



# Minutes of the 2021-2022 Board of Directors Hybrid Meeting

August 14-16, 2022

The 2021-2022 Toastmasters International Board of Directors met on August 14-16, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, 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, Records Management Administrator Kristen Kyriazis, Education Development Manager Jessie Lester, and Secretary Kate Wingrove were also present.

1. The Board reviewed and adopted the agenda as presented.
2. Acting International President Peck presented a report of his experiences while serving as Acting International President. He commended the Board of Directors for their resilience and stewardship of the organization during incredibly challenging and unprecedented times. He recognized them for their focus and commitment, as well as their support for one another and for the members of the organization.
3. The Board received the report (attached) of the August 11, 2022, Strategic Planning Committee meeting as presented by Past International President Peck. The Board adopted the Committee's recommendations as presented in item #1. Past International President Peck presented the 2022-2024 Strategic Plan with the Board of Directors and invited discussion and feedback. Then the Board participated in a strategic thinking exercise with the Committee to brainstorm revenue-generating ideas.
4. The Board reviewed and reflected on the results of the Board Self-Assessment to determine what changes could be made to better support Board performance and to better support one another as members of the Board.
5. The Board received an update on the 2022 Listening Groups which were informal moderated discussions used as a qualitative approach to collect insights from members about the future of the Toastmasters club and how to improve the member experience. The initial findings from the 2022 Listening Groups were positive, with a final report to be provided to the Committee in the future. Each International Director shared a report on their own findings and the value of the method. The

International Directors expressed their gratitude for the Region Advisors with whom they partnered to conduct the 2022 Listening Groups.

6. The Board received an update from Chief Executive Officer (CEO) Rex on the status of the organization as well as the World Headquarters operations, including a review of the CEO Report available on the Toastmasters website. The CEO commented on the strength of the Toastmasters community and emphasized that the unity of the organization will help it move forward from the challenges of recent years and into the future.
7. The Board received the report (attached) of the August 11-12, 2022 Executive Committee Hybrid Meeting as presented by International President-Elect Kinsey. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, and 20.
8. **HIGHLY CONFIDENTIAL**
9. The Board reflected on their experiences this year, focusing on the challenges they faced, the challenges and opportunities they see for the future, and ways in which they can best support one another.

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 2021-2022 Strategic Planning Committee Meeting

August 11, 2022

The 2021-2022 Strategic Planning Committee met August 11, 2022, with Immediate Past International President and Acting International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; International Director Roy Ganga, 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 Committee discussed the draft 2022-2024 Strategic Plan and the importance that all levels of the organization feel ownership and understand their part in achieving the objectives within the strategic plan. They made adjustments to the plan to help everyone understand why we are working on this plan and how it will benefit and involve members at all levels of the organization. They recognize the necessity of excellent communication throughout the organization to support the achievement of the plan. They also discussed potential future activities to enable better collaboration and communication between all levels of the organization.

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 "Kate Wingrove".

Kate Wingrove  
Secretary

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



# Minutes of the 2021-2022 Executive Committee Hybrid Meeting

August 11-12, 2022

The 2021-2022 Toastmasters International Executive Committee met on August 11-12, 2022, with Acting International President and Immediate Past International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Roy Ganga, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, District Growth and Support Director Jonathan Lam, Marketing and 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, Research and Analysis Manager Holly Keily and Secretary Kate Wingrove were also present.

1. The agenda was adopted as presented.
2. The Committee discussed how best to support Board members in being successful in their roles, specifically focusing on creating standards and norms that can be clearly communicated during onboarding. This is an ongoing project.
3. The Committee discussed the current District disciplinary process, specifically focusing on two items: the limitation of requiring members of the District Disciplinary Committee to be members of the District and the risk involved with allowing public written censure as a disciplinary action. The Acting International President, in conjunction with the International President-Elect and the Chief Executive Officer approved modifications to Protocol 3.0: Ethics and Conduct (attached).
4. The Committee received an update on the 2022 Listening Groups which were informal moderated discussions used by the Board of Directors as a qualitative approach to collect insights from members about the future of the Toastmasters club and how to improve the member experience. The initial findings from the 2022 Listening Groups were positive, with a final report to be provided to the Committee in the future.
5. The Acting International President, each International Officer, and the International Director presented a report of their experiences and responsibilities since the March 2022 Executive Committee meeting.
6. The Committee received an update from Chief Executive Officer (CEO) Rex on the status of the organization as well as the World Headquarters operations, including a review of the CEO Report available on the Toastmasters website. The CEO commented on the strength of the Toastmasters community and emphasized that the unity of the organization will help move it forward from the challenges of recent years and into the future.
7. The Committee received an update on the next stage of modifications to Pathways content that will align it with current marketplace trends. As educational standards continue to evolve, the Pathways

