



Minutes of the 2021-2022 Board of Directors Hybrid Meeting

March 12-13, 2022

The 2021-2022 Toastmasters International Board of Directors met on March 12-13, 2022, with International President, Margaret Page, DTM, presiding. The other officers and directors present were: Matt Kinsey, DTM; Morag Mathieson, DTM; Radhi Spear, DTM; Richard E. Peck, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development 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, Research and Analysis Manager Holly Keily, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Board Members were absent.

1. The Board reviewed and accepted the agenda as presented.
2. International President Page presented a report of her experiences while serving as International President. She shared the wonder she has felt in speaking with District leaders and witnessing their positivity when speaking about the future of Toastmasters. She spoke of the harmony of the Toastmaster community, one replete with good people bringing out the good in others. She encouraged all Toastmasters leaders to continue to believe in each other and embrace the opportunities with which the organization has been presented.
3. The Board received the report (attached) of the March 8-9, 2022, Strategic Planning Committee meeting as presented by Immediate Past International President Peck. The Board accepted the report as presented.

The Board Members participated in a series of exercises to brainstorm for the new strategic plan. First, they discussed the categories for the organizational goals as presented in the Strategic Planning Committee's report and, looking beyond linear trends, considered stretch goals for five to seven years from now. The Board Members also reviewed the strengths and opportunities from their SOAR analysis exercises in February and aligned the strengths to the opportunities. They identified aspirations for where the organization will be in two years and pinpointed the results which will indicate those

aspirations have been reached. Lastly, the Board Members discussed specific strategies for achieving those aspirations, which will lead to the recognized results. The output of these activities will be combined with the work of the Strategic Planning Committee and integrated into the new strategic plan.

4. The Board received an update on the financial performance of the organization.
5. The Board received an update from Chief Executive Officer Rex on the status of the organization.
6. The Board reviewed the new mentor pairings for Board members for March-August 2022 and each pairing was given time to establish their preferences for working together and the specific goals and objectives on which they wish to focus.
7. **HIGHLY CONFIDENTIAL**
8. The Board received the report (attached) of the March 8-11, 2022, Executive Committee meeting as presented by International President-Elect Kinsey. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 6, 7, 8, 9, 11, 12, 13, 15, 17, and 18. The remaining items were considered subsequently and separately by the Board.

The Board adopted item #5.

The Board adopted item #10.

The Board adopted item #14.

The Board adopted item #16.

The Board adopted item #19.

9. **HIGHLY CONFIDENTIAL**

10. **RESTRICTED**

11. The Board reviewed the types of events Districts have conducted in place of the discontinued October-November conferences. They discussed potential guidance for District leaders on the format and duration of events for the beginning of the program year. The Board provided valuable feedback for World Headquarters to draft recommended guidelines for presentation at a future meeting.
12. Pursuant to Policy 11.7: International President-Elect, International President-Elect Kinsey, with First Vice President Mathieson, reviewed the expenses of the Chief Executive Officer and reported that all expenses were found to be reasonable and within policy.

13. The Board participated in an exercise regarding District Visits. The Board Members were divided into four groups to discuss their experiences with District Visits. Each group shared the best practices they identified through their discussions. Each International Officer also provided insights from their own experiences visiting Districts.
14. The Board participated in an education session conducted by Senior Consultant Donna Dunn from Tecker International. The session focused on the Board Members' roles and responsibilities in having critical conversations about Board decisions.

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 *Pro Tem*

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



Minutes of the 2021-2022 Strategic Planning Committee Meeting

March 8-9, 2022

The 2021-2022 Strategic Planning Committee met on March 8-9, 2022, with Immediate Past International President Richard E. Peck, DTM, presiding. The other officers present were: International President Margaret Page, DTM; International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, 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, Education Programs and Training Director Kate Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed the categories and goals for the organization established in March 2019. The Committee considered which categories are relevant to the organization today and for the future and added a Pathways completions category. They established corresponding goals for each category for the 2022-2023 program year. The Committee will continue their discussion with the Board of Directors to determine the corresponding long-term goals for each category.

