



## **Minutes of the 2015-2016 Board of Directors Teleconference May 25, 2016**

The 2015-2016 Toastmasters International Board of Directors convened on May 25, 2016, with International President Jim Kokocki DTM, presiding. The other officers and directors present were: Mike Storkey, DTM; Balraj Arunasalam, DTM; Lark Doley, DTM; Mohammed Murad, IPIP, DTM; Crystal Allbritton, DTM; Russell L. Drake, DTM; Ede Ferrari-D'Angelo, DTM; Magnus Jansson, DTM; Ross Mackay, DTM; Patrick Oei, DTM; Margaret Page, DTM; Gloria Shishido, DTM; Charlie Starrett, DTM; Joan Watson, DTM; and Dennis E. Wooldridge, DTM. Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen and Secretary/Treasurer Jennifer Quinn were also present. International Directors Steve Chen, DTM and Nagaraja Rao, DTM were absent.

1. The Board of Directors reviewed and unanimously voted to accept the agenda for the teleconference.
2. The Board was briefed on the results of the May 17, 2016 Executive Committee teleconference including:
  - a. Discussion related to strengthening the role of Immediate Past District Director and potential modifications to policy and protocol that would formalize the role and require completion of the role prior to applying for region advisor or campaigning for international director.
  - b. The selection of Patti Titus, DTM to perform the role of Parliamentarian at the August 2016 Annual Business Meeting.
3. The Board reviewed and accepted minutes of previous Board meetings held on February 21, 2016, April 13, 2016 and April 21, 2016.
4. In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Board reviewed and discussed the 2015 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, 2016 Audit Committee teleconference meeting (attached).
5. The Board received an update regarding the District 34 elections that took place on May 21, 2016. Further investigation is required, and the Board will continue to review and evaluate reports received from members in the district to determine whether disciplinary action is necessary.



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, appearing to read "Jennifer Quinn", is centered on the page.

Jennifer Quinn  
Secretary/Treasurer

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



**Minutes of the 2015–2016 Audit Committee Teleconference Meeting  
April 27, 2016**

The 2015–2016 Audit Committee met at 11 a.m. Pacific Time on April 27, 2016, with Audit Committee Chair Gary Schmidt, DTM, PIP presiding. Also present were Co-Chair Ted Corcoran, DTM, PIP; Chief Executive Officer Daniel Rex, Chief Operations Officer Sally Newell Cohen, Chief Financial Officer John Bond and Secretary/Treasurer Jennifer Quinn; and Squar Milner Audit Partner Allen Goh, Audit Partner and Audit Manager Thomas Bennett.

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 2015 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, 2016.

The Committee also reviewed a proposal from and selected Mazars LLP to audit the Toastmasters International Singapore Ltd.’s financial statements for 2016. The Chief Financial Officer negotiated compensation for the audit.

Jennifer Quinn  
Secretary/Treasurer

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Nonprofit General Counsel  
Chief Executive Officer  
Past International Presidents  
Past International Directors