The Board received reports from Committees 1 and 2:
 - a. Committee 1, Renew Focus on Leadership
The 2010 Strategic Plan incorporates Renew Focus on Leadership as a tactic to support Objective 2: Education Programs. Committee 1 was tasked with the initial phase of the project: defining and understanding how leadership in Toastmasters is learned. The Committee identified the skills and attributes necessary to be a successful leader and considered the factors of the program that help individuals learn, develop and refine those skills and attributes at all leadership roles from club level to district level. The Committee developed a grid that cross-references all factors. Although the full results of the committee's work will be used for the Renew Focus on Leadership project, the Committee recommended making minor modifications to current marketing and club leadership materials based on its findings.

The Board voted to accept the report presented by Committee 1.

- b. Committee 2, Region Advisor Selection
Committee 2 was tasked with selecting the best individuals for the role of Region Advisor for each region. It also reviewed the existing process and provided recommended improvements for the future.

The Board voted to accept the report and adopt the recommendations presented by Committee 2, including the appointment of the Region Advisors recommended by the Committee.

STRATEGIC PLANNING

Led by Strategic Planning Committee Chair Pat Johnson, DTM, IPIP, the Board reviewed a competitive analysis, identified the factors that impact an individual's decision to join Toastmasters, and conducted an exercise to ascertain the internal and external threats facing the organization.



CONCLUSION

International President Notaro adjourned the meeting at 3:45 p.m., February 10, 2012.

Pursuant to Policy 11.3, 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." The results of the Board meeting described in the Board Briefing, written and orally presented in open session on February 11, 2012, were classified "unrestricted."

A handwritten signature in black ink that reads 'Sally Newell Cohen'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

Ethics and Conduct

1. Standards

- A. All programs, activities, communications, and conduct of Toastmasters clubs and members shall be represented in an ethical manner, consistent with Toastmasters International's governing documents, mission, and values. Each club is responsible for the actions of its members.
- B. Ethics and conduct violations by an individual member, club, area, division, district, or other official group, may subject the offending person or entity to disciplinary action.
- C. Members shall not conduct or condone programs, activities, or communications which are defamatory, malicious, offensive, derogatory, damaging, false, libelous, or otherwise detrimental to the best interests of Toastmasters International. Members shall not assist, support, aid, facilitate, invite, or condone anything that interferes with the programs, proceedings, or affairs of Toastmasters International or its clubs.
- D. Each club, not Toastmasters International, is legally and practically responsible for resolving personal conduct issues within the club. Clubs are not liable for claims against the international organization and the international organization is not liable for claims against the clubs.
- E. Ethics and conduct violations may subject the offending individual to removal from club membership, a leadership role at any level, and/or good standing with Toastmasters International.
- F. If the actions of any individual member or club are in conflict with the basic principles, ideals, or standards of Toastmasters International, the club may be subject to suspension or expulsion by Toastmasters International and/or the individual member may be subject to suspension or removal from good standing, and/or other appropriate action.
- G. Members in leadership roles above the club level are subject to the ultimate authority of the Board of Directors. The Board may remove a member from good standing or expel a club, under [Article III, Sections 4, 8, and 13 of the Bylaws of Toastmasters International](#). Removal of district officers is governed by [Article VII, Section \(g\) of the District Administrative Bylaws](#) and discipline of Board members is governed by [Policy 11.12](#).
- H. Matters of personal conduct within districts above the club level are resolved by district officers when possible, with assistance from World Headquarters to the extent necessary and practically possible. The Executive Director is notified of incidents occurring above the club level and may initiate independent action to assure that proper corrective steps are being taken.

2. Nondiscrimination, Background, and Character

- A. Nondiscrimination is defined in [Article III, Section 7 of the Bylaws of Toastmasters International](#).

