



TEACHERS OF ENGLISH
AS A SECOND LANGUAGE
ASSOCIATION OF ONTARIO

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Fortieth Annual General Meeting

<https://zoom.us>
November 9, 2023

1.	CALL TO ORDER
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Chair Mary Rizzi called the meeting to order at 5:49 PM with quorum (74 members present which meets quorum of at least 50 members). She welcomed everyone to the Annual General Meeting (AGM).

2.	APPROVAL OF AGENDA
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Meeting materials included the agenda.

MOTION to approve the agenda as presented.

Moved by Nancy Beuglet

Seconded by Clare Jeng

CARRIED

3.	APPROVAL OF MINUTES OF THE 2022 ANNUAL GENERAL MEETING
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Meeting materials included the draft minutes.

MOTION to approve TESL Ontario's 2022 AGM minutes as presented.

Moved by David Hazell

Seconded by Melita Vrakela

CARRIED

4.	CHAIR'S REPORT
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TESL Ontario's Chair, Mary Rizzi, reported on the organization's activities, achievements, and challenges over the last year.

2022 felt like a return to normal after several challenging years. The membership remained resilient, looking for and finding new learning opportunities and making new connections. The organization faced unique challenges but also achieved notable successes and looks forward to new experiences and growth opportunities in 2024.

A highlight last year was the 50th Annual TESL Ontario Conference, "Celebrating 50 Years of Community, Leadership, and Innovation." The online conference welcomed 1,090 members participating in over 82 virtual sessions. The AGM, 50th Anniversary Celebration, and Welcome and Award Ceremony were also held virtually. This year's conference is holding the first in-person networking event since 2019.

Throughout the year the Board worked diligently to uphold the association's mission and values, convening regularly to discuss strategic priorities, review policies, and oversee the overall direction of the organization.

TESL Ontario's financial performance remains strong. With Eva Csiszar at the helm as Operations Manager, the association will continue to prudently manage resources to ensure long-term sustainability.

Under the expert guidance of a policy and by-law consultant and Executive Director Allison Keown, the Board reviewed and updated the Governance Policies and By-laws to align with the new *Ontario Not-for-Profit Corporations Act* (ONCA). The new by-laws are on the agenda this evening.

TESL Ontario has twelve Affiliate Chapters totalling nearly 4,600 members. The Board held its first annual joint meeting with both Affiliate Chapter Representatives and Affiliate Chapter Presidents (in the past the Board met with each group separately). It was great to chat, work through challenges, find solutions, and discover topics shared by individual Affiliate Chapters.

The Strategic Goals and Objectives set forth in TESL Ontario's Strategic Plan led to a document, "The Role of Your Professional Association," which defines and summarizes what the organization is all about. As a professional association, TESL Ontario's primary focus is to:

- maintain professional credibility through certification and professional designation, and
- provide access to information, resources, professional development, and a vast community of peers

This focus is beautifully laid out in a new document, "Three Pillars of Service: Certification Services, Professional Development, and Career Development."

The Board values the input of members and has actively sought feedback through surveys and consultations. Members' insights have been invaluable in shaping initiatives. The Board is committed to continuing this practice and anticipates exciting opportunities for our association.

No association or organization is an island. The Board would like to acknowledge and express sincere gratitude to the dedicated Board members, volunteers, and staff who contribute to our achievements.

The Operations team is tireless in their commitment to organizational excellence: Eva Csiszar, Operations Manager; Reza Mazloom-Farzaghy, Accreditation Services Manager; Dave Fraser, Coordinator of Member Services and Communications; Kevin Gamble, Office Manager; Helen Wu, Coordinator of Social Media and Professional development; and of course Allison Keown, Executive Director. The work accomplished this year could not have been possible without the Operations team’s expertise and dedication.

Thank you also to the Board of Directors. The Board shares a strong commitment to the organization and its strategic direction. This year was busy and eventful. The Board’s commitment is to be commended as they worked toward achieving the goals and vision of TESL Ontario and its membership. It is an honour to be part of this team.

Much appreciation goes also to members, without whom TESL Ontario would not thrive.

5.	READING AND ACCEPTANCE OF REPORTS
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a. PRESENTATION OF 2022/23 FINANCIAL REPORT – SB PARTNERS

Mustafa Dossajee of SB Partners presented the independent Auditor’s report and audited financial statements for the fiscal year April 1, 2022 to March 31, 2023.

