



Minutes of the 2024-2025 Board of Directors Videoconference

December 12, 2024

The 2024-2025 Toastmasters International Board of Directors met on December 12, 2024, with International President, Radhi Spear, DTM presiding. The other officers and directors present were: Aletta Rochat, DTM; Stefano McGhee, DTM; Gauri Seshadri, DTM; Morag Mathieson, DTM; Pawas Chandra, DTM; Farzana Chohan, DTM; Francesco Fedele, DTM; Viola Lee, DTM; Mark Lucas, DTM; Sondra Nunez, DTM; Dana Richard, DTM; Violetta Rios, DTM; Srinivas Saineni, DTM; Sujit Sukumaran, DTM; Elisa Tay, DTM; Monique Tonna, DTM; Frank Tsuru, DTM; and Chief Executive Officer Daniel Rex. Chief Operations and Information Officer Heidi Hollenbeck, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. International Director Jenilee Taylor, DTM, was absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the November 11, 2024, Strategic Planning Committee hybrid meeting as presented by Immediate Past International President Morag Mathieson. The Board accepted the committee's report as presented in items #1 and 2.
3. The Board received the report (attached) of the November 10-11, 2024, Executive Committee hybrid meeting as presented by International President-Elect Aletta Rochat. The Board adopted the Committee's recommendations as presented in items # 1, 3, 4, 5, 6, 7, 9, 10, 11, and 13. Item #2, related to the 2025 Toastmasters International budget, was considered and adopted by the Board on its December 5, 2024, videoconference. Items #8 and 12 were considered subsequently by the Board.

The Board adopted item #8.

The Board adopted item #12.

4. The Board received an update on the organization's performance.
5. The Board received an update from the chairs of the following: District Realignment Committee, Governing Documents Review Committee, and Region Advisor Selection Committee.
6. **HIGHLY CONFIDENTIAL**
7. Due to the current Treasurer's intention to retire from his employment at World Headquarters in the coming months, the Board appointed Jonathan Lam as Treasurer, effective immediately, until the first Board meeting after the 2025 Annual Business Meeting.

8. In connection with the appointment of a new Treasurer, the Board authorized the addition of Jonathan Lam as a signatory on all Toastmasters International corporate bank accounts and the removal of John Bond as a signatory on the accounts.

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



Minutes of the 2024-2025 Strategic Planning Committee Hybrid Meeting

November 11, 2024

The 2024-2025 Strategic Planning Committee met on November 11, 2024, with Immediate Past International President Morag Mathieson, DTM, presiding. The other officers present were: International President Radhi Spear, DTM; International President-Elect Aletta Rochat, DTM; First Vice President Stefano McGhee, DTM; Second Vice President Gauri Seshadri, DTM; and Chief Executive Officer Daniel Rex. Board Support Director Mona Shah, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The Committee discussed the importance of strategic planning as a continuous process and the role data plays in decision-making. Data available before a decision is made can help an organization in minimizing risk; data available after a decision is made can help an organization determine if the chosen direction remains in the best interests of the organization.
2. The process of scenario planning can be used to build a repository of courses of action for potential future occurrences. The Committee engaged in a scenario planning exercise in which the hypothetical circumstances related to Artificial Intelligence (AI) becoming a credible alternative to the Toastmasters experience were discussed.

As there was no other business on the agenda, the meeting was adjourned.

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A handwritten signature in black ink that reads "Kristen Kyriazis".

Kristen Kyriazis
Secretary

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



Minutes of the 2024-2025 Executive Committee Hybrid Meeting

November 10-11, 2024

The 2024-2025 Toastmasters International Executive Committee met on November 10-11, 2024, with International President Radhi Spear, DTM, presiding. The other officers present were: International President-Elect Aletta Rochat, DTM; First Vice President Stefano McGhee, DTM; Second Vice President Gauri Seshadri, DTM; Immediate Past International President Morag Mathieson, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Marketing and Development Officer John Lurquin, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Education Programs and Training Director Kate Wingrove, Accounting Manager Wally Kaczor, Education Development Manager Jessie Powers, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Committee members were absent.

1. The agenda was adopted.
2. The Committee reviewed the proposed 2025 Toastmasters International budget. The reviewed material included the following:
 - a. A narrative describing the components of the proposed 2025 budget, along with current, past, and anticipated revenue and expense trends
 - b. The proposed 2025 Toastmasters International budget, including detailed financial estimates and supporting detailed schedules
 - c. Department service overviews for World Headquarters that describe current, past, and future responsibilities, new initiatives, dependencies, and risks

The Committee recommends that the Board adopt the 2025 Toastmasters International budget.