- B. When voting on the admission of a member or the election of an officer, members are entitled to consider any information about the person's background or character of which they are aware, but the prospective member is not required to make any affirmative disclosures about such matters.
- C. Toastmasters International, clubs, districts, or any officer is not responsible for the background or character of any person admitted to club membership or elected or appointed to a leadership role.

3. Harassment

- A. Toastmasters International prohibits all types of harassment and bullying, including, but not limited to, sexual, verbal, physical, and visual harassment (including electronically).
- B. Creating an intimidating, offensive, or hostile environment, which includes conduct, comments, or conditions of an offensive, unwelcome, or sexual nature altering the conditions under which an individual experiences the Toastmasters program is prohibited.
- C. Unwelcome physical contact, such as pushing, fighting, kicking, hitting, or shoving, is prohibited.
- D. Inappropriate touching, lewd jokes, displaying explicit or sexually suggestive material, and repeated unwelcome requests for a sexual or dating relationship are prohibited.
- E. Unwelcome advances, requests for sexual favors, and other unwelcome verbal, written, or physical conduct are prohibited.
- F. Making the submission to or the rejection of such conduct the basis of participation or advancement decisions is prohibited.
- G. Retaliating or discriminating against any member for reporting harassment is prohibited.

4. Whistle-blower Protection

If any individual member of Toastmasters International reasonably believes that Toastmasters' policies have been violated, or that any Toastmasters activities, policies or practices are illegal (i.e., in violation of any applicable law, regulation or rule), that person is encouraged to follow the procedure below. An individual member may only make a report in good faith that is objectively reasonable, and not for the purpose of harassing, disrupting or interfering with the affairs of the organization or the participation of other members.

An individual member who wishes to express concern about any Toastmasters policy violation, activity, policy or practice may:

1. **Submit a written complaint containing reasonably credible information to the responsible volunteer leader at the next level. (For example, a club member would complain to the club president, a club president to an area governor, etc.)**

- a. If the individual is not satisfied with the response he or she receives, or if the next-level volunteer leader to whom the issue would be reported is the subject of the individual's concern, or the individual is otherwise uncomfortable speaking with the next-level volunteer leader, the individual may then make the complaint in writing to the Executive Director.
 - b. If the complaint is about the Executive Director, the individual may submit his or her complaint to the International President.
2. International officers and directors should submit their complaint in writing directly to the International President, and if the International President is the subject of the complaint, to the Executive Director.

No individual who has submitted a complaint in good faith shall be subject to retaliation. Moreover, an individual who retaliates against someone who has submitted a complaint is subject to discipline up to and including removal from good standing with Toastmasters International.

Reports of complaints and related investigations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Criminal matters should be reported to law enforcement.

Complaints not resolved to the satisfaction of the individual may be reported promptly to the Executive Director or International President. The Executive Director or International President will determine if further investigation is warranted and may recommend corrective action.

A whistle-blower who does not make a report that is in good faith may be subject to discipline, up to and including removal from good standing with Toastmasters International, or other appropriate action less than removal, to protect the best interests of Toastmasters International and its members.

45. Political Ethics

- A. No action shall be taken—written, verbal, or otherwise—which interferes with the right of every qualified member to seek and achieve election to office at any level.
- B. No action shall be taken that interferes with the right and duty of every delegate and of every proxy holder to vote according to his or her best judgment.
 - I. No individual member, club, district, or other group shall engage in any activity or campaign by use of threats, restrictions, intimidations, deals, candidate slates, pressures, or other unethical means which might prevent or dissuade any member from competing in an election process or from exercising his or her best judgment.
 - II. No person or entity shall publish or distribute any material which contains defamatory remarks, malicious or derogatory charges, or false or libelous statements.
 - III. Except for district conferences and the International Convention, all meetings of district officers and international directors shall be confined to such activities as

assist the district officers in fulfilling their responsibilities and shall not be used for political purposes.

