



Minutes of the 2013-2014 Board of Directors Teleconference November 19, 2014

The 2014-2015 Board of Directors convened at 6 p.m. Pacific Standard Time on November 19, 2014 with International President, Mohammed Murad, DTM presiding. The other officers and directors present were: International President-Elect Jim Kokocki, DTM; First Vice President Mike Storkey, DTM; Second Vice President Balraj Arunasalam, DTM; Immediate Past International President George Yen, DTM; Chief Executive Officer Daniel Rex; Karen Blake, DTM; Ede Ferrari D'Angelo, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Ross Mackay, DTM; Deepak Menon, DTM; Patrick Oei, DTM; Richard Peck, DTM; Alan Shaner, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis Wooldridge, DTM. Secretary/Treasurer Sally Newell Cohen was also present. International Director Khaled Matlagaitu, DTM, was absent.

1. The report of the Executive Committee was presented by First Vice President Kokocki and covered the following items considered during its November 18-19, 2014, meeting:

The 2014-2015 Toastmasters International Executive Committee met on November 18-19, 2014, with International President Mohammed Murad, DTM, presiding. The other officers present were: International President-Elect Jim Kokocki, DTM; First Vice President Mike Storkey, DTM; Second Vice President Balraj Arunasalam, DTM; Immediate Past International President George Yen, DTM and Chief Executive Officer Daniel Rex. Secretary/Treasurer Sally Newell Cohen was also present.

1. The Committee members discussed their recent district visits. The Committee appreciates the efforts of the districts to maximize the officers' impact by scheduling corporate visits and recognition opportunities.
2. The Committee reviewed the organization's performance in relation to its 2014-2015 goals and is pleased to report continued growth in all areas: new clubs, membership payments and educational achievements.
3. The Committee received updates on all strategic projects in progress at World Headquarters. Specifically, it reviewed:
 - a. The Revitalized Education Program (REP), which continues to be in development in anticipation of a 2015 launch. The Committee received an update on progress made since August 2014.
 - b. A digital strategy has been developed for the organization that encompasses mobile applications, social networking and automation of tasks to ease the administrative burden for clubs and districts. Alignment of the digital strategy to the current strategic projects and organizational development will be ongoing through 2016.



4. The Committee reviewed the proposed budget for fiscal year 2015 and recommends approval.
 5. The Committee reviewed the status of pending district reformations. It discussed the status of a proposed reformation between districts 60 and 86 in Ontario, Canada, and directs the reformation committee to submit a written plan, timeline and roster of committee members to the District Executive Committees of both districts and to the Toastmasters International Executive Committee within 15 days of written notification from World Headquarters. Each District Executive Committee will, at its next meeting, consider the reformation committee's submittal and determine whether to adopt it as continuing work in progress. Each district secretary will, within five days of its vote, inform the reformation committee and the Toastmasters International Executive Committee as to the results of the consideration. If both District Executive Committees adopt the plan, the process to consider reformation will continue. If one or both of the District Executive Committees declines to adopt the plan, the process to consider reformation will be halted. In the interim, the reformation committee may continue to operate.
 6. District 79 (Saudi Arabia) was granted approval to establish a reformation committee.
 7. Protocol 7.0: District Structure directs the Board to review the status of districts with more than 240 clubs every three years or sooner if necessary, to determine if reformation is in the best interest of Toastmasters International and the clubs. The Executive Committee requests that District 30 (Illinois) consider reformation.
 8. The Committee reviewed the annual conflict of interest disclosure forms submitted by international officers, directors and key employees as required by Policy 11.11: Board of Directors Conflict of Interest. No conflicts of interest were found.
 9. The meeting convened as the Strategic Planning Committee and continued the development of a new strategic plan to be released in August 2015. The committee also continued its discussion of organizational governance and board structure.
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2. The Board voted to accept and approve the recommendations and actions 1–3 and 5–9. Separately, the Board voted by the required two-thirds majority to approve item 4, the Executive Committee's recommendation to approve the 2015 budget.
 3. In addition, the Board voted to approve the actions taken by the 2014-2015 Audit Committee to transition its outside auditing services, concluding its relationship with SingerLewak and



retaining Squar Milner as the corporation's independent auditor for the fiscal year ending December 2014.