content and delivery structure will need to be reviewed for potential updates to paths and projects in the coming years. The Committee provided feedback on the current plan for addressing this need and requested that World Headquarters provide an update to the Committee no later than the March 2023 Executive Committee meeting.

8. The Committee received an update on enhancements to the Base Camp learning management system that will help address member feedback regarding the user experience in Pathways. These enhancements include:
  - a. Supporting a user-friendly and intuitive experience
  - b. Incorporating intuitive and user-friendly options for collaboration between members
  - c. Implementing a streamlined, one-step level completion and award submission process for club officers
  - d. Offering a more accessible experience for all of our members
  - e. Offering accessibility via a fully branded mobile application with push notification
  - f. Strengthening control over our intellectual property
9. The Committee reviewed and discussed Pathways printed paths and the impact of continuing to maintain Pathways printed paths, both financially and educationally. While at the launch of Pathways, many members expressed their interest in having printed materials, the sales of those printed materials has been so low that we are experiencing losses due to the costs incurred for production and storage of those materials. Maintaining print paths also means the organization will regularly incur incremental costs when revisions are made to the program’s content. The Committee recommends that the Board of Directors approve the elimination of the option to purchase Pathways paths in print, effective July 1, 2023. This would not impact the ability for members to complete their path if they have already purchased a Pathways path in print. While Pathways paths will no longer be available for purchase in print, each project is still available to be printed directly from Base Camp.
10. The Committee discussed the provisions of Protocol 8.4: District Fiscal Management that allow for excess District reserves to be reallocated to Toastmasters International and the delay and adjustment for the past two years of the reallocation due to the COVID-19 pandemic. The Committee instructed World Headquarters to begin following Protocol 8.4 as it is currently written and begin the regular reallocation of excess District reserves.
11. 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, 2022. 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	50	72	103
1	31	54	74	104
5	32	56	76	105
7	35	61	82	115
8	38	64	91	117
13	43	66	93	123
19	45	67	94	125

21	47	68	96	
23	49	69	97	

Signature forms not yet submitted by the following Districts will be submitted to the Committee upon receipt at a future meeting:

3	29	57	85	111
4	30	58	86	112
10	33	60	87	114
11	37	62	88	116
14	40	70	89	118
16	41	71	90	119
17	42	73	92	120
18	44	75	98	121
20	46	78	99	124
22	51	79	100	126
24	53	80	101	
28	55	83	102	

The following Districts do not operate a local bank account and a signature form is not required:

2	27	59	95	113
6	34	63	106	122
9	36	65	107	
12	39	77	108	
15	48	81	109	
26	52	84	110	

12. The Committee reviewed the status of the reformation that took place on July 1, 2022, in Districts 41 (Jammu & Kashmir, Ladakh, Himachal Pradesh, Punjab, Chandigarh, Uttarakhand, Haryana, Delhi and Nepal), 98 (Mumbai & suburban Mumbai, Palghar, Thane, Nashik Division [except for Ahmednagar and Nashik], Gujarat, Madhya Pradesh, Rajasthan, Daman and Diu, Dadra and Nagar Haveli), 124 (Uttar Pradesh, Bihar, Jharkhand, West Bengal, Manipur, Assam, Arunachal Pradesh, Mizoram, Meghalaya, Nagaland, Tripura, Sikkim, Bhutan & Bangladesh), 125 (Pune Division, Konkan Division except for Thane & Palghar, Aurangabad Division, Nashik Division [Ahmednagar and Nashik], Amravati Division & Goa), and 126 (Telangana, Andhra Pradesh, Chhattisgarh, Odisha & Nagpur Division).

