



Minutes of the 2020-2021 Board of Directors Teleconference

February 24, 2021

The 2020-2021 Toastmasters International Board of Directors met on February 24, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Legal Director and Corporate Counsel Aaron Charrouf, Partnerships and Development Director Angela Cunningham, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report (attached) of the February 10, 2021 Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 6, 7, 8, 9, 10, and 11.
3. The Board received an update on the organization's performance.
4. The Board received an update on the financial position of the organization. The Board expressed gratitude to CEO Rex and members of the World Headquarters staff for exceptional financial management during the past year.
5. The Board voted not to allow proxies for any annual District Council meeting for the 2020-2021 program year. This decision was made as a result of the decision made by the Board of Directors during the August 2020 meeting of the Board to allow Districts the option to conduct District business online, as well as requiring all Districts events to have options for online participation. Proxies are allowed during in-person annual District Council meetings to allow voting delegates who are unable to physically attend the meeting to be represented during votes. Online voting delegates of an online-only or hybrid District Council meeting do not face the same restrictions and, as such, should not need to assign a proxy to carry their vote. This decision was made to alleviate the burden on Districts of determining how to allow in-person attendees to assign a proxy to carry their vote while not allowing online voting delegates to assign a proxy to carry their vote.

6. The Board reviewed proposed amendments from the Policy Review Committee to Protocol 11.5 (attached) to account for the growing number of Districts and to provide additional guidance for scheduling International Officer Visits. The changes to Protocol 11.5 were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, to be implemented for visits occurring in the 2021-2022 program year onwards.

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.”



Kate Wingrove
Secretary

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



Minutes of the 2020-2021 Executive Committee Teleconference

February 10, 2021

The 2020-2021 Toastmasters International Executive Committee met on February 10, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's performance. The Committee noted a substantial increase in new clubs during the month of January when compared to previous years. The increase is attributed to the exception waiving certain new club fees.
3. The Committee received an update on the financial position of the organization.
4. The Committee recommends that the Board approve the following:
 - a. An exception allowing clubs which were paid for April 2020, but have not yet completed the October 2020 renewal requirement, be provided an additional six (6) months to return to good standing before being suspended.
 - b. An extension of the allowance to remain in good standing without renewing members to October 2020.
 - c. A decrease of the reinstatement fee from \$360 USD to \$100 USD per missed dues cycle through September 30, 2021.

These items are intended to support club officers who are struggling to maintain and retain membership levels in their clubs, as well as ensuring that the paid members of the affected club can continue their personal development in Pathways while the club is brought back into good standing.

5. The Committee reviewed and discussed communication channels the Board of Directors could use to increase engagement with members. The discussion explored channels outside those typically used by the Board currently, as well as how topics for Board communications are established. World

Headquarters will update the calendar and methods based on the discussion and will proceed with plan implementation.

6. The Committee recommends that the Board approve the publishing of the following information reports to all District Executive Committee members, Region Advisors, and Past International Presidents twice a year:
 - a. Total Payments by Region
 - b. Total Payments by District (Map)
 - c. New and Charter Growth by District (Map)
 - d. Renewal Payments by District (Map)
 - e. Annual Retention Rates by District (Map)
 - f. New Clubs by Country (Map)
 - g. Paid Club Growth by District (Map)

This is intended to provide additional information to the District Executive Committee members and Region Advisors, and Past International Presidents to support them in their roles, provide potential motivation, and to highlight those Districts that are excelling in achieving the District mission.

7. The Committee reviewed and adopted the questions, structure, and timeline of the Area Director Club Visit Report, effective for the 2021-2022 Program Year. These updates will ensure that Area Director club visits result in actionable information for the Area Director and the club officers to best support the club in achieving and maintaining high quality. They will also provide a repository of past Area Director Club Visit Reports for the District leaders to review historical information about the clubs in the District.
8. The Committee recommends that the Board adopt the new Club Officer Agreement and Release Statement (attached), effective for the 2021-2022 Program year. This document will help bring clarity to the requirements of the role and hold club officers accountable for fulfilling their responsibilities.
9. The Committee approved the creation of a legal entity in India, to support and protect the members and clubs in India, as well as to provide increased protection and awareness of our intellectual property, including our name, logo, and educational programs.

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10. The Committee recommends that the Board approve an exception to Protocol 9.0 to allow an Online Candidate Corner for the 2021 District Election cycle. This exception would allow candidates an additional means of campaigning when traditional in-person campaign opportunities (such as, Area and Division events) may be unavailable.
11. The Committee reviewed proposed amendments from the Policy Review Committee to Protocol 2.3 (attached) to clearly define Speakathons and the organization of such events. The changes to Protocol 2.3 were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect.

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."



Kate Wingrove
Secretary

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



Club Officer Agreement and Release Statement

Directions

Toastmasters International requires that any member elected to the role of club officer agrees to and signs the Club Officer Agreement and Release Statement below. This completed form should be submitted to the Club Secretary and kept in the club's records indefinitely.

