



Minutes of the 2022-2023 Board of Directors Videoconference

September 12, 2022

The 2022-2023 Toastmasters International Board of Directors met on September 12, 2022, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Ali Shah, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Club and Member Engagement 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 Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. The Board reviewed previous discussions related to the variety of events that Districts have conducted in place of the October-November District conferences which were discontinued starting with the 2018-2019 program year. The Board discussed proposed guidelines for onsite or hybrid, one-day events which could be conducted between September 1 and December 1. The proposed amendments to Protocol 7.1: District Events (attached), were adopted by the International President and the Chief Executive Officer, with the concurrence of the International President-Elect, effective immediately.
3. Chief Financial Officer (CFO) John Bond provided the Board with an overview of how to read the organization's financial statements and monitor financial performance as part of the Board's fiduciary responsibility. The CFO also presented on historical financial information, various information related to District finance, and the overall financial calendar for the organization. Finally, he mentioned that the 2023 draft Toastmasters International budget will be presented to the Executive Committee in November and then presented to the Board in December.
4. The Board reviewed two Smedley Fund subsidy applications requesting dues support. A short description of the requests and the decisions of the Board are listed below:
 - a. The first request is from a club in District 75 which was ineligible for the dues assistance granted to other clubs in District 75, in the wake of a typhoon, for the April to October 2022 renewal period as the members had already submitted their dues support for that renewal period. The

Board approved a disbursement for dues assistance for the October 2022 to April 2023 renewal period.

- b. The second request is from District 110 on behalf of its Member Clubs in Ukraine. The Board approved a disbursement for dues support for the October 2022 to April 2023 renewal period for the individual members of those Member Clubs that are resident in Ukraine.

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

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

District Events

1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training, and District Council meetings, must not be held jointly with any other District.
- B. Recommendations for the location of District events may be submitted to the District Director by District Executive Committee members or the District Council. Each program year the District Director, in consultation with the Program Quality Director, determines a timeline and process for such recommendations.
- C. The District Director decides the locations and venues for all District level events after considering recommendations and consulting with the Program Quality Director.
- D. The District Director is the only authorized signer of District level events contracts. District event contracts must not be signed more than 18 months prior to the event date.

2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.

- III. Travel time to a central location is greater than two (2) hours round trip.
 - IV. Travel conditions place the safety of the Area and Division Directors at risk.
 - V. There are remote District leaders.
- D. Additional training for Area and Division Directors shall be conducted throughout the year.
- E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.
- F. All training must focus on topics that support the achievement of the District and club mission:
- I. Supporting all clubs in achieving excellence
 - II. Effective club visits
 - III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
 - VI. Conducting effective Area and Division Council meetings to reinforce club support
 - VII. Succession planning

4. Club Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” must not be used in naming the training.
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.

- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

5. District Executive Committee Meetings

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. Each program year the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; determines the method of attendance for the Annual Meeting of the District Council, whether it be online or hybrid; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.

- IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
- V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
- VI. At the meeting prior to the Annual Meeting of the District Council, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. Each program year the District Executive Committee determines whether the Annual Meeting of the District Council, in which the elections take place, is conducted online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws.
- D. Other meetings of the District Council, including special meetings, are conducted online. These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.
- E. Any agenda item that requires the District Council to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. The District posts the proposed budget at least 14 days in advance of the vote.
 - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.
- F. District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

- G. Members who are not voting members of the council may attend the meeting but shall not participate in council deliberations.
- H. At District Council meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. The Credentials Committee report is presented.
 - III. Quorum is confirmed by the chair at the start of the meeting, according to Article X, Section (c), of the District Administrative Bylaws.
 - IV. The Audit Committee report is presented.
 - V. The District budget is adopted at the first District Council meeting.
 - VI. The Profit and Loss Statement is presented.
 - VII. Appointed officers are confirmed at the first District Council meeting.
 - VIII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
 - IX. The assignment of clubs to Areas and Divisions for the following year is adopted at the Annual Meeting of the District Council.
 - X. The District Leadership Committee report is presented at the Annual Meeting of the District Council.
 - XI. Nominations from the floor are taken, and election of District officers is conducted at the Annual Meeting of the District Council.
 - XII. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

7. Division Council Meetings

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.

- II. Club Success Plan and progress in the Distinguished Club Program are presented.
- III. The club officer training attendance report is presented.
- IV. Plans for Division events, such as training and speech contests, are made.

8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer training attendance reports are presented.
 - III. Plans for Area events, such as training and speech contests, are made.
 - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
 - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
 - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established

in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.

- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
 - I. The District Council meeting. Voting members are required to attend the Annual Meeting of the District Council.
 - II. The International Speech Contest and any other District-level speech contests. These District-level contests may only take place at this event.
 - III. Educational sessions that focus on achieving the club and District missions.

10. Additional One-Day Events

- A. In addition to the required council meetings (including Area and Division), District-sponsored training for club officers and Area and Division Directors, and the Annual District Conference, Districts may conduct a single one-day onsite or hybrid event that supports the missions of the club and/or District.**
- B. The one-day event must be held between September 1 and December 1 and must not be held jointly with any other District.**
- C. The event must be budgeted and self-funded, and cannot result in a financial loss.**
- D. The event may only consist of the following:**
 - I. Training focused on club excellence and new club building.**
 - II. Additional training for club officers and/or training for District leaders.**
 - III. Recognition and award celebrations, for example member and club achievements.**
- E. District Council meetings, speech contests of any kind, or events that do not promote the club and/or District mission are prohibited.**

1140. District Leader Training

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.

- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.