The Committee reviewed the status of the reforms that will take effect on July 1, 2023:

- Districts 105 (Abu Dhabi, Jordan and Oman) and 127 (Dubai and northern parts of the United Arab Emirates [UAE] and Lebanon)
- Districts 85 (Shanghai Municipality) and 128 (Provinces of Anhui, Jiangsu, Hunan, Hubei, Jiangxi, and Zhejiang)

The Committee reviewed the status of the reforms that will take effect on July 1, 2024:

- Districts 74 (Botswana, Lesotho, Namibia, and South African provinces [Easter Cape, Free State, KwaZulu Natal, North West, Northern Cape, Western Cape, and southwest portion of Gauteng]) and 129 (Angola, eSwatini, Madagascar, Malawi, Mauritius, Mozambique, South

African provinces [northeast portion of Gauteng, Limpopo, and Mpumalanga], Zambia, and Zimbabwe)

- District 94 (Côte d'Ivoire, Gambia, Ghana, Guinea, Liberia, Mali, Senegal, and Togo) and District 130 (Benin, Burkina Faso, Cameroon, Chad, Congo, Gabon, and Niger, Nigeria)

## **RESTRICTED**

The Committee reviewed the status of provisional Districts 97, 111, and 122 and notes their progress towards achieving full District status.

The Committee reviewed the status of Districts with fewer than 60 clubs and will be providing direction for additional support to these Districts, as needed.

13. The Committee received an update on a proposed partnership with Yoodli, an organization which provides a product offering real-time analytics on visual, verbal, and vocal delivery. It is meant to complement but not replace the club evaluation experience. Yoodli will be available for members looking for instantaneous feedback on pace, pitch, and filler words. Yoodli also makes it easy for members to share speech videos and receive additional feedback outside of club meetings. The Committee recommends that the Board approve a partnership with Yoodli.
14. The Committee received an update on the Toastmasters social media channels and the moderation of those channels. While the majority of the members on these channels are positive and helpful, there are instances when individual members are inappropriate, negatively impacting the experience of others in the group and risking damage to our brand. Due to the unique relationship our members have with the organization and with World Headquarters, the staff responsible for moderating these channels struggle to do so effectively. The Committee recommends that the Board approve the creation of a Social Media Monitoring and Discipline Committee that would partner with World Headquarters to observe member behavior on Toastmasters International social media channels and provide direction when that behavior violates the channel's policy or Code of Conduct.
15. The Committee received an update on the 2021-2022 global advertising campaign in which the campaign was expanded to 27 Districts in seven (7) countries. All markets performed at or above benchmark, and the campaign led to an increase in member lead traffic to Find a Club. The Districts that participated were provided support in communicating with clubs about the campaign and encouraging them to respond to leads in a timely manner. Trends continue to be seen of club contact information not being updated or leads not receiving a response from the club when contacted. The campaign will be expanded to 60 Districts in 18 countries for the 2022-2023 program year and is scheduled to begin in the first quarter of 2023.
16. The Committee reviewed the results of the Board Self-Assessment to determine what changes could be made to better support Board performance, as well as identify priorities for future Board engagement.

## **17. HIGHLY CONFIDENTIAL**

18. The Committee reviewed and discussed the potential 2022-2023 Committees for the September through February period. The Committee recommends that the Board approve the following committees: the Region Advisor Selection Committee; the Policy Review Committee; and the Diversity, Equity, Inclusion, Belonging, and Accessibility Committee.

19. **HIGHLY CONFIDENTIAL**

20. The Committee reviewed the agenda for the August 2022 Board of Directors hybrid meeting.

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

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Nonprofit General Counsel  
Chief Executive Officer  
Past International Presidents  
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## Ethics and Conduct

