



# TESL ONTARIO GOVERNANCE POLICIES 2023

# Table of Contents

<b>ED Responsibilities and Executive Limitations</b> .....	<b>2</b>
EL - 1 - Introduction to Delegating to The Executive Director .....	2
EL- 2 - Staff Compensation and Benefits .....	4
EL- 3 - Financial Planning Condition and Budgeting .....	5
EL- 4 - Asset Protection .....	7
EL- 5 - Communication and Support to the Board .....	8
EL- 6 - Affiliate Chapters .....	9
EL- 7 - Partnerships, Advertising and Endorsements .....	10
EL- 8 - Monitoring Executive Director Performance .....	11
EL- 9 - Treatment of Members .....	13
EL - 10 - Treatment of Staff and Volunteers .....	14
EL - 11 - Emergency Executive Director Succession .....	15
<b>Governance Policies</b> .....	<b>16</b>
GP - 1 - TESL Ontario Objectives .....	16
GP - 2 - Board Process and Governing Style .....	17
GP - 3 - Board Job Description .....	19
GP - 4 - Board Member Code of Conduct .....	20
GP - 5 - Conflict of Interest Policy .....	22
GP - 6 - Board Director Position Description .....	24
GP - 7 - Board Chair's Role Description .....	26
GP - 8 - Board Vice Chair's Role Description .....	28
GP - 9 - Board Secretary's Role Description .....	29
GP - 10 – Board Treasurer's Role Description .....	30
GP - 11 - Succession Plan Policy and Procedures .....	31
GP - 12 - Role of Affiliate Chapter Executives .....	34
GP - 13 - Board Committee Principles and Structures .....	36
GP - 14 - Financial Planning and Reserves Policy .....	38
GP - 15 - Asset Protection and Risk Management Policy .....	40
GP - 16 - ED Performance Review Policy .....	41
GP - 17 - Board Development and Review Policy .....	44
GP - 18 - Annual Planning .....	45
GP - 19 – Non-discrimination and Anti-harassment Policy .....	46
GP - 20 - Whistleblower Policy.....	49
<b>Appendices</b> .....	<b>51</b>
Appendix 1 - Board member agreement to serve form .....	51

## **ED RESPONSIBILITIES AND EXECUTIVE LIMITATIONS**

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Introduction to Delegating to The Executive Director

**POLICY NUMBER:** EL- 1

---

The board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled the Executive Director.

All authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director. As such:

1. The board shall never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board shall not evaluate, either formally or informally, any staff other than the Executive Director.
3. The board shall view Executive Director performance as identical to organizational performance, so that organizational objectives and compliance with board-stated Executive Limitations will be viewed as successful Executive Director performance.

The board will instruct the Executive Director through written policies that:

- (a) prescribe the organizational objectives to be achieved and
  - (b) describe organizational situations and actions to be avoided (Executive Limitations), allowing the Executive Director to use any reasonable interpretation of these policies.
1. The board will develop Executive Limitation policies that limit the latitude that the Executive Director may exercise in their role. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board even if they were to be effective. All responsibilities and activities that abide with policy are considered pre-approved by the board unless explicitly prohibited in the Executive Limitations policies.
  2. As long as the Executive Director uses *any* reasonable interpretation of the Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.

3. The board may change its objectives and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By so doing, the board changes the latitude of choice given to the Executive Director. But so long as any particular delegation (policy) is in place, the board and its members will respect and support the Executive Director's choices.

Officially passed motions of the board are binding on the Executive Director. As such:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

The Executive Director shall not cause or allow any organizational practice, activity, decision or circumstance, which is:

- unlawful,
- imprudent, or
- in violation of commonly accepted business and professional ethics.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Staff Compensation and Benefits

**POLICY NUMBER:** EL- 2

---

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or public image.

The Executive Director will not:

1. Change the Executive Director's own compensation and benefits, except as those benefits are consistent with a package for all other employees.
2. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
3. Create staff compensation or benefits obligations over a longer term than revenue can be reasonably projected.
4. Approve cost of living increases for staff that are inconsistent with overall organizational cost of living increases.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Financial Planning Condition and Budgeting

**POLICY NUMBER:** EL- 3

---

With respect to the actual, ongoing financial condition and activities, the Executive Director will not:

1. Cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in policies.
2. Expend more funds than have been received in the fiscal year to date unless the board's debt guideline (point #3 below) is met.
3. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 60 days.
4. Use any long-term reserves without Board approval
5. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances within 30 days.
6. Allow payroll or debts to be handled in an untimely manner.
7. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
8. Make a single purchase or commitment of greater than \$10,000 with the exception of previously Board approved expenditures for TESL Ontario Conference and rebates to Affiliate Chapters. Splitting orders to avoid this limit is not acceptable.
9. Acquire or dispose of real estate.

The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to:

1. deviate materially from board priorities;
2. risk financial jeopardy; or
3. fail to be derived from a multi-year plan.

The Executive Director will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in Executive Limitations policies.
2. Omit:
  - a) credible projection of revenues and expenses;
  - b) separation of capital and operational items;
  - c) cash flow analysis:
  - d) disclosure of planning assumptions; and
  - e) disclosure of ongoing program cost ratio.
3. Provide less for board prerogatives during the year than is set forth in the Cost of Governance line item of the Annual Budget.

**POLICY TYPE: ED Responsibilities and Executive Limitations**

**POLICY TITLE: Asset Protection**

**POLICY NUMBER: EL- 4**

---

The Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The Executive Director will not:

1. Allow the organization, board members, staff and volunteers to be uninsured against theft, fire and casualty losses to a prudent replacement value and against liability losses.
2. Allow intellectual property, information or files to be unprotected against loss, improper access or significant damage, or operate without maintaining records in accordance with a records retention schedule informed by legal counsel or accountant.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Receive, process or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
5. Make any purchase:
  - a) wherein normally prudent protection has not been given against conflict of interest;
  - b) of more than \$5,000 without having obtained comparative prices and quality;
  - c) of over \$5,000 without a stringent method of assuring the balance of long- term quality and cost. Orders shall not be split to avoid these criteria.
6. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts and bonds of less than R-3 rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
7. Endanger the organization's public image, credibility, or its ability to accomplish its objectives.
8. Change the organization's name or substantially alter its identity in the community.

