



Minutes of the 2021-2022 Board of Directors Videoconference

April 25, 2022

The 2021-2022 Toastmasters International Board of Directors met on April 25, 2022, with International President-Elect, Matt Kinsey, DTM, presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Richard E. Peck, DTM; Louisa Davis, DTM; Dorothy Isa Du, DTM; Roy Ganga, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Karen Lucas, DTM; Melissa McGavick, DTM; Elizabeth Nostedt, DTM; Harold Osmundson, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Ali Shahbaz Shah, DTM; Jeff Sobel, DTM; Lesley Storkey, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, 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, Records Management Administrator Kristen Kyriazis, and Secretary Kate Wingrove were also present. International President Margaret Page, DTM was absent.

1. The Board reviewed and adopted the agenda as presented.
2. The Board received the report (attached) of the April 11, 2022 Executive Committee Videoconference as presented by First Vice President Mathieson. The Board adopted the Committee's recommendations as presented in items #1 and 2.

Item #3 was related to a Smedley Fund subsidy application and was discussed subsequently.

Item #4 was related to the District Signature Forms and was discussed subsequently.

3. The Board reviewed the Smedley Fund subsidy application reviewed by the Executive Committee on April 11, 2022. The Board adopted the Committee's recommendations as presented in the April 11, 2022 Executive Committee Videoconference report, item #3.
4. The Board reviewed the recommended exceptions to the District Signature Form submission that would allow Districts to continue pursuing their goals without adding unnecessary financial risks. The Board approved exceptions for the following Districts:

11	70	100	119
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5. The Board received an update on the organization's performance.
6. The Board received an update on the financial position of the organization.
7. The Board received and adopted the minutes (attached) from the Audit Committee of April 13, 2022.

8. **HIGHLY CONFIDENTIAL**

9. The Board discussed the diversity of our organization and the importance of celebrating that diversity, as well as exploring cultural awareness and sensitivity training to support our leaders in engaging respectfully and successfully with our members from around the world.

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.”



Kate Wingrove
Secretary

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



Minutes of the 2021-2022 Executive Committee Videoconference

April 11, 2022

The 2021-2022 Toastmasters International Executive Committee met April 11, 2022, with International President, Margaret Page, DTM presiding. The other officers present were: International President-Elect Matt Kinsey, DTM; First Vice President Morag Mathieson, DTM; Second Vice President Radhi Spear, DTM; and Immediate Past International President Richard E. Peck, DTM. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, Records Management Administrator Kristen Kyriazis, Fundraising and Compliance Specialist Keith Shaller, Accounting Supervisor – Districts Greg Wingrove, and Secretary Kate Wingrove were also present. Chief Executive Officer Daniel Rex was absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the financial performance of the organization.
3. The Committee reviewed and discussed a Smedley Fund subsidy application requesting disbursements from the Smedley Fund. The request relates to supporting a club by providing disaster-related dues assistance in the wake of Hurricane Ida. The Committee recommends that the Board approve this request.
4. The Committee reviewed and approved the signers on District bank accounts as submitted by each District below on the District Signature Form, retroactive to July 1, 2021. These signers are authorized to use corporate funds at the District, Division, and Area levels and in this capacity act on behalf of Toastmasters International:

8	28	66	89
19	62	78	94

There were several exceptions to the District Signature Form submission that were requested that would allow Districts to continue pursuing their goals without adding unnecessary financial risks. In all impacted Districts, the accounts are in compliance with Policy 8.4: District Fiscal Management and are in the name of Toastmasters International. The Committee recommends that the Board approve exceptions for the following Districts:

11	70	100	119
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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 signature is written in a cursive, flowing style.

Kate Wingrove
Secretary

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



2021-2022 Audit Committee Teleconference

April 13, 2022

The 2021-2022 Audit Committee met at 4 p.m. Mountain Daylight Time on April 13, 2022, with Audit Committee Chair Gavin Blakey, DTM, PIP, presiding. Also present were Co-Chair Jim Kokocki, DTM, PIP; Chief Financial Officer John Bond; Accounting Manager Wally Kaczor; Eide Bailly Partner Ksenia Popke; and Eide Bailly Audit Manager Mike Hart.

Each year, an independent auditing firm selected by Toastmasters International audits the organization's financial statements. The Committee reviewed and discussed the draft 2021 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265).

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Eide Bailly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the 2021 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265) as presented by unanimous consent during the meeting on April 13, 2022.

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 cursive script that reads "Kate Wingrove".

Kate Wingrove
Secretary

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