### 1. Violation Reporting

- A. If an ethics or conduct violation arises, it is to be handled initially at the closest practical level to the incident.
- B. If the resolution of a violation is not satisfactory, the matter may be safely reported to the next level. Club-level matters not resolved at the club level are reported to World Headquarters.
- C. If the matter is not reported, the next level is not to be held responsible for the situation.
- D. The person receiving the report shall conduct a confidential investigation and shall initiate appropriate action to resolve the matter.
- E. Regardless of the level at which an incident occurs, if any person involved in the matter believes it was not resolved in accordance with the governing documents of Toastmasters International, or if the process is not feasible, such person may promptly report the situation to the Chief Executive Officer or to the International President if the Chief Executive Officer is charged with a violation.
- F. Any claim, threat of lawsuit, or lawsuit involving an ethics violation occurring outside the club level must be reported promptly to the Chief Executive Officer.
- G. In jurisdictions where laws are stricter than the Toastmasters International governing documents, members and clubs are required to observe the stricter standards.
- H. Suspected violations of criminal law, such as embezzlement, theft, assault, or trespass should be reported to the appropriate law enforcement authorities in the jurisdiction. Any such violation occurring outside the club level must be reported to World Headquarters.
- I. The *Policy Violations Quick Reference Guide* applies to all violations at the club, District, and international level. Modifications to the guide shall only be made through the administrative protocol review process. Exceptions are not permitted.

### 2. Club Procedure to Discipline a Member

- A. Disciplinary actions conducted by a club relating to an individual member are addressed in Article II, Section 6, of the Club Constitution. Each club is responsible for handling its own disciplinary matters following Toastmasters Policy and Protocol. District leaders have no club-level authority and shall not be involved in club-level disciplinary matters. World Headquarters, at the request of club officers, provides counsel and direction in matters of process.
- B. The process set forth below in C through K applies if a club considers disciplining an individual member. This includes, but is not limited to, situations in which the International President requests that the club initiate proceedings against a particular member.

- C. An individual member who wishes to express concern about any ethics and conduct or other violations involving a member of the club or the Club Executive Committee may submit a complaint containing reasonably credible information to the Club President, who becomes the investigative officer. If the Club President is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking club officer replaces the Club President throughout the remainder of the proceedings. A conflict of interest occurs when the Club President has a business or personal relationship with the charged member. In such cases, the Club President must not participate in the investigation.
- D. If the investigative officer believes the member complaint to be reasonably credible, a confidential investigation must be completed within a reasonable time (within 21 days). The investigative officer discusses the findings from the investigation with the complaining member and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- E. If a resolution is not reached, the investigative officer refers the matter to the Club Executive Committee. The Club Executive Committee determines, by a majority vote, whether:
  - I. Sufficient evidence of alleged violations exists
  - II. A disciplinary hearing takes place.
  - III. The disciplinary hearing is conducted by the Club Executive Committee or the club members.
- F. The following disciplinary actions are available to the club:
  - I. Request a public apology
  - II. Letter of censure
  - III. Suspension of up to 90 days
  - IV. Decline to renew membership
  - V. Terminate membership in the club
  - VI. Refer the matter to World Headquarters for further investigation
- G. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing shall include the following:
  - I. Location, date and time of the hearing
  - II. A list of the charges
  - III. The specific Policy or Protocol referring to the charges
  - IV. The potential disciplinary actions available to the club, as listed above

- H. This is the disciplinary hearing procedure when conducted by the Club Executive Committee.
  - I. The Club Executive Committee creates the Notice of Hearing and provides the notice of hearing in writing to the charged member.
  - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
  - III. The Club Executive Committee distributes copies of the Notice of Hearing and any response from the charged member to all members of the Club Executive Committee no fewer than seven (7) days prior to the disciplinary hearing.
  - IV. After the 15-day response time, the Club Executive Committee holds the disciplinary hearing.
    - a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
    - b. The Club Executive Committee must have a quorum present (majority).
    - c. At the disciplinary hearing, the investigative officer will present the list of charges to the Club Executive Committee.
    - d. If the charged member requests, the charged member is given an opportunity to appear before the committee to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
    - e. Club Executive Committee members may ask clarifying questions of the investigative officer and charged member.
    - f. The charged member is excused for discussion and voting.
    - g. The Club Executive Committee, by majority vote, determines if the charges are substantiated.
    - h. If the charges are substantiated, the Club Executive Committee, by majority vote, determines the appropriate disciplinary action(s) to be taken.
    - i. In order to terminate membership, two-thirds of the Club Executive Committee who are present and voting must vote in favor of termination.
  - V. The charged member and club members are notified in writing of the action taken within one (1) week of the Disciplinary Hearing.

