



Minutes of the 2025-2026 Board of Directors Videoconference

April 23, 2026

The 2025-2026 Toastmasters International Board of Directors met on April 23, 2026, with International President Rochat, DTM, presiding. The other officers and directors present were, Distinguished Toastmasters all: McGhee, Seshadri, Gamester, Baylor, Bown, Fedele, Horberry, Lee, Lucas, Periasamy, Saineni, Sukumaran, Tonna, and Zaini. Chief Executive Officer Rex and the following World Headquarters team members were also present: Hollenbeck, Lam, Lurquin, Hayden, Shah, Welsh, Barr, Villa, and Kyriazis. Immediate Past International President Spear and International Directors Raneri and Taylor were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the April 6, 2026, Executive Committee meeting as presented by International President-Elect McGhee. The Board accepted the Committee's report as presented in items #1 and 2.
3. The Board received the report (attached) of the April 7, 2026, Executive Committee meeting as presented by Second Vice President Gamester. The Board accepted the Committee's report as presented in items #1, 2, 5, and 6. The Board discussed items # 3 and 4 subsequently.

The Board adopted item #3.

The Board adopted item #4.

4. The Board received an update on the organization's performance through the end of March 2026, as presented by the Chief Executive Officer.
5. The Board received and adopted the report (attached) from the Audit Committee meeting of April 9, 2026.
6. The Board received the report of the Smedley Fund Committee as presented by committee member International Director Saineni. In accordance with the authority granted to the committee by the Board, the committee reviewed and considered a subsidy application from a Member Club in Karnataka, India, to support a Youth Leadership Program. The committee approved a disbursement from the Smedley Fund for the materials, including shipping.

The committee also reviewed a subsidy application from the District 127 Director on behalf of six Member Clubs in Lebanon for dues assistance as a result of the current economic and social unrest. The request exceeded the amount of the committee's approval authority and the committee recommended that the Board approve the request. The Board voted to approve a disbursement from

the Smedley Fund for dues assistance for the unpaid individual members of the clubs for the April to September 2026 renewal period.

7. 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

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



Minutes of the 2025-2026 Executive Committee Meeting

April 6, 2026

The 2025-2026 Toastmasters International Executive Committee met on April 6, 2026, with International President Rochat, DTM, presiding. The other officers present were, Distinguished Toastmasters all: McGhee, Seshadri, Gamester, and Spear. Chief Executive Officer Rex and the following World Headquarters team members were also present: Lam, Shah, Kaczor, Villa, and Kyriazis. No Committee members were absent.

1. The agenda was adopted as presented.
2. The Committee received an update on the organization's investment portfolio as presented by a representative from Morgan Stanley. The Committee considered the performance of the portfolio as reasonable given the market conditions and the investment parameters provided to Morgan Stanley by the Board.

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

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Kristen Kyriazis
Secretary

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



Minutes of the 2025-2026 Executive Committee Meeting

April 7, 2026

The 2025-2026 Toastmasters International Executive Committee met on April 7, 2026, with International President Rochat, DTM, presiding. The other officers present were, Distinguished Toastmasters all: Seshadri, Gamester, and Spear. Chief Executive Officer Rex and the following World Headquarters team members were also present: Hollenbeck, Lam, Lurquin, Hayden, Shah, Welsh, Villa, and Kyriazis. International President-Elect McGhee was absent.

