



Minutes of the 2022-2023 Board of Directors Videoconference

October 26, 2022

The 2022-2023 Toastmasters International Board of Directors met on October 26, 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, Legal Director and Corporate Counsel Aaron Charrouf, Director of Partnerships and Development Angela Cunningham, 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, Meeting Planning Manager Wendy Roberts, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Board received the report (attached) of the October 10, 2022, Executive Committee video conference as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1, 3, 4, 5, and 6.

Item #2 was discussed prior and adopted.

Item #7 was discussed subsequently and adopted.

4. The Board received and adopted the minutes (attached) of the Audit Committee of October 14, 2022, including engaging Eide Bailly and Mazars of Singapore as the 2022 auditors for Toastmasters International and Toastmasters International Singapore Limited, respectively.
5. The Board received an update on the organization's performance.
6. 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 District 82 on behalf of the Member Clubs in Sri Lanka. The Board voted to approve a disbursement from the Smedley Fund corresponding to a reduction in dues for the October 2022 renewal period to all those members who have not yet paid.

- b. The second request is from District 122 on behalf of the Member Clubs in Pakistan. The Board voted to approve a disbursement from the Smedley Fund corresponding to a reduction in dues for the October 2022 renewal period to all those members who have not yet paid.

HIGHLY CONFIDENTIAL

7. The Board received an update from the chairs of the following: Diversity, Equity, Inclusion, Belonging, and Accessibility Committee; Region Advisor Selection 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.”



Kristen Kyriazis
Secretary

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



Minutes of the 2022-2023 Executive Committee Videoconference

October 10, 2022

The 2022-2023 Toastmasters International Executive Committee met on October 10, 2022, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Legal Director and Corporate Counsel Aaron Charrouf, 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, Meeting Planning Manager Wendy Roberts, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted as presented.
2. **HIGHLY CONFIDENTIAL**
3. The Committee received an update on the organization's performance.
4. The Committee reviewed and discussed the requirements for declaring intent to run from the floor for District elections, including for candidates for Division Director of newly created Divisions. The amendments to Protocol 9.0: District Campaigns and Elections (attached) were adopted by the joint authority of the International President and Chief Executive Officer with the concurrence of the International President-Elect, effective immediately.
5. The Committee reviewed data on the last few years of attendance at the International Convention, both onsite and online, as well as industry forecasts related to onsite and hybrid events. The Committee discussed the future format for the International Convention and recommends that the 2023 International Convention be held as a hybrid event.
6. The Committee received an update from the chairs of the following: Diversity, Equity, Inclusion, Belonging, and Accessibility Committee; Region Advisor Selection Committee; and Policy Review Committee.
7. **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."


Kristen Kyriazis
Secretary

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

District Campaigns and Elections

1. Schedule

| Date | Action |
|---|---|
| No later than November 1 | District Director appoints District Leadership Committee (DLC) Chair. |
| No later than December 1 | DLC members are recommended by the DLC Chair and approved by the District Director. |
| No Later than January 15 | Call for candidate declarations. |
| Determined by the DLC Chair and announced to the members of the clubs in the District | Deadline for candidates to declare intent to run. |
| March 15 – June 1 | Annual Meeting of the District Council occurs (actual date set by each District). |
| Six (6) weeks prior to the election date | DLC notifies District Director of nominated candidates. |
| Four (4) weeks prior to the election date | DLC report and biographical forms are emailed to all members of the District Council and posted on the District website. Eligible floor candidates shall declare their intent to run in writing to the District Director DLC Chair after the DLC report has been published and at least seven (7) days prior to the Annual Meeting of the District Council. |
| July 15 | Deadline to submit Officer Agreement and Release Statements and District Leader rosters to World Headquarters. |

2. District Leadership Committee

- A. The District Leadership Committee (DLC) is defined and governed by Article XI, Section (b), of the District Administrative Bylaws.
- B. Members of the DLC acknowledge and agree to the following guidelines:
 - I. Abide by the timeline provided in Article XI of the District Administrative Bylaws.
 - II. Identify and seek qualified candidates for each position.
 - III. Commit to meet on a regular basis to conduct candidate assessments and to complete the selection process.

