



# Minutes of the 2023-2024 Board of Directors Hybrid Meeting

March 15-16, 2024

The 2023-2024 Toastmasters International Board of Directors met on March 15-16, 2024, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Radhi Spear, DTM; Aletta Rochat, DTM; Stefano McGhee, DTM; Matt Kinsey, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Kimberly Dueck, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Sondra Nunez, DTM; Jesse Oakley III, DTM; Dana Richard, DTM; Violetta Rios, DTM; Frank Tsuru, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, 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, Research and Analysis Manager Holly Keily, Education Development Manager Jessie Lester, Meeting Planning Manager Wendy Roberts, District Growth and Support Project Coordinator Lauren Esler, Research Analyst Andrea Palmer, District Growth and Support Specialist Jesse Portone, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. The International President presented a report in which she emphasized that the work of the Board is aimed at the betterment of the organization in the long term but cautioned that it may take time to see the full impact of the work being done. She invited the Board Members to help build excitement for the centennial celebration, encouraging them to focus on what is good and healthy and powerful for the organization moving into its next century.
3. The Board reviewed the new mentor and protégé pairings for Board Members for March-August 2024.
4. The Board received the report (attached) of the March 12, 2024, Strategic Planning Committee meeting as presented by Immediate Past International President Kinsey. The Board accepted the report as presented in items #1, 2, and 4. The remaining item was considered separately by the Board.

The Board referred item #3 back to the Strategic Planning Committee.

5. The Board participated in a prioritization exercise related to potential initiatives to be integrated into future strategic plans. The Board considered existing initiatives and offered suggestions for additional initiatives.

6. The Board received an update from the Chief Executive Officer (CEO) on the status of the organization.
7. The Board participated in an exercise to explore the similarities and differences in their backgrounds to promote greater understanding and teamwork.

8. **HIGHLY CONFIDENTIAL**

9. The Board received the report (attached) of the March 12-13, 2024, Executive Committee meeting as presented by International President-Elect Spear. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, and 14. The remaining items were considered separately by the Board.

The Board adopted item #6.

The Board adopted item #7.

10. **HIGHLY CONFIDENTIAL**

11. The Board received the report of the Recognition Committee. The committee was tasked with reviewing the Distinguished Club Program and the District Recognition Program and considering what changes, if any, are needed to strengthen the programs moving forward. The following is an outline of the Board's decisions regarding the recommendations from the committee:

- The Board voted to continue the temporary adjustments to the Distinguished Club and District Recognition Programs, adopted for the 2022-2023 and 2023-2024 program years, for the 2024-2025 program year. This includes the three qualifying requirements for the Distinguished District Program which were added for the 2023-2024 program year in connection with the club building initiative.
- Regarding the Distinguished Club Program, the Board voted:
  - **HIGHLY CONFIDENTIAL**
  - To refer the committee's recommendation regarding qualifying requirements back to the committee. The committee will incorporate Board Member feedback and present an updated recommendation at a future Board meeting.
- Regarding the District Recognition Programs, the Board voted:
  - **HIGHLY CONFIDENTIAL**
  - **HIGHLY CONFIDENTIAL**
  - To recognize District achievement, relating to the President's Extension and 20+ awards, at the region level. The top three Districts in each region with positive club growth and the three Districts with the highest percentage of clubs at 20+ members will be recognized during Region Gatherings at the International Convention.
  - To recognize the leader and the responsible team on District Excellence awards presented at the Hall of Fame.

12. The Board participated in breakouts for the Board of Directors committees and a working group that will be in effect for March-August 2024: Club Quality Committee, District Alignment Committee, District Leader Qualifications Committee, and Alternative Revenue Working Group.
13. In February 2024, the Board reviewed proposed amendments to Policy 6.0: Speech Contests, supporting the addition of the Online Speech Contest type. The Board provided feedback and referred this item back to World Headquarters. The Board reviewed and discussed the updated changes presented by World Headquarters. The Board adopted the amendments to Policy 6.0 (attached), effective beginning with the 2024-2025 contest cycle.
14. The Board received the report of the District Structure Committee. The committee was tasked with reviewing the internal structure of Districts and considering the optimal size for Areas, Divisions, and Districts. The following is an outline of the Board's decisions regarding the recommendations from the committee:
- Amendments to the District Administrative Bylaws, Article XI: Committees, Section d (attached), relating to the composition and work of the Alignment Committee, were adopted by the Board, effective July 1, 2024.
  - Amendments to Protocol 7.0: District Structure, Section 1, relating to club alignment and Area and Division composition, will be considered further by the International President, CEO, and International President-Elect and are anticipated to be finalized at a future date.
  - Amendments to Protocol 7.0, Section 3 (attached), relating to the reformation process, were adopted by the joint written authority of the International President and Chief Executive Officer, with the concurrence of the International President-Elect, effective July 1, 2024.
  - **HIGHLY CONFIDENTIAL**
  - **HIGHLY CONFIDENTIAL**

15. The Board discussed their upcoming District visits. The International President addressed expectations and second-year International Directors shared their experiences and best practices.