**POLICY TYPE: ED Responsibilities and Executive Limitations**

**POLICY TITLE: Communication and Support to the Board**

**POLICY NUMBER: EL- 5**

---

The Executive Director shall not permit the board to be uninformed or unsupported in its work and will not:

1. Neglect to submit monitoring data required by the board according to its policy “Monitoring Executive Director Performance” in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored, and including the Executive Director’s interpretations consistent with policies, as well as relevant data.
2. Let the board be unaware of any significant incidental information including anticipated adverse media coverage, threatened or pending lawsuits, and material external and internal changes.
3. Allow the board to be unaware that, in the Executive Director’s opinion, the board is not in compliance with its own policies on Governance Process, particularly in the case of board behaviour, which is detrimental to the work relationship between the board and Executive Director.
4. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of two types: monitoring and decision preparation.
6. Allow the board to be without a workable mechanism for official board, officer or committee communications.
7. Favour or privilege certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.
8. Allow the board to be unaware of any actual or anticipated noncompliance with any objectives or Executive Limitations policy of the board regardless of the board’s monitoring schedule.
9. Fail to submit to the board a required approval (consent) agenda containing items delegated to the Executive Director yet required by law or contract to be board-approved, along with applicable monitoring information.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Affiliate Chapters

**POLICY NUMBER:** EL- 6

---

With respect to the management and coordination of affiliate chapters, the Executive Director may not allow Affiliate Chapters to operate without sufficient information to do their work.

Information includes, but is not limited to:

1. Guidelines regarding conflict of interest
2. Awareness of their duties and responsibilities both to TESL Ontario and to their own affiliate chapter memberships.
3. Boundaries for the scope of their work
4. Reporting requirements to TESL Ontario

The Executive Director will work with and support Affiliate Chapter Executives as required.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Partnerships, Advertising and Endorsements

**POLICY NUMBER:** EL- 7

---

With respect to partnerships, advertising and endorsements, the ED may not allow any threat to the image of TESL Ontario.

The Executive Director may not:

1. Allow private sector advertising to exceed 20% of the volume of TESL Ontario publications or website.
2. Accept advertisements from organizations, companies or individuals that support, promote, or include views and opinions:
  - a) that are not in accordance with the mission statement of TESL Ontario;
  - b) that contain demeaning or insulting content to any individual, organization or identifiable group;
  - c) that are of a political nature or that promote a political party.
3. Allow unauthorized use of TESL Ontario's logo or copyrighted material.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Monitoring Executive Director Performance

**POLICY NUMBER:** EL- 8

---

Systematic and rigorous monitoring of Executive Director job performance will be solely against:

- Organizational accomplishment of the board’s objectives and policies, and
  - Organizational operation within the boundaries established in board policies on Executive Limitations.
1. Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring data.
  2. The board will acquire monitoring information by one or more of three methods:
    - a) by INTERNAL REPORT: in which the Executive Director discloses interpretations and compliance information to the board,
    - b) by EXTERNAL REPORT: in which an external, independent 3rd party selected by the board assesses compliance with the Executive Director’s interpretation of board policies,
    - c) by BOARD DIRECT INSPECTION: in which a designated board member or members of the board assess compliance with the Executive Director’s interpretation of the appropriate policy criteria.
  3. In every case, the board will judge:
    - a) the reasonableness of the Executive Director’s interpretation, and
    - b) whether data demonstrates accomplishment of the interpretation (regarding objectives) or compliance with the interpretation (regarding Executive Limitations).
  4. The standard for compliance shall be any reasonable Executive Director interpretation of the board policy being monitored. The board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favoured by board members or by the board as a whole.
  5. The board can monitor organizational compliance with any policy at any time by any of the above 3 methods.

6. The board will determine the frequency and method of monitoring the policies that instruct the ED (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

<b>POLICY</b>	<b>YEAR 1 + FREQUENCY (x times/year)</b>	<b>YEAR 2 + FREQUENCY (x times/year)</b>	<b>METHOD (legend below)</b>
GP-1 Strategic Objectives	1x	1x	BDI
EL-2 Staff Compensation & Benefits	1x		IR
EL-3 Financial Planning, Condition & Budgeting	4x 1x 2x	4x 1x 2x	IR ER BDI
EL-4 Asset Protection	1x		IR
EL-5 Communication & Support to the Board	1x 1x	1x	IR BDI
EL-6 Affiliate Chapters	1x		IR
EL-7 Partnerships, Advertising & Endorsements		1x	IR
EL-9 Treatment of Members		1x	IR
EL-10 Treatment of Staff & Volunteers		1x	IR
EL-11 – Emergency ED Succession		1x or as needed	IR

**Methods:**

IR = Internal Executive Director Report

ER = External Report

BDI = board direct inspection

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Treatment of Members

**POLICY NUMBER:** EL- 9

---

With respect to interactions with members or those applying to be members, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful or unnecessarily intrusive.

The Executive Director will not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material.
3. Operate facilities without appropriate accessibility and privacy.
4. Allow members to be unaware of what may be expected and what may not be expected from the service offered.
5. Allow members to be unaware of this policy or a way to be heard for persons who believe that they have not been accorded a reasonable interpretation of their rights under this policy.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Treatment of Staff and Volunteers

**POLICY NUMBER:** EL- 10

---

With respect to treatment of paid and volunteer staff, the Executive Director shall not cause or allow conditions which are unfair, undignified, disorganized or unclear.

The Executive Director will not:

1. Operate without written personnel procedures that:
  - a) clarify rules for staff,
  - b) provide for effective handling of disputes and
  - c) protect against wrongful conditions (e.g. nepotism and grossly preferential treatment for personal reasons.)
2. Create an inconsistent, unfair and closed recruitment, selection, promotion, and performance management processes.
3. Discriminate against staff or volunteers.
4. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors acts or omissions by staff, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of provincial or federal law or a governing policy of the Board. (Whistleblower Policy)
5. Allow staff to be unprepared to deal with emergency situations.
6. Allow staff to be unfamiliar with the Executive Director's interpretations of their protections under this policy.

**POLICY TYPE:** ED Responsibilities and Executive Limitations

**POLICY TITLE:** Emergency Executive Director Succession

**POLICY NUMBER:** EL- 11

---

In order to protect the board from the sudden loss of Executive Director services, the Executive Director shall not permit there to be fewer than 1 person sufficiently familiar with board and Executive Director issues and procedures to enable the person to take over with reasonable proficiency short-term as an Acting Executive Director until an interim successor or a permanent Executive Director is hired.

The Executive Director will ensure that the staff member who will in the short term be the acting Executive Director is aware of this succession plan.

The Executive Director must provide the name of the staff person who will be the Acting Executive Director and will advise the board if the individual changes.

## **GOVERNANCE PROCESS**

**POLICY TYPE:** Governance Process

**POLICY TITLE:** TESL Ontario Objectives

**POLICY NUMBER:** GP- 1

---

TESL Ontario exists for the success of its members. The purpose of the organization is to see that members receive profession specific support and benefits.

TESL Ontario's three pillars of service include:

**Certification Services:**

Establish, maintain and enhance professional identity, integrity and credibility of the TESL education field through certification, a code ethics, education criteria and certification standards.

**Professional Development:**

Serve the professional development needs of TESL Educators through conferences, webinars, education programs and industry specific resources.

**Career Development:**

Support career development through employment listings, career resources, mentorship programs, career fairs and events.

