



# Minutes of the 2022-2023 Board of Directors Hybrid Meeting

August 12-14, 2023

The 2022-2023 Toastmasters International Board of Directors met on August 12-14, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Education Development Manager Jessie Lester, Executive Assistant to the Chief Executive Officer Amber Villa, District Growth and Support Specialist Jesse Portone, Region Advisor Program Coordinator Katie Welsh, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The Board reviewed and adopted the agenda as presented.
2. **HIGHLY CONFIDENTIAL**
3. International President Kinsey presented a report of his observations and lessons learned throughout his journey as International President.
4. The Board received the report (attached) of the August 9, 2023, Strategic Planning Committee meeting as presented by Immediate Past International President Peck. The Board accepted the report as presented in items #1 and 2.
5. The Board Members participated in an exercise to discuss the characteristics of the organization and how they have evolved throughout the past 100 years and will continue to evolve into the future.
6. In June 2023, the Board requested further clarification from the Policy Review Committee on the proposed definition of “special events” and the accompanying amendments to the governing documents. The committee presented an updated definition of “special events” (attached) which was accepted by the Board. The Board adopted the amendment to Policy 4.0: Intellectual Property (attached), effective immediately. Amendments to Protocol 7.1: District Events (attached), were

adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately.

7. The Board received the report of the Region Alignment Committee. The committee was tasked with analyzing the distribution of Member Clubs in regions, according to the Bylaws, Article V, Section 4, to maintain compliance with the stated requirements now and in anticipation of future growth. The committee recommended a realignment of the regions to be evenly split with seven regions in the Americas and seven in the rest of the world. The Board adopted the committee's recommendations as presented, effective for July 1, 2024.

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8. The International Directors presented on the status of the Districts in their regions. They shared a summary of the Districts' performance for the 2022-2023 program year and the outlook for the Districts' goals in the 2023-2024 program year.
9. The Board received an update from Chief Executive Officer Rex on the status of the organization. Rex noted that there are indicators that the organization is beginning to recover from the Covid-19 pandemic induced decline.
10. The Board received the report (attached) of the August 9-11, 2023, Executive Committee hybrid meeting as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, and 20. The remaining items were considered separately by the Board.

The Board adopted item #5.

The Board adopted item # 6.

The Board adopted item #19.

11. The Board received the report of the District Reporting Committee. The committee was tasked with reviewing the Key Performance Indicator (KPIs) of District success and the way they are presented; determining if improvements can be made to assist District leaders in achieving their District Recognition Program goals; and identifying leading indicators that predict success and motivate District leaders to accomplish the District mission. The committee recommended several methods for enhancing the District Performance Reports by simplifying the user experience through better navigation, adding detailed information that can be easily found, and providing more notifications. The Board adopted all the committee's recommendations as presented.
12. The Board conducted its annual review of minutes classified as Restricted and Highly Confidential, in accordance with Policy 11.9: Secretary and Treasurer. The Board determined no changes to classification are needed.

13. The Board reviewed the results of the Board Self-Assessment and reflected on their year serving on the Board.

14. The Board received the report of the International Campaigns Committee. The committee was tasked with conducting a blue-sky discussion about the future of international campaigning. The following is an outline of the Board's decisions regarding the recommendations of the committee:

- Amendments to Policy 9.1: International Campaigns and Elections (attached), Section 7.H.I, removing the use of physical campaign mailings, were adopted effective for the 2024-2025 election cycle.
- Amendments to Policy 9.1, relating to international candidates' attendance at District events, were referred to World Headquarters for further review, to be brought back to the Board at a later time.
- Amendments to Policy 9.1, removing the use of social media profiles for campaigning purposes, were adopted effective for the 2024-2025 election cycle.
- Amendments to Policy 9.1, Section 7.H.V, relating to physical campaign spaces for international candidates at District events, were adopted effective for the 2024-2025 election cycle.

15. The Board separated into two groups for a brainstorming exercise. The first-year International Directors discussed what they wish they knew when joining the Board, to help inform future orientation agendas and mentoring conversations. The second-year International Directors discussed succession planning with the incoming Board Members and how to best support them as they start their term of service.

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

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



Kristen Kyriazis  
Secretary

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



# Minutes of the 2022-2023 Strategic Planning Committee Hybrid Meeting

August 9, 2023

The 2022-2023 Strategic Planning Committee met on August 9, 2023, with Immediate Past International President Richard E. Peck, DTM, presiding. The other officers present were: International President Matt Kinsey, DTM; International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; and Chief Executive Officer Daniel Rex. Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed the categories and goals for the organization established in March 2023 and reaffirmed the goals for the 2023-2024 program year.
2. The Committee engaged in a philosophical discussion on the nature and core competencies of the organization. This discussion will continue at future meetings.

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

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

Kristen Kyriazis  
Secretary

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

## Glossary of Governing Documents (Excerpt)

### Secretary

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the secretary of a nonprofit corporation. Such duties include supervising maintenance of the minute books of Toastmasters International. The Secretary does not receive additional compensation for serving in that office.

See the Bylaws of Toastmasters International, Article VI, Section 7.

### Speakathon

A form of special club meeting dedicated solely to project speeches and evaluations. Such meetings have also historically been known as “Speech Marathons” or “Speakouts.”

### Special Events

**Standard recurring District events include speech contests, trainings, and committee, council, or other business meetings.**

**Special Events are outside of standard recurring Toastmaster District events.**

**Toastmasters Special Events are gatherings of members and guests designed to market membership, educate members, or recognize achievements in the Toastmasters program.**

### Standing Committees

Depending on the context, any of the following:

- (1) the Executive Committee, the International Leadership Committee, the Advisory Committee of Past Presidents, the Audit Committee and such other committees as the Board of Directors may establish (except for the Executive Committee, these committees are advisory and do not exercise the power of the Board of Directors); or
- (2) the Executive Committee, Leadership Committee, and Audit Committee of a District of Toastmasters International, or such other committees the District may establish; or
- (3) the Executive, Education, Membership, Public Relations, and Social and Reception Committees of a Member Club of Toastmasters International.