- VI. The charged member may appeal the Club Executive Committee's decision to the club in writing and within 15 days of the date of notice. Below is the procedure to hold an appeal hearing:
  - a. The Club Executive Committee sends notice of a special business meeting to all club members to conduct the appeal hearing, along with a copy of the original Notice of Hearing, no fewer than seven (7) days prior to the appeal hearing.
  - b. The chair of the appeal hearing shall be the Immediate Past President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
  - c. The club must have a quorum present (majority).
  - d. At the appeal hearing, the investigative officer will present the list of charges to the club members.
  - e. If the charged member requests, the charged member will be given the opportunity to appear before the club members to address the charges for a period of time as determined by the committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
  - f. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - g. The charged member is excused for discussion and voting.
  - h. A majority of members present and voting is required to overturn the Club Executive Committee's decision.
  - i. If a member's appeal of a terminated club membership is successful, the Club President must notify World Headquarters in writing within seven (7) days.
- I. Below is the disciplinary hearing procedure when conducted by the club members.
  - I. The Club Executive Committee creates the Notice of Hearing and provides the notice of hearing in writing to the charged member.
  - II. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, either orally or in writing.
  - III. The Club Executive Committee distributes copies of the Notice of Hearing, and any response from the charged member, to all members of the club no fewer than seven (7) days prior to the disciplinary hearing.
  - IV. After the 15-day response time, the club members hold a disciplinary hearing.

- a. The chair of the disciplinary hearing shall be the Immediate Past Club President unless unable to do so, in which case the highest-ranking club officer who is present will serve as chair. The investigative officer may not chair the hearing.
  - b. The club must have a quorum present (majority).
  - c. At the disciplinary hearing, the investigative officer will present the list of charges to the club members.
  - d. If the charged member requests, the charged member is given an opportunity to appear before the club to address the charges for a period of time as determined by the Club Executive Committee, provided that such time is equal to or greater than the amount of time taken to present the charges.
  - e. Members of the club may ask clarifying questions of the investigative officer and the charged member.
  - f. The charged member is excused for discussion and voting.
  - g. The club members, by majority vote, determine if the charges are substantiated.
  - h. If the charges are substantiated, the club members, by majority vote, determine the appropriate disciplinary action(s) to be taken.
  - i. In order to terminate membership in the club, two-thirds of the club members who are present and voting must vote in favor of termination.
- V. The charged member and club members are notified of the action taken.
- VI. There is no appeal of a decision made by the club members.
- J. When an individual is removed from membership in a club, the Club President must notify World Headquarters in writing within seven (7) days. If the Club President is the member removed, the next highest-ranking officer is responsible for notifying World Headquarters.

### **3. District Procedure to Discipline a Member**

- A. Resignation or removal of a District officer is addressed in Article VII, Section(h), of the District Administrative Bylaws.
- B. An individual member who wishes to express concern about any ethics and conduct or other violation involving a member of the District Executive Committee, other appointed District leader, or an individual Toastmasters member participating in District activities, may submit a complaint, in writing, to the investigating officer, who is typically the District Director, and World Headquarters. The written complaint includes the following:
  - I. All parties involved
  - II. Description of what occurred

- III. A list of the violation(s) and the specific Policy or Protocol referring to the violation(s)
- IV. Documentation supporting the violation(s)
- V. The desired resolution(s)

If the District Director is the charged member, has a conflict of interest, or is exhibiting undue bias, the next highest-ranking District officer replaces the District Director throughout the remainder of the proceedings. ~~as the investigating officer.~~

**In these circumstances and in consultation with World Headquarters, the next highest-ranking District leader may appoint any Past District Director, including any Past Region Advisor or past member of the Board of Directors who is a member of a club within the region, to act as the investigating officer.**

**If no one is selected from within the region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the investigating officer.**

