



Minutes of the 2019-2020 Board of Directors Teleconference April 22, 2020

The 2019-2020 Toastmasters International Board of Directors convened April 22, 2020, with International President Deepak Menon, DTM, presiding. The officers and directors present were: Richard E. Peck, DTM; Margaret Page, DTM; Matt Kinsey, DTM; Lark Doley, DTM; Sal Asad, DTM; Sudha Balajee, DTM; Joan T. Lewis, DTM; Anthony J. Longley, DTM; Larry Marik, DTM; Stefano S. McGhee, DTM; TK O'Geary, DTM; Carol Prahinski, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Naomi Takeuchi, DTM; David Templeman, DTM; Tuire Vuolasvirta, DTM; Susan Zhou, DTM; and Chief Executive Officer Daniel Rex. Chief Digital and Information Officer Sam Farajian, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, District Growth and Support Director Jonathan Lam, Training and Development Director Kate Rynerson-Wingrove, Product Development, Legal Director and Corporate Counsel Aaron Charrouf, Secretary Angela Mennenga, and Executive Services Manager Mona Shah were also present.

1. The Board reviewed and adopted the agenda as presented.
2. The Board received the report (attached) of the April 15, 2020 Executive Committee teleconference as presented by International President-Elect Peck. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4 and 6. The other items were considered subsequently and separately by the Board.

The Board adopted item #5.

The Board adopted item #7.

3. The Board received the report (attached) of the April 19, 2020 Executive Committee teleconference as presented by International President-Elect Peck. The items were considered subsequently and separately by the Board.

The Board adopted item #1.

The Board adopted item #2.

The Board adopted item #3. **HIGHLY CONFIDENTIAL**

4. The Board received an update on the organization's performance and noted significant declines on nearly all performance measurements due to the ongoing coronavirus pandemic.
5. The Board received an update from the following Board Committees: District Leadership Roles, Responsibilities, and Evaluation Committee; Prioritization Committee; and Policy Review Committee.
6. **HIGHLY CONFIDENTIAL**



7. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Board reviewed and discussed the 2019 audit. The Board was satisfied that the financial affairs of the corporation were in order and voted to adopt the Audit Committee's recommendations as presented in the April 14, 2020 minutes (attached).
8. The Board reviewed and discussed a Smedley Fund subsidy application requesting a disbursement from the Smedley Fund for the purpose of waiving dues for the members of one club for the current renewal period, as a result of financial hardship experienced due to the ongoing coronavirus pandemic. The Board did not approve this request. The Board recognized the financial hardship for members worldwide and agreed that considerable exceptions have been granted and potentially more will be granted in the future in order to provide relief to those impacted by the coronavirus pandemic. **HIGHLY CONFIDENTIAL**
9. The Board reviewed and considered enhancements to the Club Proxy Assignment webpage that modify certain processes and wording relating to instructed and uninstructed proxies. The Board approved the proposed enhancements.
10. The Board reviewed an exception request from District 104 that, due to the cancelation of in-person meetings caused by the coronavirus pandemic and conflicting religious holiday events, would allow the District to conduct the Annual District Council Meeting and International Speech Contest in June. The Board discussed and ultimately voted to not approve the exception to delay District 104's District Council meeting and International Speech Contest beyond June 1, 2020.

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

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" or "highly confidential."

Angela Mennenga
Secretary

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



Minutes of the 2019-2020 Executive Committee Special Meeting April 15, 2020

The 2019-2020 Executive Committee convened on April 15, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Secretary Angela Mennenga, Chief Financial Officer John Bond, Marketing Communications Director John Lurquin, District Growth and Support Director Jonathan Lam, Training and Development Director Kate Rynerson-Wingrove, and Executive Services Manager Mona Shah were also present. No members were absent.