See the Bylaws of Toastmasters International, Article VII.

### Treasurer

The Board of Directors, at its meeting immediately following the Annual Business Meeting, shall appoint an employee of World Headquarters to perform, for one-year terms, the duties usually performed by the treasurer of a nonprofit corporation. Such duties include supervising the charge and custody of all funds of the organization and the maintenance of correct accounts of the organization’s properties and business transactions. The Treasurer does not receive additional compensation for serving in that office.

See the Bylaws of Toastmasters International, Article VI, Section 8.

## Intellectual Property

### 1. Trademarks and Copyrights

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

### 2. Brand Standards

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

- IV. Typography
- V. Tagline

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

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

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

### **3. Use of Toastmasters Material**

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

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

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

#### **4. Membership Contact Information**

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

#### **5. Surveys**

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



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

## District Events

### 1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training, **special events**, and District Council meetings, must not be held jointly with any other District.
- B. Recommendations for the location of District events may be submitted to the District Director by District Executive Committee members or the District Council. Each program year the District Director, in consultation with the Program Quality Director, determines a timeline and process for such recommendations.
- C. The District Director decides the locations and venues for all District level events after considering recommendations and consulting with the Program Quality Director.
- D. The District Director is the only authorized signer of District level events contracts. District event contracts must not be signed more than 18 months prior to the event date.

### 2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

### 3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
  - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
  - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.

- III. Travel time to a central location is greater than two (2) hours round trip.
  - IV. Travel conditions place the safety of the Area and Division Directors at risk.
  - V. There are remote District leaders.
- D. Additional training for Area and Division Directors shall be conducted throughout the year.
- E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.
- F. All training must focus on topics that support the achievement of the District and club mission:
- I. Supporting all clubs in achieving excellence
  - II. Effective club visits
  - III. Techniques for creating new club opportunities and building new clubs
  - IV. Success plan status review
  - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
  - VI. Conducting effective Area and Division Council meetings to reinforce club support
  - VII. Succession planning

#### **4. Club Officer Training**

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” must not be used in naming the training.
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.

- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

## **5. District Executive Committee Meetings**

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. Each program year the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; determines the method of attendance for the Annual Meeting of the District Council, whether it be online or hybrid; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
  - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
  - I. The District mission is reviewed.
  - II. Roll call is taken, and a quorum is certified.
  - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.

- IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
- V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
- VI. At the meeting prior to the Annual Meeting of the District Council, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

## **6. District Council Meetings**

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. Each program year the District Executive Committee determines whether the Annual Meeting of the District Council, in which the elections take place, is conducted online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws.
- D. Other meetings of the District Council, including special meetings, are conducted online. These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.
- E. Any agenda item that requires the District Council to vote must adhere to the following process:
  - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
  - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
  - III. The District posts the proposed budget at least 14 days in advance of the vote.
  - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.
- F. District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

- G. Members who are not voting members of the council may attend the meeting but shall not participate in council deliberations.
- H. At District Council meetings, unless noted, the following business is conducted:
  - I. The District mission is reviewed.
  - II. The Credentials Committee report is presented.
  - III. Quorum is confirmed by the chair at the start of the meeting, according to Article X, Section c, of the District Administrative Bylaws.
  - IV. The Audit Committee report is presented.
  - IV. The District budget is adopted at the first District Council meeting.
  - V. The Profit and Loss Statement is presented.
  - VI. Appointed officers are confirmed at the first District Council meeting.
  - VII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
  - VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the Annual Meeting of the District Council.
  - IX. The District Leadership Committee report is presented at the Annual Meeting of the District Council.
  - X. Nominations from the floor are taken, and election of District officers is conducted at the Annual Meeting of the District Council.
  - XI. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

## **7. Division Council Meetings**

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
  - I. Area Success Plan and progress in the Distinguished Area Program are presented.

- II. Club Success Plan and progress in the Distinguished Club Program are presented.
- III. The club officer training attendance report is presented.
- IV. Plans for Division events, such as training and speech contests, are made.

## **8. Area Council Meetings**

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
  - I. Club Success Plan and progress in the Distinguished Club Program are presented.
  - II. Club officer training attendance reports are presented.
  - III. Plans for Area events, such as training and speech contests, are made.
  - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
    - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
    - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

## **9. Annual District Conferences**

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established

in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.

- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
  - I. The District Council meeting. Voting members are required to attend the Annual Meeting of the District Council.
  - II. The International Speech Contest and any other District-level speech contests. These District-level contests may only take place at this event.
  - III. Educational sessions that focus on achieving the club and District missions.

#### **10. Additional One-Day Events**

- A. In addition to the required council meetings (including Area and Division), District-sponsored training for club officers and Area and Division Directors, and the Annual District Conference, Districts may conduct a single one-day onsite or hybrid event that supports the missions of the club and/or District.
- B. The one-day event must be held between September 1 and December 1 and must not be held jointly with any other District.
- C. The event must be budgeted and self-funded, and cannot result in a financial loss.
- D. The event may only consist of the following:
  - I. Training focused on club excellence and new club building.
  - II. Additional training for club officers and/or training for District leaders.
  - III. Recognition and award celebrations, for example member and club achievements.
- E. District Council meetings, speech contests of any kind, or events that do not promote the club and/or District mission are prohibited.

#### **11. Special Events**

- A. Special events must support achieving the District mission.**
- B. Special events hosted by the District can be held throughout the year.**
- C. All special events must comply with Toastmasters brand guidelines.**

#### **4412. District Leader Training**

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.



- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.



# Minutes of the 2022-2023 Executive Committee Hybrid Meeting

August 9-11, 2023

The 2022-2023 Toastmasters International Executive Committee met on August 9-11, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Education Development Manager Jessie Lester, Executive Assistant to the Chief Executive Officer Amber Villa, Region Advisor Program Coordinator Katie Welsh, and Secretary Kristen Kyriazis were also present. No Committee Members were absent.

