



Minutes of the 2023-2024 Board of Directors Videoconference

May 23, 2024

The 2023-2024 Toastmasters International Board of Directors met on May 23, 2024, with International President, Morag Mathieson, DTM presiding. The other officers and directors present were: Aletta Rochat, DTM; Stefano McGhee, DTM; Matt Kinsey, DTM; Anwasha Banerjee, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Sondra Nunez, DTM; Jesse Oakley III, DTM; Dana Richard, DTM; Violetta Rios, DTM; Frank Tsuro, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Member Support Director Danielle Mitchell, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. International President-Elect Spear and International Director He were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the May 6, 2024, Executive Committee videoconference as presented by First Vice President Rochat. The Board accepted the Committee's report as presented in items #1, 2, and 4. The remaining item was considered separately by the Board.

The Board adopted item #3.

3. The Board received an update on the organization's performance.
4. **HIGHLY CONFIDENTIAL**
5. The Board received an update from the chairs of the following: Club Quality Committee, District Alignment Committee, and District Leader Qualifications Committee.
6. In March 2024, the Board referred the work of the Recognition Committee regarding the qualifying requirements for the Distinguished Club Program back to the committee. The Recognition Committee integrated feedback from the Board provided in March and returned with new recommendations. The Board voted:
 - To make the achievement requirements for the Distinguished Club Program as shown in the chart below, effective starting with the 2025-2026 program year:

Level of Distinguished	Membership Requirement	DCP Goals Required
Distinguished	20 members or a net growth of 3	5
Select Distinguished	20 members or a net growth of 5	7
President's Distinguished	20 members	9
Smedley Distinguished	25 members	10

- To add the submission of the Club Success Plan by September 30 as a qualifying requirement. A club would only be required to submit a Club Success Plan once per program year, even if the club elects club officers semi-annually. A new club would have 90 days from their charter date to submit a Club Success Plan to qualify; if the charter date is April 1 or later, this requirement would be waived.

7. The Board received the report (attached) of the May 21, 2024, Executive Committee videoconference as presented by First Vice President Rochat. The Board adopted the Committee's recommendation as presented. This action is in accordance with the Bylaws of Toastmasters International, Article V, Section 4.g. Past International Director Tay meets the qualifications to serve as an International Director that are stated in the Bylaws, Article IX, Section 2. International President Mathieson will contact Past International Director Tay to determine her willingness to serve as International Director. Past International Director Tay will serve from the date of her acceptance of the position until the end of the 2024-2025 Board of Directors term.

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 Videoconference

May 6, 2024

The 2023-2024 Toastmasters International Executive Committee met on May 6, 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. 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 agenda was adopted.
2. The Committee received an update on the organization's performance.
3. The Committee reviewed and discussed a Smedley Fund subsidy application. The request was submitted by the District 99 Director on behalf of a Member Club in Alberta, Canada asking for dues assistance as the members in the club are reliant on government income support. The Committee recommends that the Board decline the request as it does not fall within the prescribed uses of the fund, as outlined in Policy 8.5: Ralph C. Smedley Memorial Fund®.
4. The Committee received an update from the chairs of the following: District Alignment Committee and District Leader Qualifications 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" or "highly confidential."

A handwritten signature in cursive script that reads "Kristen Kyriazis".

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 Videoconference

May 21, 2024

The 2023-2024 Toastmasters International Executive Committee met on May 21, 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. Board Support Director Mona Shah and Secretary Kristen Kyriazis were also present. No committee members were absent.

The Committee discussed the need to fill the vacancy in the position of International Director from Region 9. As the new region alignment will take effect on July 1, 2024, the Committee considered the opportunities and challenges of appointing an individual from the post-realignment region versus the region as it is currently aligned. The Committee recommends that the Board appoint Past International Director Elisa Tay, DTM, who resides within the boundaries of the post-realignment region, to fill the vacancy, effective upon confirmation of their acceptance of the position.

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