3. **HIGHLY CONFIDENTIAL**
4. **HIGHLY CONFIDENTIAL**
5. The Committee participated in an exercise to build stronger relationships and explore how the committee members can best work in partnership with each other.
6. The International President presented a report of her experiences and observations since taking office in August 2024. She expressed her excitement at seeing the pride in the organization in the members

who attended the recent International Convention. She hopes that pride can continue to be fostered beyond this year of centennial celebration.

7. Chief Executive Officer Daniel Rex provided an update on the status of the organization.
8. The Committee discussed the need for recognition and community building by Districts early in the program year. Per Protocol 7.1: District Events, Section 10, Districts are allowed to conduct a one-day event between September 1 and December 1 in support of the club and/or District missions. The Committee considered adjustments to this section to give the Districts more guidance on how to make the most out of an event in October/November as well as provide flexibility for Districts in determining the type of event that will work best for them. The Committee recommends the Board approve amendments to Policy 6.0: Speech Contests (attached), effective starting with the 2025-2026 speech contest cycle, relating to the inclusion of speech contests during the proposed October/November events. Amendments to Protocol 7.1 (attached) were adopted by the joint written authority of the International President and Chief Executive Officer, with the concurrence of the International President-Elect, effective starting with the 2025-2026 program year. The amendments relating to the inclusion of speech contests in the October/November events are contingent on the approval of the amendments to Policy 6.0 by the Board.
9. The Committee reviewed information relating to District conferences for the 2023-2024 program year. Most Districts held major conference events within a single weekend; however, a number of Districts scheduled events to span more than two weeks. The Committee discussed the events that comprise the annual District conference and if the reasons for these events being held as part of a single larger event are still valid. The Committee's discussion will inform additional work on the topic, which will be presented at a future meeting.
10. The Committee received an initial report of the District Realignment Steering Committee as presented by the chair, Past International President Terry Daily, DTM. While coordinating with the Joint Realignment Committees for the pilot program (Groups A and B), the Steering Committee developed processes, tools, templates, and frameworks to help guide and support the work. The Committee reviewed the report of the Group A Joint Realignment Committee as presented by the chair, Past International Director Don Griffith, DTM. The Committee reviewed the report of the Group B Joint Realignment Committee as presented by the chair, Past International Director Mary Morrison, DTM. The Committee commended the steering committee and the two joint realignment committees for the work they have done and thanked them for their dedication to the realignment program.
11. **HIGHLY CONFIDENTIAL**
12. **HIGHLY CONFIDENTIAL**
13. **HIGHLY CONFIDENTIAL**

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

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Speech Contests

1. Toastmasters International recognizes and supports the following official speech contests: International Speech Contest, Evaluation Contest, Humorous Speech Contest, Table Topics Contest, Tall Tales Contest, Online Speech Contest, and Video Speech Contest (only for members of undistricted clubs, including Provisional Districts). No other contest types, showcases, etc., shall be conducted by Districts (including Areas and Divisions) and Provisional Districts (including Areas and Divisions).
 - A. Districts (including Areas and Divisions) must conduct the International Speech Contest. The International Speech Contest must only be conducted in English.
 - I. Provisional Districts (including Areas and Divisions) may conduct a speech contest in English using the rules of the International Speech Contest. This contest does not proceed beyond the District level. A contest using the rules of the International Speech Contest must be titled Provisional Speech Contest.
 - B. Districts (including Areas and Divisions) and Provisional Districts (including Areas and Divisions) may conduct up to three (3) additional English speech contests each year. The District Director recommends which contests are to be conducted **and at which event the District-level contests take place (i.e., the annual District conference or an October/November event)**. The recommendations are subject to the approval of the District Executive Committee at its first meeting of the program year.
 - C. Districts (including Areas and Divisions) and Provisional Districts (including Areas and Divisions) may also conduct up to four (4) non-English speech contests each year. The District Director recommends which contests are to be conducted **and at which event the District-level contests take place (i.e., the annual District conference or an October/November event)**. The recommendations are subject to the approval of the District Executive Committee at its first meeting of the program year.
 - I. Each of these contests is conducted in a language selected by the District Director and approved by the District Executive Committee.
 - II. Non-English contests are optional and must be conducted using the rules of the corresponding English speech contest. If a non-English contest is conducted using the rules of the International Speech Contest, it must follow all the rules, including eligibility requirements.
 - III. If the non-English contest is being conducted using the rules of the International Speech Contest, such contest must be titled using the name of the language. For example: Chinese Speech Contest.
 - IV. Non-English contests must not continue beyond the District level.
 - V. Districts (including Areas and Divisions) are not permitted to conduct individual speech contests in multiple languages.