1. The agenda was reviewed and adopted.
2. The Committee received an update on the financial performance of the organization.
3. The International Officers presented a report of their experiences and observations. The reports included reflecting on significant opportunities for the organization this year, what the Board can do to build the trust of the membership, and how to affect cultural change in Districts to improve District performance.
4. The Committee continued the discussion on the recommendations of the 2022-2023 International Leadership Committee (ILC). The Committee recommends no further action to the Board.
5. The Committee reviewed a Smedley Fund subsidy application requesting dues support for the Member Clubs in Turkey in the wake of the earthquake in February 2023. In March 2023, the Board approved a disbursement for dues assistance for unpaid members who are resident in Turkey for the April to September 2023 renewal period. The Committee recommends that the Board approve a disbursement from the Smedley Fund for dues assistance for unpaid individual members who are resident in Turkey for the October 2023 to March 2024 renewal period. World Headquarters will confirm that each club is actively meeting and individual members are participating.
6. **HIGHLY CONFIDENTIAL**

7. The Committee reviewed the results of the Board Self-Assessment to determine what changes could be made to enhance Board performance and foster collaboration amongst Board Members.
8. The Committee reviewed and discussed the potential 2023-2024 Committees for the September through March period. The Committee recommends that the Board approve the following committees: District Structure Committee; Recognition Committee; and Region Advisor Selection Committee.
9. The International President presented a report of his experiences. He shared his observations gained while visiting members and Districts around the world, and outlined several opportunities which will help strengthen the organization in the future.
10. The Committee received an update on the organization's current cybersecurity posture and initiatives that will continue to reduce risk to the organization.
11. Chief Executive Officer (CEO) Daniel Rex provided an update on the status of the organization. The CEO commented on the organization's current financial and growth status. Additional information is available in the CEO Report.
12. The Committee reviewed the status of the reformations that took place 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 (the provinces of Anhui, Jiangsu, Hunan, Hubei, Jiangxi, and Zhejiang).

The Committee reviewed the status of the reformations that will take effect on July 1, 2024, and noted the continued growth of each District:

- Districts 74 (Botswana, Lesotho, Namibia, and South African provinces [Eastern Cape, Free State, KwaZulu Natal, North West, Northern Cape, Western Cape, and the southwest portion of Gauteng]) and 129 (Angola, eSwatini, Madagascar, Malawi, Mauritius, Mozambique, South African provinces [the northeast portion of Gauteng, Limpopo, and Mpumalanga], Zambia, and Zimbabwe). District 74 was Smedley Distinguished for the 2022-2023 program year.
- District 94 (Côte d'Ivoire, Gambia, Ghana, Guinea, Liberia, Mali, Senegal, and Togo) and 130 (Benin, Burkina Faso, Cameroon, Chad, Congo, Gabon, Niger, and Nigeria). District 94 was Smedley Distinguished for the 2022-2023 program year.

The Committee reviewed the requests of District 75, District 76, and Districts 71 and 91 to form reformation committees. The Committee recommends the Board approve the request from District 75 to form a reformation committee. The Committee asked World Headquarters to continue to communicate with Districts 76 and 71 and 91 and will reconsider those Districts' requests for the formation of a reformation committee after the conclusion of the 2023-2024 program year.

The Committee reviewed the status of Provisional Districts 97, 111, and 122. The Committee recommends that the Board approve full District status for Provisional District 97, retroactively effective as of July 1, 2023.

The Committee reviewed the status of Districts with fewer than 60 clubs. **RESTRICTED**

13. **HIGHLY CONFIDENTIAL**

14. **HIGHLY CONFIDENTIAL**

15. The Committee received an update on the results of the 2022-2023 global advertising campaign and plans for the 2023-2024 campaign.
16. The Committee continued a discussion that began in March 2023 on four categories of ideas for new products and services for the organization.
17. The Committee received a report from the Past Region Advisor Council as presented by the council chairs, Past Region Advisors Kay Collis and Jaap Russchenberg. The council was tasked with preparing a document on best practices for club excellence-focused activities. The Committee thanked the council for their hard work; World Headquarters will continue to develop and refine the guide.
18. The Committee reviewed the interim changes to the Distinguished Club Program and the Distinguished District Program that were implemented for the 2022-2023 and 2023-2024 program year. The Committee will continue its discussion in November 2023.
19. The Committee reviewed and discussed expense allowances and reimbursements for the Board of Directors, Region Advisors, and District leaders. Amendments to Protocol 11.2: Board of Directors Expenses (attached), Section 2.C, relating to reimbursement for transportation to and from the Board Member's home to the passenger terminal were adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately. Accompanying amendments to Protocol 10.0: Region Advisor Expenses (attached), Section 1.C, relating to reimbursement for transportation to and from the Region Advisor's home to the passenger terminal were adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately.

The Committee recommends the Board adopt amendments to Policy 8.3: District Leader Expenses (attached), relating to meal reimbursements, effective as of July 1, 2023. Accompanying amendments to Protocol 11.2 were adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective starting with the 2023-2024 Board of Directors, contingent upon approval of the amendments to Policy 8.3 by the Board. Further, accompanying amendments to Protocol 10.0 were adopted by the joint authority of the International President and the Chief Executive Officer, with the concurrence of the International

President-Elect, effective July 1, 2023, contingent upon approval of the amendments to Policy 8.3 by the Board.

## 20. HIGHLY CONFIDENTIAL

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

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



Kristen Kyriazis  
Secretary

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

## Board of Directors Expenses

1. Board Members are issued a credit card to be used only for Toastmasters business expenses specified in this Protocol. Expenses are subject to the approval of the Chief Executive Officer or the International President.
2. Board Members may charge or be reimbursed by World Headquarters for travel expenses for Mid-year Training, District leader training sessions, Board meetings and Executive Committee meetings, District visits, and International Convention as follows:
  - A. Round-trip airfare and up to \$50 USD per segment to secure a seat. International Officers may receive: ~~business class airfare when traveling more than three (3) time zones or more than eight (8) hours total flight time.~~
    - I. **Premium economy or economy plus airfare when traveling more than three (3) time zones or more than eight (8) hours total flight time.**
    - II. **Business class airfare when traveling more than four (4) time zones or more than 10 hours total flight time.**
  - B. Public transportation (coach or discount) or mileage at the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is at the standard business rate but not to exceed reimbursement rates as specified by local regulations.

Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.
  - C. Other public transportation, shuttle, taxi, or mileage (which must be accompanied by authentication documentation) to and from the Board Member's home, and to and from the passenger terminal to the event, up to ~~\$50-75~~ USD each segment. **Alternatively, up to \$150 USD for parking at the passenger terminal per trip.**
  - D. Hotel accommodations, including applicable taxes and internet usage fees up to \$15 USD per day, for the number of nights in attendance at the event plus any additional days requested and agreed to in advance by World Headquarters, the District, and the Board Member, for marketing visits. Additional room nights are at the Board Member's expense.

- E. A ~~per diem allowance~~ **meal reimbursement** of **up to \$30-50 USD per day (with receipts)** for the days when event attendance **onsite** is required **(plus two [2] travel days), and Toastmasters International or a Toastmasters District does not provide three (3) meals-plus two (2) travel days. Additional per diem allowance for any additional days spent conducting marketing visits agreed to in advance by World Headquarters, the District, and the Board Member.**
- F. Phone charges, postage, and stationery expenses incurred in the conduct of their duties.
- G. District conference registration when not provided by the District.
- H. The International President may charge or be reimbursed for additional expenses:
  - I. Dinner with the District Executive Committee.
  - II. Airfare for the International President's spouse when traveling with the International President on official business.
- 3. Incidental expenses such as, but not limited to, magazines, ~~food (including room service)~~, entertainment, and fuel are not reimbursable, **and must not be charged on the issued credit card.**
- 4. Board Members must submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days.
- 5. In addition to the expenses listed above, the following reimbursements apply for the International Convention:
  - A. Continuing and departing Board Members receive one (1) complimentary convention registration and one (1) complimentary ticket to each of the official meal functions and speech contests, if ticketed separately.
  - B. The outgoing International President receives one (1) complimentary hotel suite (of one (1) to two (2) bedrooms) including entertainment costs, two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - C. The incoming International President receives one (1) complimentary hotel suite (of one (1) to two (2) bedrooms), two (2) complimentary convention registrations, and two (2) complimentary tickets to each of the official meal functions and speech contests, if ticketed separately.
  - D. The Immediate Past International President receives two (2) complimentary convention registrations and two (2) complimentary President's Dinner Dance tickets, if ticketed separately.
  - E. Past International Presidents receive one (1) complimentary convention registration and one (1) complimentary President's Dinner Dance ticket, if ticketed separately.
- 6. The following reimbursements apply specifically for newly-elected International

Directors and the newly-elected Second Vice President for the International Convention:

- A. Incoming Board Members receive the return portion of round-trip airfare or other public transportation (coach or discount) or mileage. Mileage is reimbursed at the current charitable standard mileage rate (for United States citizens) and standard business mileage rate (for citizens of other countries) in effect for federal income tax purposes by the United States Internal Revenue Service by the most direct route. Hotel accommodations, including applicable taxes, for any day between their installation and the Board meeting; ~~a \$30 USD per diem allowance for any day they attend the Board meeting following the Convention; one (1) travel day;~~ and one (1) ~~complimentary~~ President's Dinner Dance ticket, if ticketed separately, will ~~also~~ be reimbursed. **A meal reimbursement of up to \$50 USD per day (with receipts) for the days when they attend the Board meeting onsite following the Convention (plus one [1] travel day), and Toastmasters International does not provide three (3) meals.**
  - B. Incidental expenses such as, but not limited to, magazines, ~~food (including room service),~~ entertainment, and fuel are not reimbursable.
7. If an International Director moves out of the region from which elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.



## Region Advisor Expenses

1. Region Advisors (RA) may be reimbursed by World Headquarters for travel expenses for Mid-year Training, District leader training sessions, District visits, and International Convention as follows:
  - A. Lowest rate round-trip airfare and up to \$50 USD per segment to secure a seat.
  - B. Public transportation (coach or discount) or mileage at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is at the standard business rate but not to exceed reimbursement rates as specified by local regulations.

Mileage reimbursements require documentation that includes the travel date, distance traveled, and travel purpose.
  - C. Other public transportation, shuttle, taxi, or mileage driven to and from the RA's home, and to and from the passenger terminal to the event, up to **\$50-75 USD** per segment. **Alternatively, up to \$150 USD for parking at the passenger terminal per trip.**
  - D. Hotel accommodations, including applicable taxes, for the number of nights required for attendance at training events and other pre-approved events. Incidental expenses and all additional nights' lodging are the responsibility of the RA.
  - E. A **per diem meal reimbursement of up to \$30-50 USD per day (with receipts)** for each day that event attendance **onsite** is required, **and Toastmasters International or a Toastmasters District does not provide meals. There is no reimbursement on days when three (3) meals are provided.**
2. RAs submit an expense report through the electronic expense reporting system, accompanied by receipts, within 30 days. Expenses are subject to the approval of the Chief Executive Officer.

## District Leader Expenses

### 1. District Leader Expenses Paid by World Headquarters

- A. District expenses are governed by Article XII, Section 2, of the Bylaws of Toastmasters International.
- B. World Headquarters reimburses the travel expenses of the District Director, Program Quality Director, and Club Growth Director (including for Provisional District leaders) for the mid-year and August trainings as follows:
  - I. World Headquarters fully reimburses round-trip public transportation costs at the lowest rate between the passenger terminal nearest the training site and the home of the officer.
  - II. World Headquarters reimburses motor vehicle transportation at the current charitable mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
    - United States citizens residing in the United States; or
    - United States citizens residing outside of the United States who file a United States tax return; or
    - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

Mileage reimbursement shall not exceed the lowest airfare rate. A person accompanying another person receiving reimbursement is not entitled to reimbursement.
  - III. World Headquarters reimburses actual costs incurred for any other mode of transportation not exceeding the lowest airfare rate.
- C. District Directors attending the International Convention onsite each receive a **meal reimbursement of up to \$30-50 USD per diem (per day, with receipts, not exceeding \$420-200 USD)** when the District Director **interviews candidates (onsite or online) and attends the Board Briefing-Candidate-Corner**, Candidate Showcase, and the Annual Business Meeting; and one (1) discounted convention registration.