DLC meetings and deliberations are confidential and must not be attended by or shared with those who are not DLC members. A DLC candidate interview is attended only by the DLC members and the candidate.
 - IV. Confirm that each candidate meets the candidate qualifications defined in Article VII, Section (d), of the District Administrative Bylaws.

- V. Ensure that there is a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- C. DLC composition:
- I. The District Director appoints a chair, who is a past District leader, preferably a Past District Director. The DLC Chair shall not hold any other District role (with the exception of the Immediate Past District Director) during the program year in which the report is presented.
 - II. Committee members are appointed by DLC Chair, subject to the approval of the District Director.
 - III. Each committee member and the DLC Chair must be an active and paid member.
 - IV. Each Division in the District must be equally represented on the committee.
 - V. A member from a different District in the same region may be appointed to the DLC by the District Director, as a voting member or non-voting member, to provide outside perspective and to enhance the DLC process during deliberations. This member will not represent a Division.
 - VI. The District Director, Program Quality Director, and Club Growth Director shall not serve as members of the DLC.
 - VII. International Officer and Director candidates, Board Members, and Region Advisors shall not serve on the DLC.
 - VIII. All committee members must complete a Committee Member Agreement and submit it to the DLC Chair before the committee begins its work.
- D. DLC members serve one (1) year on the DLC and may be reappointed after a one-year absence from the committee.
- E. Communication may be by conference call, email, or other means when geographic distance and other factors impede onsite participation.
- F. DLC members shall not participate in any campaign or endorse any candidate for District office.
- G. No DLC member may be nominated or run from the floor for any District office for the program year following the election at which the committee's report is presented.
- H. DLC members with a conflict of interest, such as a business or personal relationship with a candidate, must declare it at the Committee's first meeting or as soon as the conflict is identified. They must also abstain from the interviews, discussion, and voting regarding that candidate in the context of the Committee.

3. Candidate Assessment and Selection

- A. Before candidate assessment begins, the DLC verifies that each candidate meets the qualifications listed in Article VII of the District Administrative Bylaws.
- B. The DLC interviews and evaluates all known candidates for each elected position. The DLC reviews, in detail, the duties of the position as defined in Article VIII of the District Administrative Bylaws with each candidate. Candidates are evaluated using the Candidate Evaluation and District Officer Competencies documents. The chair provides these documents to the DLC members.
- C. All candidates are interviewed by at least two (2) committee members jointly or individually. Candidates for the same position are interviewed by the same interviewers except for the Division Director position.
 - I. Candidates for the same Division Director position (i.e., Division A, Division B, etc.) are interviewed by the same interviewers.
 - II. Division Director candidates who have completed the DLC interview process for any Division(s) are eligible as a floor candidate and may run for any Division Director position.
 - III. If a DLC member resigns or is replaced after interviews have begun, candidates who have completed their interviews do not need to be interviewed again by the newly appointed DLC member in order to meet the requirement as defined under Section 3.C. of this Protocol.
- D. Online participation options for interviews must be made available if needed.
- E. The DLC members, including the chair:
 - I. Have equal opportunity to express their perspectives during candidate-selection deliberations.
 - II. Exercise independent judgment during the selection process.
 - III. Consider the experience, abilities, and qualifications of each candidate.
 - IV. Keep in mind the best interests of Toastmasters International, its Member Clubs, individual members, and the District.
 - V. Discuss each candidate for each elective District office.
- F. The DLC Chair is a non-voting member of the committee and does not attempt to influence the other members of the committee.
- G. Committee members cast their votes in written form, and the committee nominates a minimum of one (1) candidate each for the offices of District Director and Program Quality Director; two (2) or more candidates for the office of Club Growth Director; and a minimum of one (1) candidate for all other elective District offices.
- H. Votes are tallied by the DLC Chair and at least two (2) other committee members. The Chair announces the results to the committee.