2. ~~All District-level speech contests are conducted only at the annual District conference.~~ **Districts may only conduct District-level speech contests during the annual District conference and/or the October/November event. The District-level International speech contest must be held during the annual District conference.**
3. Contests must originate at the club level and proceed through the Area, Division, and District levels, respectively. Only contests following this progression are permitted at the Area, Division, and District levels. All clubs are eligible to advance contestants to the Area level in all contests regardless of the contest language or the primary language of the club.
 - A. Contests conducted by Provisional Districts must follow the same progression, with the exception of the Video Speech Contest.
4. Toastmasters International pays the travel expenses of each contestant who participates in the International Speech Contest at the semifinal level at the International Convention. The travel allowance is computed in the same manner and subject to the same restrictions as that of District leaders.
5. The *Speech Contest Rulebook* is Protocol and applies to all Toastmasters speech contests. Modifications to rules shall only be made through the administrative Protocol review process. Exceptions are not permitted.
6. Individual admission fees to a contest may be charged to audience attendees and contest officials. However, contestants shall never be charged a fee to compete in a contest. Clubs shall never be charged a fee to send a contestant to a contest.

District Events

1. District Events

- A. All District events, including but not limited to District conferences, club officer training, District leader training, special events, and District Council meetings, must not be held jointly with any other District.
- B. Recommendations for the location of District events may be submitted to the District Director by District Executive Committee members or the District Council. Each program year the District Director, in consultation with the Program Quality Director, determines a timeline and process for such recommendations.
- C. The District Director decides the locations and venues for all District level events after considering recommendations and consulting with the Program Quality Director.
- D. The District Director is the only authorized signer of District level events contracts. District event contracts must not be signed more than 18 months prior to the event date.

2. Training

- A. All District-sponsored officer training incorporates the core content of the training programs for District leaders and club officers provided by Toastmasters International.
- B. Training events are included as part of the District calendar and published in District communications, including District newsletters and websites.
- C. If unable to attend training in their home District, a club officer may get credit for training in another District. An attending club officer is responsible for notifying both Districts.

3. Area and Division Director Training

- A. It is recommended that initial Area and Division Director training be held before the program year begins. If this is not possible, training must occur no later than September 30.
- B. The mandatory minimum duration of initial Area and Division Director training is four (4) hours.
- C. Area and Division Directors should participate in training provided by the District in which they are serving. Districts may train Area Directors by Division or by Divisions grouped together. Further, at the discretion of the District Director, training may be conducted online through use of live audio and video conferencing tools utilizing an online platform if:
 - I. The cost of travel to attend training is higher than half the cost of semi-annual dues.
 - II. The distance for two (2) or more Area or Division Directors to meet in a central location is greater than 60 miles/100 kilometers.

- III. Travel time to a central location is greater than two (2) hours round trip.
 - IV. Travel conditions place the safety of the Area and Division Directors at risk.
 - V. There are remote District leaders.
- D. Additional training for Area and Division Directors shall be conducted throughout the year.
- E. Additional training of Area and Division Directors may include other elected and appointed District leaders and is conducted at Division or District meetings.
- F. All training must focus on topics that support the achievement of the District and club mission:
- I. Supporting all clubs in achieving excellence
 - II. Effective club visits
 - III. Techniques for creating new club opportunities and building new clubs
 - IV. Success plan status review
 - V. Individual leadership development topics such as time management, conflict resolution, delegation and leadership opportunities
 - VI. Conducting effective Area and Division Council meetings to reinforce club support
 - VII. Succession planning

4. Club Officer Training

- A. Districts train club officers a minimum of twice yearly: between June 1 and August 31, and between November 1 and February 28 (or February 29 in leap years).
- B. The Toastmasters Leadership Institute (TLI) is the recommended method of club officer training. If the District chooses this format, it must conform to the guidelines published by Toastmasters International. The terms “university” and “college” must not be used in naming the training.
- C. All District events are training opportunities. As part of District leader and club officer training, Districts may include educational sessions on communication and leadership for all members. District funds shall not be used to subsidize separate sessions for non-officers.
- D. Districts do not create any educational awards, including degrees, diplomas, or certifications.
- E. Districts only conduct training sessions focused on the training of club officers or District leaders and the achievement of the club or District mission.

- F. Districts do not compete with for-profit enterprises that deliver training programs. District-sponsored training is available only to members and their guests. These events are not open to the general public nor used as fundraising events.