1. A representative from Morgan Stanley provided the Committee with an update on the organization's investment portfolio. The Committee is pleased with the performance of the portfolio given the market conditions that have been impacted by the COVID-19 global pandemic. The Committee also reviewed Policy 8.6: Use of Reserve Funds and determined that no changes were needed.
2. The Committee received an update on the organization's performance and noted a decline, when compared to the previous year, in total membership payments for January – March 2020 period. The Committee recognizes the impact of the COVID-19 pandemic on the world and appreciates the persistence of those clubs that are conducting online meetings.
3. The Committee received an update from the Chairs of the following: District Leadership Roles, Responsibilities and Evaluation Committee; Prioritization Committee; Policy Review Committee; and International Disciplinary Committee.
4. The Committee received an update for the following working groups: District Conflict Management Working Group; Translations Working Group; and Speech Contest Working Group.
5. The Committee reviewed and considered the request received from District 105 to form a reformation committee. The Committee voted to recommend that the Board approve the request from District 105.
6. **RESTRICTED**
7. **HIGHLY CONFIDENTIAL**

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

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" or "highly confidential."



A handwritten signature in black ink, reading "Angela Mennenga". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Angela Mennenga
Secretary

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



Minutes of the 2019-2020 Executive Committee Special Meeting April 19, 2020

The 2019-2020 Executive Committee convened for a special meeting on April 19, 2020, with International President Deepak Menon, DTM, presiding. The other officers present were: International President-Elect Richard E. Peck, DTM; First Vice President Margaret Page, DTM; Second Vice President Matt Kinsey, DTM; and Immediate Past International President Lark Doley, DTM; and Chief Executive Officer Daniel Rex. Secretary Angela Mennenga and Executive Services Manager Mona Shah were also present. No members were absent.

1. Under the Bylaws of Toastmasters International and the California Corporations Code, the organization must hold an annual meeting of the voting membership or provide another means of conducting elections and other business. The Committee considered options and recommend that the Board approve holding the annual business meeting as a live online event where candidate speeches and proposal discussions take place. Voting would begin while the meeting takes place and continue for a period of time to be determined. For elections when multiple ballots are possible, a preferential voting procedure would be put in place to enable non-synchronous voting. The results of all elections and votes on proposals would be announced after the voting period is closed and results verified.
2. Over the last several years during August District Leader training, the Board of Directors have held a Town Hall. The objective of such meetings was to share information and answer questions about proposals that to be voted on by the membership at the Annual Business Meeting. The Committee discussed the importance of this event and agreed that a similar opportunity should take place in 2020 prior to the Annual Business Meeting. The Committee discussed several options and recommend that the Board approve the online collection of questions from District leaders followed by the production of video messages answering selected questions. The video messages would be posted to the Toastmasters International website.
3. The Candidate Showcase, conducted each year during the International Convention, provides voting delegates with an opportunity to hear the perspective of International Officer and Director Candidates on specific strategic topics. The Committee recommends that the Board approve that, this year, the Candidate Showcase be recorded by region for International Director Candidates and separately for International Officer candidates. The sessions would follow a structure similar to the traditional in-person showcase. The sessions would be recorded without an audience. Recordings would subsequently be posted on the Toastmasters website for viewing.

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

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” or “highly confidential.”



Angela Mennenga

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Secretary

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**Minutes of the 2019–2020 Audit Committee Teleconference Meeting
April 14, 2020**

The 2019–2020 Audit Committee met at 2 p.m. Mountain Time on April 14, 2020, with Audit Committee Chair Jana Barnhill, DTM, PIP presiding. Also present were Co-Chair Jack Gillespie, DTM, PIP; Chief Financial Officer John Bond; Controller Margaret Yamamoto; Accounting Manager Wally Kaczor; Corporate Secretary Angela Mennenga; Squar Milner Audit Partner Allen Goh; and Audit Senior Kevin Rhode.

Each year, an independent auditing firm selected by Toastmasters International audits the organization's financial statements. The Committee reviewed and discussed the draft 2019 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 consent during the meeting on April 14, 2020.

Angela Mennenga
Secretary

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