### 2. District Leader Expenses Paid by Districts

- A. District expenses paid by Districts are governed by Article XII, Section (a), of the District Administrative Bylaws. Expense reimbursements to District leaders must be included in the District budget.
- B. For Mid-Year District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for lodging and transportation expenses not paid by World Headquarters. Meals may be

reimbursed up to ~~\$30~~-50 USD per day **(with receipts) when Toastmasters International does not provide three (3) meals.**

- C. For August District Leader Training, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director, and other leaders for whom training is provided and authorized by Toastmasters International, for lodging and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to ~~\$30~~-50 USD per day **(with receipts) when Toastmasters International does not provide three (3) meals.**
- D. For International Convention, Districts may reimburse the District Director, Program Quality Director, and Club Growth Director for registration, lodging, and transportation expenses not paid by World Headquarters. Meals may be reimbursed up to ~~\$30~~-50 USD per day **(with receipts) when Toastmasters International does not provide three (3) meals.**
- E. For International Convention, Districts may reimburse the Immediate Past District Director for registration, lodging, and transportation expenses not paid by World Headquarters.
- F. Districts do not reimburse any other individuals unless approved by the Chief Executive Officer.
- G. Registration includes conference or convention registration and ticketed events and meals that are part of the conference or convention.
- H. Lodging includes hotel accommodations, including applicable taxes; it excludes personal telephone expenses and other incidental expenses.
- I. All expenses listed in this section must be substantiated by receipts.

### **3. General District Leader Expense Provisions**

- A. Reimbursement of travel expenses is based on full participation and attendance.
- B. Allowable travel expenses may include up to round-trip airfare or other public transportation (coach) or mileage up to the current charitable standard mileage rate in effect for federal income tax purposes by the United States Internal Revenue Service (IRS) by the most direct route for the following individuals:
  - United States citizens residing in the United States; or
  - United States citizens residing outside of the United States who file a United States tax return; or
  - Non-United States citizens residing in the United States.

For non-United States citizens residing outside of the United States, reimbursement is governed by local regulations and/or District policy, not to exceed the current IRS standard business rate.

- C. Travel expenses exclude motor vehicle rentals, gasoline, and incidental expenses.

- D. If a District leader's registered domicile is outside the geographic boundaries of the District in which they are serving, reimbursement is based either on the residence at the time of the election or on the farthest geographic of the District, whichever is less.
- E. If a District leader moves out of the geographic boundaries of the District from which that District leader was elected, reimbursement is based either on the residence at the time of election or on the current residence, whichever is less.
- F. Districts do not provide any expense payments to speech contestants attending the International Convention.

## International Campaigns and Elections

### 1. Schedule

| Date  | Action  |
|---|---|
| September 1                                       | Call for candidate declarations.  |
| October 1   | Deadline for International Officer and Director candidates to declare intent.   |
| October 15  | Officer and Director Candidate Assessments begin for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.   |
| April 15  | ILC announces International Officer and Director candidates by this date, when practicable.<br>Floor candidates, who have completed the ILC evaluation process, for Officer or Director positions may declare intent after ILC results have been announced. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1. |
| At least 60 days prior to Annual Business Meeting | ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website.   |

### 2. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for a term of service beginning in August of the same year. International Officers and Directors may recommend appointees.
- D. Three (3) members of the ILC are Past International Presidents:
  - I. The Past International President whose term as International President was completed two (2) terms prior to the February appointment serves as chair for one (1) year.
  - II. The Past International President whose term as International President was completed the term prior to the February appointment serves as co-chair for one (1) year and chair the following year.
  - III. The third Past International President is appointed as a second co-chair by the International President-Elect to serve as a committee member for one (1) year.
- E. Vacancies in offices held by Past International Presidents may be filled by any Past International President, except by the Immediate Past International President.
- F. One (1) member from each region serves a two-year term on the ILC. The committee member shall represent the geographic region for which they were

appointed and shall be considered unchanged notwithstanding any change of residence or boundary revision made during the two-year term. The member is a Past International Director or, if a Past International Director who is willing and able to serve cannot reasonably be found, a Past District Director from that region may serve.

- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. A vacancy of one (1) year or less may be filled by a committee member whose full term expired within the prior two (2) years, a committee member who served a full term more than two (2) years ago, or by an individual who has never served on the committee.

If the individual filling the one (1) year or less vacancy has not served on the committee previously, that individual is eligible to serve a full two-year term immediately following the one year or less time of service.

- I. Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team do not serve on the committee.
- J. A committee member may not be a candidate for international office for one (1) year after leaving the ILC nor serve two (2) consecutive terms.
- K. Committee members may be reappointed only after a two-year absence from the committee.
- L. The ILC nominates at least one (1) and not more than two (2) candidates for each of the offices of International President-Elect, First Vice President, and International President if there is no International President-Elect to succeed to that office.
- M. The ILC nominates at least two (2) candidates for the office of Second Vice President.
- N. The ILC nominates at least two (2) candidates for the open International Director positions with the exception that one (1) candidate may be nominated if no other willing and able candidate can reasonably be found.
  - I. An individual is considered willing and able if they are prepared to serve and possess the attributes and competencies to perform successfully on the Board of Directors. The attributes and competencies are published on the Toastmasters International website.
- O. The chair of the ILC has the following duties and responsibilities:
  - I. The chair schedules committee meetings; orients new committee members; develops and communicates meeting agendas and the meeting calendar; sets expectations for communication among committee members; and ensures that committee activities are carried out in a timely and appropriate way.

- II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
  - III. The ILC Chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- P. ILC members are fair and open-minded.
- I. Committee members with a conflict of interest, such as a business or personal relationship with a candidate that creates a reasonable doubt as to the ability of the committee member to be impartial, must declare to the chair or co-chair as soon as the conflict is identified. They must also abstain from discussion and voting regarding that candidate in context of the Committee. In the event that the chair or co-chair has a conflict of interest, as specified above, the chair or co-chair must submit their resignation to the International President-Elect as soon as the conflict is identified.
  - II. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review assessment results, conduct candidate interviews, review Policy violations by candidates, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
  - III. During their term of service on the ILC, committee members shall not serve as Region Advisors, members of any District Executive Committee, campaign managers, or members of an International Officer or Director candidate campaign team.
  - IV. ILC members may request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- Q. International Officer and Director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- R. If a nominated candidate withdraws, the committee may nominate a replacement.