Release Statement

As a member of my club's Executive Committee, I accept the responsibilities and duties as outlined in the *Club Constitution for Clubs of Toastmasters International*, the *Club Leadership Handbook*, and in standing rules or policies adopted by the Board of Directors, including but not limited to:

- ▶ I will always conduct myself in a professional manner and adhere to the Toastmasters International's Core Values.
- ▶ I agree to abide by the principles outlined in "A Toastmaster's Promise."
- ▶ I take personal responsibility for my conduct, individually and as a leader of my Toastmasters club.
- ▶ I understand that disagreements can and will occur. Therefore, I promise to focus on the issue at hand and not on the individual.
- ▶ I will refrain from any form of discrimination, harassment, derogatory, illegal, or unethical conduct, and I understand that if I engage in such behavior, I may be responsible to reimburse Toastmasters International, my club or other clubs, or other individuals involved with Toastmasters, for any damages, losses, or costs resulting from my conduct.
- ▶ I understand that Toastmasters programs are conducted by volunteers who cannot be effectively screened or supervised by Toastmasters International or its clubs. Therefore, I release and discharge Toastmasters International, its clubs, governing bodies, and representatives from any liability for the intentional or negligent acts or omissions of any member or officer of my club or other clubs, or any officer of Toastmasters International.
- ▶ I will fully comply with my fiduciary duties to Toastmasters International under its governing documents and the law of the land.
- ▶ I understand that individual members, clubs, and Districts may not create or use their own logo to replace or supplement the Toastmasters logo and wordmark.
- ▶ I understand that all programs, materials, and contents are property of Toastmasters International and cannot be used for any individual, their affiliates, and/or organizations to derive any financial gains.
- ▶ I agree to receive all communications from Toastmasters International World Headquarters.

By signing this agreement, I acknowledge and accept the duties and responsibilities prescribed in the *Club Constitution for Clubs of Toastmasters International* and other supporting documents, including but not limited to the *Club Leadership Handbook*.

Confirmation

I have read and agree to the terms and conditions of the Club Officer Agreement and Release Statement.

Full Name

Member Number

Officer Position

Club Name

Club Number

Signature

Date (MM/DD/YYYY)

Protocol 2.3

Club Programs and Events

1. Speakathons

- A. Speakathons are special meetings conducted by clubs seeking to provide their members with meetings dedicated to project speeches and evaluations in accordance with the Toastmasters Education Program.
 - I. One or more clubs may cooperate to conduct a Speakathon. These clubs may be from any District.
 - II. Speakathons may only be conducted at the club level, and may be conducted either online, in person, or combination thereof.
 - III. Speakathons cannot be organized by Areas, Divisions, and Districts.
 - IV. Area, Division, and District resources (including websites and social media) may be used to promote Speakathons.
- B. Members of clubs other than the host club or clubs (if jointly organized) may be invited to attend and participate in Speakathons. Attendance may also be made open to the general public, at the club's discretion.
 - I. Members of the host club or clubs may take on any meeting role, including presenting speeches and evaluations (both verbal and written).
 - II. Members from clubs other than the host club or clubs may not present speeches, but may take on other meeting roles.
 - III. Non-members are not recommended to take on any roles.
 - IV. International Director and Second Vice President candidates are not permitted to participate in Speakathons conducted jointly with clubs outside their declared home region.

Protocol 11.5

Board of Directors Visits

1. The purposes of Board Members' District visits are: to evaluate and increase the effectiveness of the District in achieving the District mission; to meet with Toastmasters members and leaders and with business and community leaders; to represent the organization at District events; to share the organization's message as directed by the International President; to participate in club-building and strengthening opportunities; and to publicize Toastmasters International and its brand through media.
2. International Directors are expected to visit Districts as approved by the International President.
3. International Officer visits to Districts are scheduled every ~~seven (7)~~ eight (8) years, or as deemed necessary by the International President **based on criteria which may include:**
 - A. **The elapsed time since an International Officer last visited the District.**
 - B. **The performance of the District and benefit the visit can create for the District.**
 - C. **The number of International Officer visits to Districts in the region within the same program year.**
 - D. **The convenience of combining an already scheduled District visit with a visit to another District.**
4. International Directors request District visits by submitting a proposed visit schedule to World Headquarters for consideration by the International President or International President-Elect (depending on who will be International President at the time the visits will occur). World Headquarters confirms each visit, in writing, to the International Director and the appropriate District leaders.
5. Districts must accept visits by Board Members.
6. Visits to Toastmasters events may require prior approval of the International President or International President-Elect (depending on who will be International President at the time the visits will occur). The approval process is managed through World Headquarters. All requests must include details about the reasons for the proposed visit.
 - A. Visits to club meetings within the Board Member's region may be made at any time. Visits to club meetings outside of the Board Member's region require prior approval. Reimbursement is not provided.
 - B. Visits to Area and Division events within the Board Member's home District or region may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization require prior approval. Reimbursement is not provided.

Visits to Area and Division events outside the Board Member's region require prior approval. Reimbursement is not provided.

- C. Visits to District events within the Board Member's home Districts may be made at any time as an attendee. Visits to such events as a presenter or an ambassador for the organization require prior approval. Reimbursement may be provided with the International President's prior approval.

Visits to District events within the Board Member's region that are not part of the approved schedule require prior approval. Reimbursement may be provided with prior approval.

- D. District visits outside the Board Member's region require prior approval. Reimbursement is not provided.