1. The agenda was adopted as presented.
2. The Committee received a report from the Past Region Advisor Council as presented by the council chairs, Past Region Advisors Karen Isaacs and Tiffany Howard. The council was tasked with helping guide the Region Advisors through the changes made as part of the Refocused Region Advisor Program. The council provided feedback on the “office hours” that were implemented to provide additional support to the Region Advisors in the form of coaching, mentoring, and sharing opportunities and challenges. The Committee thanked the council for their work and dedication.
3. The Committee reviewed and considered the current purpose and structure of the Past Region Advisor Council (PRAC). The PRAC was initially formed to strengthen the Region Advisor Program by leveraging the experience of Past Region Advisors. The Committee recognizes the value in the council’s work over the years but agrees that any future work to enhance and support the Region Advisor Program would benefit from greater flexibility by utilizing mentoring and project assignments on an as needed basis. The Committee recommends that the Board approve the amendments to Policy 10.0: Region Advisors (attached), effective July 1, 2026.
4. The Committee examined the impact of the approved new District boundaries, taking effect July 1, 2026, on the boundaries of Regions 8-14. Some of the new boundaries cross the existing region boundaries, necessitating realignment of those boundaries. The Committee recommends that the Board approve the proposed realigned region boundaries, as presented, effective July 1, 2026.
5. The Committee discussed the current requirements for a club coach to achieve Distinguished Toastmaster (DTM) credit. Currently, club coaches who are assigned to a club that did not submit the Club Success Plan on time for the program year are ineligible for DTM credit. The International President and Chief Executive Officer, with the concurrence of the International President-Elect, approved amendments to Protocol 2.3: Club Programs and Events (attached) to allow club coaches to be eligible for DTM credit when a Club Success Plan was not submitted on time so long as the other requirements for Distinguished recognition are met by the club by program year end.

6. The Committee received an update on the organization's performance. Chief Executive Officer Rex shared some initial insights into performance through the end of March 2026 although the process for closing the month is still ongoing.

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

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Secretary

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Region Advisors

1. Role and Responsibility

- A. The purpose of a Region Advisor (RA) is to provide support, leadership development, skill building, mentoring, and coaching to expand District leaders' capacity to achieve the District mission through frequent communication and approved District visits.
- B. RAs report to the International President through World Headquarters. RAs provide monthly reporting to the International President using a format provided by World Headquarters.
- C. An RA must not campaign for, be elected to, or be appointed to any District office or role while serving as an RA.
- D. An RA must not be, or campaign on behalf of, an International Officer or Director candidate while serving as an RA. An RA must not stand for election at the Annual Business Meeting in the same year in which their RA term ends.
- E. RA participation in social media must be in accordance with the RA Social Media Participation Chart and RA Social Media Best Practices included in the *Region Advisor Handbook*.

2. Qualifications

- A. Individuals who apply for or who are appointed to be RAs are paid members who have served 12 months as Immediate Past District Director (IPDD), 12 months as District Director (DD), and who have served 12 months in one (1) of the following two (2) roles: Program Quality Director (PQD) or Club Growth Director (CGD), or a combination thereof.
- B. Individuals who are serving in an elected or appointed District-level (including Area and Division) role must not apply in the same program year in which they are completing their term.
- C. Individuals for whom an International Officer or Director Letter of Intent is on file at World Headquarters must not apply for or be selected as an RA.

3. Term of Service

- A. The RA term lasts for 15 months: April 1 through June 30 of the following year. RAs must apply for each term and may serve no more than two (2) consecutive terms. There is no limit on nonconsecutive terms.
- B. RA vacancies are filled by the International President, with ratification by the Executive Committee, to complete the remainder of the term. The International President may grant a temporary leave of absence in appropriate circumstances.
- C. An RA may resign in writing to the International President.
- D. An RA may be removed from service at any time, with or without cause, by the Executive Committee.

4. Confidentiality

- A. An RA may receive organizational communication which must be kept confidential unless otherwise instructed. Such items must not be copied, shown to, or discussed with anyone except as authorized by the International President or Chief Executive Officer. The same restrictions are applicable when such communication is also sent to Past Region Advisors.

Once a year, the Chief Executive Officer sends a notice to all Past Region Advisors whose dues payments are current, giving them the option to continue receiving organizational communication which they must agree to keep confidential. Only those Past Region Advisors responding in writing that they wish to receive such materials subject to the confidentiality restriction, by signing the Confidentiality Statement, are sent such materials, until the following annual notice is sent to them.