- C. The investigating officer completes a confidential investigation within seven (7) days. The investigating officer discusses the findings from the investigation with the complaining member (complainant) and the charged member (separately or together) in an effort to reach a mutually agreeable resolution. If a resolution is reached, the matter is closed.
- D. If a resolution is not reached, ~~the District Director or the next highest-ranking District officer replacing the District Director~~ **the investigating officer** appoints a District Disciplinary Committee and informs World Headquarters. World Headquarters provides counsel and direction in matters of process.
- E. The District Disciplinary Committee has five (5) members: the Immediate Past District Director (chair), a Past District Director (co-chair), and three (3) DEC members, selected for their impartiality. If the Immediate Past District Director (IPDD) is involved in the complaint, a Past District Director chairs the committee and the IPDD is excused. Where there is no IPDD or insufficient PDDs, the ~~District Director, may invite other past District leaders to serve on the committee~~ **investigating officer may appoint any Past District Director, including any Past Region Advisor or past member of the Board of Directors who is a member of a club within the region, to act as the chair and/ or co-chair.**

**If no one is selected from within the region, in consultation with World Headquarters, any Past Region Advisor or past member of the Board of Directors may be assigned to act as the chair and/or co-chair.**
- F. The District Disciplinary Committee receives copies of the original complaint, the charged member's response and the results of the investigating officer's confidential investigation and carries out further investigations at its discretion.
- G. If the District Disciplinary Committee determines that sufficient evidence of alleged violations exists, charges are developed, and the member is notified that a hearing will take place. The hearing may be in person or by teleconference. All discussion and materials are subject to confidentiality.

- H. A Notice of Hearing is required to conduct a disciplinary hearing. The Notice of Hearing is sent by the District Disciplinary Committee Chair and shall include the following:
  - I. Date, time and location, including in-person address or teleconference information
  - II. A list of the charges with supporting documentation
  - III. The specific Policy or Protocol referring to the charges
- I. After receiving the Notice of Hearing, the charged member has 15 days to respond to the charges, in writing to the District Disciplinary Committee Chair.
- J. After the 15-day response time, the District Disciplinary Committee holds the disciplinary hearing.
- K. The complainant and the charged member have the opportunity to participate in the hearing. The District Disciplinary Committee determines the time limit for discussions, as well as the amount of and the manner in which evidence is received, whether in person or in writing.
- L. The complainant and the charged member provide any written, physical, or other evidence (other than oral testimony); and a list of witnesses to the District Disciplinary Committee no later than 96 hours prior to the hearing.
- M. The hearing is a closed hearing. The only people permitted in attendance are the District Disciplinary Committee members, the complainant, the charged member, and witnesses. Witnesses may be suggested by the complainant, the charged member and the committee. If witnesses are in attendance, they speak only to the charges and evidence presented.
- N. At the hearing, the co-chairs:
  - I. Confirm that a quorum is present.
  - II. Indicate the hearing is not a court of law, and that the disciplinary process is being followed as outlined in Toastmasters' governing documents.
  - III. Advise participants that recording of the hearing is prohibited.
  - IV. State that all discussion is limited to the charges and evidence presented.
  - V. Present findings from the investigation. The findings may contain sensitive and confidential information. The committee may keep the source of information confidential.
  - VI. Provide the charged member with response time equal to the presentation of the charges. The chair may extend the time in the interest of fairness. The charged member speaks to all charges and is then excused.

- VII. Provide any witnesses who are speaking a predetermined amount of time to speak. The chair may extend the time in the interests of fairness. Witnesses may speak to all charges during one session and then be excused from the hearing.
- VIII. Excuse all parties present except the District Disciplinary Committee to discuss the charges, evidence and response of the charged member.
  - a. The District Disciplinary Committee discusses, and determines, by majority vote, whether the charges were substantiated.
  - b. If the charges are substantiated, the District Disciplinary Committee discusses potential disciplinary action(s) and determines, by majority vote, the recommended disciplinary action.
- IX. Disciplinary actions may include one (1) or more of the following:
  - a. Private written censure of the member by the District Executive Committee
  - ~~b. Public written censure of the member by the District Executive Committee~~
  - ~~bc.~~ Suspension from participation in District activities – not to exceed 18 months
  - ~~cd.~~ Suspension or removal from District office
  - ~~de.~~ Suspension from eligibility to be elected or appointed to District office – not to exceed 18 months
  - ~~ef.~~ Request that the Board of Directors conduct a disciplinary hearing to consider removing the individual from good standing with Toastmasters International.
- X. The District Disciplinary Committee makes a motion setting out the proposed disciplinary action to the District Executive Committee. The District Executive Committee may ask clarifying questions, and proceed to vote on the proposed disciplinary action. Voting may take place in person or in an online meeting, following the voting procedures outlined in Protocol 7.1: District Events.
- XI. Removal from office requires a two-thirds vote of the entire District Executive Committee. Other disciplinary action must be approved by a majority vote of those present and voting.
- O. The charged member and World Headquarters are notified in writing within 24 hours of the conclusion of the District Executive Committee meeting of any disciplinary action.
- P. The disciplinary process and the outcome are confidential, unless the circumstances of the case indicate that disclosure may be required, such as:



