



Minutes of the 2020-2021 Board of Directors Teleconference

April 28, 2021

The 2020-2021 Toastmasters International Board of Directors met on April 28, 2021, with International President Richard E. Peck, DTM, presiding. The other officers and directors present were: Margaret Page, DTM; Matt Kinsey, DTM; Morag Mathieson, DTM; Deepak Menon, DTM; Sal Asad, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Stefano McGhee, DTM; Elizabeth Nostedt, DTM; TK O'Geary, DTM; Harold Osmundson, DTM; Mohamad A. Qayoom, DTM; Aletta Rochat, DTM; Lesley Storkey, DTM; Naomi Takeuchi, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Marketing Communications Director John Lurquin, Club Quality and Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Fundraising and Compliance Specialist Keith Shaller, and Secretary Kate Wingrove were also present. International Director Sudha Balajee, DTM was absent.

1. The Board reviewed and accepted the agenda as presented.
2. The Board received the report (attached) of the April 14, 2021 Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 6, 7, 8, 9, and 10.
3. The Board reviewed and approved Smedley Fund subsidy applications requesting disbursements from the Smedley Fund to continue providing support to clubs that suffered financial ramifications as a result of the warehouse explosions that claimed much of the port in Beirut in August 2020.
4. **HIGHLY CONFIDENTIAL**
5. The Board received the report (attached) of the April 21, 2021 Executive Committee teleconference as presented by International President-Elect Page. The Board adopted the Committee's recommendations as presented in items #1 and 2.
6. The Board received an update on the organization's performance.
7. The Board received an update on the financial position of the organization.
8. The Board received and adopted the minutes (attached) from the Audit Committee of April 19, 2021.
9. The Board received an update from the chairs of the following: Disciplinary Process Review Committee; Leadership Credit Committee; and Policy Review Committee.

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.”

A handwritten signature in black ink that reads "Kate Wingrove". The script is cursive and fluid.

Kate Wingrove
Secretary

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



Minutes of the 2020-2021 Executive Committee Teleconference

April 14, 2021

The 2020-2021 Toastmasters International Executive Committee met on April 14, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information and Digital Officer Sam Farajian, Legal Director and Corporate Counsel Aaron Charrouf, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Fundraising and Compliance Specialist Keith Shaller, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's performance.
3. The Committee received an update on the financial position of the organization.
4. **HIGHLY CONFIDENTIAL**
5. The Committee reviewed and discussed a Smedley Fund subsidy application requesting disbursements from the Smedley Fund to continue providing support to clubs that suffered financial ramifications as a result of the warehouse explosions that claimed much of the port in Beirut in August 2020. The Committee recommends that the Board approve the requests.
6. **RESTRICTED**
7. The Committee reviewed and provided feedback on a blended year-long District Leader Training program proposal.
8. The Committee received an update from the chairs of the following: Disciplinary Process Review Committee; Leadership Credit Committee; and Policy Review Committee.
9. **HIGHLY CONFIDENTIAL**
10. The Committee ratified the approval of Past International President Jim Kokocki, DTM as 2021-2022 Audit Committee Co-Chair by unanimous consent.

Pursuant to Policy 11.4, Committee members are appointed to two-year terms. The first-year Committee member serves as co-chair; the second-year Committee member serves as chair. The 2021-2022 Audit Committee Chair is Gavin Blakey, DTM, PIP.

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” or “highly confidential.”

A handwritten signature in black ink that reads "Kate Wingrove". The script is cursive and fluid.

Kate Wingrove
Secretary

Distribution: Board of Directors
 Nonprofit General Counsel
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Minutes of the 2020-2021 Executive Committee Teleconference

April 21, 2021

The 2020-2021 Toastmasters International Executive Committee met on April 21, 2021, with International President Richard E. Peck, DTM, presiding. The other officers present were: International President-Elect Margaret Page, DTM; First Vice President Matt Kinsey, DTM; Second Vice President Morag Mathieson, DTM; Immediate Past International President Deepak Menon, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kate Wingrove were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. 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 and the investment parameters provided to Morgan Stanley by the Board.

HIGHLY CONFIDENTIAL

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" or "highly confidential."

A handwritten signature in black ink that reads "Kate Wingrove".

Kate Wingrove
Secretary

Distribution: Board of Directors
 Nonprofit General Counsel
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 Past International Presidents
 Past International Directors



2020-2021 Audit Committee Teleconference

April 19, 2021

The 2020-2021 Audit Committee met at 4 p.m. Mountain Daylight Time on April 19, 2021, with Audit Committee Chair Jack Gillespie, DTM, PIP, presiding. Also present were Co-Chair Gavin Blakey, DTM, PIP; Chief Financial Officer John Bond; Controller Margaret Yamamoto; Accounting Manager Wally Kaczor; Baker Tilly Audit Partner Allen Goh; and Baker Tilly Audit Supervisor 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 2020 audited financial statements and the related Report to the Audit Committee prepared by Baker Tilly.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Baker Tilly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the 2020 audited financial statements and Report to the Audit Committee as presented by unanimous consent during the meeting on April 19, 2021.

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."

Kate Wingrove
Secretary

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