5. District Executive Committee Meetings

- A. The District Executive Committee ensures that District leaders work to achieve the District mission.
- B. The composition and duties of the District Executive Committee are defined and described in Article XI, Section (a), of the District Administrative Bylaws.
- C. Each program year the District Executive Committee reviews and approves the District Success Plan; approves the budget and oversees the financial operation of the District; recommends the assignment of clubs to Areas and Divisions; reviews recommendations and reports of District committees, including those of the Audit Committee; determines the method of attendance for the Annual Meeting of the District Council, whether it be online or hybrid; and performs any duties assigned by the District Council.
- D. The District Executive Committee meets at least four (4) times each year. Online participation options must be made available for remote District leaders, if needed.
- E. Online meetings occur as recommended by the District Director and agreed upon by a majority of the committee. Any agenda item that requires the District Executive Committee to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
- F. District Executive Committee meeting information is included in the District calendar and in other District communications.
- G. Only those who have business before the District Executive Committee and have been invited by the District Director attend District Executive Committee meetings.
- H. Any training at District Executive Committee meetings focuses on achieving the District mission.
- I. At District Executive Committee meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. Roll call is taken, and a quorum is certified.
 - III. The District budget is prepared prior to the budget submittal deadline; copies of the budget are provided at or before the meeting.

- IV. The Audit Committee's report is presented to the District Executive Committee prior to each District Council meeting; copies of the audit are provided at or before the meeting. The Audit Committee is governed by Article XI, Section (c), of the District Administrative Bylaws.
- V. The Profit and Loss Statement is presented; copies of the report are provided at or before the meeting.
- VI. At the meeting prior to the Annual Meeting of the District Council, the alignment of clubs into Areas and Divisions is recommended.
- VII. The District Director's recommendations to fill any vacancies in office are approved.
- VIII. The District Director, Program Quality Director, Club Growth Director, Division Directors, and Area Directors report on the District Success Plan and Distinguished program progress.

6. District Council Meetings

- A. The District Council is defined and described in Article XII, Section 3(c), of the Bylaws of Toastmasters International, and in Article IX of the District Administrative Bylaws.
- B. District Council meetings are governed by Article XII, Section 3(c), of the Bylaws of Toastmasters International, and by Article X of the District Administrative Bylaws.
- C. Each program year the District Executive Committee determines whether the Annual Meeting of the District Council, in which the elections take place, is conducted online or hybrid, as stated in Article X, Section (a), of the District Administrative Bylaws.
- D. Other meetings of the District Council, including special meetings, are conducted online. These meetings occur as recommended by the District Director and agreed upon by a majority of the District Executive Committee.
- E. Any agenda item that requires the District Council to vote must adhere to the following process:
 - I. Notice of the electronic vote is posted to the District website four (4) weeks in advance of the vote opening.
 - II. The District posts the proposed agenda item at least 14 days in advance of the vote.
 - III. The District posts the proposed budget at least 14 days in advance of the vote.
 - IV. The District posts information about proposed appointees at least 14 days in advance of the vote.
- F. District committee chairs and others, whose participation the council requires, may attend. At the discretion of the District Director, an option for online participation for non-voting individuals may be provided.

- G. Members who are not voting members of the council may attend the meeting but shall not participate in council deliberations.
- H. At District Council meetings, unless noted, the following business is conducted:
 - I. The District mission is reviewed.
 - II. The Credentials Committee report is presented.
 - III. Quorum is confirmed by the chair at the start of the meeting, according to Article X, Section c, of the District Administrative Bylaws.
 - IV. The Audit Committee report is presented.
 - IV. The District budget is adopted at the first District Council meeting.
 - V. The Profit and Loss Statement is presented.
 - VI. Appointed officers are confirmed at the first District Council meeting.
 - VII. The District Executive Committee's action to fill any vacancies in District office is confirmed.
 - VIII. The assignment of clubs to Areas and Divisions for the following year is adopted at the Annual Meeting of the District Council.
 - IX. The District Leadership Committee report is presented at the Annual Meeting of the District Council.
 - X. Nominations from the floor are taken, and election of District officers is conducted at the Annual Meeting of the District Council.
 - XI. The District Director, Program Quality Director, Club Growth Director, Immediate Past District Director, and District Public Relations Manager report on progress toward District goals.