- I. Potential of harm to members or guests
- II. When the best interest of Toastmasters International may require discreet communications to others

Prior to any disclosure, the District Director (or next highest-ranking District officer) must consult with World Headquarters to determine if further disclosure is necessary. World Headquarters will provide direction as to the audience and scope of disclosure.

- Q. If the District Executive Committee approves disciplinary action, the investigating officer provides the appeal criteria to the charged member, who then has 15 days to appeal to the Board of Directors.
- R. The Board of Directors may, on its own initiative, review the District Executive Committee's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs and individual members.

#### **4. Procedure to Discipline Accredited Speakers and World Champions of Public Speaking**

- A. An individual member who wishes to express concern about any ethics and conduct or other violation involving an Accredited Speaker or World Champion of Public Speaking, may submit a complaint, in writing and containing reasonably credible information to World Headquarters. If the complaint is deemed to be reasonably credible, a disciplinary review following the steps in this Protocol may be conducted.
- B. Violations include, but are not limited to: harassment; discrimination; intimidation or creation of a hostile environment; illegal, dishonest, or unethical behavior described in the Policy 3.0: Ethics and Conduct; and failure to uphold Toastmasters International's Bylaws, Policies, or Protocols.
- C. Disciplinary actions may include, but are not limited to:
  - A warning or reprimand
  - A requirement to acknowledge the infraction or violation
  - A requirement to correct the infraction
  - A commitment to non-recurrence
  - An apology to affected parties
  - Provision of financial restitution to persons affected or to the organization for costs of the disciplinary process
  - Suspension of title for a specific time or permanently
  - Removal from good standing with Toastmasters International for a specific time or permanently
- D. Disciplinary review and action are based on the severity of the potential violation:
  - I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior with individual Toastmasters members or staff. Inappropriate or disrespectful behavior at Toastmasters events.)
    - a. The International President reviews the information, conducts an investigation and consults with the Executive Committee and others as needed, and engages in disciplinary communication (orally and/or

in writing) to the Accredited Speaker or World Champion of Public Speaking.

- b. If correctable, the individual acknowledges the infraction and corrects it.
  - c. If not correctable, the individual acknowledges the infraction and commits in writing to non-recurrence.
  - d. The International President informs the Board of Directors.
- II. A level-two violation is a severe violation (for example: excessive, inappropriate, or disrespectful behavior at a Toastmasters event, or relating to World Headquarters; consistently missing or being unprepared for Toastmasters-related speaking engagements; promoting the violation of Toastmasters Bylaws, Policies, or Protocol; deliberately misusing the Accredited Speaker or World Champion of Public Speaking title, embarrassing the organization, tarnishing the reputation of the program).
- a. The International President reviews the information, conducts an investigation and consults with the Board of Directors and others as needed.
  - b. The Board of Directors determines the appropriate disciplinary measure, up to and including a hearing to consider revocation of the Accredited Speaker or World Champion of Public Speaking.
  - c. The Board may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - d. If the Board decides to proceed with the Disciplinary Committee's recommendation, appropriate procedures are followed.
  - e. There is no appeal of the Board's decision.

## **5. Procedure to Discipline Region Advisors**

- A. All Region Advisors' actions and communications are to be ethical and consistent with Toastmasters International's Bylaws, Policies, Protocols, mission, vision, and core values.
- B. Region Advisors do not knowingly support, aid, facilitate, invite, or condone anyone or anything that interferes with or is detrimental to the programs, proceedings, or affairs of Toastmasters International.
- C. Violations include, but are not limited to, a breach of confidentiality; harassment; discrimination; illegal, dishonest, or unethical behavior; failure to uphold Toastmasters International's Bylaws, Policies, or Protocols; and undermining a decision of the Board.
- D. Disciplinary measures include, but are not limited to, a warning; a reprimand; correction of the infraction; commitment to non-recurrence; acknowledgement of the infraction or violation; apology to affected parties; private or public

censure from the International President; removal from the role of Region Advisor; and removal from good standing.