In addition, the organization provides support and direction to industry stakeholders in the interest of the members by:

- Ensuring ministries, funders and stakeholders are aware of issues facing English language educators; and
- Providing input, consultation and expertise to local, provincial and national government bodies to encourage policies that support the English language educational community of educators and learners.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Process and Governing Style

**POLICY NUMBER:** GP- 2

---

The purpose of the board is to:

1. Represent the interests of the members of TESL Ontario. The Affiliate Chapter Executives are one (but not the only) of the key communication links that the board will employ to communicate with the membership at large, since the Affiliate Chapter Executives have a natural linkage with the members. The board will proactively pursue ownership input, not waiting for input to be initiated by owners.
2. Determine the benefits that the organization will provide, keeping a long term, strategic perspective and objectives.
3. Ensure that Operations accomplishes what it should (described in the objectives) in ways that the Board determines are acceptable (described in the Executive Limitations policies).

The board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

- outward vision rather than an internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of board and chief executive roles,
- collective rather than individual decisions,
- future rather than past or present, and
- proactivity rather than reactivity.

In addition,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will normally be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board although the expertise of individual members may be used to enhance the understanding of the board as a body.

2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, speaking as one voice, and ensuring continuance of governance capability. Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force. It is expected that board members will receive their full board packages one week prior to each board meeting, and that all board members have fully read the package and are fully prepared for efficient discussions.
4. Continual board development will include orientation of new members in the board's governance process and periodic board discussion of process improvement.
5. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies.
6. The board will not allow an officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
  - a) Training and retraining will be used liberally to orient new board members and candidates for board membership, as well as to maintain and increase existing board member skills and understandings.
  - b) Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
  - c) Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Job Description

**POLICY NUMBER:** GP- 3

---

The Board, in its oversight role, works to advance the mission of the organization, provides principled and continued competent leadership and thoughtfully deliberates matters of the Board and the organization.

In addition, the board will provide authoritative linkage between operations and ownership and will strive to ensure that successful organizations performance is achieved.

The Board's key responsibilities are:

- Approve mission, vision, values and strategic direction.
- Engage in strategic planning in partnership with the Executive Director.
- Oversee, monitor and evaluate the organization with an added focus on mitigating risk.
- Establish appropriate governance policies and procedures that realistically address the broadest level of all organizational decisions and situations.
- Ensure compliance with all laws, bylaws and policies, both internal and external, and that all filings and remittances are in order.
- Ensure financial stability and growth of the organization.
- Approve the annual budget.
- Hire an Executive Director who is qualified to manage the organization and assess performance annually.
- Delegate specific authority to the Executive Director and establish limitations.
- Develop rules or policies distinguishing the decision-making authority of the Executive Director from that of the Board
- Monitor and evaluate the Board's performance.
- Ensure board succession planning is in place.
- Ensure appropriate D&O liability insurance is in place.
- Ensure new Directors are appropriately oriented and ongoing professional development occurs as required.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Member Code of Conduct

**POLICY NUMBER:** GP- 4

---

The board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate behaviour when acting as board members. It is important to note that this policy also applies to the Executive Director of the organization and others acting as representatives of the organization.

1. Board members must have loyalty to the membership, unconflicted by loyalties to staff, individual TESL Ontario Affiliate Chapters, other organizations, and any personal interest as a member.
2. Board members must avoid conflict of interest or perception of conflict of interest with respect to their fiduciary responsibility. Please refer to the Conflict of Interest Policy for definition and details.
  - a) There must be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - b) When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation.
  - c) Board members will not use their positions to obtain employment in the organization for themselves, family members or close associates. A board member who applies for employment must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
  - a) Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - b) Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except explicitly stated board decisions.
  - c) Except for participation in board deliberation about whether the Executive Director has achieved any reasonable interpretation of board

policy, board members will not express individual judgments of performance of employees or the Executive Director

4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be properly prepared for board deliberation.
6. Board members will support the legitimacy and authority of the final determination of the board on any matter, inside or outside of the boardroom, irrespective of the members' personal position on the issue.
7. In the event of intermittent absenteeism in a Board member's first term where the Board member has less than 75% attendance, this could be a factor in the review process if the person applies for a second term.

If less than 75% attendance occurs in the second term, the Chair would discuss it with the Board member to ensure that attendance expectations are clear. This would also aid in identifying any extenuating circumstances or other issues that could be resolved one-on-one.

Two consecutive absences would not be treated as automatic resignation. The Chair would discuss back-to-back absences with a Board member, e.g. two consecutive absences that might be explained by illness or family considerations, wherein the Board member could commit time going forward, or the Board member and Chair could come to a mutual agreement as to what is best for the Board or the Board member.

If a Board member is unable to commit to improving attendance but chooses to remain on the Board the Board has the right to ask the Board member to resign. The Chair would review this and make a subsequent recommendation to the full Board.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Conflict of Interest Policy

**POLICY NUMBER:** GP- 5

---

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate behaviour when acting as board members. It is important to note that this policy also applies to the Executive Director of the Organization and others acting as representatives of the organization.

Whenever a Board member has a conflict of interest or perceived conflict of interest with the Association, or with any subject matter that may be discussed at any given board meeting, this conflict needs to be brought to the attention of the Board of Directors.

After identifying the issue, matter or transaction with respect to which a conflict exists, the Director shall withdraw from any further involvement in that issue, matter or transaction, unless a majority of the Directors determine that the conflict is:

- immaterial or not adverse to the interests of the Association, or
- the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the study or consideration of the issue, but not the final discussion, decision or vote.

A Board member who is uncertain as to whether they may have a conflict should ask the Board for an opinion. The Board will issue an opinion in writing which would be included in the minutes.

Each Board agenda will make mention of Declaration of Conflict of Interest so the issue can be declared up front. The minutes of the meeting at which the disclosure of any conflict is made, shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

A conflict of interest exists when:

- Any Board member, or close relative, or employer of the Board member, has an interest in an issue, matter or transaction in which the Association has an interest; or
- When any Board member or close relative acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence

the Association on any issue, matter or transaction.

An individual or an organization is deemed to have an interest if the individual: (1) is an agent for a person or organization with an identified goal of influencing a decision by the Association; or (2) would experience a material economic gain or loss from a decision by the Association.

A "close relative" is defined as a spouse/partner, a child, natural or adoptive parent, grandparent, grandchild, siblings, cousins, aunts or uncles.

In the case of a TESL Ontario representative who finds themselves in a conflict of interest in any position with another organization, the TESL Ontario representative shall immediately notify the Board, and the Board may appoint an alternative TESL Ontario representative to represent the interests of TESL Ontario in the proceedings of the other organization.

