



Minutes of the 2018-2019 Board of Directors Teleconference September 26, 2018

The 2018-2019 Toastmasters International Board of Directors convened on September 26, 2018, with International President Lark Doley, DTM, presiding. The other officers and directors present were: Deepak Menon, DTM; Richard Peck, DTM; Margaret Page, DTM; Balraj Arunasalam, DTM; Don Bittick, DTM; Reginald Darnell Ford, DTM; Joan Lewis, DTM; Anthony Longley, DTM; Larry J. Marik, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Carol Prahinski, DTM; Daniel Rex, Radhi Spear, DTM; David Templeman, DTM; Tracy Thomason, DTM; Tuire Vuolasvirta, DTM; Derek Wong, DTM and Susan Zhou, DTM. Chief Information and Digital Officer Sam Farajian, Chief Financial Officer John Bond and Secretary/Treasurer Jennifer Barr was also present. No Board members were absent.

BOARD OF DIRECTORS

1. The Board reviewed and unanimously voted to accept the agenda as presented.
2. The report of the Executive Committee was presented by International President-Elect Deepak Menon, DTM and covered the following items:

EXECUTIVE COMMITTEE

The 2018-2019 Executive Committee convened on September 18, 2018, with International President Lark Doley, DTM, presiding. The other officers present were: International President-Elect Deepak Menon, DTM; First Vice President Richard Peck, DTM; Second Vice President Margaret Page, DTM; Chief Executive Officer Daniel Rex, and Immediate Past International President Balraj Arunasalam, DTM. Secretary/Treasurer Jennifer Barr also was present. No Committee members were absent.

1. The Committee reviewed the signers on district accounts as submitted by each district on the District Signature Form for Withdrawal of District Funds. The following signature forms from the following districts were approved:

Districts F-1	Districts 53-57
District 3	Districts 60-62
District 5	District 64
Districts 7-8	Districts 66-68
Districts 10-14	Districts 70-74
Districts 17-19	District 78
District 21	Districts 81-83
Districts 23-26	Districts 85-86
Districts 28-31	District 88
District 33	District 90
District 35	Districts 92-93
District 38	Districts 96-97
Districts 40-44	Districts 99-103



Districts 46-47	District 112
Districts 49-50	

2. The Committee reviewed the annual Conflict of Interest Policy: Acknowledgment and Financial Interest Disclosure Statements submitted by international officers, directors and key employees as required by Policy 11.11: Board of Directors Conflict of Interest. While possible conflicts of interest were disclosed; the Committee determined that these were not conflicts and the Committee voted unanimously to adopt the statements.

3. **RESTRICTED**

The Board discussed and accepted the Executive Committee's report as presented.

BOARD OF DIRECTORS

3. The Board reviewed and accepted the Audit Committee's recommendation as presented in the August 23, 2018 minutes (attached) to retain Squar Milner as the organization's 2018 auditor.

There being no further business, the teleconference was adjourned.

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

Jennifer Barr
Secretary/Treasurer

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



**2018–2019 Audit Committee Meeting
August 23, 2018**

The 2018-2019 Audit Committee convened on August 23, 2018, with Audit Committee Chair Tim Keck, DTM, PIP presiding. Also present was Co-chair Jana Barnhill, DTM, PIP, AS and Chief Financial Officer John Bond.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. As directed in Toastmasters International's Policy 11.4: Board of Directors Committees, Section 5, the Chief Executive Officer recommends one or more auditing firms to the Audit Committee by August 1 of each year and negotiates the audit firm's compensation on behalf of the Board. The Audit Committee is then responsible for recommending an auditing firm to the Board by September 30 of each year.

On July 25, 2018, the Chief Executive Officer recommended to the Audit Committee, that Toastmasters International retain the public accounting and auditing firm Squar Milner as the auditor of the organization's financial statements for 2018.

The Audit Committee concurred with the Chief Executive Officer's recommendation and culminating on August 23, the Committee recommends Squar Milner to the Board as the 2018 auditors.

In addition, certain non-auditing services will be performed by Squar Milner, including the preparation of the 2018 tax returns. The firm and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book).

Jennifer Barr
Secretary/Treasurer

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