7. Division Council Meetings

- A. The Division Council manages Division activities; facilitates the achievement of club, Area, Division, and District goals; and helps with administrative activities, such as Division contests, meetings, and training.
- B. The Division Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Division Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members are the Division Director, Assistant Division Director Program Quality, Assistant Division Director Club Growth, and Area Directors within the Division.
- D. Unless noted, the following business is conducted at Division Council meetings:
 - I. Area Success Plan and progress in the Distinguished Area Program are presented.

- II. Club Success Plan and progress in the Distinguished Club Program are presented.
- III. The club officer training attendance report is presented.
- IV. Plans for Division events, such as training and speech contests, are made.

8. Area Council Meetings

- A. The Area Council manages Area activities and supports each club in the Area in fulfilling the club mission.
- B. The Area Council meets at least twice each year. Meetings are conducted onsite, online, or in a hybrid format. The Area Director notifies attendees at least four (4) weeks before each meeting.
- C. Council members include the Area Director, Assistant Area Director Program Quality, Assistant Area Director Club Growth, Area Secretary, Club Presidents within the Area, Club Vice Presidents Education within the Area, and Club Vice Presidents Membership within the Area.
- D. Unless noted, the following business is conducted at Area Council meetings:
 - I. Club Success Plan and progress in the Distinguished Club Program are presented.
 - II. Club officer training attendance reports are presented.
 - III. Plans for Area events, such as training and speech contests, are made.
 - IV. In accordance with the District Council's decision to elect or appoint Area Directors as specified in the District Administrative Bylaws, Article VII, Section C, evaluate and assess Area Director candidates in order to either:
 - a. Provide one (1) or more appointment recommendations to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The recommendations are subject to alignment changes by the District Council, or
 - b. Elect the following year's Area Director and provide the results of the election to the District Director no later than a date recommended by the District Director and approved by the District Executive Committee. That date will be announced in the District's annual call for nominations. The elections are subject to alignment changes by the District Council.

9. Annual District Conferences

- A. The purpose of the annual District conference is to provide communication and leadership training opportunities toward achieving the club and District missions and to hold the District Council meeting. The annual conference is established

in Article XII, Section 4, of the Bylaws of Toastmasters International, and further defined in Article X, Section (a), of the District Administrative Bylaws.

- B. District conference information is included in the District calendar and in other District communications.
- C. The following events occur at the annual District conference:
 - I. The District Council meeting. Voting members are required to attend the Annual Meeting of the District Council.
 - II. The **District-level** International Speech Contest.
 - III. ~~and a~~ **Any other additional** District-level speech contests **as determined by the District Executive Committee**. ~~These District-level contests may only take place at this event.~~
 - III-IV. Educational sessions that focus on achieving the club and District missions.

10. **Additional ~~One-Day~~ October/November Events**

- A. In addition to the required council meetings (including Area and Division), District-sponsored training for club officers and Area and Division Directors, and the Annual District Conference, Districts may conduct a single ~~one-day onsite or hybrid~~ event **lasting no more than two days** that supports the missions of the club and/or District.
- B. ~~This one-day~~ event must be held between ~~September~~ **October 1** and ~~December 1~~ **November 30** and must not be held jointly with any other District.
- C. The event must be budgeted, ~~and~~ self-funded, and cannot result in a financial loss.
- D. The event **must** ~~may only~~ consist of the following:
 - ~~I. Training focused on club excellence and new club building.~~
 - ~~II. Additional training for club officers and/or training for District leaders.~~
 - III. Recognition and award celebrations, for example member and club achievements.
 - II. **Education sessions that focus on:**
 - a. **Leadership opportunities.**
 - b. **Achieving the club mission and club excellence.**
 - c. **Achieving the District mission and new club building.**
- E. The event may also include:
 - I. **District-level speech contests as determined by the District Executive Committee, excluding the International Speech Contest.**

II. District-sponsored club officer training (during November only).

III. District Executive Committee meetings.

E-F. The event must not include District Council meetings, ~~speech contests of any kind,~~ or events that do not promote the club and/or District missions ~~s-are-~~ prohibited.

11. Special Events

- A. Special events must support achieving the District mission.
- B. Special events hosted by the District can be held throughout the year.
- C. All special events must comply with Toastmasters brand guidelines.

12. District Leader Training

- A. District Directors, Program Quality Directors, and Club Growth Directors have training opportunities from World Headquarters: ongoing e-learning sessions, August District Leader Training at the International Convention, and Mid-year District Leader Training.
- B. The Chief Executive Officer establishes the training schedules, determines and coordinates training sites, assigns Districts, and develops and implements training programs.
- C. Region Advisors attend the trainings and may participate as trainers. International Directors may also attend and participate as trainers, as needed.