In addition to the foregoing, Board members should not:

- use inside information (i.e. information made available to them because of their position as a Director which is proprietary or confidential or otherwise not generally known to the public) for their personal advantage, or that of any close relative.
- accept any product, service, discount, concession, fee for advice or service or thing of value from any person or organization with an interest in an issue, matter or transaction in which the Association also has an economic interest under circumstances that would suggest an obligation on the part of the Board member to exert any influence on the Association to enter into a transaction or adopt, alter or abolish any policy or a position.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Director Position Description (as individual directors)

**POLICY NUMBER:** GP- 6

---

In order to fulfill their obligations as Directors, Board members must be qualified individuals who support the organization and its mission. They will be committed to their role, know their responsibilities and will bring to their deliberations a broad knowledge, a long-range view and openness to learning and collaborating.

### **Board Director Criteria**

Board members will bring a variety of skills, experience and professional qualifications that will assist the Board in fulfilling its role. A wish list of competencies, skills and experience approved by the Board will be used to recruit directors.

Board members must be individuals who can bring a respectful, collegial and constructive attitude to the work to the Board.

### **Board Director Responsibilities**

Board Directors are expected to become familiar with the organization's by-laws and governance documents to fully engage on matters at a strategic level.

An individual member of the Board of Directors assumes the following responsibilities:

#### ***Abiding by Policies and Laws***

- Act honestly, and in good faith.
- Act in accordance with relevant regulations and the Bylaws, policies and procedures.
- Exercise the care, diligence and skill of a reasonably prudent person would have in comparable circumstances.
- Declare conflicts of interest in accordance with the Conflict of Interest Policy.
- Sign the agreement to serve form (*appendix 1*).

#### ***Supporting and Representing the Organization***

- Support the organization's mission, vision and values.
- Represent the Board when requested to do so and act as an ambassador to the organization.

### ***Confidentiality***

- Refrain from making statements or communicating with the media or public concerning any confidential information unless the Board authorizes such a statement.
- Refrain from disclosing any confidential information to any third party, unless the Board authorizes such disclosure or facts that are already in the public domain.
- Maintain confidentiality of information related to the business, affairs and activities of the organization and only use such information for Board purposes and not for any personal purposes or for the purposes of any other organization.
- Take reasonable steps, by way of appropriate storage or otherwise, to ensure that there is no accidental disclosure of confidential information. Abide by organization's policies and procedures concerning the protection of personal information.

### ***Board Meetings and Board Work***

- Prepare for Board and committee meetings by reviewing the agenda and supporting materials in advance.
- Attend as many Board and committee meetings as reasonably possible, taking into consideration any minimum requirements specified in the Bylaws or policies.
- Be prepared to contribute to Board and committee discussions by asking pertinent questions and providing useful information.
- Complete any action items for which they have accepted responsibility within a reasonable time.
- Support decisions made by the Board even where there was disagreement at the time of the discussion.
- Participate in initial and subsequent Board/Committee orientation/information sessions.
- Recognize that Directors do not have any individual authority over operations or staff.
- Participate annually in the evaluation of the performance of the Board.
- Participate annually in the Executive Director's performance evaluation.
- Serve on at least one committee.
- Act in a collegial manner and act with courtesy and consideration towards other Board members, staff and stakeholders.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Chair's Role Description

**POLICY NUMBER:** GP - 7

---

The Chair of the Board is an officer of the Corporation. The Chair shall:

- Preside over all board and member meetings.
- Read all governance and key organizational documents and be able to speak to them.
- Foster a close partnership with the Executive Director and align on critical items such as strategy and mission - support the Executive Director and connect regularly.
- Handle conflicts of interest in accordance with policy.
- Possess strong soft and personal skills such as: listening, being comfortable with all people, non-judgmental, patience, calmness, friendly, humility, strong emotional intelligence, flexibility, sense of humour and enthusiasm.
- Be a strong facilitator
- Be comfortable speaking to the media and at events.
- Providing support and constructive feedback to board peers.
- Foster a positive and inclusive board environment and build trust.
- Maintain and build personal connections with each board member
- Work with the Vice-chair to create a transition plan for taking on chair position.
- Communicate outside of/between meetings.
- Commit to continually improve and embrace feedback.
- Not over commit – delegate to others if necessary.
- Act as a strong ambassador for the organization.
- Respect the history of TESL Ontario and past chairs, directors and boards.
- Understand that they are not the boss of the Executive Director and staff
- Understand that the board chair is not the boss of the board – they are the board's servant and facilitator.
- Ask tough questions and deal with difficult situations
- Mentor others.
- Have no hidden agendas and will not blindside the board or Executive Director.

- Commit to serving as chair as a true priority in their life
- Monitors Chair's email account and addresses any members concerns
- Liaise with ED on meeting agendas, Board action items and board minutes.
- Participate on board committees.
- Participate in interprovincial committee meetings.
- Contribute to AGM preparations and perform AGM related tasks specific to the Board Chair, such as:
  - Write Chair's report for AGM booklet
  - Chair AGM
  - Deliver Chair's report
  - Prepare for AGM through rehearsal if necessary
  - Participate in Chair related events at in person or virtual conference as required including:
    - o Host Chair's luncheon with Committee and Affiliate Chapter Executives as necessary
    - o Deliver Welcome Reception speech on first evening of conference
    - o Present awards at Welcome Reception
- Celebrate successes and recognize their peers.

The Chair will be appointed by the board at the first board meeting following each Annual General Meeting of Members. The term for the Chair will be one year.

For emergency succession purposes, should there be a short-term Chair departure, the Board will appoint the Vice Chair as Interim Chair to serve until the Chair returns. At the same time, the Board will appoint an Interim Vice Chair to serve until the Chair returns. Should the Chair not return to service, the Board will appoint the Vice Chair to the Chair position and a Director to the Vice Chair position.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Vice Chair's Role Description

**POLICY NUMBER:** GP - 8

---

The Vice-chair is an officer of the Corporation. The Vice-chair shall:

- Serve as Chair in the absence of the Chair, for individual meetings or for a short term if necessary.
- Chair a committee when necessary or in accordance with policy
- Participate in interprovincial committee meetings and debriefing on these meetings with the board.
- Develop confidence in communicating governance and key organizational documents.
- Receive mentorship by the Chair.
- Work with the Chair to create a transition plan for taking on chair position
- Maintain and build personal connections with each board member
- Act as a strong ambassador for the organization.
- Respect the history of TESL Ontario and past chairs, directors and boards.
- Communicate outside of/between meetings.
- Assists Chair with Chair-related tasks as necessary
- Undertake other such duties and powers as the Board may specify.

The Vice Chair will be appointed by the board at the first board meeting following each Annual General Meeting of Members. The Term for the Vice Chair will be one year.

For emergency succession purposes, should there be a short-term Chair departure, the Board will appoint the Vice Chair as Interim Chair to serve until the Chair returns. At the same time, the Board will appoint an Interim Vice Chair to serve until the Chair returns. Should the Chair not return to service, the Board will appoint the Vice Chair to the Chair position and a Director to the Vice Chair position.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Secretary's Role Description

**POLICY NUMBER:** GP - 9

---

The Board Secretary is an officer of the board and is involved in monitoring and discussing the board process and performance through issuing of post-board meeting and annual self-evaluation surveys.