- I. To be nominated, a candidate must receive a majority vote of the DLC.
- J. DLC deliberations and votes are confidential and may be shared only with the District Director, World Headquarters, and the Toastmasters International Board of Directors.

4. Nomination Results

- A. The reporting of committee results is governed by Article XI, Section (b), of the District Administrative Bylaws.
- B. The DLC Chair or the District Director notifies nominated candidates and reconfirms their willingness to be nominated and their commitment to fulfill the duties of office.
- C. The District Director distributes the committee report and the Candidate Biographical Form for each candidate to the District Council.
- D. The DLC Chair or District Director notifies candidates who were not nominated and advises them of their eligibility to seek office as floor candidates.
- E. The DLC report is incomplete if the DLC is unable to nominate the required number of candidates for any individual office(s). The nomination report is invalid if any other DLC requirement, process, or deadline is not complied with.
- F. If the DLC report is incomplete, qualified candidates may run from the floor for any position for which the DLC did not nominate the required number of candidates. Qualified candidates must notify the District Director seven (7) days prior of their intent to run from the floor. Any nominations made by the DLC are valid.
- G. If the DLC report is invalid, qualified candidates may run from the floor for all positions. Any nominations made by the DLC are invalid. The report may be presented to District Council members as an advisory report at the discretion of the District Executive Committee.
- H. Any protest related to the DLC report must be submitted to the District Director no later than two (2) weeks prior to the elections.
- I. It is recommended that the DLC Chair or designated committee member provide feedback to all candidates for leadership development.

5. Announcement of Candidacy

- A. Members, including current members of the District Executive Committee, may self-nominate for District office, be sought out by the DLC, or be nominated by an individual member.
- B. Floor candidates have the same opportunities and responsibilities as nominated candidates unless otherwise noted.
- C. To be nominated, elected or appointed, or run from the floor for any District officer position, candidates must:

- I. Sign the Toastmasters International Officer Agreement and Release Statement.
 - II. Submit a completed Candidate Biography Form and photograph.
- D. All signed forms from elected or appointed leaders must be submitted to World Headquarters as soon as practicable after the elections but no later than July 15.

6. Campaign Communications

- A. A campaign communication is any message, in any form, such as phone calls, postal mail, email, and social media, unsolicited by the recipient that promotes or publicizes a candidate.
- B. Photographs, audio, video, and electronic representations in all campaign materials and displays, and on the candidate's website and social media profiles, related to this campaign may be of the candidate only; no other persons are permitted.
- C. All candidates are responsible for obtaining written permission for any quotes and testimonials used in candidate campaign materials and displays, on websites, and on social media profiles. Proof of written permission may be requested for review by the District Director.
- D. Unsolicited subscriptions to information by or about a candidate, such as a newsletter, blog, or social media page, are not permitted.
- E. Communications by the District in connection with a candidate's presentation at a District conference, and internal communication among campaign team members, are not considered campaign communications.
- F. The District Director provides contact information to declared candidates only after receiving their Officer Agreement and Release Statement.
 - I. Only District Council members' contact information is provided. The contact information must include all available names, mailing addresses, email addresses, and phone numbers of the District Council members.
 - II. The contact information may only be used for campaign purposes.
- G. District candidates may only send two (2) campaign communications. These communications may only be sent to members of the District Council:
 - I. The first communication may be sent between January 1 and two (2) weeks prior to the Annual Meeting of the District Council.
 - II. The second communication may be sent two (2) weeks prior to and no later than the date of the Annual Meeting of the District Council.
- H. Candidates may have a website and use social media to promote their candidacy. No District or club social media sites or websites may be used to promote any individual candidate. District and club websites may list the nominated candidates.