The auditing firm SB Partners was engaged to audit the financial statements of the association for the year. The process involves giving a report at the end of the audit procedures. The report is in four sections.

First is the “opinions paragraph.” It states that the financial statements present fairly the financial position of the association in accordance with generally accepted accounting procedures. “Fairly” means an unqualified opinion, or clean audit report.

The second section is the “basis for opinion” paragraph, which states that the auditing firm believes that it obtained sufficient evidence to form the opinion.

The third section highlights the respective responsibilities of management and the Board. Management is responsible for preparing the financial statements. The Board is responsible for overseeing the organization’s financial reporting process.

The fourth section highlights the responsibilities of the Auditor. Auditors are bound by auditing standards which inform their procedures and which result in the independent Auditor’s report. The

Auditor communicates the findings to those charged with governance. This was completed via a meeting with the Board of Directors.

The financial statements include a “Statement of Financial Position” and a “Statement of Operations.” The latter shows income and expenditures and the organization’s net position for the year. In the year audited, revenue increased by approximately \$25,000 from the prior year, mostly due to project revenue which was non-recurring. Expenditures increased by approximately \$31,000, mostly related to projects. On a net basis, the year ended with a surplus of \$65,000.

The “Balance Sheet” shows a snapshot of assets and liabilities on the last day of the fiscal year. The year ended with a very strong balance sheet. The cash balance increased by approximately \$52,000 due to revenue received during the year.

The Auditor called for questions. There were none.

b. TREASURER’S REPORT – JENNY KIRK

The Treasurer reported on the association’s financial position for the first six months of the current fiscal year, April 1 to September 30, 2023.

Income

TESL Ontario has three primary revenue sources: membership fees, accreditation fees, and projects. In the first six months, 39% of revenue came from membership, 47% from accreditation, 11% from projects including the conference, and 3% from “other.”

Revenue from both membership and accreditation fees was higher than projected because TESL Ontario received a larger number of certification and CCPLAR applications than expected.

Under project revenue, a grant approved by the Canada Summer Jobs project, funded by the Ministry of Employment and Social Development Canada enabled TESL Ontario to hire two full-time students for eight weeks. Project revenue also includes income from this year’s annual conference up to September 30.

Income sources in the “other” category include paid job advertisements, webinar fees paid by non-members, interest income generated by the organization’s GIC investments, and commissions from The Personal insurance company.

Expenses

In the first six months of the current fiscal year, membership-related expenses were 51% of total expenses, accreditation costs were 40%, and projects were 9%.

Membership-related costs include webinar and professional development offerings, member publications including *Contact* magazine and the TESL blog, and development of additional membership benefits in accordance with the Strategic Plan. A new TESL Ontario website was developed and it launched on October 23.

Costs related to accreditation include maintenance of the online Registry of certified teachers, certification administration, and adjudicator services.

Regarding project costs, after the Canada Summer Jobs project ended, TESL Ontario retained the summer students part-time to assist with production of TESL Ontario resource materials and to support staff and volunteers to organize professional development and event activities, including the annual conference. However, the primary project cost is the annual conference. Remaining conference expenses will be paid after the conference, so are not captured in this report.

In summary, between April 1 and September 30, 2023, TESL Ontario’s revenue was \$458,974. Expenses for the same period were \$466,345. A deficit of \$7,371 at September 30 is due to most of conference revenue not being received by that date.

Overall, the finances of the organization are in good standing.

C. APPROVAL OF 2022/23 AUDITED FINANCIAL STATEMENTS

The Chair called for the following motion:

MOTION to approve the audited financial statements for the fiscal year ending March 31, 2023.

Moved by Laureta Vavla

Seconded by Adele Beitler

CARRIED

d. APPOINTMENT OF AUDITOR FOR 2023/24 YEAR

The Chair called for the following motion:

MOTION to appoint SB Partners as Auditor for the fiscal year ending March 31, 2024.

Moved by Jackie Angi-Dobos

Seconded by Harvinder Makkar

CARRIED

6.	EXECUTIVE DIRECTOR’S REPORT – ALLISON KEOWN
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The Executive Director gave an update on some of the successes and new initiatives of the past year.