The Secretary:

- Sends a link to a post-board meeting survey to all directors
- Reviews survey results to identify issues and concerns
- Shares survey results with directors
- Leads discussion at each board meeting to review previous board meeting survey results
- Issues annual board performance and self-evaluation survey
- Reviews annual survey results to identify issues and concerns
- Shares survey results with directors.

The Secretary will also liaise with the ED on board document management and distribution.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Treasurer's Role Description

**POLICY NUMBER:** GP - 10

---

The Treasurer is an officer of the Corporation. The job responsibility of the Treasurer is to engage in financial performance monitoring and to produce board assurance of organizational performance against board-specified Executive Limitations (financial) policies.

Accordingly, the Treasurer will:

- Chair the Finance Committee.
- Ensure the board that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Executive Limitations policies determined by the board to be monitored by external means, and ensure that audit results are communicated to the board.
- Present the annual budget for approval at the March Board meeting.
- Present the financial report to the membership at the AGM.
- Receive and review monthly finance reports from the ED and operations manager.
- Ensure the financial reports are shared with the board at each meeting and responds to any questions from the board.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Succession Plan Policy and Procedures

**POLICY NUMBER:** GP - 11

---

## **Policy**

The Board will ensure that there is a written Board Succession Plan that outlines the process for effective and orderly succession of Board members and Officers with the desired skills and experience for the short and long term.

## **Purpose**

Creating a vibrant and sustainable Board of Directors is an essential part of effective governance. Succession planning for Directors will enable the organization to freshen its leadership in order to continue meeting the challenges of a constantly changing business environment. The desired outcome is to have the right person available to fill a vacancy at the right time.

## **Board Commitment**

The Board's effectiveness is dependent upon on strong leadership. In order to be successful, the Board Succession Plan must be fully supported by the Board. Therefore, the Board will show its commitment to this process in the following ways:

- Commitment to transparency of succession planning processes
- Commitment for Directors to have open discussions about their plans for Board service with the Board and Nomination Committee, including service as an Officer
- Commitment to smooth and seamless Board transition
- Commitment to ensuring that Board succession planning is an ongoing process

## **Scope**

The following are the key components of the Board Succession Plan:

- Director and Officer terms mapped out for current year and for the following three years
- Criteria for each Officer position
- The process of selecting Officers

- An emergency succession plan for the Board Chair in the event of an unexpected vacancy

### ***Officer Positions:***

The board will ensure there are role descriptions for the following officer positions:

- Chair
- Vice Chair
- Secretary
- Treasurer

### ***Process for Selecting Officers:***

Transparency is crucial during Chair selection. The nominating committee should commit to an open and fair process. Each director should be offered the opportunity to express their interest in a position. The role should not be promised to any one director nor should there be any implied expectations.

The Nominating Committee is responsible for overseeing TESL Ontario's Officer succession. A key component of this plan is for the Committee to build a mapped-out grid containing the names of Directors that have been vetted and identified to serve in officer and non-officer positions. The Committee will make an ongoing effort to continue to vet potential candidates and populate the grid not only for upcoming vacancies, but for several years out.

Planning to replace the officer positions of Chair, Vice Chair, Treasurer and Secretary will begin at least 12 months in advance of the anticipated transition to provide adequate time to review and refresh the role descriptions, map out the process, canvas Board members, make the selections and facilitate a smooth transition.

The following selection process will be followed to recruit for officer positions (Chair, Vice Chair, Treasurer and Secretary):

- One year prior to the Officer's term ending, the Nominating Committee will confirm that his/her term will end in 12 months.
- The Nominating Committee will review the role descriptions to determine if they are still valid and aligned with TESL Ontario's objectives and current environment.
- The Board will discuss the need for succession and will invite directors who are interested to submit their names to the Nominating Committee to serve in the officer position. The Committee will also reach out to specific individuals targeted in the succession planning grid.

- The Committee will review the potential candidates and discuss them thoroughly comparing them against the role description and any other requirements. Any potential candidates on the Nominating Committee will be asked to recuse themselves from the discussion.
- The Committee will then make recommendations to the Board at the first board meeting following the AGM.
- A board vote is held for all Officer positions, including returning officer positions, each year at the first meeting after the AGM.

### ***Emergency Succession Plan***

There are circumstances when a Chair's sudden departure may occur, for example, death, sickness or resignation. Since any gap in leadership may affect stakeholder confidence, the Board will respond immediately and decisively and communicate a plan to minimize any negative consequences and to maintain leadership stability.

Should there be a short-term Chair departure, the Board will appoint the Vice Chair as Interim Chair to serve until the Chair returns. At the same time, the Board will appoint an Interim Vice Chair to serve until the Chair returns.

Should the Chair not return to service, the Board will appoint the Vice Chair to the Chair position and a Director to the Vice Chair position.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Role of Affiliate Chapter Executives

**POLICY NUMBER:** GP - 12

---

The TESL Ontario Board will meet with the Affiliate Chapter Executives (Representatives and Presidents) at an annual joint meeting. The meeting will focus on discussing broad leadership issues, i.e. recruitment, recognition of volunteers, structure of the organization, etc. as well as local challenges experienced by their affiliate chapter members.

In addition to participating in the annual joint meeting, Affiliate Chapter Executives have specific responsibilities including:

#### **AFFILIATE CHAPTER PRESIDENT**

The Affiliate Chapter Presidents as leaders of the Affiliate Chapters:

- connect with other Affiliate Chapter Presidents to build a community of leadership expertise and to support each other in leading the Affiliate Chapters,
- assure the integrity of the Affiliate Chapter process,
- meet with the TESL Ontario Board once per year to discuss broad leadership issues, i.e. recruitment, recognition of volunteers, structure of the organization, as well as local challenges experienced by their affiliate chapter members. and
- are empowered to chair Affiliate Chapter Executive Meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

#### **AFFILIATE CHAPTER REPRESENTATIVES**

The role of an Affiliate Chapter Representative is as follows:

1. Networking: To learn from each other to be better able to serve their own local membership. The AR group will meet regularly to network and learn from the experiences of the other ARs so that they can better serve their membership. The AR group will meet on its own at least one time each year, in a location determined by the group.
2. Membership Linkage: To contribute to the Board's awareness of the strategic issues of the members-as-owners. Meet with the TESL Ontario Board once per year to discuss

broad leadership issues, i.e. recruitment, recognition of volunteers, structure of the organization, as well as local challenges experienced by their affiliate chapter members.

3. Member Information and Education: The ACRs educate and assist their own local members regarding TESL Ontario, including:
  - a) the benefits of TESL Ontario membership
  - b) Where and how to get answers to questions that the ACRs cannot provide themselves
  - c) Information relevant to affiliate chapter and the members
4. Ambassadors of TESL Ontario: ACRs support TESL Ontario initiatives and help to support the organization's image.