- I. Candidates are prohibited from participating in Toastmasters-related discussion groups on websites, including social media sites, for campaign purposes.
- J. District candidates may use the Toastmasters trademarks, including the logo and the names "Toastmasters" and "Toastmasters International," on printed and electronic campaign materials, websites and social media sites. Use of the trademarks on any other items requires the written permission of the Chief Executive Officer.
- K. Candidates shall not produce or distribute any wearable campaign items (such as buttons, pins, hats, sashes, apparel, etc.).
- L. At District conferences and District non-election meetings (such as Area and Division speech contests), nominated candidates and floor candidates may only distribute and display campaign materials in the Candidate Corner (if there is a Candidate Corner). Candidates or their representatives are responsible for the delivery, set-up, and removal of materials.
- M. In the event of a hybrid or online election, a District may host an online Candidate Corner event at the District conference. The online Candidate Corner provides a breakout room for each candidate to allow members to visit the room to ask questions.
- N. At District non-election meetings (such as Area and Division speech contests), candidates may be introduced as long as all candidates present are introduced.
- O. Candidates shall not host hospitality suites at any District event or contribute to a District hospitality suite. A hospitality suite is defined as a room where refreshments are provided and attendance is open to any member.
- P. Candidates may speak and give educational presentations at District conferences, at a time other than during the Annual Meeting of the District Council, at the discretion of the District Director.
 - I. All candidates must receive equal opportunity.
 - II. The time, place, and length of presentation are identified by the District Director.
 - III. Candidates shall not serve as speech contest officials or test speakers above the club level.
- Q. Candidates shall not present campaign speeches at any District non-election meeting, or campaign at any club meetings.
- R. Advertisements in District publications, such as in newsletters, in conference programs, or on websites, by or on behalf of candidates for District office are not permitted.
- S. The names of floor candidates are not published with the DLC report or in any other District publication.
- T. Candidates or their representative(s) shall not send campaign communications once the Annual Meeting of the District Council begins.

7. Candidate Endorsements

- A. District Executive Committee members shall not take any action to endorse or officially support any candidate; however, District Executive Committee members who are running for District office may campaign on their own behalf.
- B. International Officer and Director candidates, members of the Toastmasters International Board of Directors, and Region Advisors shall not take any action to endorse or support any candidate for District office.
- C. All candidates must obtain written permission for any endorsements (i.e., quotes and testimonials) used in candidate campaign materials and displays, and on websites. Proof of written permission may be requested for review by the District Director.

8. Campaign Violations

- A. All actions by individual members must comply with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct.
- B. Candidates are responsible for ensuring campaign supporters are familiar with campaign Policies. Candidates acknowledge that violation of Policies and Protocols may result in consequences.
 - I. A level-one violation is a minor infraction that is usually correctable (for example: posting a photo of someone other than the candidate on the candidate's website).
 - a. The violation is reported to the District Director, who investigates the matter. If the District Director cannot resolve the matter, it is turned over to the District Executive Committee.
 - b. The candidate is educated and informed about the violation. 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 (for example: candidate makes a promise of future District Executive Committee action in exchange for votes, or in violation of Policy 3.0, Section 6.D.).
 - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
 - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
 - c. The District Executive Committee may enact these penalties:
 - 1. An announcement of the violation is made prior to the election. This announcement occurs at an appropriate time and place or on the District's website as determined by the District Executive Committee.

2. A letter of censure may be issued to the candidate by the District Executive Committee.
- III. A level-three violation is one of campaign ethics (for example: candidate actively engaging in or promoting the violation of Toastmasters Bylaws, Policy, or Protocol).
 - a. The violation is reported to the District Director no later than 72 hours before the election. The District Director investigates the matter or assigns the investigation to the District Executive Committee.
 - b. The District Director may, at their discretion, investigate violations that occur later than 72 hours prior to the election.
 - c. The District Executive Committee may enact these penalties:
 1. Any or all penalties for level-two violations.
 2. Request that a candidate withdraw from candidacy.
 3. Engage in further discipline following the processes outlined in Protocol 3.0.
- C. Discipline, related to campaign violations, that is administered by the District Executive Committee may be appealed to the District Council. The District Council's decision is final. Such decisions shall not be appealed to the Toastmasters International Board of Directors or World Headquarters. However, the Board of Directors may, on its own initiative, review the District's decision and reach a different conclusion in the best interests of Toastmasters International, its Member Clubs, or individual members.
- D. After the nominations are published, any proven candidate Policy violations must be shared with the District Leadership Committee Chair. Such violations may be disclosed at the Annual Meeting of the District Council by the DLC chair or District Director. If any violations are disclosed at the meeting, all violations of equal level must be disclosed at the meeting.