4. Each year, the International Leadership Committee (ILC) has the duty to nominate international officer and director candidates as directed by Policy 9.1: International Campaigns and Elections. Current policy provides that the ILC shall nominate no more than three candidates for Second Vice President. At the request of the 2014-2015 ILC, the Board discussed the importance of nominating all candidates who are capable and qualified, without restriction.

The Board approved, by the required two-thirds vote, to modify Policy 9.1 (attached) by removing the restriction on the number of candidates the ILC may nominate for Second Vice President. (After review of the Toastmasters International Bylaws, Article 8, Section 1, and consultation with nonprofit general counsel, it appears that the Board does not have the authority to adopt a policy allowing the International Leadership Committee to exceed the limit of three Second Vice President candidates that it may nominate. Therefore, the change to Policy 9.1 will not go into effect.)

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".

International President Murad adjourned the meeting at 8:15 p.m. PST on November 19, 2014.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Chief Executive Officer

International Campaigns and Elections

1. International Leadership Committee

- A. The International Leadership Committee (ILC) is defined and described in Article VII, Section 3, nominations are governed by Article VIII, and elections are governed by Article IX, of the Bylaws of Toastmasters International.
- B. The ILC evaluates the organization's internal leadership development program and provides recommendations for improvement to the Executive Committee.
- C. ILC members are appointed by the International President-Elect in February for term of service beginning September 1 of the same year. International officers and directors may recommend appointees.
- D. Three members of the ILC are past international presidents:
 - I. The past international president whose term as international president was completed 18 months prior to the February appointment serves as chair for one year.
 - II. The past international president whose term as international president was completed six months prior to the February appointment serves as vice-chair for one year and chair the following year.
 - III. One additional past international president is appointed by the International President-Elect to serve as a committee member for one year.
- E. Vacancies in offices held by past international presidents may be filled by any past international president, except by the Immediate Past International President.
- F. One member from each region serves a two-year term on the ILC. The member is a past international director or, if a past international director who is willing and able to serve cannot reasonably be found, a past district governor.
- G. Subject to Executive Committee approval, the International President-Elect may remove a committee member (the Executive Committee may also remove a committee member), grant a committee member a leave of absence, and fill a vacancy.
- H. Region advisors, district leaders (including the immediate past district governor), and campaign managers or other lead members of an international officer or director candidate campaign team do not serve on the committee.
- I. A committee member may not be a candidate for international office for one year after leaving the ILC nor serve two consecutive terms.
- J. Committee members may be reappointed only after a two-year absence from the committee, with the exception that a vacancy of one year or less may be filled by a committee member whose full term expired within the prior two years.

- K. The ILC nominates at least one and no more than two candidates for International President-Elect, First Vice President, and International President if there is no one to succeed to that position.
- L. The ILC nominates at least two ~~and no more than three~~ candidates for Second Vice President.
- M. The ILC nominates at least two ~~and no more than three~~ candidates for the open international director positions with the exception that one candidate may be nominated if another willing and able candidate cannot reasonably be found.
- N. The chair of the ILC has the following duties and responsibilities:
 - I. The chair schedules committee meetings, orients new committee members, develops and communicates meeting agendas and the meeting calendar, sets expectations for communication among committee members, and ensures that committee activities are carried out in a timely and appropriate way.
 - II. The chair organizes communication with candidates, ensures candidates are given full and fair consideration, and develops the timetable and expectations for candidate interviews.
 - III. The ILC chair upholds leadership attributes and provides feedback to the Executive Committee, through the International President, regarding the ILC process and leadership development.
- O. International Leadership Committee members are fair and open-minded.
 - I. Their responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study candidate materials, review survey results, conduct candidate interviews, listen to reports from other committee members, make informed decisions, suggest or recruit qualified candidates until nominations are announced, and seek ways to improve leadership development.
 - II. ILC members request reimbursement for telephone calls or other reasonable expenses within 30 days after the end of their term.
- P. International officer and director candidates may be self-declared candidates. The committee may receive names of qualified candidates or seek them out.
- Q. If a nominated candidate withdraws, the committee may nominate a replacement.