### **The Role of Affiliate Chapters**

Affiliate chapters are one of the ways that TESL Ontario achieves its Objectives of delivering benefits to its members, through the delivery of local services and professional development.

### **The Role of Affiliate Chapter Executives**

Affiliate Chapter Executives are in place to organize the activities of the affiliate chapters based and relevant local needs.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Committee Principles and Structures

**POLICY NUMBER:** GP - 13

---

Board committees, when used, will be assigned to help the board do its job, to reinforce the wholeness of the board's job and so as to never interfere with delegation from the board to the Executive Director.

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing recommendations to the board for the board's consideration. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. The Executive Director works for the full board, and will therefore not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee, which has helped the board create policy on some topic, will not be used to monitor organizational performance on that same subject. The board retains responsibility and authority to monitor organizational performance on the same subject.
5. This policy applies to any group that is formed by board action whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director.

The following are TESL Ontario's board committees:

### **Nominating Committee**

#### **Goals**

Properly screen board candidates to be identified 10 weeks before the annual conference to allow sufficient time for posting before the AGM.

## **Composition**

Membership shall be the Chair, and up to three Directors.

## **Responsibilities**

- Put out a call to the board each April requesting interest to serve in various roles, including Officer position.
- Review the interest of all directors and make recommendations to the board for the Officer positions – the board will appoint Officers by vote at the first meeting following the Annual General Meeting.

## **Finance Committee**

### **Composition**

Membership shall be the Treasurer (as Chair), Board Chair, 1 member at large (non-Officer), the ED and Operations Manager.

### **Responsibilities**

- Receive draft and provide input into the association's annual budget for approval by the Board for each new fiscal year.
- Identify short-term and long-term financial priorities for the association consistent with previously established priorities but responsive to changing needs.
- Ensure that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics, with audit results communicated to the board before the end of September annually.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Financial Planning and Reserves Policy

**POLICY NUMBER:** GP - 14

---

The Board ensures that the organization is operating and planning in a sound and prudent manner for short and long-term financial health in accordance with the mission, core values, objectives, as well as all internal and external rules, policies and regulations.

The Board also ensures that the organization has financial reserves in place that are available for use at the Board's discretion to respond to temporary changes in circumstances or to internal or external environments.

### **Financial Planning**

The Finance Committee will ensure that the operations team has a Financial Planning Framework in place that will include the following:

- Short and long-term financial plans for the organization and annual operating budgets that promote long-term stability and sustainability.
- Key financial objectives that are aligned with strategic priorities and supporting measurements.
- Desired cash flow positions.
- Analytics to support recommendations.

Management will present a detailed draft budget to the Finance Committee annually. The operations team incorporates feedback received from the Committee and the budget is then presented to the board by the Treasurer for final approval. The board can provide feedback which may result in a revised budget that would be re-presented to the board for approval.

Financial planning activities must be in compliance with all Federal and Provincial laws, principles, policies, rules and regulations.

Operating budgets, including financial objectives, must be approved by the Board of Directors.

### **Reserves**

The Board will ensure that the operations team will create a Reserve Plan, which will include the following:

- The purpose of building and maintaining each reserve.
- A calculation of the target amount.
- The intended use of the reserve.
- The individual/group that has the authority over use of the reserve.
- How the reserve account will be monitored.
- A plan for replenishing (if required) the reserve balance.

If there is a surplus at the end of a fiscal year, the operations team, in conjunction with the Finance Committee, may determine what amount of the surplus goes into the reserve.

Any changes to the Reserves Plan must be approved by the Board of Directors.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Asset Protection and Risk Management Policy

**POLICY NUMBER:** GP - 15

---

The Board is responsible for safeguarding the organization's assets and ensuring the prudent use of resources. The Board is also committed to identifying and managing risks to the organization. Risk management is seen as a comprehensive approach to improving organizational performance and should be embedded into all planning initiatives.

The Board will at least annually:

- Identify internal and external risks and risk tolerances.
- Protect against unexpected financial losses.
- Protect against theft, fraud, damages, data losses, cyber and privacy breaches and behaviour that would threaten the organization's image, credibility or reputation.
- Require that appropriate insurance is in place.
- Require that programs and day to day operations are conducted safely.
- Require that appropriate policies and procedures are in place in all levels of the organization.
- Require that operating capital is invested in a secure manner.
- Require that reserves are invested according to investment guidelines approved by the board.
- Require that governance practices are consistent with bylaws and policies.
- Require that resources are sufficient to minimize risk to employees and volunteers.
- Require that all statutory and regulatory requirements are complied with.
- Ensure contingency plans are in place to protect against reasonably anticipated crises.

The Board may delegate all or some of the operational risk management and asset protection to a committee or to the Executive Director.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** ED Performance Review Policy

**POLICY NUMBER:** GP - 16

---

The Board of Directors is responsible for ensuring an Executive Director performance evaluation takes place annually. The Chair of the Board leads the process.

The purpose of the annual review is to gain a thorough understanding of how effectively the ED is carrying out the varying aspects of the job description and furthering the strategic objective of the organization. The outcome of the review should identify the level of skill with which the various aspects of the job are being carried out, including any gaps that may need to be addressed.

The annual review process will include the following:

- A comprehensive review will include feedback forms that the Chair sends to the ED (self-assessment).
- Questions will align with the strategic plan, key areas of responsibility and any organizational or ED specific goals previously established.
- While the board provides feedback and input in the process, the Chair leads the rest of the processes with the support of the Officers.
- The Chair will collate and, as much as possible, anonymize feedback.
- The Chair will meet with the ED (in person or virtually) to discuss feedback and determine if there are any performance areas that require follow-up. If follow-up is required, the Chair will implement a plan to address these gaps.
- The Chair and ED will agree on the ED's objectives for the coming year.
- The Chair and the ED will sign and date the completed performance appraisal document, which will include feedback, any agreed-upon action items and goals for next year.
- The Chair will advise the Board of completion of the performance appraisal and identify the need for follow-up, as appropriate.

**Compensation:**

- The salary scale should be reviewed annually. The review will be led by the Officers (Chair, Vice Chair, Treasurer and Secretary). The Board is encouraged to consult a third party or review available data on market value of non-profit salaries every two years. Efforts should be made to ensure that salaries are commensurate with market value. The Officers approve the salary scale for the ED
- The Chair will discuss salary with the ED. Salary changes should be based on goals and objectives and cost of living increases
- Cost of living increases should be consistent with overall organizational cost of living increases for all staff
- If the Chair and ED are not able to come to an agreement within the parameters previously established by the Officers, the Chair will seek additional input from the Officers.
- Once the ED salary is finalized, the Chair will communicate this information in writing to the ED and the CFO who will ensure salary updates are made.