- E. Disciplinary action for a violation is based on the severity of the offense:
- I. A level-one violation is a minor infraction (for example: inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; consistently missing or being unprepared)
    - a. The International President investigates a level-one violation and consults with the Chief Executive Officer.
    - b. The International President engages in disciplinary communication (oral and/or written) to the Region Advisor.
    - c. If correctable, the Region Advisor acknowledges the infraction and corrects it.
    - d. If not correctable, the Region Advisor acknowledges the infraction and commits to non-recurrence.
    - e. The International President advises the Executive Committee of the situation.
    - f. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the disciplinary communication.
  - II. A level-two violation is a medium violation (for example: an inadvertent breach of confidentiality; commits, promotes, or ignores a violation of Toastmasters Bylaws, Policy, or Protocol)
    - a. The International President investigates a level-two violation and consults with the Chief Executive Officer.
    - b. The International President and Chief Executive Officer consult with the Executive Committee.
    - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures; the Executive Committee reports that matter to the Board.
    - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
    - e. The International President engages in a disciplinary communication (oral and written) to the Region Advisor.
    - f. The Region Advisor commits to non-recurrence.
    - g. The Region Advisor may make a single appeal to the Executive Committee only (not to the Board) within 10 days of the written disciplinary communication.

- III. A level-three violation is a severe violation (for example: excessive inappropriate or disrespectful behavior at a meeting, or relating to the World Headquarters staff; promoting the violation of Toastmasters Bylaws, Policy, or Protocol)
  - a. The International President investigates a level-three violation and consults with the Chief Executive Officer.
  - b. The International President and Chief Executive Officer consult with the Executive Committee.
  - c. The International President determines, in consultation with the Executive Committee, appropriate disciplinary measures, up to and including a hearing to consider removal of the Region Advisor's good standing with Toastmasters International.
  - d. The Executive Committee may assign the matter to the Disciplinary Committee. The Disciplinary Committee and the Board of Directors must follow all required disciplinary processes.
  - e. If the Executive Committee recommends a hearing to consider removal of the Region Advisor's good standing, the International President presents the situation and the Executive Committee's recommendation to the Board.
  - f. If the Board decides to proceed with a hearing to consider removal of the Region Advisor's good standing, appropriate procedures are followed.
  - g. If the Board decides not to proceed with a hearing to consider removal of the Region Advisor's good standing, the International President engages in disciplinary communication (oral and written) to the Region Advisor, including appropriate disciplinary measures, as decided by the Board.
  - h. There is no appeal against the Board's decision.

## **7. Recognition Program Violations**

- A. The Chief Executive Officer is authorized to delay, deny, or withdraw the granting of any recognition award, or the acceptance at World Headquarters of any documentation in support of any such award, if it appears that there were misrepresentations by or on behalf of the individual, club, Area, Division, or District seeking the award.
  - I. The final decision to deny or withdraw an award is the responsibility of and must be confirmed by the International President.
  - II. There is no right of appeal beyond the International President.
- B. If there are misrepresentations in the submission of a club's renewals, charter fees, or membership applications, that club shall be suspended from all performance results for the remainder of the program year.

- I. The District Director, Program Quality Director, and Club Growth Director shall be immediately notified of the action and provided the reasons for suspension.
  - II. If all three (3) officers, or a majority of the officers and the Immediate Past District Director, or a majority of the District Executive Committee, certify in writing that, in their judgment, there was no misrepresentation, then the club can be reinstated to the performance results.
  - III. Clubs suspended from a District's year-end performance results must be reinstated before July 15 in order to receive credit for recognition as a Distinguished Club, Distinguished Area, Distinguished Division, and Distinguished District.
- C. Districts may create, administer, and promote District-specific recognition programs if and only if they act to supplement, and do not compete with or replace official Toastmasters International recognition programs.