9. Candidate Showcase

- A. At the District conference, it is recommended that a Candidate Showcase occur before the Annual Meeting of the District Council.
- B. Prior to the District conference, the District Director appoints members to serve as chair and co-chair of the Candidate Showcase. Other members are assigned as needed.
- C. Each candidate is given equal time to be interviewed by the chair based on questions related to the achievement of the District mission.
- D. When held, a Candidate Showcase must be exclusively onsite or exclusively online to give each candidate an equal platform. An online Candidate Showcase may be prerecorded and posted no sooner than one (1) week before the Annual Meeting of the District Council.

- E. The presentation schedule, with the names of all nominated candidates and known floor candidates for District office, is prepared by the District Administration Manager. The showcase begins with all candidates for the office of District Director, in alphabetical order by surname, and then proceeds to subsequent offices in order.
- F. There is no census or poll taken of the delegates at a Candidate Showcase.

10. Credentials

- A. District voting is governed by the District Administrative Bylaws, Article X, Section (d).
- B. The District Director sends a credential form to each Club President and Vice President Education 30 days before the Annual Meeting of the District Council- in the District newsletter or in a separate mailing.
- C. Prior to the Annual Meeting of the District Council, the District Director appoints a Credentials Chair to supervise the credentials, voting, and ballot counting processes. The Credentials Chair may select members to form a Credentials Committee.
- D. The Credentials Chair is, when practicable, a Past District Director.
- E. The Credentials Chair obtains a list of paid clubs and a list of current District Council members (Club Presidents, Vice Presidents Education, and District officers eligible to vote). The Credentials Chair ensures that ballots are only issued to current District Council members.
- F. Ballots indicate the office being contested or are sequentially numbered. The names of nominated candidates may be printed on the ballots. The names of floor candidates shall not be printed on the ballots. Ballot templates are available on the Toastmasters International website.
- G. The Credentials Committee ensures that no campaign materials are in the credentials area.

11. Elections

- A. The District Director or a person designated by the District Director explains the election rules and procedures to the delegates.
- B. The DLC Chair shall present the committee's report. In the chair's absence, the District Director designates another member of the DLC, when practicable, to present the report. The chair or designee announces the names of the committee members and reads the name of each nominated candidate, in alphabetical order, for each of the offices of District Director, Program Quality Director, Club Growth Director, and Division Directors. The Area Directors, District Public Relations Manager, District Administration Manager, and District Finance Manager are also announced if elected.
- C. If any proven level-two or -three Policy violation(s) by a candidate have occurred, according to Section 8 of this Protocol, the District Executive Committee may disclose that violation and its consequences prior to the election.

- D. For each office, the District Director inquires whether there are additional nominations from the floor.
- I. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director who have completed the evaluation process conducted by the DLC are eligible to run from the floor at the Annual Meeting of the District Council, according to Article VII, Section (e), of the District Administrative Bylaws. All eligible floor candidates must declare their intent to run to the District Director at least seven (7) days prior to the elections.
 - II. If the DLC report is invalid, candidates for District Director, Program Quality Director, Club Growth Director, and Division Director may be nominated as floor candidates without going through the DLC evaluation process.
 - III. Floor candidates must be nominated by a member of the District Council. Floor candidates may self-nominate when they are a member of the District Council.
 - IV. Floor candidates or, in their absence, their representatives state their eligibility qualifications.
 - V. Floor candidates for District Director, Program Quality Director, Club Growth Director, and Division Director must declare their intent to run to the District Director and sign the Officer Agreement and Release Statement at least seven (7) days prior to the elections. Only the Officer Agreement and Release Statements of those elected are sent to World Headquarters.
 - VI. The District Director may declare any proven level-two or -three Policy violations by floor candidates to the District Council.
 - VII. When nominations are complete, the District Director declares the nominations for that office closed.
- E. A candidate nominated by the District Leadership Committee who is not elected to the nominated office may be nominated from the floor for a maximum of one (1) additional office at the Annual Meeting of the District Council. A candidate who is not nominated by the District Leadership Committee may stand as a floor candidate for a maximum of two (2) District officer roles at the Annual Meeting of the District Council.
- I. Candidates must have completed the DLC interview process for each office.
 - II. Candidates must have declared their intent to run at least seven (7) days prior to the elections, for each office.
 - III. Upon approval of a new Division or new Divisions, **at the Annual Meeting of the District Council**, candidates who have gone through the DLC interview process, for any Division, are eligible to run from the floor for the new Division or Divisions. **In this circumstance the requirement**