The new Strategic plan introduced at the 2022 AGM has been in effect since January 2023 and will guide the organization until the end of 2027. The Strategic Plan as well as the overall Objectives of TESL Ontario are the guiding principles for all of the organization’s activities.

The Strategic Plan has five main pillars, and this report is based on each.

Members and Volunteers

Members and volunteers are the heart of the TESL community and our organization. TESL Ontario exists to support knowledge, advancement, and growth for TESL educators and achieves success because of the dedication and hard work of volunteers.

TESL Ontario currently supports nearly 4,600 members in the English language training field.

This past year TESL Ontario

- developed a guide to help members understand the role of their professional association, clarifying the three pillars of service offered by TESL Ontario and the many benefits of membership
- launched the TESL Career Centre with profession-specific employment search and career advancement resources
- launched a new improved website and web modules with improved functionality for member applications and renewals, and enhanced the online Registry of certified teachers
- introduced new electronic membership cards in response to member concerns about the environmental impact of plastic cards
- celebrated our vast volunteer community during National Volunteer week and with a special volunteer appreciation event
- supported the skill development of our volunteers through comprehensive training programs

Accreditation and Certification

TESL Ontario's teacher certifications and professional designations are widely respected across Ontario and beyond. Approximately 83% of the membership are certified.

This past year TESL Ontario

- continued efforts to raise awareness of the importance of TESL certification through social media campaigns, outreach activities, and information videos
- conducted a survey to determine the range of knowledge and the perception of TESL Ontario certification among employers in the field. The data received from the survey will inform future awareness campaigns.
- worked through the Accreditation Standards Committee to update the standards for TESL training programs to better reflect the post-pandemic technological landscape in education.

Professional Development

A primary pillar of service is to serve the professional development needs of TESL educators. TESL Ontario has established a reputation for being an industry leader in online PD events and an active producer of TESL resources for the language training community in Ontario and beyond. Nearly 2,500 members attended webinars, TESL Dialogues, and Mentorship events in 2023, with an additional 1,200 members attending the 2023 annual conference.

This past year TESL Ontario

- offered 31 free online PD events to members
- produced a popular 3-day virtual conference. The accessible, affordable format allowed members from all over the province to access innovative, industry-leading PD.
- created and shared a multitude of resources for TESL educators on a variety of platforms including the TESL Ontario YouTube channel, the TESL blog, *Contact* magazine, TESL Career Centre, and the Directory of Best Practices
- streamlined TESL Ontario's social media to connect TESL Ontario PD activities with knowledge resources on the same topics

Organizational Excellence

Good governance and responsible operations are essential to the success of the organization and benefit all members. It is crucial that operational practices are reviewed and updated regularly, and that operational committees receive adequate support for their initiatives.

This past year TESL Ontario

- contracted a governance expert to review and update the TESL Ontario By-laws and governance Policies to align both documents with current governance best practices and to ensure compliance with the new *Ontario Not-for-Profit Corporations Act (ONCA)*
- updated the Board orientation package to ensure new Board members are sufficiently prepared to effectively govern the organization on behalf of its members
- updated and improved the TESL Ontario Human Resources (HR) manual and is in the process of developing a diversity, equity, and inclusion hiring guide for the association
- supported committee productivity and collaboration through improved communication tools and staff support. TESL Ontario committees produced eleven PD events in 2023.

Partners and Stakeholders

Stakeholder relations and strategic partnerships are key to developing and expanding member benefits, resources, and PD programs. Fostering relationships with leaders in our community enables TESL Ontario to provide vital profession-specific resources.

This past year TESL Ontario

- continued forming collaborative partnerships with like-minded organizations. These partnerships include an agreement to exchange and share resources, association news, and professional development information with our respective members.
- formed resource sharing partnerships that allow TESL Ontario to share knowledge-based resources from stakeholder organizations with the TESL community via TESL Ontario's resource spotlight social media campaign

In thanks,

It has been a privilege to work alongside the amazing staff and contract and volunteer teams that have initiated much of the association's progress over the past year. TESL Ontario has

- an insightful, dedicated Board of Directors guiding the organization
- a small-but-mighty staff whose combined expertise and knowledge ensures that TESL Ontario can provide exceptional professional services to our membership
- a committed team of contractors contributing to organizational objectives, including *Contact* magazine's editor, and the conference planning team at Blue Elephant Productions who have been instrumental in producing our annual conference again this year
- an enormous volunteer community that supports the work of the organization through delivery of innovative programs that benefit the entire community

Through the remainder of this 5-year Strategic Plan journey, we are committed to working toward an exciting transformation with new, innovative programs that will empower all involved in this remarkable profession.