16. **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."

  
Kristen Kyriazis  
Secretary

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



# Minutes of the 2023-2024 Strategic Planning Committee Meeting

March 12, 2024

The 2023-2024 Strategic Planning Committee met on March 12, 2024, with Immediate Past International President Matt Kinsey, DTM, presiding. The other officers present were: International President Morag Mathieson, DTM; International President-Elect Radhi Spear, DTM; First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee reviewed the categories and goals for the organization from the March 2023 meeting. They considered which categories are relevant to measuring the success of the organization as a whole and agreed to keep the same categories. Reviewing the data for the current program year and the organizational goals for 2023-2024, the Committee discussed new goals, as shown in the table below, for each category for the upcoming 2024-2027 Strategic Plan.

| Category                   | 2024-2027 Goal   |
|----------------------------|------------------|
| Distinguished Clubs        | 5% annual growth |
| Membership Payments        | 5% annual growth |
| Renewal Rate               | 2% annual growth |
| Member Satisfaction        | 5.8 rating       |
| Net Club Growth            | 3% annual growth |
| Pathways Level Completions | 5% annual growth |

2. The Committee reviewed and participated in a prioritization exercise related to potential initiatives to be integrated into future strategic plans.
3. The Committee reviewed and considered the organization's envisioned future. Drawing from past discussions and Board Member input, they examined how to evolve the envisioned future to encapsulate the organization's aspirations and to inspire individuals at all levels in the organization.

## HIGHLY CONFIDENTIAL

4. The Committee reviewed a draft of the 2024-2027 Strategic Plan.

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



# Minutes of the 2023-2024 Executive Committee Meeting

March 12-13, 2024

The 2023-2024 Toastmasters International Executive Committee met on March 12-13, 2024, with International President Morag Mathieson, DTM, presiding. The other officers present were: International President-Elect Radhi Spear, DTM; First Vice President Aletta Rochat, DTM; Second Vice President Stefano McGhee, DTM; Immediate Past International President Matt Kinsey, DTM; and Chief Executive Officer Daniel Rex. Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Education Development Manager Jessie Lester, Meeting Planning Manager Wendy Roberts, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted.
2. The Committee participated in an exercise to explore how the committee members can best work in partnership with each other and the other Board Members to increase overall Board performance.
3. The International President presented a report of her experiences and observations. She noted that the Board has been completing work laying the foundation for the future stability and sustainability of the organization. She is also excited for the organization's centennial year and the opportunity to highlight the greatness of the organization.
4. The Committee reviewed and finalized the new mentor and protégé pairings for the remainder of the Board term.
5. The Chief Executive Officer (CEO) provided an update on the status of the organization. The CEO reported on several continuing projects relating to both strategic and operational initiatives.
6. The Committee reviewed the current status of the organization's diversity, equity, and inclusion efforts and discussed next steps.
7. **HIGHLY CONFIDENTIAL**
8. **HIGHLY CONFIDENTIAL**

9. The Committee considered the purpose and timing for the annual District conferences. The Committee provided their perspectives; World Headquarters will integrate this feedback into the preparation of materials and potential amendments for future discussions.
10. The Committee reviewed and considered the qualifications for District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors. The Committee also discussed remote leadership at the District level.
11. In accordance with Protocol 11.8: Chief Executive Officer, Section 11, the Committee reviewed and considered potential sites for the 2025 and 2026 International Conventions. The top choices for each year were identified. The CEO will use this input to pursue venue finalization.
12. The Committee reviewed and discussed the potential committees for the March through August 2024 period. The Committee recommends that the Board approve the following committees: Club Quality Committee, District Alignment Committee, and District Leader Qualifications Committee. The CEO will establish an Alternative Revenue Working Group.
13. In February 2024, the Board discussed the proposed amendments to the *Speech Contest Rulebook*, and associated documents, relating to the addition of a new contest type, the Online Speech Contest. World Headquarters integrated Board Member feedback and presented the updated amendments and documents. The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted amendments to the following, effective for the 2024-2025 contest cycle: *Speech Contest Rulebook* (attached), International Speech Contest Judge's Guide and Ballot (attached), International Speech Contest Tiebreaking Judge's Guide and Ballot (attached), Speaker's Certification of Eligibility and Originality (attached), Judge's Certification of Eligibility and Code of Ethics (attached). The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted the Online Speech Contest Judge's Guide and Ballot (attached) and the Online Speech Contest Tiebreaking Judge's Guide and Ballot (attached), effective for the 2024-2025 contest cycle. The amendments relating to the Online Speech Contest are contingent upon the adoption of the amendments to Policy 6.0: Speech Contest by the Board of Directors.
14. The Committee reviewed the agenda for the March 2024 Board of Directors hybrid meeting.

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  
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