to declare intent prior to the Annual Meeting of the District Council is waived.

- F. At the discretion of the District Director, candidate speeches should all be delivered onsite or should all be delivered online to give each candidate an equal platform.
- G. After nominations are closed, candidate speeches are given. Each candidate speaks on their own behalf. If a candidate is not present, an authorized representative may speak for the candidate. Candidate speeches shall not contain negative information about other candidates. If there is only one (1) candidate nominated, no speech is given.
- H. A candidate's representative shall not be a member of the District Executive Committee, a member of the DLC, the Credentials Chair, or any other meeting official.
- I. The balloting for each office takes place immediately following candidate speeches. The number of votes that a member may cast is governed by Article X, Section (e), of the District Administrative Bylaws.
- J. After nominations for an office are closed, if there is only one (1) candidate for the office, the District Director may entertain a motion to dispense with the secret ballot for the uncontested office and instruct the District Administration Manager to cast a single ballot for the candidate.
- K. Candidates are responsible for appointing one (1) observer to monitor the integrity of the voting and ballot counting process.
- L. Each election is completed and the winner announced before moving to the subsequent election.
- M. Any candidate who receives a majority of the votes cast is declared elected. In the event no candidate receives a majority of the votes cast for a contested office, voting continues with the use of special ballots. Prior to the second ballot, the nominee having the lowest vote on the first ballot and any nominee receiving less than 10% of the votes cast shall be dropped, and on such succeeding ballots the same procedure shall be followed until a nominee has received a majority of all votes cast. In case of a tie between two (2) remaining nominees, the election shall be decided by lot.
- N. Upon adjournment of the Annual Meeting of the District Council, all election results are final. Results of the election must be displayed on the District website and may also be announced in other public forums as soon as possible following adjournment of the meeting.
- O. All ballots are retained for 24 hours following the close of the meeting for review only by the District Director or District Credentials Chair, as necessary, and immediately thereafter destroyed by the District Director or District Credentials Chair.



2022-2023 Audit Committee Teleconference

October 14, 2022

The 2022-2023 Audit Committee met on October 14, 2022, with Audit Committee Chair Jim Kokocki, DTM, PIP, presiding. Also present were Co-Chair Michael Notaro, DTM, PIP, and Chief Financial Officer John Bond.

1. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, each year, an independent auditing firm is selected to audit the organization's financial statements. Chief Executive Officer Daniel Rex recommended to the Audit Committee that Toastmasters International engage the public accounting and auditing firm Eide Bailly as the auditor of the organization's financial statements for 2022. The CEO also recommended to the Audit Committee that Toastmasters International retain the public accounting and auditing firm Mazars of Singapore as the auditor of the financial statements of Toastmasters International Singapore Limited for 2022. The Audit Committee concurs with the Chief Executive Officer's recommendation and recommends to the Board that the organization retain the professional services of Eide Bailly and Mazars of Singapore for Toastmasters International and Toastmasters International Singapore Limited, respectively, as the 2022 auditors.
2. The Audit Committee authorized Chief Financial Officer John Bond to sign the engagement letters for the services of the audit firms listed in item 1 for the 2022 year.

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

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Nonprofit General Counsel
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