- B. A breach of confidentiality must be immediately reported to the Chief Executive Officer, who reports it to the International President. Violators may be subject to further disciplinary action.

5. Region Advisor Selection Committee

- A. The RA Selection Committee is composed of:

- I. One (1) International Officer, who serves as chair, appointed by the International President.
- II. At least two (2) International Directors appointed by the International President. Each member will serve a two-year term when practicable. For each year, one (1) member will be a first-year International Director and one (1) will be a second-year International Director.
- III. No fewer than eight (8) members representing a combination of past RAs or Past International Directors. In the event that sufficient suitably qualified past RAs or Past International Directors cannot be found, Past District Directors may be appointed. Appointments are made by the committee chair with the approval of the Executive Committee.
 - a. District leader evaluations of each RA's service are used when selecting past RAs to serve on the committee.

- B. RA Selection Committee members are fair and open-minded.

- I. All committee members must complete a confidentiality form and submit it to World Headquarters.
- II. Committee members with a potential conflict of interest, such as a business or personal relationship with an applicant that could create a reasonable doubt as to the ability of the committee member to be impartial, must declare it to the chair as soon as the potential conflict is identified. The chair reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist the committee member must abstain from discussion and voting regarding that applicant in context of the Committee.

In the event that the chair has a potential conflict of interest, as specified above, the chair must declare it to the International President as soon as the potential conflict is identified. The International President, in consultation with the Executive Committee, reviews the potential conflict of interest and determines if it constitutes an actual conflict of interest. If a conflict of interest is determined to exist, the chair is asked to resign.

- III. Committee members' responsibilities are to actively participate in meetings, keep all committee discussions and information confidential, study applicants' applications, watch applicants' training videos, review assessment results, conduct applicant interviews, consider any additional information available, make informed decisions, suggest or recommend qualified applicants to the chair, and seek ways to improve selection process.

C. Applicant Assessment

- I. Each RA applicant's competencies will be assessed by leaders whose dues are paid and who served with them in previous Toastmasters roles. The results will be provided to the RA Selection Committee and to each respective applicant. Before receiving the assessment results, applicants must agree in writing to keep them completely confidential.

Applicants may designate up to three (3) individuals to also receive their assessment results. Applicants must not share their results with these individuals directly. World Headquarters will provide any individual designated by an applicant with a confidentiality form. Once World Headquarters has received a signed form from the individual, the results will be provided to that individual directly.

Breaches of assessment confidentiality by anyone are subject to appropriate disciplinary action.

- II. The RA Selection Committee Chair may discuss applicants and assessment results as appropriate with the Board of Directors, International Leadership Committee Chair, and Chief Executive Officer.
- III. The assessment tool is sent to:
 - a. The International Director, RA, PQD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was DD.
 - b. The International Director, RA, DD, CGD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was PQD.
 - c. The International Director, RA, DD, PQD, IPDD, District Finance Manager, District Administration Manager, District Public Relations Manager, and Division Directors who served while the applicant was CGD.

- d. The DD, PQD, CGD, and District Public Relations Manager of Districts the applicant served as an RA.
 - e. The International Officers and Directors who served while the applicant was International Officer and/or Director.
 - f. The International Officers and Directors who served while the applicant served as an RA.
 - g. RAs who served with the applicant while the applicant served as an RA.
 - h. The DD, PQD, and CGD of Districts in which the applicant has been a member during each of the last five (5) years.
 - i. The applicant.
- D. Each year, the Board of Directors appoints RAs after considering applicants recommended by the RA Selection Committee.
- I. The Committee recommends one (1) RA for regions with eight (8) or fewer Districts.
 - II. The Committee recommends two (2) RAs for regions with nine (9) or more Districts. The Committee recommends District assignments to RAs.
 - III. The Committee may recommend the appointment of an additional RA for any region in order to meet region-specific needs and further the interests of Toastmasters International.