- C. All communications and activities endorsing a candidate, either by the candidate or by supporters of the candidate, shall focus on the candidate's Toastmasters accomplishments and personal qualifications for office. Endorsements shall not be used without the permission of the endorser.
- D. No negative information about candidates is allowed in distributed written communications or in communications at an official Toastmasters meeting.
- E. All activities, publications, letters, speeches, and conduct of campaign participants shall reflect Toastmasters International's values.
- F. No member, other than the proxy signer, shall instruct any proxy holder how to vote proxies at any election.

56. Disciplinary Standards

- A. For the protection of Toastmasters International, its districts, divisions, areas, and clubs (hereafter referred to as "affiliates") and individual club members, certain standards of conduct shall be observed. Violation of these standards may be addressed by appropriate corrective, preventive, and disciplinary action, which may include removal, suspension, or progressive disciplinary action relating to the good standing of an individual member, in the good faith discretion of the Board.
- B. In determining the appropriate corrective, preventative, or disciplinary action, the Board may consider all circumstances it deems relevant including, but not limited to, the following:
 - I. The intentional misrepresentation or distortion or misleading omission by the member in dealings with or under the auspices of Toastmasters International, or any of its affiliates.
 - II. The unauthorized use of Toastmasters International property, including copyrights, trademarks, and trade names.
 - III. Threats, intimidation, coercion, or other interference with the activities of other Toastmasters individual members.
 - IV. Conduct which is disorderly or endangers the well-being of others, willful damage to property, or the illegal or improper use of Toastmasters funds while participating in activities sponsored or sanctioned by Toastmasters International or any of its affiliates.
 - V. The violation of Toastmasters International's governing documents.
- C. Violation of this Ethics and Conduct policy subjects the offending club to suspension or expulsion under [Article III, Sections 4](#) and [13 of the Bylaws of Toastmasters International](#), which may be mitigated if the club expels an offending member and/or removes the person from any club office or ends the club's own violations.

- D. Violation of this Ethics and Conduct policy subjects the individual member to suspension or removal from good standing, or other appropriate action, under [Article III, Sections 8 and 13 of the Bylaws of Toastmasters International](#).

67. Disciplinary Actions by the Board of Directors

- A. The Board may take disciplinary actions relating to the good standing of individual members of clubs under [Article III, Section 8 of the Bylaws of Toastmasters International](#), of delegates at large under [Article III, Section 4\(b\) of the Bylaws](#), and of clubs under [Article III, Section 4\(a\) of the Bylaws](#).
- B. Only the Board is authorized to suspend or expel a member or club from Toastmasters International. Disciplinary proceedings are governed by [Article III, Section 13 of the Bylaws of Toastmasters International](#).
 - I. The Board has discretion to decide the amount of evidence warranting issuance of a resolution and the level of detail in the resolution.
 - II. The initial resolution adopted by the Board may be modified as the Board sees fit so long as the member is notified of material changes to the resolution not less than 20 days before the hearing date.
 - III. The Board may accommodate reasonable changes to the hearing date if requested by the member.
 - IV. If the member does not respond to the notice and does not appear at the hearing or provide a statement, the Board may take the proposed action as of the proposed effective date.
 - V. Whether the member appears at the hearing or provides a statement, the member may present testimony of witnesses but is limited to presenting evidence or arguments against the proposed action.
 - VI. The Board may choose to receive certain information from witnesses confidentially and not permit the member charged to know the identity of such witnesses or to cross-examine them.
 - VII. The Board decides the scope of participation allowed to any attorney representing the member and the extent to which detailed information and documents pertaining to the charges and evidence are shared with the member prior to and during the hearing.
 - VIII. Toastmasters International is responsible for its own hearing costs. Translation costs are the responsibility of the member, unless the Board decides otherwise.
 - IX. Once the hearing ends, the member charged and any representative is excused from the room. The Board then deliberates and votes. Toastmasters International staff and legal counsel may be present if needed. The Board may decide to impose a different disciplinary action from that proposed.