**Storage of Records:**

- The Chair will keep a copy of the signed document and pass it on to next in-coming chair.
- A signed copy will be provided to the ED.
- A signed copy will be scanned, password-protected and saved in the ED's e-file. The ED will provide the password to the Chair.

### Sample Timeline for Annual Review

Date	
January 1	Adjustments for previous salary review take effect.
September	Officers review the ED review process, including forms, list of individuals to send survey, etc.
October	Chair sends an invitation for feedback from Board, staff and ED (allow 4-5 weeks' response time).
October	Chair sends reminder email one week before feedback is due.
October	Chair collates and anonymizes feedback (allow 3 weeks).
Late October	Officers review collated feedback and finalize the document that will be submitted to ED.
November	Chair meets with ED to discuss review feedback and any potential action items.
November	Officers finalize ED annual salary, which will take effect January 1 of the upcoming year.
November	Chair has a conversation with ED to communicate salary recommendation and follows up with communication to ED and CFO.
November	Review document signed.
November	Chair provides verbal update to Board at an in-camera meeting – may need approval of next year's objectives for ED.
January 1	Adjustments for salary review take effect.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Board Development and Review Policy

**POLICY NUMBER:** GP - 17

---

The Board of Directors provide leadership to the organization through a policy governance model. This includes the proactive creation of new policies and the regular monitoring of existing policies to ensure currency. Written policies are required to guide the Board and the organization.

All deliberations by the Directors and committees shall be carried out within the context of the relevant policies.

The Executive Director shall create a schedule so that all policies shall be reviewed every three years.

<b>POLICY</b>	<b>YEAR 1 + FREQUENCY</b>	<b>YEAR 2 + FREQUENCY</b>	<b>YEAR 3 + FREQUENCY</b>
GP 1 TESL Ontario Objectives	1x	1x	1x
GP 2 Board Process and Governing Style	1x		
GP 3 Board Job Description	1x		
GP 4 Board Member Code of Conduct			1x
GP 5 Conflict of Interest Policy		1x	
GP 6 Board Director Position Description	1x		
GP 7 Board Chair's Role Description	1x		
GP 8 Board Vice Chair's Role Description	1x		
GP 9 Board Secretary's Role Description	1x		
GP 10 Treasurer's Role Description	1x		
GP 11 Succession Plan Policy and Procedures		1x	
GP 12 Role of Affiliate Chapter Executives		1x	
GP 13 Board Committee Principles and Structures		1x	
GP 14 Financial Planning and Reserves Policy		1x	
GP 15 Asset Protection & Risk Management Policy		1x	
GP 16 ED Performance Review Policy			1x
GP 17 Board Development and Review Policy			1x
GP 18 Annual Planning			1x
GP 19 Non-Discrimination & Anti-harassment Policy			1x
GP 20 Whistleblower Policy			1x

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Annual Planning

**POLICY NUMBER:** GP - 18

---

To accomplish its job with a governance style consistent with board policies, the board will follow an annual agenda that:

- a) completes a re-exploration of policies annually; and
  - b) continually improves board performance through board evaluation, education and enriched input and deliberation.
1. The cycle will conclude each year on the last day of January so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long-term objectives.
  2. The cycle will start with the board's development of its agenda for the next year.
    - c) Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the 1st quarter, to be held during the balance of the year
    - d) Governance education and education related to determining strategic objectives (e.g. presentations by futurists, demographers, advocacy groups, staff, etc) will be arranged in the 1st quarter and will be held during the balance of the year.
    - e) A board member may recommend or request an item for board discussion by submitting the item to the Board Chair no later than 5 days before the board meeting.
  3. Throughout the year, the board will attend to required approval (consent) agenda items as expeditiously as possible.
  4. The Executive Director's annual performance review will take place by the end of January each year in accordance with the ED Performance Review Policy.
  5. Executive Director monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangement for third-party monitoring must be prepared.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Non-discrimination and Anti-harassment Policy

**POLICY NUMBER:** GP - 19

---

## Policy

TESL is committed to ensuring a positive working environment where everyone is treated with respect and dignity. TESL is also committed to providing and maintaining an environment in which all employees and volunteers are free from bullying, workplace harassment, sexual harassment and discrimination. Such actions are not tolerated. This applies not only during working hours, but to any activities on or off of company premises which could reasonably be associated with the workplace, including social events and online platforms.

## Definitions

*"Discrimination,"* in the context of employment, is withholding employment benefits or opportunities, or treating someone differently, because of their race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, age or because that person has been convicted of a criminal or summary conviction offence that is unrelated to the employment or to the intended employment of that person.

*"Harassment"* means engaging in a course of vexatious comment or conduct that is known, or ought reasonably to be known, to be unwelcome. It may include unwelcome, unwanted, offensive, or objectionable conduct such as written or verbal abuse or threats, or unwelcome remarks, jokes, taunts, or suggestions, about a prohibited ground of discrimination. It may have the effect of creating an intimidating, hostile or offensive work environment; interfering with an individual's work performance; adversely affecting an individual's employment relationship; and/or denying an individual dignity and respect. Harassment may result from one incident or a series of incidents. It may be directed at specific individuals or groups.

*"Sexual harassment"* is any unsolicited conduct, comment, or physical contact of a sexual nature that is unwelcome by the recipient, detrimentally affects the work environment or leads to adverse job-related consequences for the victims. It includes, but is not limited to, any unwelcome sexual advances (oral, written or physical); requests for sexual favours; sexual or sexist jokes, homophobic or sexist slurs; unwelcome remarks, jokes, taunts, or suggestions about a person's body or attire; unnecessary physical contact such as patting, touching, pinching or hitting; patronizing or condescending behaviour; displays of degrading, offensive or derogatory material such as graffiti or pictures; sexual assault.

“*Workplace*” means any place where business or work-related activities are conducted. It includes, but is not limited to, the physical work premises, work-related social functions (parties, etc.), work assignments outside company offices or off-site locations, work-related travel, and work-related conferences or training sessions.

“*Workplace Bullying and Harassment*” includes any inappropriate conduct or comment by a person towards a worker that the person knew or reasonably ought to have known would cause that worker to be humiliated or intimidated, but excludes any reasonable action taken by an employer or supervisor relating to the management and direction of workers or the place of employment. Examples of behaviour or comments that might constitute bullying and harassment include verbal aggression or insults, calling someone derogatory names, harmful hazing or initiation practices, vandalizing personal belongings, and spreading malicious rumours.

## **Guidelines**

If you feel you are being subjected to inappropriate conduct, please follow the steps outlined in this policy to address the issue. Please be assured that the matter will be treated as confidential. The organization’s obligation to conduct an investigation into the complaint may require limited disclosure, particularly if legal issues are raised.

Retaliation or reprisals are prohibited against any individual who complains under this policy, or provides information regarding a complaint. Allegations of retaliation or reprisals are to be handled in the same manner as complaints and, if proven, are subject to discipline.

