



Minutes of the 2024-2025 Board of Directors Videoconference

October 24, 2024

The 2024-2025 Toastmasters International Board of Directors met on October 24, 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; Jenilee Taylor, DTM; Monique Tonna, DTM; Frank Tsuro, DTM; and Chief Executive Officer Daniel Rex. Chief Financial Officer John Bond, Chief Operations and Information Officer Heidi Hollenbeck, District Growth and Support Director Jonathan Lam, Accounting Manager Wally Kaczor, Region Advisor Program Supervisor Katie Welsh, District Treasury and Financial Reporting Supervisor Greg Wingrove, Executive Assistant to the Chief Executive Officer Amber Villa, and Secretary Kristen Kyriazis were also present. No Board Members were absent.

1. The agenda was adopted as presented.
2. The Board received the report (attached) of the October 10, 2024, Executive Committee videoconference as presented by International President-Elect Aletta Rochat. The Board accepted the Committee's report as presented in items # 1, 2, 3, 4, and 6. Item #5 was considered subsequently by the Board.

The Board adopted item #5.

3. The Board received an update on the organization's performance.
4. **HIGHLY CONFIDENTIAL**
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**

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 Executive Committee Videoconference

October 10, 2024

The 2024-2025 Toastmasters International Executive Committee met on October 10, 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, District Growth and Support Director Jonathan Lam, Board Support Director Mona Shah, Accounting Manager Wally Kaczor, Region Advisor Program Supervisor Katie Welsh, District Treasury and Financial Reporting Supervisor Greg Wingrove, 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 as presented.
2. The Committee received an update on the organization's performance.
3. **HIGHLY CONFIDENTIAL**
4. The Committee reviewed and approved the signers on District bank accounts as submitted by each District below on the District Signature Form, retroactive to July 1, 2024. The signers for the following Districts are authorized to use corporate funds at the District, Division, and Area levels and in this capacity act on behalf of Toastmasters International:

F	29	53	89	121
1	30	56	90	123
4	33	60	92	124
5	38	61	94	125
7	40	62	98	127
8	41	64	101	130
10	42	68	105	
16	43	69	114	
17	44	76	115	
20	45	78	116	
21	47	79	117	
24	49	83	119	
28	51	87	120	

The following Districts do not operate a local bank account and are not required to submit a signature form:

2	26	52	88	110
3	27	59	91	113
6	34	63	100	122
9	35	77	106	126
11	36	81	107	128
15	39	84	108	
25	48	85	109	

The Committee will review signature forms from the following Districts, upon receipt at a future meeting:

12	32	65	75	99
13	37	66	80	102
14	46	67	82	103
18	50	70	86	104
19	54	71	93	111
22	55	72	95	112
23	57	73	96	118
31	58	74	97	129

5. The Committee reviewed and considered potential changes to the appointment of the Region Advisor Selection Committee members and the Region Advisor applicant assessments process. The Committee recommends the Board adopt the amendments to Policy 10.0: Region Advisors (attached), effective for the next iteration of the Region Advisor Selection Committee.
6. The Committee received an update from the chairs of the following: District Realignment Committee, Governing Documents Review Committee, and Region Advisor Selection Committee.

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.”



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Secretary

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Chief Executive Officer
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Past International Directors

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. 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 and~~ 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 International President-Elect with the approval of the Executive Committee. Potential committee members may either self-identify or be identified by the International President-Elect.**
 - 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 assessment will be administered by a professional assessment firm after the application process has closed.~~ 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.
- V. 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.