- X. Disciplinary action is effective on the proposed effective date, and continues for the period specified by the Board or until the Board restores the status of the member.
- XI. The Board may, by a majority vote, reinstate a club that has been suspended or terminated for disciplinary reasons.
- XII. In the event of a disciplinary proceeding relating to the good standing of an individual member of a club (and/or the individual's status as a delegate at large), the member's club shall have the opportunity to participate as follows:
 - a. The member's club shall be entitled to the same written notice as the individual member, including any modified notice, and the same opportunity to request a reasonable change in the hearing date.
 - b. The member's club may choose to appear at the hearing or make a statement to the Board at its own cost and may present testimony of witnesses within the limits stated above.
- XIII. The Board may waive or alter provisions of this policy relating to timing, by a three-fourths vote after determining that the waiver or alteration is necessary to prevent imminent harm to Toastmasters International or any of its affiliates.
- XIV. If the member charged is a voting member of Toastmasters International as a delegate at large, under [Article III, Section 4\(b\) of the Bylaws](#) the Board may, by following the above procedure, terminate, suspend, or otherwise affect the individual's voting membership.

District Fiscal Management

1. District Funds

- A. In order of priority, district funds are used for district and club leader training, club growth and retention, supporting clubs in their membership growth efforts, the promotion of Toastmasters International educational programs within clubs, district communications, administrative materials, awards and recognition items, district leader travel, district meetings, and speech contests conducted by the district.
- B. District funds shall not be used for other meetings outside the district nor for membership and club dues or fees. **In addition, district funds may not be donated to any charitable fund, including the Ralph C. Smedley Memorial Fund.**

2. District Financial Records

- A. All district funds, bank statements, canceled checks, and other financial records are the property of the district and of Toastmasters International.
- B. Such funds and records are delivered to the new district treasurer or new district governor no later than July 1 of the new district program year under [Article XII, Section \(b\) of the District Administrative Bylaws](#).
- C. The outgoing district treasurer and the outgoing district governor retain copies of any records necessary to complete the district year-end audit. Any funds, statements, or other financial documents received after July 1 are given immediately to the new district treasurer or new district governor.

3. District Reserve Account

- A. During the final months of the program year, the district reserve account balance shall remain equal to or greater than 25% of that district's membership-dues income for the prior year.
- B. District reserve accounts are only available for funds requisitions or supply orders when the following requirements have been fulfilled:
 - I. A list of all elected and appointed district leaders, the district signature form for withdrawal of district funds, a calendar of district events for the year, and changes in club assignments to areas and divisions are received at World Headquarters by July 15.
 - II. The year-end audit for the preceding district year and financial records for January 1 through June 30 are received at World Headquarters by August 31.
 - III. The district budget is received at World Headquarters by September 30.

- IV. The Treasurer's Report for the period of July 1 through September 30 is received at World Headquarters by October 31.
- V. The mid-year audit and financial records for the period of July 1 through December 31 are received at World Headquarters by February 15.
- VI. The Treasurer's Report for the period of July 1 through March 31 is received at World Headquarters by April 30.

4. Financial Controls

- A. The estimated district budget must be signed by the district governor, lieutenant governors, and treasurer.
- B. District checks must be signed by the district governor and treasurer. Checks made payable to the district governor or treasurer must be signed or approved in advance in writing by a lieutenant governor.
- C. District treasurer's reports must be provided at each district executive committee and district council meeting.
- D. District treasurer's reports must be submitted monthly to the district governor and lieutenant governors and quarterly to World Headquarters within 30 days after the end of the month.
- E. All district expenses must be supported by receipts or documentation and be allocated to a budget line item at the time the expense is incurred.
- F. All expense reimbursement claims must be approved by the district governor. The district governor's reimbursement claims must be approved by a lieutenant governor.
- G. A single expenditure in excess of \$500 must be authorized in advance in writing by the district governor and at least one lieutenant governor, in consultation with the district treasurer.
- H. Receipts are required for all reimbursements. If no receipt is included, a detailed explanation of the expenditure is required to be considered for reimbursement. Mileage reimbursements require documentation consisting of the travel date, distance, and travel purpose.
- I. Reimbursement by a district must be made within 60 days after receipt of an authorized reimbursement request. Reimbursement requests must be made within 60 days of incurring the expense and by July 31 for expenses incurred in June.
- J. Comingling of district funds with funds in personal accounts, club accounts, or any other accounts is prohibited.

