



Minutes of the 2014-2015 Board of Directors Teleconference June 18, 2015

The 2014-2015 Board of Directors convened on June 18, 2015, at 8 a.m. Pacific Time with International President, Mohammed Murad, DTM presiding. The other officers and directors present were: International President-Elect Jim Kokocki, DTM; First Vice President Mike Storkey, DTM; Second Vice President Balraj Arunasalam, DTM; Chief Executive Officer Daniel Rex; Karen Blake, DTM; Ede Ferrari D'Angelo, DTM; Sharon Anita Hill, DTM; Tom Jones, DTM; Ross Mackay, DTM; Khaled Matlagaitu, DTM; Deepak Menon, DTM; Patrick Oei, DTM; Richard Peck, DTM; Alan Shaner, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis E. Wooldridge, DTM. Secretary/Treasurer Sally Newell Cohen was also present. Immediate Past International President George Yen, DTM was absent.

1. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Board reviewed and discussed the 2014 audit. The Board was satisfied that the financial affairs of the corporation were in order and voted to accept the minutes of the April 27, 2015 Audit Committee teleconference meeting (attached).
2. The Board discussed allegations of impropriety during district officer nominations processes and elections. World Headquarters conducted an investigation and shared its findings. As a result, the Board voted to:
 - a. Invalidate the elections for District Director, Program Quality Director and Club Growth Director and directed World Headquarters to conduct new elections electronically.
 - b. Require the district to participate in the finance pilot program currently in process.
 - c. Provide on-site nomination and election support during the next two years.
3. The Board discussed financial reporting delinquencies that occurred between July 2013 and February 2014 in a district. District financial records did not properly account for a number of financial transactions. World Headquarters reported a potential misuse of funds and as a result, the Board of Directors voted to initiate disciplinary proceedings against the then district governor.
4. The Board appointed Jennifer Quinn to serve as Secretary/Treasurer of the corporation effective immediately, until the first Board meeting after the Annual Business Meeting in August 2015. The Board of Directors expresses appreciation to Sally Newell Cohen for her service as Secretary/Treasurer.



Pursuant to Policy 11.3, 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 'Sally Newell Cohen'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Sally Newell Cohen
Secretary/Treasurer

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



**Minutes of the 2014–2015 Audit Committee Teleconference Meeting
April 27, 2015**

The 2014–2015 Audit Committee met at 6 p.m. Pacific Time on April 27, 2015, with Audit Committee Chair Chris Ford, DTM, PIP presiding. Also present were Co-Chair Gary Schmidt, DTM, PIP; Chief Executive Officer Daniel Rex, Secretary/Treasurer Sally Newell Cohen and Controller John Bond; and Squar Milner representatives Allen Goh, Audit Partner and Thomas Bennett, Audit Manager.

Each year, an independent auditing firm selected by Toastmasters International, upon the recommendation of the Audit Committee, audits the organization's financial statements. The Committee reviewed and discussed the draft 2014 audited financial statements and the related Management Report prepared by Squar Milner.

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Squar Milner, satisfied itself that the financial affairs of Toastmasters International were in order, and determined to accept the financial audit by unanimous oral consent during the meeting on April 27, 2015.

Sally Newell Cohen
Secretary/Treasurer

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