



## **Minutes of the 2016-2017 Board of Directors Teleconference June 28, 2017**

The 2016-2017 Toastmasters International Board of Directors convened on June 28, 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 directors were absent.

1. The Board reviewed and unanimously voted to accept the agenda for this teleconference.
2. The report of the Executive Committee's June 20, 2017 teleconference was presented by International President-Elect Balraj Arunasalam, DTM. During the teleconference, the Committee discussed the following:
  - a. A boundary alignment request from Districts 33 and 52, specifically:
    - i. Assign to District 52 the communities of Santa Clarita (Canyon Country, Castaic, Newhall, Saugus, Stevenson Ranch, Valencia, etc.). The proposed boundary change would mean that eight clubs would continue to be part of District 52 and participate in District 52 events. These clubs would also continue to receive support from District 52 leaders.
    - ii. Make an exception for the Westlake Bank of America Toastmasters Club (826306) to continue to be assigned to District 52. This club is located in the city of Westlake Village (North of Ventura Country line), which is now and will continue to be in District 33. The exception is requested because this club has a sister Bank of America Toastmasters Club in District 52.

The Committee recommends that the Board adopt the changes to the boundary between the two districts. The Board discussed and adopted the Committee's recommendations.

3. The Executive Committee voted to recommend the 2017-2018 International Leadership Committee members, as appointed by President-Elect Balraj Arunasalam, DTM, by electronic vote culminating on June 9, 2017. The Board discussed and adopted the Executive Committee's recommendation.
4. The Board accepted the minutes of the Board of Directors teleconference held on May 24, 2017.
5. The Board discussed an agenda item request submitted by International Director Matt Kinsey to modify Protocol 11.1: Board of Directors Meetings, to reduce the number of days in which Board minutes to will be provided to the Board after each meeting. In addition, Director Kinsey



sought to clarify the content of minutes and whether or not minutes are required for all Board meetings. Modifications to Protocol 11.1 (attached) were presented and discussed and agreed upon in principle by the Board. In accordance with Policy 1.0 Governing Documents, the protocol change was approved by the International President, International President-Elect and Chief Executive Officer.

6. The Board was informed that an agenda item request submitted by International Director Jim Kohli related to the International Leadership Committee's (ILC) processes and selections will be discussed at the August 2017 Board meeting.
7. The Board was informed that an agenda item request submitted by International Director David McCallister related to individuals who may decide to become a candidate for international director and apply to become a region advisor concurrently will be discussed at the August 2017 Board meeting.
8. The Board received an update on the decreased number of distinguished districts this year and slower membership growth overall. The Board will continue discussions on this topic and its impact on organizational income and expense at the August 2017 Board meeting.
9. The Board was notified that 2017-2018 Region 1 Advisor Natalie Palmer resigned. The Board voted to approve International President-Elect Balraj Arunasalam's appointment of Mary Swanson, DTM, as 2017-2018 Region 1 Advisor effective immediately.

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".

Jennifer Quinn  
Secretary/Treasurer

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

## Board of Directors Meetings

1. The Board meets in-person, via teleconference, or via videoconference. Board meetings are conducted in accordance with the following procedures. Any situation not covered by Bylaws, policy, or protocol follows the latest edition of *Robert's Rules of Order Newly Revised*.
2. The Chief Executive Officer prepares and distributes agenda information, subject to the approval of the International President, to Board members in advance of each meeting.
3. Board meetings typically consist of the approval of minutes, reports, resolutions, unfinished business, new business, and announcements.
  - A. The International President or alternate presides as the Board chair and maintains order. The chair decides all questions of order, subject to Board appeal. The chair announces the business that is in order, and no business is considered until the class to which it belongs is declared in order. The chair may call a recess for the purpose of committee meetings.
  - B. A committee considers topics assigned by the International President or the Board and originates new topics within the scope of its stated functions. Each committee reports its findings and recommendations to the Board.
  - C. Directors address the chair and proceed only when recognized. No member is entitled to speak more than once on any issue until each member has the opportunity to speak.
  - D. Votes are taken by voice except if the chair is in doubt or a division is requested, in which case the vote is counted by hands or roll call. A roll call vote is taken upon the request of any two members.
  - E. Any member, upon request, may have a dissenting vote recorded in the minutes. Every Board member, including the chair, is entitled to vote or abstain on every issue on which a vote is taken; abstention is required if the member has a conflict of interest.
  - F. Committee reports are written and called for action during the proper order of business.
  - G. If a topic is exclusively assigned to a committee, that committee is given the opportunity to make a recommendation to the Board before the Board acts on the matter.
  - H. Committee and minority reports are addressed to the Board and include the topic, purpose, policy references, proposal, and supporting information.
  - I. The International President may prepare Board and committee topics in consultation with the Executive Committee. The International President informs all Board members of Board and committee assignments at the time topics are assigned.
  - J. During discussions, Board members may ask questions of the committee members.

4. The Chief Executive Officer provides Board meeting minutes to the Board within ~~60~~**45** days after each Board meeting. **The minutes will contain a record of business conducted by the Board including discussion and decisions. Minutes are subject to policy and protocol that govern Board confidentiality.** Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
5. The Chief Executive Officer provides Executive Committee meeting minutes to the Board within 30 days after each Executive Committee meeting. **The minutes will contain a record of business conducted by the committee including discussion and decisions. Minutes are subject to policy and protocol that govern Board confidentiality.** Prior to distribution, the International President, International President-Elect, and legal counsel, if necessary, review the meeting minutes.
6. The Board may receive suggestions for Board agenda items from board members, the International President, the Chief Executive Officer, Board committees or any Toastmasters member. Board members are encouraged to submit potential agenda items using the Board Item Submission Request form.
7. A suggested list of agenda items consisting of ongoing business and potential new business is developed by the Chief Executive Officer and is submitted to the International President. The International President determines the final list of agenda items. However, the Board may vote to direct the International President to include an item on the agenda.
8. The Chief Executive Officer develops background information on each agenda item for the Board's study or review. This information is provided a minimum 14 days in advance of scheduled in-person Board meetings, and 72 hours in advance of Board teleconferences. The proposed annual budget is provided a minimum of 10 days in advance of the scheduled discussion.
9. Agendas and background information for Executive Committee meetings are provided to the Board at the same time as the Executive Committee, with the exception of the proposed annual budget.
10. In Board deliberations, each Board member has the opportunity to present his or her opinion.