### **3. Candidate Assessment**

- A. Each year the ILC Chair solicits feedback about International Officer and Director candidates from ILC members and Board Members.
- B. Each International Officer and Director candidate's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The assessment will be administered by a professional assessment firm.

- I. All candidates must complete a self-assessment on or before a date determined by the ILC Chair. Candidates who do not comply with this requirement will not be evaluated by the ILC.
- II. An assessment will be administered each time a candidate is considered for any role.
- III. The results will be provided to the ILC and each respective candidate. Candidates must, before receiving the assessment results, sign a confidentiality form, agreeing in writing to keep them completely confidential.

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

- IV. Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action as a level-three campaign violation.
- V. The ILC Chair may discuss candidates and assessment results as appropriate with the chair of the Region Advisor Selection Committee, International President, International President-Elect, and Chief Executive Officer.

C. For Second Vice President candidates, the assessment tool is sent to:

- I. International Officers who served while the candidate was an International Director.
- II. International Directors who served while the candidate was an International Director.
- III. The Region Advisor(s) from the same region who served while the candidate was an International Director.
- IV. The candidate.

D. For First Vice President and International President-Elect candidates, the assessment tool is sent to:

- I. International Officers who served while the candidate was an International Officer and International Director.
- II. International Directors who served while the candidate was an International Officer and International Director.
- III. The Region Advisor(s) from the same region who served while the candidate was an International Director.
- IV. The candidate.



- E. For International Director candidates, the assessment tool is sent to:
  - I. The Region Advisor(s), International Director, Program Quality Director(s) (PQD), Club Growth Director(s) (CGD), Immediate Past District Director (IPDD), District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was District Director (DD).
  - II. The Region Advisor(s), the International Director, DD, CGD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was PQD.
  - III. The Region Advisor(s), the International Director, DD, PQD(s), IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the candidate was CGD.
  - IV. The DDs, PQDs, and CGDs who served in the region while the candidate was a Region Advisor.
  - V. The current DD, PQD(s), and CGD(s) of the candidate's home District.
  - VI. The candidate.

#### **4. Nominee Selection**

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Candidate interviews will be conducted using video conferencing. A candidate must have the capability to participate fully (audio and video) in the interview to be evaluated by the ILC. Interviews will be recorded for ILC internal use. Recordings will be deleted upon the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- C. Candidates must maintain confidentiality of all ILC interview questions and discussions until the release of the International Officer and Director ILC nominations on the Toastmasters International website.
- D. Committee members, when evaluating a candidate's attributes and competencies relating to service on the Board of Directors and determining which candidates to nominate, take into account: assessment results, interviews, input from current and past leaders and other Toastmasters members, candidate materials during their selection process, and Policy violations by candidates.
- E. Each ILC member votes to nominate one (1) candidate for International President-Elect, First Vice President, and International President (if necessary) and two (2) different candidates for Second Vice President.
- F. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.

- G. Committee member votes are anonymous and confirmed in writing.
- H. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- I. The chair participates in discussions about candidates and votes for each nomination.

## **5. Nomination Results**

- A. Once the candidates have been selected for nomination, the chair or a co-chair notifies nominated candidates, provides specific feedback related to the competencies required to effectively serve as an International Officer or Director, and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. Candidates may not run for, be elected to, or appointed to any District-level (including Area and Division) role or apply for, or be selected as, a Region Advisor after being nominated by the ILC.
- C. The chair or a co-chair notifies candidates who are not nominated and provides specific feedback related to the competencies required to effectively serve as an International Officer or Director.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five (5) years.

## **6. Announcement of Candidacy and Distribution of Campaign Materials**

- A. International Officer and Director qualifications are defined in the Bylaws of Toastmasters International, Article IX, Section 2.
- B. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office, on or after September 1 of that election cycle. World Headquarters provides all Letters of Intent to the ILC Chair and Co-Chairs.
  - I. The ILC Chair and Co-Chairs review each Letter of Intent to evaluate potential conflicts of interest. The ILC, by a two-thirds vote of the Chair and Co-Chairs, may reject a Letter of Intent due to disclosed conflicts of interest. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any potential International Officer or Director.
  - II. A Letter of Intent must be accepted by the ILC before a candidate may engage in public campaign activities.
  - III. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters. Furthermore, the candidate acknowledges that all actual, apparent, or potential conflicts of interest have been disclosed.

- IV. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for International Officer and Director candidates.
  - V. Once the ILC accepts a candidate's Letter of Intent, the candidate may not run for, apply to, be elected to, or appointed to any District-level (including Area and Division) role. Candidates serving in an elected or appointed District-level (including Area and Division) role must resign immediately. If candidates remove themselves from the ILC evaluation process, or are not nominated by the ILC and choose not to continue as a candidate, they are eligible to serve in a District-level (including Area and Division) role.
  - VI. After the ILC accepts a candidate's Letter of Intent, the candidate will be provided contact information of the Board, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. The contact information shall only be used for campaign purposes.
  - VII. Candidates must provide World Headquarters with a copy of or link to all distributed or published campaign materials upon or before delivery.
- C. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting as defined in the Bylaws of Toastmasters International, Article VIII, Section 3.
- I. A Letter of Intent for the candidate must be on file with World Headquarters.
  - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.
  - III. Written notification indicating intent to run from the floor must be submitted to the International President no later than July 1.

## **7. International Candidate Campaigning**

- A. Candidates for Second Vice President and International Director may only visit clubs, Districts, and District leaders within their declared home region. In addition, candidates may continue to attend any meetings of clubs in which they are a paid member as of September 1 of the election cycle.
- B. Candidates and the candidates' representatives, at District conferences or at the International Convention, may:
  - I. Produce, distribute, post, and make available for download educational and/or informational audio, video, and electronic materials, but may not play them at District conferences or at the International Convention.
  - II. Only distribute business cards (per the branded business cards description on the Brand Portal) as the sole print item.