~~6. Past Region Advisors Council~~

- ~~A. Each program year a Past Region Advisors Council (PRAC) will be established, to submit Region Advisor Program recommendations, through World Headquarters, for consideration by the Board of Directors.~~
- ~~B. The council consists of two (2) council chairs and no fewer than 14 members with equal representation of all Toastmasters International regions.~~
 - ~~I. Council chairs and council members are paid members who have served as an RA and must conduct themselves in accordance with Policy 3.0: Ethics and Conduct and Protocol 3.0: Ethics and Conduct and maintain confidentiality about the council's work.~~
 - ~~II. Council chairs are appointed for each program year by the First Vice-President, subject to ratification by the Executive Committee.~~
 - ~~a. Council chairs serve a two-year term.~~
 - ~~i. Council chair terms are staggered, with one (1) council chair appointed each year.~~
 - ~~ii. Should a council chair be unable to complete the two-year term for any reason, the vacancy is filled by a Past Region Advisor who meets all council chair requirements. The individual filling the~~

~~less than two-year vacancy is appointed by the First Vice President, subject to ratification by the Executive Committee. At the discretion of the First Vice President, the individual may be appointed to serve a full two-year term following the less than two-year time of service.~~

~~III. Council members are appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.~~

~~a. Council members serve a one-year term from July 1 to June 30. At the discretion of the First Vice President, a council member may be appointed to serve a succeeding year.~~

~~b. Should a member of the council be unable to complete their term for any reason, the vacancy is filled by a Past Region Advisor who meets the requirements. The individual filling the vacancy is appointed by the council chairs with the approval of the First Vice President, subject to ratification by the Executive Committee.~~

~~IV. Past Region Advisors who are serving in an elected or appointed District-level (including Area and Division) role or on the Board of Directors must not serve as a PRAC member in the same program year.~~

~~IV. Past Region Advisors for whom an International Officer and Director Letter of Intent is on file at World Headquarters must not serve as a PRAC member.~~

Club Programs and Events

1. Club Coach Program

- A. The objective of this program is to coach struggling clubs back to a healthy membership, and to instruct club members in strategies to encourage continued member enthusiasm and interest in continuing with the Toastmasters Education Program.
 - I. Eligible clubs and prospective coaches may approach the District Director to request the appointment of a club coach to a given club. The District Director may also determine a club is eligible without external prompting.
 - II. Once it has been determined that a club requires coaching, the District Director arranges a meeting between the eligible club, a qualified club coach, and either the District Director, Program Quality Director, or Club Growth Director. The purpose of this meeting is to fill out and sign the Club Coach Agreement.
 - III. Once all parties have agreed to the specific terms of the Club Coach Agreement, the document is sent to World Headquarters for final approval and filing. Once this confirmation has been received, club coaching may begin.
- B. Clubs seeking a club coach must meet the following criteria in order to be considered eligible for the program:
 - I. Must have between three (3) and 12 active members in good standing.
 - II. Must not be currently suspended.
 - III. At least one (1) club officer must have completed the Club Coach Training Module.
- C. Toastmasters members seeking to become club coaches must meet the following criteria prior to their appointment in order to be considered qualified:
 - I. Must be an active member in good standing with Toastmasters International, having maintained an active membership in any club other than the club to be coached for a minimum of one (1) year.
 - a. Club coaches may not become members of, or hold any position in, any club they are appointed to coach for the duration of their appointment.
 - b. Club coaches may be former members of an eligible club, so long as they have not been a member of that club for a minimum of six (6) months prior to their appointment.