- K. District audits account for all district income and expenses. All district bank accounts and funds are included in the district budget and audits, including any accounts held at the division and area level. All outstanding liabilities and obligations are recorded as part of the mid-year and year-end audits.
- L. The financial duties of district officers and other financial controls are also set forth in [Articles III, VIII, IX, XI, and XII of the District Administrative Bylaws](#).

5. District Budget

- A. The district governor, lieutenant governors, and treasurer prepare the district budget between June 1 and August 31.
- B. Under [Article XI, Section \(a\) of the District Administrative Bylaws](#), the district executive committee gives preliminary approval to the district budget and the district governor submits the budget to World Headquarters between September 1 and September 30.
- C. The district executive committee presents the district budget for approval between August 1 and December 1 at the district council meeting.
- D. The district executive committee provides copies of the budget prior to or at the district council meeting.
- E. If the district council makes any amendments to the budget after it is submitted to World Headquarters, the amended budget is submitted to World Headquarters within 30 days.
- F. A district's budget must match the District Success Plan.
- G. District budget expenses shall be limited as follows:

Category	Limit
Membership and club extension	no budget limit
Communication and public relations	maximum 25 percent of total budget
Officer training	maximum 30 percent of total budget
Speech contests and awards	maximum 10 percent of total budget
Administration	maximum 20 percent of total budget
Travel	maximum 30 percent of total budget
Other	maximum 10 percent of total budget

6. District Audit

- A. Between July 1 and November 1, the district governor appoints a district audit committee for the mid-year audit.
- B. Between January 1 and February 15, the treasurer provides the mid-year Treasurer's Report for the period of July 1 through December 31 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the

mid-year audit report and financial records to World Headquarters by February 15.

- C. Between March 1 and June 1, at the district council meeting, the district executive committee presents the mid-year audit.
- D. Between July 1 and August 31, the treasurer provides the year-end Treasurer's Report for the period of July 1 to June 30 to the district audit committee, which presents the report to the district executive committee for approval. Once approved, the audit committee or treasurer submits the year-end audit report and financial records to World Headquarters by August 31.
- E. Between August 1 and December 1, at the district council meeting, the district executive committee presents the district audit for the prior twelve months ending June 30.
- F. Financial records include, but are not limited to, canceled checks, bank statements, paid invoices, and cash receipts and disbursement journals.
- G. The district executive committee provides copies of the audit prior to or at the district council meeting.
- H. The audit committee's composition, functions, and deadlines are further described in Article XI, Section (c) of the District Administrative Bylaws