Category	2022-2023 Goal
Distinguished Clubs	4.5% Increase
Membership Payments	4% Increase
Renewal Rate	1% Increase
Member Satisfaction	5.8 Rating
Club Growth	5% Increase
Pathways Level Completions	4% Increase

2. The Committee continued their SOAR analysis started in November 2021 by again completing the aspirations and results sections of the exercise. Each aspiration was discussed in terms of the current pillars of the 2020 Interim Plan and each result was tied directly to one, or more, of the identified aspirations.
3. The Committee used their completed SOAR analysis to discuss strategies for potential integration into the next strategic plan. To help frame their work, the Committee discussed the difference between strategies and tactics. They focused on the why behind each of the strategies rather than the specific steps that would be taken.

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

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Kristen Kyriazis
Secretary *Pro Tem*

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



Minutes of the 2021-2022 Executive Committee Meeting

March 8-11, 2022

The 2021-2022 Toastmasters International Executive Committee met March 8-11, 2022, with International President, Margaret Page, DTM presiding. The other officers present were: International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development 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, Research and Analysis Manager Holly Keily, and Secretary *Pro Tem* Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The International President and each International Officer presented a report of their experiences and observations. The reports included reflections on actions taken in response to the pandemic, potential for the organization, and their personal journey.
3. The Committee received an update on the financial performance of the organization.
4. Chief Executive Officer (CEO) Daniel Rex provided an update on the status of the organization. The CEO commented on the strength of the Toastmasters community and emphasized that the unity of the organization will help move it forward from the struggles of recent years and into the future.
5. The Committee reviewed amendments to Policy 11.4: Board of Directors Committees, relating to those at World Headquarters authorized to establish and maintain District bank accounts. The Committee recommends that the Board adopt the amendments to Policy 11.4: Board of Directors Committees (attached), effective immediately.
6. The Committee received an update on District reformations currently in progress, including a request from District 85 for an expedited reformation process. The Committee recommends that the Board grant District 85's request to reform on July 1, 2023.

The Committee reviewed the status of Districts with more than 200 clubs and less than 60 clubs.

RESTRICTED

The Committee received an update on the process for aligning undistricted countries to Districts, including the countries in Central and South America. The Committee recommends that the Board authorize the establishment of a Provisional District consisting of the countries: Argentina, Bolivia, Chile, Colombia, Costa Rica, Ecuador, Panama, Paraguay, Peru, Uruguay, Venezuela (the Bolivarian Republic of). This action will be effective no earlier than July 1, 2022, provided that the minimum threshold of 25 clubs is reached.

7. The Committee confirms the organization's expectation that discussions and interactions among members in all locations be positive and supportive and align with our core values. The Committee notes with disappointment that some conversations, particularly on social media, do not meet these expectations. The Committee reviewed the current process for moderating the organization's official social media pages and discussed potential alternate processes. The Committee recommends that the Board direct World Headquarters to develop a proposal for a social media moderation group and present it to the Board no later than the August 2022 Board meeting.
8. The Committee reviewed the Board of Directors self-assessment tool and made modifications for future use by the Board. The Committee will continue its work reviewing and modifying the assessment at future meetings.
9. **HIGHLY CONFIDENTIAL**
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11. The Committee received the report of the District Conflict Resolution Working Group. The Committee reviewed the recommendations in the report and commended the working group for their insights and perspective and appreciates the quality and thoroughness of the work. The Committee endorses the working group's ELI (Early, Local, and Informal/Effective Leadership Intervention) philosophy and making the Early Detection Conflict Checklist and the Interaction Model available as resources for the membership.
12. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee considered the performance of the portfolio as reasonable given the market conditions and the investment parameters provided to Morgan Stanley by the Board. The Committee also reviewed Policy 8.6: Use of Reserve Funds, and determined that no changes were needed.
13. The Committee reviewed the current content and cost of charter kits sent to prospective clubs and received an update on proposed new supplemental kits. The Committee accepted the recommendations for new charter kit options to be implemented at a date to be determined.
14. The Committee received an update on a proposed new internal process for the consideration and creation of future legal entities. The Committee also discussed amendments to Policy 11.4: Board of

Directors Committees, relating to those at World Headquarters who can serve as officers or directors of legal entities established outside the United States. The Committee recommends that the Board approve the amendments to Policy 11.4: Board of Directors Committees (attached), effective immediately.