- III. Not produce or distribute any other campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).
- C. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. District publications, social media, and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications, social media, and websites must not contain advertisements about candidates and must not contain articles or notices about candidates from outside the District. District publications, social media, and websites may link to the list of candidate biographies on the Toastmasters International website.
- F. Candidates shall only send campaign messaging that articulates the candidate's qualifications, vision for the organization, and strategies to accomplish that vision. This messaging may be sent in writing or delivered verbally.
  - I. Campaign Messaging Recipients are current Board Members, current and past Region Advisors, Past International Presidents, Past International Directors, Immediate Past District Directors, District Directors, Program Quality Directors, and Club Growth Directors. Candidates must not send campaign messaging to club officers and District leaders other than those specified here.
- G. Candidates may use a scheduling software provided by World Headquarters, or one of their own choosing.
  - I. Candidates choosing to make use of the software provided by World Headquarters will receive access information and instructions:
    - a. No later than April 22 for ILC nominated candidates, or
    - b. Within seven (7) days after notice to the Toastmasters International President of an intent to run from the floor by candidates who were not nominated by the ILC.
  - II. Candidates who are not using the software provided by World Headquarters must inform World Headquarters of the software they are using.
  - III. Floor candidates must be identified as such in any scheduling software the candidate chooses to use.
  - IV. Candidates are responsible for managing the operation of their calendars, including, but not limited to:
    - a. Setting up their schedule

- b. Providing Campaign Messaging Recipients with the link to the candidate's calendar
  - c. Scheduling, cancelling, and/or rescheduling of appointments
- V. The following types of communications are not considered campaign communications. These communications may contain links to a candidate's website ~~and/or campaign social media profiles~~, but must not contain campaign materials or messages.
- a. Confirmation or cancellation of an appointment
  - b. Confirmation of appointment details
  - c. A reminder of an appointment
  - d. Rescheduling an appointment

~~II.~~ Candidates shall only use the following types of campaign communications:

~~I. Physical Mailing: any tangible item that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient. This mailing must not include any campaign items (such as, but not limited to, buttons, pins, USB drives, apparel, and gifts).~~

~~a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Physical Mailing after the ILC's nomination results have been posted on the Toastmasters International website.~~

~~II.~~ Electronic Mailing: any type of electronic message that is sent by the candidate or on the candidate's behalf to a Campaign Messaging Recipient.

a. International Officer and Director candidates, for whom World Headquarters has a Letter of Intent on file, may send one (1) Electronic Mailing after the ILC's nomination results have been posted on the Toastmasters International website.

~~III.~~ Voice/Video Conversation: any type of live communication that includes voice and/or video between a candidate or a candidate's representative and a Campaign Messaging Recipient. This shall occur only after the ILC's nomination results have been posted on the Toastmasters International website.

a. International Officer and Director candidates may conduct one (1) Voice/Video Conversation with each Campaign Messaging Recipient.

b. Candidates or their representatives may communicate with Campaign Messaging Recipients no more than two (2) times to set an appointment for a Voice/Video Conversation.

c. No candidate for Second Vice President or International Director (nor their representatives) may initiate unsolicited communications to

District Directors, Program Quality Directors, or Club Growth Directors outside the candidate's District during the month of June.

- i. Communication initiated by a Campaign Messaging Recipient is considered a solicited communication. Candidates may respond to a solicited communication at any time in the election cycle.
  - d. Communications among campaign team members are permitted.
- ~~IV~~ III. Presentation: includes but is not limited to an educational session, keynote speech, or panel discussion delivered on-site, online, or in a hybrid format at a District (including Area and Division) event by the candidate and/or a candidate's representative.
- a. International Officer and Director candidates are not permitted to deliver campaign speeches at any District (including Area and Division) event.
  - b. International Officer and Director candidates may participate in other home District activities without delivering presentations, but must not serve in any District-level (including Area and Division) role.
  - c. Unopposed International Officer candidates may deliver a presentation at District (including Area and Division) events.
  - d. International Officer candidates who are opposed must not deliver presentations at District (including Area and Division) events.
  - e. International Director candidates, or their representatives, may deliver a presentation at District (including Area and Division) events only within their declared home region at the invitation of the District Director and only if all candidates running for the same office are given equal opportunity to do so.
  - f. Communications by the District in connection with a candidate's presentation at a District (including Area and Division) event and internal communications among campaign team members are not considered campaign communications.
- ~~V~~ IV. Electronic Campaign Places: any online location where a candidate creates a page or profile to self-promote for an International Officer or Director candidacy.
- a. A Candidate Corner shall be included on the Toastmasters International website. Information about nominated candidates may include a photograph, profile, **and** website address, ~~and social media profile(s)~~ for contact purposes. Candidate information will be placed on the Toastmasters International website Candidate Corner by November 1.
    - i. Information about International Officer and Director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.

- ii. Only nominated candidates as determined by the ILC remain on the Candidate Corner after the committee's report has been published on the Toastmasters International website.
  - iii. Floor candidates are not included in the Candidate Corner after the Committee's report has been published on the Toastmasters International website. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, the Candidate Corner on the Toastmasters International website, and in the Candidate Brochure.
- b. A candidate's campaign website:
- i. Must stand alone and have a unique URL each election cycle.
  - ii. A candidate may link or reference their website only on the website of the declared home club as stated on their Letter of Intent, the Candidate Corner on the Toastmasters International website, ~~the candidate's campaign social media profiles~~, and in campaign communications made by the candidate.
  - iii. May include a blog with automatic notices and must have an opt-in/out option.
  - iv. Campaign content should only be posted on the candidate's<sup>2</sup> campaign social media profile and campaign website.**
- ~~c. A candidate's campaign social media profiles:-~~
- ~~i. Are the only social media profiles the candidate may use to campaign.~~
  - ~~ii. Must be a new account separate from the candidate's existing social media profiles and be unique each election cycle.~~
  - ~~iii. May contain reciprocal links to the candidate's other social media profiles and campaign website.~~
  - ~~iv. Candidates and their campaign team members must not share or tag campaign posts. Campaign team members must not campaign on their personal social media profiles.~~
  - ~~v. Campaign content should only be posted on the candidates' campaign social media profile and campaign website.~~
- ~~d-c.~~ A candidate's personal social media profiles may contain a single post per platform announcing their candidacy, **which may include the link to the candidate's campaign website.**
- e-d.** Online and social media participation

