



Minutes of the 2022-2023 Board of Directors Videoconference

April 24, 2023

The 2022-2023 Toastmasters International Board of Directors met on April 24, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, 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 Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Marketing and Communications Director John Lurquin, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. Second Vice President Aletta Rochat was absent.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Board received the report (attached) of the April 11, 2023, Executive Committee meeting as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, and 4.

Item #5 was adopted.
4. The Board received an update on the organization's performance.
5. **RESTRICTED**
6. The Board received and adopted the minutes (attached) from the Audit Committee meetings of April 17 and April 24, 2023.
7. **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."


Kristen Kyriazis
Secretary

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



Minutes of the 2022-2023 Executive Committee Videoconference

April 11, 2023

The 2022-2023 Toastmasters International Executive Committee met on April 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. District Growth and Support Director Jonathan Lam, Club and Member Engagement Director Danielle Mitchell, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, 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 adopted.
2. 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 reviewing the responsibilities of the Region Advisors, particularly as they relate to the accomplishment of the District Mission. The Committee thanked the council for their hard work and will consider the council's recommendations for future enhancements to the Region Advisor Program.
3. **HIGHLY CONFIDENTIAL**
4. The Committee received an update on the organization's performance.
5. The Committee reviewed and discussed two Smedley Fund subsidy applications. The first request was from District 110 on behalf of some of its Member Clubs in Ukraine. The second request was from a club requesting support with the funding and operation of a Youth Leadership Program. The Committee recommends that the Board approve both requests.

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

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Kristen Kyriazis
Secretary

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Nonprofit General Counsel
Chief Executive Officer
Past International Presidents
Past International Directors



2022-2023 Audit Committee Teleconference

April 17, 2023

The 2022-2023 Audit Committee met on April 17, 2023, with Audit Committee Chair Jim Kokocki, DTM, PIP, presiding. Also present were Co-Chair Michael Notaro, DTM, PIP; Chief Financial Officer John Bond; Controller Margaret Yamamoto; Accounting Manager Wally Kaczor; Eide Bailly Audit Manager Mike Hart; and Eide Bailly Audit Partner Ksenia Popke.

Each year, an independent auditing firm selected by Toastmasters International audits the organization's financial statements. The Committee reviewed and discussed the draft 2022 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265).

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Eide Bailly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the 2022 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265) as presented by unanimous consent during the meeting on April 17, 2023.

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."


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Secretary

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2022-2023 Audit Committee Teleconference

April 24, 2023

The 2022-2023 Audit Committee met on April 24, 2023, with Audit Committee Chair Jim Kokocki, DTM, PIP, presiding. Also present were Co-Chair Michael Notaro, DTM, PIP; Chief Financial Officer John Bond; Controller Margaret Yamamoto; Accounting Manager Wally Kaczor; Eide Bailly Audit Manager Mike Hart; and Eide Bailly Audit Partner Ksenia Popke.

The Committee reviewed and discussed the updated 2022 audited financial statements that were revised to reflect an adjustment in the depreciation expense.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Eide Bailly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the updated 2022 audited financial statements as presented by unanimous consent during the meeting on April 24, 2023.

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

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