- II. Must have completed Level 2 in any Pathways path, or achieved an Advanced Communicator Bronze (ACB) or Advanced Leadership Bronze (ALB) designation in the traditional education program.
 - III. Must have served as a club officer for one (1) program year (or two (2) six (6)-month terms).
 - IV. Must have completed the Club Coach Training Module.
 - V. Must not be coaching any other club.
- D. On completion of their assigned term of service,
- I. A club coach will be considered eligible for Distinguished Toastmaster (DTM) credit if all of the following conditions have been met:
 - a. The club coach served for a minimum of six (6) months in their assigned role.
 - b. The club coach submitted reports on club status to club officers and relevant District personnel at the appropriate times. Initial reports are to be submitted within 30 days of a club coach's assignment; ongoing reports every 60 days thereafter; and final reports following the conclusion of the assigned term.
 - c. The Club President of the coached club has confirmed in writing that the Club Coach has successfully discharged their duties. Club coach evaluations may be collected to aid in this determination.
 - d. The coached club has achieved Distinguished or higher recognition in the Distinguished Club Program by June 30 of the relevant program year. **Club coaches will be considered eligible for DTM credit even if the coached club did not submit a Club Success Plan on time so long as the coached club meets all other requirements for Distinguished recognition in the Distinguished Club Program.**
 - II. The club coach, in addition to being eligible for Distinguished Toastmaster (DTM) credit, shall also be eligible for District officer credit if they are able to bring the coached club up to full charter strength (20 members) within their assigned term.
- E. Eligible undistricted clubs may seek the assistance of World Headquarters for appointment of a qualified club coach or coaches. All other requirements as applicable to eligible clubs and club coaches shall apply to club coaches coaching undistricted clubs.
- F. Any club coach who is unsuccessful after two (2) program years with their assigned club may be reappointed at the request of the Club Growth Director or District Director to continue to coach their assigned club.
- I. Such requests for reappointment must be received by World Headquarters prior to September 30 after the club's second unsuccessful program year.

- II. Reappointment assignments are for up to an additional two (2) program years.
- III. A club coach may only be reappointed to the same club once per coaching assignment.

2. **Speakathons**

- A. Speakathons are special meetings conducted by clubs seeking to provide their members with meetings dedicated to project speeches and evaluations in accordance with the Toastmasters Education Program.
 - I. One or more clubs may cooperate to conduct a Speakathon. These clubs may be from any District.
 - II. Speakathons may only be conducted at the club level, and may be conducted either onsite, online, or in a hybrid format.
 - III. Speakathons cannot be organized by Areas, Divisions, and Districts.
 - IV. Area, Division, and District resources (including websites and social media) may be used to promote Speakathons.
- B. Members of clubs other than the host club or clubs (if jointly organized) may be invited to attend and participate in Speakathons. Attendance may also be made open to the general public, at the club's discretion.
 - I. Members of the host club or clubs may take on any meeting role, including presenting speeches and evaluations (both verbal and written).
 - II. Members from clubs other than the host club or clubs may not present speeches, but may take on other meeting roles.
 - III. Non-members are not recommended to take on any roles.
 - IV. International Director and Second Vice President candidates are not permitted to participate in Speakathons conducted jointly with clubs outside their declared home District.



2025-2026 Audit Committee Teleconference

April 9, 2026

The 2025-2025 Audit Committee met on April 9, 2026, with Audit Committee Chair George Yen, DTM, PIP, presiding. Also present were Co-Chair Jon Greiner, DTM, PIP; Chief Financial Officer Jonathan Lam; Controller Wally Kaczor; Eide Bailly Audit Manager Mike Hart; and Eide Bailly Audit Partner Ksenia Popke.

Each year, an independent auditing firm selected by Toastmasters International audits the organization's financial statements. The Committee reviewed and discussed the draft 2025 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265).

In accordance with the California Nonprofit Integrity Act (NIA) of 2004, the Committee conferred with Eide Bailly, satisfied itself that the financial affairs of Toastmasters International were in order, and voted to accept the 2025 audited financial statements, the Governance Letter (AU-C 260), and the Internal Control Letter (AU-C 265) as presented by unanimous consent during the meeting on April 9, 2026.

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Kristen Kyriazis
Secretary

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