- i. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social media sites using any profile.
  - ii. Candidates are prohibited from **creating commenting on discussions or posts or from liking discussions or posts using their candidate** campaign **social media** profiles.
- ~~f.e.~~ Candidates' campaign websites ~~and campaign social media profiles~~ must be removed within 10 days after:
- i. The announcement by the ILC of nominated candidates if the candidate has not been nominated and has not informed Toastmasters International of an intent to run from the floor, or
  - ii. The Annual Business Meeting.

~~VI.V.~~ Physical Campaign Places: any authorized location where a candidate or their representative(s) are located. Physical campaign materials, other than business cards (per the branded business cards description on the Brand Portal), must not be distributed.

a. A Physical Campaign Place is provided to International Officer and Director candidates or their representatives at the Candidate Corner at the International Convention.

~~b. Districts may provide a Physical Campaign Place to International Officer and Director candidates or their representatives at the Candidate Corner at District conferences and other District (including Area and Division) events.~~

~~e.b.~~ All International Officer and Director candidates or their representatives should be provided an equitable opportunity to participate in **any the** Candidate Corner **at the International Convention**. Candidates **who are not onsite or their representatives** must provide their own technical hardware **and designate an onsite representative to facilitate their online participation to participate**.

~~d.c.~~ A candidate or their representative must not host a hospitality suite. A hospitality suite is defined as a location where refreshments are provided and attendance is open to any individual member.

- i. A candidate may have a room for storing material and meeting with campaign team members, but the room must not be used for solicitation of votes.

- ii. If at any event, there is a hospitality suite, no candidate or their representative, may give contributions or engage in political activities in the suite.

## 8. Campaign Team Members

A. Candidates must provide a list of all campaign team members and those who provide services (paid or unpaid) related to the candidate's campaign. Services



include but are not limited to creating a website, verbal or written campaign coaching, and digital marketing. Individuals or companies that are providing services and wish to use the Toastmasters trademarks, must obtain prior written authorization from the Chief Executive Officer.

- B. Candidates are responsible for the acts and omissions of their campaign team members and those who provide services (paid or unpaid) related to the candidate's campaign.
- C. Campaign team members and individuals who provide services to the candidate must follow the same rules as the candidate as defined in this policy, other governing documents, and the International Officer and Director Candidate Handbook (such as, but not limited to, not using personal social media profiles for campaigning, sending campaign communications at other times than permitted).
- D. Campaign team members and individuals who provide services to the candidate must sign and submit to World Headquarters an Acknowledgement of Campaign Responsibilities form prior to active service on the campaign team. Candidates must notify World Headquarters of any changes to their campaign team within 24 hours.

## 9. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, **and on** the candidate's website, ~~and the candidate's campaign social media profiles~~ may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District Directors, Program Quality Directors, Club Growth Directors, Region Advisors, and International Officers and Directors must not take any action to endorse or to officially support any International Officer or Director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to complete the candidate assessment and respond to questions from the ILC.
- C. The spouse, partner, or any family member of any International Officer or Director may not take any action to endorse or to officially support other candidates, including with photographs or quotes, or by placing a candidate's name in nomination.

## 10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies and understand that violation of Policy subjects candidates to ramifications:
  - I. A level-one violation is a correctable, minor infraction (for example: posting a photo of someone other than the candidate on the candidate's website)
    - a. The violation is investigated by the Chief Executive Officer. If the Chief Executive Officer cannot resolve the matter, it is turned over to the Executive Committee.

- b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
  - II. A level-two violation is one involving the election process or a continuing violation (for example: candidate makes a promise of future board action in exchange for votes)
    - a. The Executive Committee investigates a level-two violation or assigns the investigation to Chief Executive Officer.
    - b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the Toastmasters International website. A letter of censure may be issued to the candidate by the Executive Committee.
  - III. A level-three violation is one of campaign ethics (for example: candidate actively promoting the violation of Toastmasters Bylaws, Policy or Protocol)
    - a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Chief Executive Officer.
    - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from this election cycle, and, in the most severe cases, removal from good standing with Toastmasters International or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board Members for the purpose of appealing that decision.

## **11. International Candidate Showcase**

- A. At the International Convention, a Candidate Showcase occurs before the Annual Business Meeting for presentations by all International Officer and Director candidates.
- B. Prior to the International Convention, the International President appoints International Directors to serve as chair and co-chair of the Candidate Showcase. Other International Directors are assigned as needed.
- C. Opposed International Officer and all International Director candidates are limited to a six-minute interview. Unopposed International Officer candidates are limited to a three-minute interview. District leaders and the Board of Directors submit questions to be asked.
- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.
- E. There is no census or poll taken of the delegates at a Candidate Showcase.

## **12. International Proxies and Credentials**

- A. Proxies are defined in Article X, Section 2, of the Bylaws of Toastmasters International.
- B. Annual Business Meeting proxies are available to Member Clubs no later than July 10.
- C. When amendments to the Bylaws are to be voted on, there is a method in the proxy process for a Member Club to indicate how it wishes its votes to be cast.
- D. A Credentials Chair and two (2) Co-Chairs are appointed by the International President:
  - I. The appointees are current or past Board Members.
  - II. A person may be reappointed as chair after a three-year interval.
  - III. Appointees are responsible for the operation of the Credentials process preceding the Annual Business Meeting.

## **13. Voting by Mail**

- A. The circumstances for holding an election by mail vote are stated in Article IX, Section 4, of the Bylaws of Toastmasters International.
- B. The tentative process for conducting an election by mail vote is described in Protocol, and such Protocol shall be modified as needed and adopted as Policy by the Board of Directors at such time as a mail vote is held.