



**Minutes of the 2013-2014 Board of Directors Teleconference  
June 26, 2014**

The 2013-2014 Toastmasters International Board of Directors met on June 26, 2014, at 5 p.m. PDT, with International President George Yen DTM, presiding. The other officers and directors present were: Mohammed Murad, DTM; Jim Kokocki, DTM; Mike Storkey, DTM; John Lau, IPIP, DTM; Chief Executive Officer, Daniel Rex; Mike Barsul, DTM; Karen Blake, DTM; Joseph Gomez, DTM; Don Griffith, DTM; Patricia Hannan, DTM; Mike Helm, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Khaled Matlagaitu, DTM; Deepak Menon, DTM; Richard Peck, DTM; Alan Shaner, DTM. Secretary/Treasurer Sally Newell Cohen was also present. International directors Kristina Kihlberg, DTM and Lori Lococo, DTM were absent.

1. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Board reviewed and discussed the 2013 audit. The Board was satisfied that the financial affairs of the corporation were in order and voted to accept the minutes of the April 23, 2014 Audit Committee teleconference meeting (attached).
2. In April 2014, the Board directed staff and legal counsel to draft a Consent Agreement authorizing the Chief Executive Officer, Chief Operations Officer and Controller, collectively, to open and maintain bank accounts for the organization in countries outside of North America where district leaders experience difficulty opening bank accounts or are only able to open the accounts as personal accounts. In addition to approving the agreement, the Board voted to approve updates to Policy 11.4: Board of Directors Committees (attached) that specify the type of accounts, and provide direction to notify the Board of such accounts within 30 days of establishment.
3. Pursuant to Toastmasters International Bylaws Article VII, Sec. 3 and Sec. 5, members of the International Leadership Committee are appointed by the International President-Elect, subject to ratification by the Executive Committee. The Board reviewed the minutes of the 2014-2015 International Leadership Selection Confirmation and acknowledges that Tevis Thompon, DTM, PID, who passed away earlier in the month, will be replaced and the Board will be notified as directed by Policy 9.1: International Campaigns and Elections. The Board voted to accept the minutes as presented (attached).

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".

International President Yen adjourned the meeting at 5:45 p.m.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Chief Executive Officer



**Minutes of the 2013–2014 Audit Committee Teleconference Meeting  
April 23, 2014**

The 2013–2014 Audit Committee met at 5 p.m. on April 23, 2014, with Audit Committee Chair Johnny Uy, DTM, PIP presiding. Also present were Co-Chair Chris Ford, DTM, PIP; Secretary/Treasurer Sally Newell Cohen; Controller John Bond; and SingerLewak representatives Kathy Lawson and Rob Schlener.

Each year, an independent auditing firm selected by Toastmasters International upon the recommendation of the Audit Committee audits the organization's financial statements. The Committee reviewed and discussed the draft 2013 audited financial statements and the related SAS 114 letter prepared by SingerLewak.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with SingerLewak, satisfied itself that the financial affairs of Toastmasters International were in order, and determined to accept the financial audit by unanimous oral consent during the meeting on April 23, 2014.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Chief Executive Officer

## Board of Directors Committees

### 1. Executive Committee

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

- E. Minutes of all Executive Committee meetings are provided to all Board members within 30 days after each meeting.
- F. The Executive Committee reviews the proposed budget for the ensuing fiscal year every November, conducts the Executive Director Performance Appraisal annually, reviews district formation and re-formation every three years, reviews member dues at least every three years, and reviews the Toastmasters International Reserves policy annually.
- G. All signatories on Toastmasters International's corporate bank accounts, ~~including those located in the various districts,~~ **including district bank accounts**, must be approved by the Executive Committee, or by unanimous written consent.
  - I. At an Executive Committee meeting, or by unanimous written consent, the committee reviews and approves a list showing, for each account, the district involved, the name and location of the financial institution, and the names of the persons to be added or removed as signatories since the prior committee meeting.
  - II. If necessary, the International President approves the addition or removal of bank signatories between Executive Committee meetings, subject to ratification by the committee at its subsequent meeting.
  - III. Replacement of a previously approved signatory is not effective until the replacement is approved by the International President, whose approval is subject to ratification by the Executive Committee.
- H. The Chief Executive Officer, Chief Operations Officer and Controller, collectively, have authority to establish and maintain Toastmasters International district bank accounts as necessary to enable districts to conduct Toastmasters business. All Board members must be notified within 30 days of the establishment of these accounts.**

## 2. Strategic Planning Committee

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

- E. Strategic plans for Toastmasters International and any recommendations for action on programs proposed by the Strategic Planning Committee are reviewed annually by the Board.

### **3. Board Committees**

- A. Committees are established by the Board as needed under the [Bylaws of Toastmasters International, Article VII, Section 2](#).
- B. The Board establishes committees as needed, which are subject to the general direction of the International President and the Board and are accountable to the Board through the committee chair.
- C. The name, strategic purpose, composition, presiding officer and duration of each committee shall be determined by the International President, subject to the approval of the Executive Committee and Board, unless otherwise stated in the [Bylaws of Toastmasters International](#) or in the policies of Toastmasters International.
- D. These committees may be assigned special projects outside the scope of responsibility of a standing committee and continue to act until their stated functions are completed or until they are discharged from their responsibilities by the Board.
- E. All committees are subject to the general direction of the International President and the Board.
- F. Committees are accountable only to the Board and report through the committee chair.
- G. Board committees may appoint sub-committees as needed.

