

TOASTMASTERS INTERNATIONAL
Rancho Santa Margarita, California

Minutes of the 2010-2011 Board of Directors
Portland, Oregon
February 17-18, 2011

The 2010-2011 Toastmasters International Board of Directors met on February 17-18, 2011, with International President Pat Johnson, DTM, presiding. The other international officers and directors present were: Notaro, Lau, Yen, Schmidt, Black, Cawley, Christopher, Cook, Dalati, Doyle, Gea, Hager, Hollingshead, Kirchgessner, McCown, Ostergard, Schnider, Storkey and Suddleson. Executive Director Daniel Rex, Secretary/Treasurer Sally Newell Cohen, Parliamentarian John Noonan, PIP, DTM and Nonprofit General Counsel Greg Colvin were also present. Director Perry was absent on February 17 and present thereafter; Director Gea was present at the commencement of the meeting but departed later on February 17.

BOARD OF DIRECTORS

1. The meeting began with reports from International President Johnson and Executive Director Rex on the status of the organization.
2. **RESTRICTED:**
3. **RESTRICTED:**

EXECUTIVE COMMITTEE

The Board voted to accept the record of the January 18, 2011 Executive Committee teleconference meeting ratifying the appointment of the members of the International Leadership Committee (ILC) pursuant to Toastmasters International Bylaws Article VII, Sec. 3 and Sec. 5, and Policies and Procedures, Section VI E 2.

The Board also voted to accept the record of the January 20, 2011 Executive Committee electronic vote ratifying the new Toastmasters logo pursuant to Policies and Procedures, Section VI A 18.

The report of the Executive Committee was presented by International President-Elect Michael Notaro and covered the following items considered at its February 15-16, 2011, meeting:

1. The Committee reviewed the current status of the scheduled reformatations in districts 27/29, 73, 79, 82/41 and 85. The Committee also considered a reformation proposal from District 47 and granted approval for the district to move forward with a proposed reformation effective date of July 1, 2012.
2. The Committee received an update on the status of the Brand Refresh initiative in advance of the presentation to the Board on February 17, 2011.

3. The Committee discussed a proposed district online accounting system and approved an expenditure estimated to be \$110,000 in 2011 to implement and support the new software.
4. The Committee reviewed the proposed 2011 International Convention Schedule of Events. The Committee concurred with the plan to conduct District Leader Training on Monday and Tuesday, August 15 and 16, 2011.
5. The Committee conducted a review of the Executive Director's performance and commended Executive Director Rex for his efforts and outstanding contributions. The Committee also approved a compensation package for the Executive Director for the 2011-2012 year, relying upon written submissions, including comparative salary data, as well as the Committee members' own observations and experiences. While the Executive Director was excused from the room, the Committee reviewed confidential advice regarding compliance with excess benefit rules under Section 4958 of the United States Internal Revenue Code, made factual findings and adopted extended resolutions as appropriate. Also, in accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee determined that the compensation of the Executive Director is just and reasonable compared to similar organizations.

The Board voted to accept and approve the recommendations and actions in the report.

BOARD OF DIRECTORS

1. The Board reviewed and discussed the new Policy and Protocol document, based on the guidelines for approval in Policy VI A 11. It voted, by the required two-thirds, to adopt all rewritten Policies 1.0–11.12, and that such policies will go into effect on April 1, 2011. The Board also voted to eliminate all existing policies and procedures effective April 1, 2011, and accepted the treatment of some matters as Protocol rather than Policy, as set forth in the document.
2. The Board received an update on the status of the Brand Refresh initiative.
3. The Board reviewed Toastmasters International's financial status and a dues increase analysis as specified in Policies and Procedures Section VI D 3. The Board decided, by the two-thirds vote of the entire Board required by Article IV, Section 2(c) of the Toastmasters International Bylaws, to increase six months dues from \$27 to \$36 beginning on October 1, 2011.
4. The Board received reports from Committees #1 and #2:
 - a. Committee #1, Region Advisor Selection
The Committee conducted a review of the selection process in order to determine best practices and define improvements for future RA selection committees. The areas included in the review were timelines, tools, candidate nomination and selection processes, committee assignments and documents and forms. The Committee also conducted the RA selection process and will announce the Region Advisors as soon as the appointees have been notified.



The Board voted to accept the report and adopt the recommendations presented by Committee #1, including the appointment of the Region Advisors recommended by the Committee.

b. Committee #2, Digital Content Transition

The Committee conducted research and developed a set of guiding principles to shape the organization's philosophy on electronic content delivery.

The Board voted to adopt the recommendations presented by Committee #2.

STRATEGIC PLANNING

Led by Strategic Planning Committee Chair Gary Schmidt, DTM, IPIP, the Board reviewed and discussed the evolving role of the International Director as it relates to the Board processes and relating to region advisors and supporting district success. The committee also reviewed an implementation schedule for the 2010 Strategic Plan.

Pursuant to Policies and Procedures, Section VI A 8, 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". The results of the Board meeting described in the Board Briefing, written and orally presented in open session on February 19, 2011, were classified "unrestricted."

President Johnson adjourned the meeting at 5 p.m., February 18, 2011.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director