15. The Committee reviewed and discussed new mentor pairings for Board Members for March-August 2022.
16. The Committee discussed the abnormally high number of clubs suspended and closed since the COVID-19 pandemic began in March 2020. The Committee recommends that the Board accept the proposed club reinstatement program, effective July 1, 2022, and ending on March 31, 2023. The program will allow such clubs to reinstate with a minimum of 12 members by paying dues for the current period and the subsequent dues period.
17. The Bylaws of Toastmasters International, Article V, Section 4.i, states that the total number of Member Clubs in each geographic region shall be not more than 15% of the total number of Member Clubs in good standing. The Committee reviewed information on the distribution of clubs within the regions. The Committee determined that no adjustment is immediately required and will continue to monitor data and projections. The Committee requested that World Headquarters provide updated information in November 2022.
18. The Committee reviewed the agenda for the March 2022 Board of Directors hybrid meeting.
19. The Committee reviewed a Smedley Fund subsidy application from District 75 requesting dues support for the clubs in Division C and Division I, Areas 1 and 4, in the wake of the recent typhoon. The Committee recommends that the Board of Directors approve the request for one dues renewal period contingent upon confirmation of each club's current status and needs.

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."



Kristen Kyriazis
Secretary *Pro Tem*

Distribution: Board of Directors
Nonprofit General Counsel

Chief Executive Officer
Past International Presidents
Past International Directors

Board of Directors Committees

1. Executive Committee

- A. The Executive Committee is comprised and its powers and duties are as stated in Article V, Section 6, 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 Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
 - 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 expressly 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 Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three (3) years, reviews member dues at least every three (3) years, and reviews the Toastmasters International Reserves Policy annually.
- G. The Executive Committee is authorized by the Board to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Chief Executive Officer and legal counsel.
 - I. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the Board Members at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.
 - II. Executive Committee members shall often be expected and are authorized to serve as officers or directors of the legal entities established outside the United States. The Chief Executive Officer, Chief Operations Officer and Chief Financial Officer may serve as officers or directors of the legal entities established outside the United States upon assignment by the Executive Committee.
- H. All signatories on Toastmasters International's corporate bank accounts, 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.

- I. The Chief Executive Officer, **Treasurer**, ~~Chief Operations Officer~~ and **other staff determined by the Chief Executive Officer ~~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; 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, chair, 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 Advisory Committee of Past International Presidents (ACPP) is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the ACPP is to submit comments and recommendations for consideration of the Board.
- B. When a quorum is not present at an ACPP meeting, any action taken must thereafter be approved by a majority vote of all ACPP members for it to take effect. Approval shall occur by mail, email or other electronic means or by voice vote at the next ACPP meeting at which a quorum is present.
- C. 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.
- D. The Immediate Past International President is the chair of this committee. Each year, the Committee Chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- E. The Chief Executive Officer is the liaison to the Committee.
- F. The International President may seek feedback from the Committee or assign a topic to the Committee, or selected Committee members, for consideration and feedback to the Board.
- G. The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- H. At the August ACPP meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- I. The Committee Chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.
- J. Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
 - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
 - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.
 - a. The briefing document is distributed prior to each meeting.

- b. Members of the Committee provide individual feedback to the Committee Chair.
 - c. Individual members of the Committee shall not speak on behalf of the ACPP when communicating with Board Members individually or collectively.
 - d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
 - e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
 - f. Feedback on topics being addressed by the Board may be submitted from the Committee to the Board periodically.
- K. All Committee members receive:
- I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
 - II. Selected new printed materials that may be distributed to the Committee members at the August meeting.
 - III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
 - IV. A document containing selected talking points used by the Board of Directors during District conference visits.
- L. The role and processes of the ACPP are addressed annually at Board member orientation by the Immediate Past International President.

