



Minutes of the 2016-2017 Board of Directors Teleconference May 24, 2017

The 2016-2017 Toastmasters International Board of Directors convened on May 24, 2017, with International President Mike Storkey, DTM, presiding. The other Board members present were: Balraj Arunasalam, DTM; Lark Doley, DTM; Deepak Menon, DTM; Jim Kokocki, DTM; Steven Chen, DTM; Russell L. Drake, DTM; Teresa Dukes, DTM; David Fisher, DTM; Magnus Jansson, DTM; Vera Johnson, DTM; Matt Kinsey, DTM; Jim Kohli, DTM; Monique Levesque-Pharoah, DTM; David McCallister, DTM; Michael Osur, DTM; Margaret Page, DTM; Nagaraja Rao, DTM; Daniel Rex and Elisa Tay, DTM. Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. No Board members were absent.

1. The Board reviewed and voted to accept the meeting agenda.
2. The report of the Executive Committee's May 16, 2017 teleconference was presented by International President-Elect Balraj Arunasalam, DTM.
 - a. The Committee received an update on the search for the 2020 International Convention location site.
 - b. The Committee discussed the recent formation of an ad-hoc online alliance and the group's request for formal recognition. The stated purpose of this alliance is to create a new structure outside the existing Toastmasters structure in an effort to shape the formation of online clubs, provide direction to online club leaders and to form a district comprised solely of online clubs, which is in conflict with Toastmasters' governing documents. The Committee determined that a communication would be sent to the organizers of the alliance requesting that they respect the Toastmasters' governing documents and organizational structure while the Board continues to monitor the growth and evolution of online clubs.
 - c. The Committee requested that World Headquarters provide recommendations for activities that districts can conduct when October and November district conferences are discontinued beginning in 2018. These recommendations will be presented to the Board in July.
3. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Board reviewed and discussed the 2016 audit. The Board was satisfied that the financial affairs of the corporation were in order and voted to adopt the Audit Committee's recommendation as presented in the April 25, 2017 minutes (attached).
4. The Board discussed restricting individuals from running for international director and applying to become a region advisor at the same time. The Board requested that World Headquarters prepare documentation to reflect this change and present at a future Board meeting.



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, appearing to be 'Jennifer Quinn', is centered on the page. The signature is fluid and cursive, with a large initial 'J' and a stylized 'Q'.

Jennifer Quinn
Secretary/Treasurer

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



**Minutes of the 2016–2017 Audit Committee Teleconference Meeting
April 25, 2017**

The 2016–2017 Audit Committee met at 6 a.m. Pacific Time on April 25, 2017, with Audit Committee Chair Ted Corcoran, DTM, PIP presiding. Also present were Co-Chair John Lau, DTM, PIP; Chief Executive Officer Daniel Rex and Chief Financial Officer John Bond; and Squar Milner Audit Partner Allen Goh, Audit Partner and Partner Thomas Bennett.

Each year, an independent auditing firm selected by Toastmasters International, audits the organization's financial statements. The Committee reviewed and discussed the draft 2016 audited financial statements and the related Management Report prepared by Squar Milner.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Squar Milner, 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 25, 2017.

Jennifer Quinn
Secretary/Treasurer

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