



Minutes of the 2010–2011 Board of Directors Teleconference Meeting
October 13, 2010

The 2010–2011 Toastmasters International Board of Directors convened via teleconference at 6 p.m. PST on October 13, 2010, with International President Pat Johnson, DTM, presiding. The other officers and directors present were: Notaro, Lau, Yen, Schmidt, Black, Cawley, Christopher, Cook, Dalati, Doyle, Gea, Hager, Hollingshead, Kirchgessner, McCown, Ostergard, Perry, Schnider and Storkey. Executive Director Daniel Rex and Secretary/Treasurer Sally Newell Cohen were also present.

1. The Board voted to accept and approve recommendations and actions taken by the Executive Committee during its teleconference held on October 12, 2010, and adopt the following actions:
 - a. In accordance with the California Nonprofit Integrity Act of 2004, the Committee reviewed a compensation analysis for Toastmasters International's controller. After review, the Committee determined that the controller's salary is just and reasonable.
 - b. The Committee also reviewed a proposal for building improvements that are required at World Headquarters. Four main categories discussed were: lighting efficiency, building security, heating and air conditioning, and workspace configuration. The Committee voted to approve all proposed improvements at an estimated cost of \$233,000 to be depreciated on a 10-year schedule (\$23,300 per year).
2. The Board reviewed and discussed recommended amendments to Policies and Procedures Section VI E 2, International Leadership Committee. The Board voted by the required two-thirds vote to approve the changes.
3. 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".

International President Johnson adjourned the meeting at 7:30 p.m., October 13, 2010.

Sally Newell Cohen
Secretary/Treasurer

Distribution: Board of Directors
Nonprofit General Counsel
Executive Director

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Toastmasters International
POLICIES AND PROCEDURES

Originated: August 16, 2009

Updated: October 13, 2010

INTERNATIONAL LEADERSHIP COMMITTEE

I. PURPOSE

The purpose of the International Leadership Committee is to:

- A. Identify, evaluate and nominate qualified members to serve on the Board of Directors. Nominees must reflect the best interests of the membership and must be able to support and foster Toastmasters' strategic goals and objectives.
- B. Identify characteristics of effective Toastmasters leaders, which will result in identifying potential future leaders.
- C. Evaluate the organization's internal leadership development program and provide recommendations for improvement to the Executive Committee.

II. COMMITTEE APPOINTMENT AND COMPOSITION

- A. The committee will be appointed by the International President-Elect in February, for terms of service to begin on the following September 1. International officers and directors then in office may recommend appointees. The then-current International President-Elect will fill any vacancies as they occur and have removal authority. Appointments and filling vacancies are subject to ratification by the Executive Committee. Vacancies will be filled only for the unexpired portion of the member's term. The International President-Elect has authority to declare a vacancy or to grant a committee member a temporary leave of absence in appropriate circumstances. The Executive Committee may also remove a committee member if the International President-Elect does not.
- B. The committee will be composed of three past international presidents and, from each region, for a two year term, one past international director or, if a

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past international director who is willing and able to serve cannot reasonably be found, a past district governor, not an immediate past district governor.

- C. Each year,
 - 1. The past international president whose term as international president was completed 18 months prior to the February appointment will serve as chair for one year.
 - 2. The past international president whose term as international president was completed six months prior to the February appointment will serve a two-year term as a member and will serve as vice-chair for the first year, ascending to chair the following year.
 - 3. One additional past international president will be appointed by the International President-Elect to serve as a member for one year.
- D. Region advisors, district officers (including the immediate past district governor) and members on an international campaign team (i.e., campaign managers for an international officer or director candidate or other lead member on a campaign team) may not serve on the committee.
- E. No committee member may run for international office for one year after leaving the ILC.
- F. Committee members may not serve two consecutive terms but may be reappointed after a two-year absence from the committee, except that a one-year or less vacancy may be filled by a committee member whose full term expired within the prior two years.
- G. Vacancies in offices held by past international presidents may be filled by any past international president, except the Immediate Past International President.
- H. The committee chair has overall responsibility for developing meeting agendas, scheduling meetings and functioning of the ILC. Guidelines will be provided to the chair to assist in this effort. Working within the guidelines will help with continuity of the committee year after year.

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III. NOMINATIONS

- A. Each year, the committee will nominate at least one candidate and not more than two candidates for the International President-Elect and First Vice President (and International President if there is no one to succeed to that position) and at least two and not more than three candidates for the Second Vice President position.
- B. The goal of the committee is to nominate at least two, but no more than three candidates for the international director positions which are expiring in that year. The intent is to have all elections contested, but this is not a legal requirement. One candidate can be nominated only if another willing and able candidate cannot reasonably be found.
- C. Votes of the committee members must be confirmed in writing. Each member of the committee must vote for one candidate each for the offices of President-Elect and First Vice President (and International President as the case may be), and vote for two different candidates for the office of Second Vice President. If at least one-third of the members of the committee desires that a second or third candidate be nominated for a position, then each committee member will have the opportunity to vote for as many candidates as will be nominated.
- D. The chair of the committee will cast his/her vote along with the other members of the committee for each nomination and as a member may attempt to influence other members, but shall not use his/her position as chair to tilt the selection process for or against any candidate.
- E. All candidates must have submitted a Letter of Intent, data sheet, photograph and references to World Headquarters in order to be nominated.
- F. There is no restriction on candidates from the same district or same club for international officer or international director within the same nomination cycle.
- G. A call for nominations will be made on or about September 1 each year. Candidates can self-declare, any member can submit the name of a qualified candidate to the committee for consideration, or the committee can seek out

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nominees; however, the specific manner in which the name was submitted will remain confidential. Qualifications for international officer and director are set forth in the Bylaws of Toastmasters International.