### **4. Advisory Committee of Past International Presidents**

- A. The purpose of the Advisory Committee of Past International Presidents is to submit comments and recommendations for consideration of the Board.
- B. The Immediate Past International President is the chair of this committee.
- C. The Advisory Committee of Past International Presidents holds meetings annually during the International Convention. Special meetings are called with the written approval of the International President.
- D. All Past International Presidents who maintain membership in good standing are ex-officio officers of Toastmasters International and remain members of the Committee until their resignation, death, or removal from the Committee.
- E. The Executive Director is the liaison to the Advisory Committee of Past International Presidents.

- F. Upon request, as surveyed each year, each Committee member receives Board meeting and Executive Committee meeting minutes; copies of final agendas for the Board committees, so long as the Committee member has signed the Confidentiality Statement; links to significant updates on the [Toastmasters International website](#) including, but not limited to, newsletters and other publications; and the Executive Director's Report.
- G. The committee chair presents a report each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.

## **5. Audit Committee**

- A. The Toastmasters International Audit Committee acts in accordance with the California Nonprofit Integrity Act of 2004(NIA) and any subsequent or superseding statutes.
- B. The two-person Audit Committee is responsible for engaging an auditing firm according to the requirements of the NIA and upon recommendation of the Executive Director.
- C. In order to be appointed to the Audit Committee, one must be qualified to serve on the Committee based on the requirements of the NIA.
- D. When selecting Committee members, first preference is given to past international presidents.
- E. Appointments to the Committee are made between January and August of each year by the International President and are subject to the approval of the Executive Committee.
- F. Committee members are appointed to two-year terms.
- G. The first-year Committee member serves as co-chair; the second-year Committee member serves as chair.
- H. Any vacancy is filled by the International President in office when the vacancy occurs, subject to the approval of the Executive Committee.

## **6. International Disciplinary Committee**

- A. A Toastmasters International Disciplinary Committee may be appointed by the Board of Directors in accordance with Article III, Section 13(h) of the Bylaws of Toastmasters International, if the disciplinary matter is complex or difficult.
- B. The Committee follows Article III, Section 13(h) of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting some or all of the aspects of the disciplinary process with authority delegated to it by the Board of Directors.
- C. The Committee reports the results of its work and any interim steps taken to the Board of Directors promptly in writing.
- D. The Board of Directors reviews the Committee's work product and determines any appropriate action after receipt of the Committee's report(s) as soon as is

reasonably feasible under the circumstances. A final decision to take disciplinary action must be made or confirmed by a three-fourths majority vote of the Board.

- E. Appointments to the Committee are made by the International President and are subject to the approval of the Board of Directors.



**2014-2015 International Leadership Committee Selection Confirmation  
February 17, 2014**

The 2013-2014 Executive Committee met on February 17 with International President George Yen, DTM presiding. Also in attendance were International President-Elect Mohammed Murad, DTM; First Vice President Jim Kokocki, DTM; Second Vice President Mike Storkey, DTM; Immediate Past President John Lau, DTM; Chief Executive Officer Daniel Rex and Secretary-Treasurer Sally Newell Cohen.

The committee ratified International President-Elect Murad's proposed appointments of members to the 2014-2015 International Leadership Committee (ILC). Publication of these appointments was postponed pending confirmation from each individual.

Pursuant to Toastmasters International Bylaws Article VII, Sec. 3 and Sec. 5, and Policy 9.1: International Campaigns and Elections Michael Notaro, DTM, PIP serves as Chair and IPIP John Lau serves as Vice Chair. International President-Elect Murad appointed Dilip Abayasekara, DTM, PIP as the third Past International President who serves a one-year term and members from even-numbered regions to serve two-year terms. The 2014-2015 ILC members, who begin their service on September 1, 2014, are:

Chair	Michael Notaro, DTM, PIP	Through Aug 2015
Vice Chair	John Lau, DTM, PIP	Through Aug 2016, second year as Chair
PIP	Dilip Abayasekara, DTM, PIP	Through Aug 2015
Region 1	Julia Davis, DTM, PDG	Through Aug 2015
Region 2	Tevis Thompson, DTM, PID	Through Aug 2016
Region 3	Pamela McCown, DTM, PID	Through Aug 2015
Region 4	Ken Tanner, DTM, PID	Through Aug 2016
Region 5	Justin Gottfreid, DTM, PID	Through Aug 2015
Region 6	Cindy Pavella, DTM, PID	Through Aug 2016
Region 7	Tammy Miller, DTM, AS, PID	Through Aug 2015
Region 8	Kristal DiCarlo, DTM, PID	Through Aug 2016
Region 9	Carl Duivenvoorden, DTM, PDG	Through Aug 2015
Region 10	Mary G. Russell, DTM, PID	Through Aug 2016
Region 11	Craig Strachan, DTM, PDG	Through Aug 2015
Region 12	Clare Murphy, DTM, PID	Through Aug 2016
Region 13	Bunzo Suzuki, DTM, PDG	Through Aug 2015
Region 14	Christine Temblique, DTM, PID	Through Aug 2016





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."

A handwritten signature in black ink, reading 'Sally Newell Cohen', is centered on the page. The signature is written in a cursive style with a long, sweeping underline.

Sally Newell Cohen  
Secretary/Treasurer

Distribution: Board of Directors  
Nonprofit General Counsel  
Executive Director