



Minutes of the 2022-2023 Board of Directors Videoconference

January 26, 2023

The 2022-2023 Toastmasters International Board of Directors met on January 26, 2023, with International President, Matt Kinsey, DTM presiding. The other officers and directors present were: Morag Mathieson, DTM; Radhi Spear, DTM; Aletta Rochat, DTM; Richard E. Peck, DTM; Anwasha Banerjee, DTM; Louisa Davis, DTM; Dawn Frail, DTM; Jean Gamester, DTM; Helen He, DTM; Elmer Hill, DTM; Michael J. Holian, DTM; Benjamin McCormick, DTM; Kimberly Myers, DTM; Jesse Oakley III, DTM; Monnica B. Rose, DTM; Gauri Seshadri, DTM; Jeff Sobel, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Information Officer Heidi Hollenbeck, 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, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. International Director Ali Shahbaz Ali Shah was absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the January 9, 2023, Executive Committee meeting as presented by International President-Elect Mathieson. The Board adopted the Committee's recommendations as presented in items #1, 2, 3, 4, 5, 7, and 8.

Item #6 was adopted.

3. The Board received an update on the organization's performance.
4. The Board reviewed the applicant recommendations of the Region Advisor Selection Committee. The Committee was tasked with selecting the best-qualified individuals for the role of Region Advisor for each region. It was also tasked with reviewing the Region Advisor selection process and providing recommendations to improve the process in the future. The process recommendations will be provided in a future Board meeting. The Board approved the appointment of the recommended 2023-2024 Region Advisors for Regions 1-14 along with an alternate. Appointments are contingent upon acceptance of the role. The final list of Region Advisors will be provided after all appointments have been confirmed in writing.
5. The Board received an update from the chairs of the following: Diversity, Equity, Inclusion, Belonging, and Accessibility Committee; Region Advisor Selection Committee; and Policy Review Committee.

6. Immediate Past International President Peck completed a brief term as Acting International President in August 2022. Per Policy 9.1: International Campaigns and Elections, he will be appointed as the co-chair of the 2023-2024 International Leadership Committee and chair of the committee for 2024-2025. The Board considered an exception to Policy 9.1 regarding the chair of the International Leadership Committee for 2023-2024 to provide continuity and support for Immediate Past International President Peck. The Board approved an exception to Policy 9.1 to allow Past International President Deepak Menon to serve a second year as International Leadership Committee Chair in 2023-2024.
7. With the adoption of Proposal A: Consistency and Clarity by the voting membership at the 2022 Annual Business Meeting, the word “corporation” will be capitalized in the Toastmasters International governing documents when referring specifically to the organization. The Board reviewed advice from legal counsel on filing a restatement of the Articles of Incorporation to incorporate this change along with the removal of extraneous language. The Board voted to proceed with the restatement of the Articles of Incorporation as recommended by legal counsel.

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 2022-2023 Executive Committee Videoconference

January 9, 2023

The 2022-2023 Toastmasters International Executive Committee met on January 9, 2023, with International President Matt Kinsey, DTM, presiding. The other officers present were: International President-Elect Morag Mathieson, DTM; First Vice President Radhi Spear, DTM; Second Vice President Aletta Rochat, DTM; Immediate Past International President Richard E. Peck, DTM; and Chief Executive Officer Daniel Rex. District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, 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 and adopted the revised agenda.

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2. The Committee received an update on the Social Media Monitoring and Discipline Committee from Past International President Jim Kokocki. The Committee expressed their appreciation to Past International President Kokocki and the other committee members for the committee's hard work and positive impact to date.
3. The Committee discussed the requests from Districts 75 and 76 to each form a Reformation Committee. The Committee will review the reformation status of these Districts at its August 2023 meeting.
4. The Committee discussed the criteria and nominee restrictions for receiving a Presidential Citation. The International President and the Chief Executive Officer, with the concurrence of the International President-Elect, adopted amendments to Protocol 9.2: Presidential Citation (attached) to clarify that service on the Board of Directors will not be considered when determining if a citation is merited and to remove the restriction on Past International Presidents being eligible to receive a citation, effective immediately.
5. The Committee reviewed and discussed the potential 2022-2023 Board committees for the March through July period.
6. The Committee discussed the events at the International Convention related to the election of Board Members. The Committee considered several options for Candidate Corner, the Candidate Showcase, and the candidates' two-minute speeches at the Annual Business Meeting. The Committee recommends that the Board adopt formats for these events similar to how these events were conducted

during the 2022 International Convention with a few key enhancements. The Committee further recommends that the Board approve the accompanying exception to Policy 9.1: International Campaigns and Elections.

7. The Committee received an update from the chairs of the following: Diversity, Equity, Inclusion, Belonging, and Accessibility Committee; Region Advisor Selection Committee; and Policy Review Committee.
8. The Committee discussed the format of the semifinals of the International Speech Contest and World Championship of Public Speaking during the 2023 International Convention. The Committee directed World Headquarters to move forward with a hybrid format for the 2023 International Speech Contest semifinals and 2023 World Championship of Public Speaking.

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

Presidential Citation

Each year the International President selects individuals to receive a Presidential Citation award. This is a significant honor, and to ensure the most qualified and deserving recipients are chosen to receive the award, this nomination and selection process has been established.

1. Criteria

The following criteria will be used to determine if an individual member is a qualified Presidential Citation recipient.

- A. Organizational growth
 - I. Has the member participated in the chartering of 15 or more clubs within the last 10 years?
 - II. Was the member instrumental in the forming of a new District?
- B. Organizational excellence
 - I. What type of significant, long-term contributions has the individual made at the District or international levels?
 - II. How has the person notably and publicly exemplified Toastmasters International's core values?
- C. Brand equity
 - I. What type of significant, public contributions has the member made outside of Toastmasters in their profession or community?
 - II. How have these contributions created large-scale recognition or awareness of Toastmasters?
- D. Service as an International Officer or Director, or policy-directed service on a Board committee, shall not be of primary consideration when determining if a citation is merited.**

2. Nominee Selection

- A. There shall be no more than two (2) recipients selected per region (including Undistricted clubs) per year.
- B. The International President refers to the criteria during the selection process.
- C. A maximum of 20 citations will be awarded each year.

~~D. Past International Presidents are not eligible to receive a Presidential Citation.~~

- E. At the time of selection the following are ineligible: District Leaders, international-level candidates, incoming and outgoing Region Advisors, and members of the Board of Directors.
- F. An individual is eligible to receive a Presidential Citation only once in a lifetime.

3. Nomination Results

- A. If a member has been selected, World Headquarters notifies the member and the individual(s) who nominated the recipient, as well as the International Director and Region Advisor for the recipient's region.
- B. If the nominated member is not selected, World Headquarters notifies the individual(s) who nominated the member.
- C. Recipients are recognized at the International Convention.