- H. In order to be nominated, a candidate must receive votes from at least a majority of the members of the committee.
- I. The chair will contact each candidate selected by the committee to confirm that the candidate will accept the nomination. The candidate must verify his/her acceptance in writing to the chair. A nominated candidate reserves the right to withdraw his/her name from such nomination at any time, including at the Annual Business Meeting, and to be nominated from the floor as a candidate for any other office for which he/she may be qualified. The chair will contact unsuccessful candidates and advise them of their status.
- J. Committee members must exercise their independent judgments with respect to all prospective candidates, having in mind the best interests of Toastmasters International, as well as the experience, abilities and qualifications of the prospective candidates. Committee members may consider information received from surveys, results from profile tools, and input from current and past leaders and other Toastmasters members.
- K. Nothing in this policy is intended to prevent the committee from selecting the best available candidates in its judgment. Accordingly, the committee may recruit candidates at any time up until its nominations are announced (no later than February 15 for international officer candidates and no later than April 15 for international director candidates.) However, in the event of an unexpected circumstance, such as withdrawal, illness or disciplinary removal, the committee may nominate a replacement candidate at any time up to the Annual Business Meeting. (Note: Late nominations should be made with full awareness of the impact, if any, on the form of legal notice given to members regarding the Annual Business Meeting and on the form of proxies solicited prior to the Meeting.)

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- L. The ILC reports of nominations for both international officers and international directors will be published in the *Toastmaster* magazine and on the Toastmasters International Web site at least 60 days prior to the Annual Business Meeting.
- M. All committee deliberations and information received by the committee, including survey results, will be kept confidential. All committee members must sign a confidentiality agreement. Any breach of confidentiality shall be reported immediately to the chair of the committee and to the Executive Committee through the International President. Depending on the severity, a breach of confidentiality may warrant corrective and/or disciplinary action, ranging from an oral warning from the chair of the committee, to removal from the committee, to removal from good standing with Toastmasters International under Article III, sec. 18 of the Bylaws.

IV. CAMPAIGN TIMELINE

| <i>Date</i> | <i>Action</i> |
|----------------------------------|--|
| <i>September 1</i> | <i>Call for candidate declarations</i> |
| <i>October 1</i> | <i>Deadline to declare your intent in order to be included in the officer and director surveys.</i> |
| <i>November 1</i> | <i>International Officer Candidate Survey (IOCS) is conducted electronically. Due by December 15.</i> |
| <i>December 1</i> | <i>International Director Candidate Survey (IDCS) is conducted electronically. Due by January 15.</i> |
| <i>No later than February 15</i> | <i>ILC announces officer candidates; floor candidates can announce after that date.</i> |
| <i>No later than April 15</i> | <i>ILC announces director candidates, floor candidates can announce after this date.</i> |

V. SURVEYS/OTHER TOOLS

- A. The chair of the committee will set the schedule for committee conference calls and communications among committee members and with candidates.
- B. An International Officer Candidate Survey (IOCS) will be taken beginning November 1 of the Board of Directors, past international presidents, past international directors for a period of two years following their term of office, current district governors and immediate past district governors. ~~The survey~~

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~~will close on December 15.~~ The survey will ask for one name for each of the offices of International President-Elect and First Vice President and one or two names for Second Vice President.

- C. An International Director Candidate Survey (IDCS) will be taken beginning December 1 in each region. Recipients are the district governors, immediate past district governors, region advisors and all past international directors and past international presidents residing in that region. ~~The survey will close on January 15.~~ The survey will ask for names of candidates under consideration from that region, as well as provide opportunity for a name to be written in.
- D. Surveys will be conducted electronically by World Headquarters. Survey recipients of both the IOCS and the IDCS will be provided with a link to candidate information, qualifications, desired attributes, etc. Survey results are to be disseminated to the entire committee as soon as results are available.
- E. Other leadership profile or assessment tools identified by World Headquarters may be used at the discretion of the committee at the expense of Toastmasters International. Survey results and leadership assessments or profiles are non-binding and advisory only and will remain strictly confidential within the committee. Any such leadership profile tools that are used must be applied to all candidates equally. The results of any such leadership profile tools will not be shared with the candidate or anyone outside the committee.

VI. OTHER DUTIES OF THE INTERNATIONAL LEADERSHIP COMMITTEE

- A. When not working on nomination of candidates, committee members will be focusing on leadership development issues and improvements.
- B. Methods for gathering data could include surveys (requested by the chair and conducted by World Headquarters), interviews, phone calls and face-to-face communication.
- C. Feedback and suggestions from the committee will be presented by the committee chair to the Executive Committee, through the International President.

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VII. ILC FILES

As soon as the committee's reports have been made, the entire file of the ILC will be sent to World Headquarters and will be kept for a period of five years, unless otherwise directed by the Board. The information in the files will remain highly confidential.

VIII. COMMITTEE MEMBER EXPENSES

It is expected that most, if not all of the costs would be generated and borne at the World Headquarters level. There may be occasional circumstances where reasonable reimbursements are necessary, such as telephone calls, postage, and any other identified expenses. If so, reimbursement requests must be submitted to World Headquarters within 90 days after the expense is incurred. Reimbursement requests received after 90 days will not be honored except where special circumstances exist.