Board of Directors Confidentiality

1. Each document provided to directors in connection with Board business (“item”) shall be appropriately classified Highly Confidential, Restricted, or Unrestricted:
 - A. Items classified as Highly Confidential may not be copied, shown to, or discussed with anyone except members of the Board and those employees, agents or members of the corporation authorized by the Executive Director to receive the information.
 - B. Examples of Highly Confidential items include materials containing attorney-client communications, personnel and disciplinary matters, background documents, draft agendas, draft policies, and other reports, budgets and information prepared for the Board.
 - C. Items classified as Restricted may not be copied, shown to or discussed with anyone except members of the Board, those employees, agents or members of the corporation authorized by the Executive Director to receive the information, and those past members of the Board who have agreed to receive such information in confidence.
 - D. Examples of Restricted items include final committee and Board agendas, Executive Committee minutes, portions of Board minutes, and matters submitted to the Advisory Committee of Past Presidents.
 - E. Items classified as Unrestricted have no limitation on distribution or discussion. Directors, officers, employees, and agents of the organization are to use good judgment and discretion when handling such information.
 - F. Examples of Unrestricted items include Board-approved policies (though they may have been classified Highly Confidential or Restricted at an earlier stage), minutes of the Annual Business Meeting, and most items in Board meeting minutes. Some matters contained in Board meeting minutes may remain Highly Confidential or Restricted.
 - G. Board materials may be deemed Unrestricted, except for those items classified as Highly Confidential or Restricted.**
2. Each item the Executive Director prepares is tentatively classified. In some instances, a page or attachment may be classified differently from the rest of the item. **After consultation with the Executive Director, the International President may change the tentative classification of an item.**
3. An item may be classified Highly Confidential or Restricted until a specific time, after which the item becomes Unrestricted. All those receiving such an item in confidence are to observe the restriction until the agreed time.
4. If someone receiving Highly Confidential or Restricted information believes it would serve the best interests of the organization to disclose the matter to, or discuss it with someone

outside of the restricted group, that person may request approval from the Executive Director **and the International President** to do so.

- ~~5. After consultation with the Executive Director, the International President may change the tentative classification of an item.~~
65. The Executive Committee may change a classification made by the Executive Director or by the International President.
76. The Board may change a classification made by the Executive Director, the International President, or the Executive Committee.
87. In all cases, the Board has the ultimate responsibility for establishing the level of confidentiality to be maintained, observing the requirements of applicable law.
98. Once a year, the Executive Director sends a notice to all former Board members currently receiving Board materials giving them the option to continue receiving Board materials, including Restricted items which they must agree to keep confidential. Only those past Board members 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.
- ~~10. Board materials may be deemed Unrestricted, except for those items classified as Highly Confidential or Restricted.~~
119. If a document distributed to past international presidents, past international directors, or district governors contains Highly Confidential material, such items are redacted or deleted in order to preserve confidentiality.
102. At Board briefings, which are open to members of the organization, the Board briefs the audience on such items as the Board selects, and any mention of Highly Confidential or Restricted items is made in a manner which does not compromise the confidentiality of those items.
113. In addition to a Highly Confidential or Restricted classification, an item or a portion of an item may be marked "confidential attorney-client privilege" when the material contains or reflects a matter communicated between the organization and legal counsel in confidence. Disclosing such matters to others may result in a waiver of privilege, causing the organization to lose the protection of the privilege in the event of litigation.
124. Specifics of Board deliberations, including how individual directors voted, are Highly Confidential. If a ~~director~~ **member of the board** votes on an Unrestricted item and wishes that vote be disclosed, that vote may be made Unrestricted.
135. A breach of confidentiality must be immediately reported to the Executive Director **who reports it to the International President**.
146. The Board minutes and other corporate records of Toastmasters International open to inspection by voting members of Toastmasters International (delegates at large and authorized representatives of member clubs), under California Corporations Code Section 6333, are limited to Unrestricted materials and only those Highly Confidential and

Restricted materials that the Executive Director determines may be inspected for a purpose reasonably related to such person's interests as a member.

