



## **Minutes of the 2018-2019 Board of Directors Meeting May 29, 2019**

The 2018-2019 Toastmasters International Board of Directors convened May 29, 2019, with International President Lark Doley, DTM, presiding. The officers and directors present were: Deepak Menon, DTM; Richard E. Peck, DTM; Margaret Page, DTM; Balraj Arunasalam, DTM; Don Bittick, DTM; Reginald Darnell Ford, DTM; Joan Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Morag Mathieson, DTM; Mary Morrison, DTM; Carol Prahinski, DTM; Radhi Spear, DTM; David Templeman, DTM; Tracy Thomason, DTM; Tuire Vuolasvirta, DTM; Derek Wong, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Business Research Manager John Lurquin, Secretary-Treasurer Angela Mennenga and Executive Services Manager Mona Shah were also present.

### **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. The report consisted of the following items considered at its May 21, 2019 meeting:

The 2018-2019 Executive Committee convened on May 21, 2019, with International President Lark Doley, DTM, presiding. The other officers present were: International President-Elect Deepak Menon, DTM; First Vice President Richard E. Peck, DTM; Second Vice President Margaret Page, DTM; Immediate Past International President Balraj Arunasalam, DTM; and Chief Executive Officer Daniel Rex. Secretary-Treasurer Angela Mennenga and Executive Services Manager Mona Shah were also present.

1. The Committee received an update on the organizational performance.
2. The Committee received an update on the following Board committees: District Leader Success Plans Committee, Club Leadership Roles and Responsibilities Committee, and District Fiscal Effectiveness Committee.
3. The Committee postponed discussion regarding translations and potential modifications to Protocol 4.0 until a future meeting.
4. The Committee continued its consideration, initiated in March 2019, of District 108's request to add parts of Russia to the district's boundaries. The Committee is heartened to see the enthusiasm and dedication of the leaders and members from the clubs in Russia, as well as the expressed welcome by the clubs from the countries of Estonia, Finland, Latvia, Lithuania and Poland that make up District 108. After considerable discussion, the Committee recommends for the Board's approval that District 108 continue with its current boundaries and resubmit the proposal when there are 20 or more clubs in Russia. This recommendation aligns with previous decisions relating to similar circumstances with other districts in other parts of the world.
5. The Board, in March 2019, directed Districts 41 and 98 to form a joint reformation committee and requested that each district recommend a co-chair for the committee. The districts have responded with their recommendations. The Executive Committee concurs with the recommendations and recommends that the Board approve Past District 41 Director Vinay Jain and Past District 98 Director Chandrashakar D.P. as co-chairs of the joint reformation committee.



6. The Committee considered a request from the clubs in Pakistan to form a Territorial Council. The Committee recommends to the Board that the request to form a Territorial Council in Pakistan be approved, contingent upon there being 20 paid clubs by June 30, 2019.

The Board discussed and accepted the Committee's recommendations as presented in items 4, 5 and 6.

### **BOARD OF DIRECTORS**

3. The Board discussed allegations of impropriety and flaws in confidentiality during a district's elections. The 2018-2019 district officers conducted an investigation, concluded that the credentials, balloting and ballot counting processes were flawed and referred the matter to World Headquarters. World Headquarters conducted an investigation and concurred with the district's findings. After discussion and review, the Board voted to:
  - a. Invalidate the elections for all contested positions, which included district director, club growth director and two (2) division directors.
  - b. Direct World Headquarters to conduct new elections electronically.
  - c. Provide on-site credentials and election support for the 2020 elections.

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

Angela Mennenga  
Secretary-Treasurer

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