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 Chief Executive Officer recommends one (1) or more auditing firms to the Audit Committee by August 1 each year and negotiates the audit firm's compensation on behalf of the Board. The two-person Audit Committee is responsible for recommending an auditing firm to the Board by September 30 each year. The Board then selects an auditing firm by November 30 each year.
- 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. The Toastmasters International Disciplinary Committee is established by the Board of Directors under Article VII of the Bylaws of Toastmasters International.
- B. Appointments to the Committee are made by the International President and are subject to the approval, and any vetting measures put in place by, of the Executive Committee.
 - I. There shall be two (2) Past International Presidents on the Committee serving as chair and co-chair. The Past International President serving in their second year is the chair; the Past International President serving in their first year is the co-chair.
 - II. There are eight (8) additional members of the Committee, who serve two (2) year terms. Each member is a Past International President, a Past International Director or a Past Region Advisor.
 - III. The eight (8) members as stated above may include one or more Board members at the discretion of the International President, with the approval of the Executive Committee.
 - IV. If work on a specific disciplinary matter remains unfinished at the completion of any committee member's term of service, they will continue to serve until the matter is resolved. Such committee members will not commence work on any new disciplinary matters; only incoming and continuing committee members will work on such matters.
 - V. If a committee member is unable to complete their term of service for any reason, the resulting vacancy may be filled by the International President, in consultation with the committee chairs and the Executive Committee. Committee members filling such vacancies will commence work on new disciplinary matters only.
- C. The Executive Committee determines which disciplinary matters shall be investigated by the Committee. The Committee follows Article III, Section 13 of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting the disciplinary process, with authority delegated to it by the Board of Directors.
- D. The Committee reports the results of its work and any interim steps taken to the Board of Directors in writing within a reasonable period of time following the conclusion of its work.

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

Board of Directors Committees

1. Executive Committee

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- 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 Chief Executive Officer and supervises the performance and position of the Chief Executive Officer.
 - 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 expressly 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 Chief Executive Officer Performance Appraisal annually every August, reviews district formation and reformation every three (3) years, reviews member dues at least every three (3) years, and reviews the Toastmasters International Reserves Policy annually.
- G. The Executive Committee is authorized by the Board to act with the power of the Board to establish legal entities outside of the United States as may be necessary or appropriate to further the purposes of Toastmasters International, in the judgment of the Committee, relying upon information and advice from the Chief Executive Officer and legal counsel.
 - I. All actions of the Committee within this delegation of authority shall be fully effective when taken. Such actions will be reported to the Board Members at, or prior to, the next meeting of the Board following the action but will not require ratification by the Board to be effective. However, the Board reserves the right to review and modify any action taken by the Committee if necessary to protect the best interests of Toastmasters International.
 - II. Executive Committee members shall often be expected and are authorized to serve as officers or directors of the legal entities established outside the United States. The Chief Executive Officer, ~~Chief Operations Officer and Chief Financial Officer~~ **and other staff determined by the Chief Executive Officer** may serve as officers or directors of the legal entities established outside the United States upon assignment by the Executive Committee.
- H. All signatories on Toastmasters International's corporate bank accounts, 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.