7.	<i>PRESENTATION AND APPROVAL OF DRAFT UPDATED TESL ONTARIO BY-LAWS – MARY RIZZI</i>
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The new *Ontario Not-for-Profit corporations Act* (ONCA) was proclaimed in October 2021. Nonprofit organizations have a 3-year grace period to review, update, and file governing documents with the Ontario government.

TESL Ontario contracted Pinpoint Governance Group to conduct a professional review of our By-laws to bring them up-to-date with current best practices, to simplify the language, and to ensure compliance with ONCA.

The TESL Ontario operations team and the governance consultant held numerous meetings between March and August 2023, resulting in three rounds of revisions. In addition, the Board provided feedback after reviewed the existing By-laws, the revised drafts, and the final draft. TESL Ontario’s law firm reviewed the final draft to confirm compliance with ONCA. The final draft was then presented at a Board meeting in September 2023 where the Board unanimously accepted it.

The last stage of this process is to present the final draft to the membership for approval. It was included in the AGM package for members to review before voting on it today.

MOTION to approve the draft updated TESL Ontario By-laws as presented.

Moved by Kristen Hope

Seconded by Lavern Young-Clarke

AMENDMENT to Section 6.01: Protection of Directors and Officers, to correct a typo in the first sentence, for it to read as “is ~~be~~ liable”

Amendment moved by Rana Khan

Amendment seconded by Adele Beitler

FINAL MOTION to approve the draft updated TESL Ontario By-laws as amended.

CARRIED, 46 in favour, votes against not reported, 9 abstentions

Prior to the vote, Nancy Beuglet pointed out the typographical error that resulted in the amendment.

8.	<i>NOMINATING COMMITTEE REPORT – DAVID WOOD</i>
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David Wood, 2023 Nominating Committee Chair, reported.

Based on past feedback and based on recommendations from prior years’ Nominating Committees, this year’s committee added some content to the “Call for Nominations” to clarify the time commitment for Board members. Also, based on feedback from the previous election year, this year’s committee continued to utilize social media and to require candidate videos. The election had an excellent turnout of 510 members representing 11.2% of the membership, up from 9.6% last year.

This year two Board positions were available. Two Directors completing their first 3-year term stood for election alongside two other candidates from the membership. All were shortlisted and put forward for election. The result of the membership’s vote is that Mary Rizzi and Cecilia Aponte-de-Hanna are re-elected.

Thank you to the members of this year’s Nominating Committee. Thanks also to those who applied for the positions and to all those who voted in the election.

9.	<i>PRESENTATION OF NEW BOARD</i>
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The Chair presented the 2023/24 Board of Directors: Ban Al-Saffar, Cecilia Aponte-de-Hanna, Nicola Carozza, Jenny Kirk, Diane Mensch, Kate Paterson, Mitra Rabiee, Mary Rizzi, David Wood.

MOTION to accept the 2023/2024 TESL Ontario Board as presented.

Moved by Patrick Chan

Seconded by Kristen Hope

CARRIED

10.	MEETING ADJOURNMENT
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The Chair called for any questions. She advised that members are also welcome to send questions to the Board at chair@teslontario.org.

Jackie Angi-Dobos: Is it possible to have an in-person conference next year? Or is it too expensive?

Executive Director: Members have asked this question numerous times over the past couple of years. The membership has been polled for preferences. The cost of running an in-person conference now compared to 2018 has vastly increased. Conference registration would be out of the price range of most of the membership. TESL Ontario exists to serve all the membership. A virtual conference format was kept to make the conference accessible to everyone in the membership, both financially and geographically. The cost is being checked again and no decision has yet been made for next year, although things are unlikely to change.

There being no more questions, the Chair called for the following motion:

MOTION to adjourn the meeting.

Moved by Jocelyn Javier

Seconded by Milka Stupar

CARRIED

The meeting adjourned at 6:45 PM.

Certified to be a true copy this _____ day of _____ 20_____.

Chair

Secretary