2. Candidate Assessment

- A. Each officer and director candidate's competencies will be assessed by leaders who served with them in previous Toastmasters roles. The assessment will be administered each November by a professional assessment firm.
 - I. All candidates being considered by the ILC must complete a self-assessment.

- II. An assessment will be administered each time a candidate is considered for any role.
 - III. The results will be provided to the ILC Chair and to each candidate.
 - IV. The ILC Chair may discuss candidates and assessment results as appropriate with the Chair of the Region Advisor Selection Committee.
- B. For second vice president candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international director
 - II. International directors who served while the candidate was an international director
 - III. The region advisor from the same region who served while the candidate was an international director
 - IV. The candidate
- C. For first vice president and international president-elect candidates, the assessment tool is sent to:
- I. International officers who served while the candidate was an international officer and international director
 - II. International directors who served while the candidate was an international officer and international director
 - III. The region advisor from the same region who served while the candidate was an international director
 - IV. The candidate
- D. For international director candidates, the assessment tool is sent to:
- I. The region advisor (or the international director if there was no region advisor), lieutenant governor education and training (LGET), lieutenant governor marketing (LGM), immediate past district governor (IPDG), district treasurer and division governors who served while the candidate was district governor (DG)
 - II. The region advisor (or the international director if there was no region advisor), district governor, LGM and IPDG who served while the candidate was LGET
 - III. The region advisor (or the international director if there was no region advisor), district governor, LGET, IPDG and public relations officer who served while the candidate was LGM
 - IV. The candidate

3. Nominee Selection

- A. Candidate interviews follow the timing, quantity, and schedule determined by the chair. Interviews are based on consistent interview questions developed by the committee.
- B. Committee members take into account assessment results, interviews, input from current and past leaders and other Toastmasters members, and candidate materials during their selection process.
- C. Each ILC member votes to nominate one candidate for International President-Elect, First Vice President, and International President if necessary and two different candidates for Second Vice President.
- D. If at least one-third of the committee members requests that a second or third candidate be nominated, each committee member may vote for as many candidates as are nominated.
- E. Committee member votes are confirmed in writing.
- F. To be nominated, a candidate must receive votes from at least a majority of the committee members.
- G. The chair participates in discussions about candidates and votes for each nomination.

4. Nomination Results

- A. Once the candidates have been selected for nomination, the chair notifies nominated candidates and confirms their acceptance of the nomination. Candidates must verify their acceptance in writing to the chair.
- B. The chair notifies unsuccessful candidates.
- C. Candidate assessment results are only provided to the ILC and each respective candidate. Candidates must agree to maintain the confidentiality of their results before receiving them.
- D. All other candidate interview information is confidential, and the entire deliberative process of the ILC is confidential. Breaches of ILC confidentiality by anyone are subject to appropriate disciplinary action.
- E. All documentation, files, and reports are kept by World Headquarters for five years.

5. Schedule

Date	Action
September 1	Call for candidate declarations.
October 1	Deadline for officer and director candidates to declare intent.
October 15	Officer and Director Candidate Assessment conducted for declared candidates. Subsequent assessments shall be conducted for candidates sought by the ILC.

Date	Action
February 15	ILC announces officer candidates by this date, when practicable. Floor candidates for officer positions may declare intent after ILC results have been announced.
April 15	ILC announces director candidates by this date, when practicable. Floor candidates for director positions may declare intent after ILC results have been announced.
At least 60 days prior to Annual Business Meeting	ILC nominations are published in the <i>Toastmaster</i> magazine and on the Toastmasters International website .

6. Announcement of Candidacy and Distribution of Campaign Materials

- A. Candidates may submit a Letter of Intent to World Headquarters confirming their intention to run for office after the close of the Annual Business Meeting by submitting a Letter of Intent to World Headquarters.
 - I. A Letter of Intent must be on file with World Headquarters before a candidate may engage in public campaign activities. Campaign materials may not be distributed until after the close of the convention.
 - II. By signing the Letter of Intent, the candidate acknowledges having read and understood the campaign policies and takes responsibility for the conduct of supporters.
 - III. A Letter of Intent, biographical information, and a photograph must be received at World Headquarters no later than October 1 for international officer and director candidates.
- B. Eligible candidates who have not been nominated by the ILC may run from the floor at the Annual Business Meeting under [Article VIII, Section 3, of the Bylaws of Toastmasters International](#).
 - I. A Letter of Intent for the candidate must be on file with World Headquarters.
 - II. If a Letter of Intent for a floor candidate is on file, a competing nominated candidate shall be considered opposed.