- I. 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; 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, chair, 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 Advisory Committee of Past International Presidents (ACPP) is established in the Bylaws of Toastmasters International, Article VII, Section 4. The purpose of the ACPP is to submit comments and recommendations for consideration of the Board.
- B. When a quorum is not present at an ACPP meeting, any action taken must thereafter be approved by a majority vote of all ACPP members for it to take effect. Approval shall occur by mail, email or other electronic means or by voice vote at the next ACPP meeting at which a quorum is present.
- C. 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.
- D. The Immediate Past International President is the chair of this committee. Each year, the Committee Chair briefs the International President on the duties of the chair and the role and processes of the Committee.
- E. The Chief Executive Officer is the liaison to the Committee.
- F. The International President may seek feedback from the Committee or assign a topic to the Committee, or selected Committee members, for consideration and feedback to the Board.
- G. The Committee meets annually during the International Convention. Special meetings are called with the written approval of the International President.
- H. At the August ACPP meeting, the International President and Chief Executive Officer present a briefing on strategic and significant issues.
- I. The Committee Chair presents a report of the August meeting each February—and, at the International President's discretion, provides a report in August—for consideration by the Board.
- J. Upon request, as surveyed each year, Committee members for whom World Headquarters has a current Confidentiality Statement on file receive:
 - I. Board meeting and Executive Committee meeting minutes after the minutes have been finalized by the Secretary/Treasurer and the Board and before being made public on the Toastmasters website.
 - II. A briefing document consisting of agenda items to be considered by the Board, Executive Committee and Strategic Planning Committee at its meetings. This briefing does not include personnel issues, highly confidential topics and other highly sensitive items that are excluded at the discretion of the International President.
 - a. The briefing document is distributed prior to each meeting.

- b. Members of the Committee provide individual feedback to the Committee Chair.
 - c. Individual members of the Committee shall not speak on behalf of the ACPP when communicating with Board Members individually or collectively.
 - d. The chair, with the written approval of the International President, may call a meeting of the Committee to discuss the feedback.
 - e. The chair presents a summary of the feedback to the International President before each meeting and to the Board at each meeting.
 - f. Feedback on topics being addressed by the Board may be submitted from the Committee to the Board periodically.
- K. All Committee members receive:
- I. Links to significant updates on the Toastmasters International website including, but not limited to, newsletters and other new or updated publications.
 - II. Selected new printed materials that may be distributed to the Committee members at the August meeting.
 - III. The Chief Executive Officer's Report after it has been distributed to the Board and before it has been made public on the Toastmasters website.
 - IV. A document containing selected talking points used by the Board of Directors during District conference visits.
- L. The role and processes of the ACPP are addressed annually at Board member orientation by the Immediate Past International President.

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 Chief Executive Officer recommends one (1) or more auditing firms to the Audit Committee by August 1 each year and negotiates the audit firm's compensation on behalf of the Board. The two-person Audit Committee is responsible for recommending an auditing firm to the Board by September 30 each year. The Board then selects an auditing firm by November 30 each year.
- 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. The Toastmasters International Disciplinary Committee is established by the Board of Directors under Article VII of the Bylaws of Toastmasters International.
- B. Appointments to the Committee are made by the International President and are subject to the approval, and any vetting measures put in place by, of the Executive Committee.
 - I. There shall be two (2) Past International Presidents on the Committee serving as chair and co-chair. The Past International President serving in their second year is the chair; the Past International President serving in their first year is the co-chair.
 - II. There are eight (8) additional members of the Committee, who serve two (2) year terms. Each member is a Past International President, a Past International Director or a Past Region Advisor.
 - III. The eight (8) members as stated above may include one or more Board members at the discretion of the International President, with the approval of the Executive Committee.
 - IV. If work on a specific disciplinary matter remains unfinished at the completion of any committee member's term of service, they will continue to serve until the matter is resolved. Such committee members will not commence work on any new disciplinary matters; only incoming and continuing committee members will work on such matters.
 - V. If a committee member is unable to complete their term of service for any reason, the resulting vacancy may be filled by the International President, in consultation with the committee chairs and the Executive Committee. Committee members filling such vacancies will commence work on new disciplinary matters only.
- C. The Executive Committee determines which disciplinary matters shall be investigated by the Committee. The Committee follows Article III, Section 13 of the Bylaws of Toastmasters International and Policy 3.0: Ethics and Conduct while conducting the disciplinary process, with authority delegated to it by the Board of Directors.
- D. The Committee reports the results of its work and any interim steps taken to the Board of Directors in writing within a reasonable period of time following the conclusion of its work.

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