Board of Directors Committees

1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are stated in [Article V, Section 6\(a\), of the Bylaws of Toastmasters International](#).
- B. The Executive Committee answers to the Board, is subject to its general direction, and has additional powers as the Board delegates.
 - I. The Executive Committee reviews the proposed annual budget and submits a final budget document to the Board and reviews financial reports and recommendations concerning major expenditures and presidential travel.
 - II. The Executive Committee reviews operations and policies that are to be carried out by the Executive Director and supervises the performance and position of the Executive Director.
 - III. The Executive Committee serves as the Strategic Planning Committee.
- C. The Board reserves unto itself, from the Executive Committee, all powers and authority except the following:
 - I. The Executive Committee has authority essential to the performance of duties imposed upon it by the [Bylaws](#) or assigned to it by the Board.
 - II. The Executive Committee has authority over those processes essentially delegated to it by the Board. Where authority to act on a matter is expressly delegated to the Executive Committee in policy adopted under [Article V, Section 4\(f\) of the Bylaws of Toastmasters International](#), the phrase “subject to the approval of the Board” in [Article V, Section 6\(c\) of the Bylaws](#) shall mean that the Executive Committee has full corporate authority to act on the matter in a timely manner and need not seek Board approval prior to taking such action. However, the Board may, upon learning of the Executive Committee’s action at the Board’s next meeting or otherwise, decide to modify, overrule, or reverse the Executive Committee’s action to the extent the Board can do so without harm to the best interests of Toastmasters International.
 - III. The Executive Committee has such authority as is necessary in the conduct of the ordinary business operations of the corporation while the Board is not in session.
- D. Meetings may be called by the International President or any other voting member of the Committee by giving reasonable notice of the date, time, and place of the meeting to all members of the Committee
- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.

- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every August, conducts the Executive Director Performance Appraisal annually, reviews district formation and re-formation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy every November.
- G. All signatories on Toastmasters International's corporate bank accounts, including those located in the various districts, must be approved by the Executive Committee.
 - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
 - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
 - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.

2. Strategic Planning Committee

- A. The members of the Executive Committee comprise the Strategic Planning Committee.
- B. The Strategic Planning Committee strategically analyzes Toastmasters International's place in the future, including opportunities and threats that might affect the organization; determines goals and strategies for achieving those goals; reviews the purpose, core values, and mission of the organization; develops strategic goals for growth in line with Toastmasters International's mission; updates and produces a Strategic Plan for use by the organization; and identifies broad approaches for achieving strategic goals; and recommends operational objectives to the Board, including, but not limited to, the adoption of appropriate organizational policies and programs.
- C. The Committee gives an official report at the Board meeting concerning all functions referred to above.
- D. The Committee meets at such times as considered in the best interest of the organization, as determined by the International President.
- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

3. Board Committees

- A. Committees are established by the Board as needed under the [Bylaws of Toastmasters International, Article VII, Section 2](#).

- B. The Board establishes committees as needed, which are subject to the general direction of the International President and the Board and are accountable to the Board through the committee chair.
- C. The name, strategic purpose, composition, presiding officer and duration of each committee shall be determined by the International President, subject to the approval of the Executive Committee and Board, unless otherwise stated in the [Bylaws of Toastmasters International](#) or in the policies of Toastmasters International.
- D. These committees may be assigned special projects outside the scope of responsibility of a standing committee and continue to act until their stated functions are completed or until they are discharged from their responsibilities by the Board.
- E. All committees are subject to the general direction of the International President and the Board.
- F. Committees are accountable only to the Board and report through the committee chair.
- G. Board committees may appoint sub-committees as needed.

4. Advisory Committee of Past International Presidents

- A. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. The Immediate Past International President is the chair of this committee.
- C. The Advisory Committee of Past International Presidents holds meetings annually during the International Convention. Special meetings are called with the written approval of the International President.
- D. All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- E. The Executive Director is the liaison to the Advisory Committee of Past International Presidents.
- F. Upon request, as surveyed each year, each Committee member receives Board meeting and Executive Committee meeting minutes; copies of final agendas for the Board committees, so long as the Committee member has signed the Confidentiality Statement; links to significant updates on the [Toastmasters International website](#) including, but not limited to, newsletters and other publications; and the Executive Director's Report.
- G. The committee chair presents a report each February—and, at the International President's discretion, provides a report in August—for consideration by the Board. ~~The content of any report of the committee~~

whether expressed orally or in writing, reflected in the Board minutes or otherwise, is subject to modification by the Board.