7. International Campaign Communications

- A. Candidates for second vice president and international director may only visit clubs, districts, and district leaders within their declared home region.
- B. Candidates may produce, distribute and post audio, video, and electronic materials, but may not play them at district conferences or at the International Convention. Only the candidate and the candidate's representatives may distribute such materials.
- C. A campaign mailing is any message, unsolicited by the recipient, which promotes or publicizes a candidate. Candidates shall only send two mailings:

- I. International officer candidates send the first mailing between October 1 and November 1; international director candidates send the first mailing between October 1 and December 1.
 - II. Both international officer candidates and international director candidates send the second mailing between July 1 and the election at the Annual Business Meeting.
- D. Unsolicited subscriptions to information by or about a candidate are not permitted.
- E. Communications by the district in connection with a candidate's presentation at a district conference and internal communications among campaign team members are not considered campaign mailings.
- F. World Headquarters provides contact information to a candidate only after having received the candidate's Letter of Intent.
- I. The contact information is of the Board, region advisors, past international presidents, past international directors, immediate past district governors, district governors and lieutenant governors.
 - II. The contact information may only be used for campaign purposes.
- G. Second vice president and international director candidates or their representatives may contact district governors and lieutenant governors by email, no more than two times, to schedule a phone call. This email is not considered a campaign mailing and shall not contain any campaign material. However, no candidate for second vice president or international director nor their representatives may place unsolicited calls to district governors or lieutenant governors outside the candidate's district during the month of June. Calls among campaign team members are permitted.
- H. A Candidates' Corner shall be included on the Toastmasters International website. Candidate information may include a photograph, profile, website address, email address, and telephone number for contact purposes.
- I. Information about officer and director candidates who have submitted their Letters of Intent and biographical information by October 1 are placed on the Toastmasters International website Candidates' Corner by November 1.
 - II. Information about officer and director candidates who are sought by the ILC is placed on the website as soon as practicable after receipt of the information.
 - III. Only nominated candidates as determined by the ILC remain on the Candidates' Corner after the committee's report has been announced.
 - IV. Floor candidates are not included in the Candidates' Corner after the Committee's report has been announced.
- I. Only nominated candidates, as outlined above, appear in the Toastmasters International Candidates' Brochure. Floor candidates do not appear in the brochure.

- J. Floor candidates have the same opportunities as nominated candidates with the exception of inclusion in the *Toastmaster* magazine, Candidates' Corner on the Toastmasters International website and in the Candidates' Brochure.
- K. A candidate may have a website to promote his or her candidacy.
 - I. It must stand alone and have its own URL.
 - II. A candidate's website may be linked or referenced only on the candidate's home club website, the Candidates' Corner on the Toastmasters International website, and in campaign mailings made by the candidate.
 - III. A blog may be included on a candidate's website. Automatic notices are allowed.
- L. A candidate may create campaign profiles on social media for the purpose of promoting his or her campaign.
 - I. Campaign profiles must be separate from existing social media profiles that the candidate has.
 - II. Candidates may link from existing social media profiles to their campaign profiles and campaign website. Candidates may link from their campaign social media profiles to their campaign website.
 - III. Candidates may not use their non-campaign profiles for campaigning. Only the campaign profile may be used.
- M. Candidate websites and social networking campaign profiles of both successful and unsuccessful candidates are removed within 10 days following the election.
- N. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites including social networking sites.
- O. A candidate may use Toastmasters trademarks on campaign materials and websites, only after the candidate's Letter of Intent and biographical information has been received by World Headquarters. Use of the trademarks on any other items requires the written permission of the Executive Director.

8. International Candidate Endorsements

- A. Photographs, audio, video, and electronic representations in all campaign material and displays, the candidate's website, and the candidate's campaign social networking profiles may be of the candidate only; no other persons are permitted. All quotes and testimonials in candidate campaign materials, displays, and on websites must have the written permission of those being quoted.
- B. District governors, lieutenant governors, region advisors, and international officers and directors must not take any action to endorse or to officially support any international officer or director candidate, including with photographs or quotes, or by placing a candidate's name in nomination. They are permitted to respond to the assessment tool and to questions from the ILC.

- C. Campaign materials for international officer and director candidates may be displayed in a Candidates' Corner at district conferences and the International Convention. Candidates or their representatives are responsible for the delivery, set-up, and removal of materials. Campaign materials may not be distributed at any other location.
- D. No candidate or candidate's representative may host a hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- E. If a district or region hosts a hospitality suite, no candidate or candidate's representative, may give contributions or engage in political activities in the suite.
- F. A candidate may have a room for storing material and meeting with campaign workers, but the room may not be used for solicitation of votes.

9. International Campaigns in Districts

- A. International director candidates, or their representatives, may present at district events only within their region. Candidates receive equal opportunity, with allotted time defined by the district governor. International director candidates may participate in other home district activities except the district nominating committee.
- B. International officer candidates, or their representatives, do not deliver a campaign speech at district events. Unopposed international officer candidates may give an educational presentation. International officer candidates may participate in other home district activities except the district nominating committee.
- C. District publications and websites that include information written by or about candidates must not be distributed beyond their regular distribution list. District publications and websites may not contain advertisements about candidates and may not contain articles or notices about candidates from outside the district.

10. International Campaign Violations

- A. Candidates are responsible for ensuring campaign supporters are familiar with campaign policies and understand that violation of policy subjects candidates to ramifications:
 - I. A level-one violation is a correctable, minor infraction.
 - a. The violation is investigated by the Executive Director. If the Executive Director cannot resolve the matter, it is turned over to the Executive Committee.
 - b. The candidate is educated and informed. When the matter is resolved, there are no further ramifications.
 - II. A level-two violation is one involving the election process or a continuing violation.
 - a. The Executive Committee investigates a level-two violation or assigns the investigation to the Executive Director staff.

- b. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place as determined by the Executive Committee or on the [Toastmasters International website](#). A letter of censure may be issued to the candidate by the Executive Committee.
- III. A level-three violation is one of campaign ethics.
- a. A level-three violation is investigated by the Executive Committee, which may delegate it to the Executive Director staff.
 - b. Ramifications may include any or all penalties for level-two violations, a request for the candidate to withdraw from the race, and, in the most severe cases, removal from good standing or other disciplinary action which may disqualify the candidate.
- B. The Executive Committee's decisions are final. A candidate may not request that the Board modify or overturn the Executive Committee's decision, nor may the candidate contact Board members for the purpose of appealing that decision.

11. **International Proxies and Credentials**

- A. Proxies are defined in [Article X, Section 2 of the Bylaws of Toastmasters International](#).
- B. Annual Business Meeting proxies are available to clubs no later than July 10.
- C. When amendments to the [Bylaws](#) are to be voted on, there is a method in the proxy process for a club to indicate how it wishes its votes to be cast.
- D. A credentials chair and two vice-chairs are appointed by the International President:
 - I. The appointees are current or past Board members.
 - II. A person may be reappointed as chair after a three-year interval.
 - III. Appointees are responsible for the operation of the credentials process preceding the Annual Business Meeting.

12. **International Candidates' Showcases**

- A. At the International Convention, a Candidates' Showcase occurs before the Annual Business Meeting for presentations by all international officer and director candidates.
- B. Prior to the International Convention, the International President appoints directors to serve as chair and co-chair of the Candidates' Showcase. Other directors are assigned as needed.
- C. Each candidate is limited to a two-minute presentation, and the chair interviews the candidate based on questions submitted by district leaders and members of the Board of Directors.

- D. The presentation schedule, with the names of all nominated and known floor candidates for international office, is prepared by World Headquarters.
- E. There is no census or poll taken of the delegates at a Candidates' Showcase.

13. Voting by Mail

- A. The circumstances for holding an election by mail vote are stated in [Article IX, Section 4 of the Bylaws of Toastmasters International](#).
- B. The tentative process for conducting an election by mail vote is described in protocol, and such protocol shall be modified as needed and adopted as policy by the Board of Directors at such time as a mail vote is held.