## **Procedures**

If an inappropriate situation arises, please follow these steps:

### **Step 1 — Self-help**

Individuals are encouraged to attempt to resolve their concerns by direct communication with the person(s) engaging in the unwelcome conduct. Where individuals feel confident or comfortable in doing so, they should communicate disapproval in clear terms to the person(s) whose conduct or comments are offensive, and keep a written record of the date, time, details of the conduct, and witnesses, if any.

### **Step 2 - Support and Intervention**

Individuals who are not confident or comfortable with Step 1 and believe they are being subjected to unwelcome conduct, or become aware of situations where such conduct may be occurring, are encouraged to report these matters to the Board Chair. In the case where the unwelcome conduct is from the Board Chair, the matter should be reported to the

Finance & Audit Committee Chair.

### **Step 3 - Formal Complaint**

If informal attempts at resolving the issue are not appropriate, or have not been effective, a formal complaint may be filed. To file a formal complaint:

1. Provide a letter of complaint that contains a brief account of the offensive incident (i.e. when it occurred, the persons involved, names of witnesses, if any). The letter shall also include the remedy sought and be signed and dated by the person complaining;
2. File the complaint with the individual referenced in (b) above; and
3. Cooperate with those responsible for investigating the complaint.

An individual who becomes aware of situations where discrimination, bullying or harassment may be occurring must notify the Board Chair (or the Vice Chair in the case of inappropriate Board Chair behaviour). Should an investigation be conducted, individuals are expected to cooperate with investigators and provide any details of inappropriate acts noted in the complaint they have experienced or witnessed.

Formal complaints shall be investigated upon receipt of the complaint. The investigation process shall involve interviews of the complainant, the respondent, and any witnesses named by either party. The investigator will review the incident and prepare a written report of the investigation findings and recommendations within 14 working days of the incident or notice thereof.

All complaints shall be handled in a confidential manner. Information concerning a complaint, or action taken as a result of the investigation, will not be released to anyone who is not involved with the investigation.

### **Violations of the Policy**

Violation of this policy and deliberately accusing someone falsely are both disciplinary offences. Note, however, that an unproven allegation does not mean that harassment did not occur or that there was a deliberate false allegation. It may mean there is insufficient evidentiary basis to proceed or that, while the complainant may have genuinely had reason to believe there was harassment, the investigation has not borne out the complaint.

**POLICY TYPE:** Governance Process

**POLICY TITLE:** Whistleblower Policy

**POLICY NUMBER:** GP - 20

---

Where an employee or volunteer of TESL, acting in good faith and on the basis of reasonable belief, becomes aware of actual, suspected or intended misconduct, unlawful activity, suspicious financial management, or other accountability concerns, they have a duty to report such misconduct or incidents, as soon as learning of them, in accordance with this Whistleblower Policy.

An employee or volunteer of TESL, acting in good faith and on the basis of reasonable belief, may refuse to carry out any order or direction which is illegal, unethical, or against company policy and which is given by an individual who has direct or indirect control over the employee's employment or the volunteer's activities.

Employees and volunteers are expected to co-operate fully during any investigation or proceeding related to acts of alleged misconduct or work refusals under this policy.

**Purpose:**

The purpose of this policy is:

- a) to provide employees and volunteers of TESL with framework whereby employees and volunteers can disclose any knowledge of actual or intended misconduct which may be unethical, illegal or fraudulent; and
- b) to provide employees and volunteers who provide such disclosure, and who are acting in good faith, and on the basis of reasonable belief, with protection from any form of retaliation or threat of retaliation when they do provide such disclosure.

**No Retaliation Clause:**

No employee or volunteer who in good faith reports a violation shall suffer harassment, retaliation or adverse consequence. An employee or volunteer who retaliates against someone who has reported a violation is subject to disciplinary action. This Whistleblower Policy is intended to encourage and enable employees and volunteers to raise serious concerns within the organization.

**Reporting Violations:**

This policy addresses TESL's open door policy and suggests that employees and volunteers share their questions, concerns, suggestions or complaints with someone who can address them properly.

In the case of employees, a supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with a supervisor or is not satisfied

with a supervisor's response, the employee is encouraged to speak with the CEO or someone from management with whom they are comfortable approaching.

In the case of volunteers, the Chair of the Board or the applicable committee is in the best position to address an area of concern. However, if the volunteer is not comfortable with reporting to the Chair of the committee or Board they are encouraged to speak with a representative of TESL management with whom they are comfortable approaching.

Individuals who receive reports of misconduct in confidence are required to report suspected violations immediately to the appropriate authority with specific and exclusive responsibility to investigate all reported violations.

- Violations by employees are reported to the CEO
- Violations by the CEO are reported to the Chair of the TESL Board
- Violations by the Chair of the TESL Board are reported to the Chair of the Finance & Audit Committee
- Violations by members of the TESL board other than the Chair are reported to the Chair of the TESL board
- Violations by committee members are reported to the respective committee Chair
- Violations by the committee Chair are reported to the Chair of the TESL Board

Examples of violations may include, but are not limited to, theft, non-adherence to policies or laws or creating / fostering an unsafe working environment.

### **Confidentiality:**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously to the respective authority as described above. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Investigations:**

TESL will ensure that guidance is available to anyone who receives information about a violation and that appropriate procedures are in place for investigating and reporting. Every violation reported will be promptly and thoroughly investigated.

### **Reporting of Unlawful Conduct:**

Nothing in this policy is meant to take precedence over an employee's or volunteer's duties under federal or provincial law, or common law. Any unlawful misconduct or incident which may affect public safety must be reported to the proper lawful authorities immediately.

## APPENDIX 1: Board Member Agreement to Serve Form

---

The Board of Directors exists to secure and promote the financial, legal and ethical well-being of the organization and to ensure that it fulfills its mission.

As a member of the Board of Directors, I have a duty of care to ensure that the actions of the organization always reflect the needs and priorities of the membership. I agree to ensure that the organization serves the best interests of the members. I agree to preserve and perpetuate the ongoing existence of the organization through responsible decision-making. When I lack the understanding and expertise to perform my duty, I will seek help or expert advice. I will honestly declare my conflicts of interest and accept a duty of obedience to be faithful to the mission of the organization and follow its governing documents.

Further to these commitments and responsibilities, I will put forth my best individual effort to:

- Attend, fully prepare for, and diligently participate in board meetings, committee meetings and special events.
- Act in the best interests of the members' organization, support board decisions and speak as one voice.
- Excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep updated on trends, issues, and current developments that may affect the organization.
- Stay informed about what is going on in the organization, asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
- Actively voice my opinions and concerns, and open-mindedly consider everyone's opinions and concerns, in all board decision making. I will trust that we all share a constant passion for this organization's mission.
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Represent the organization in a positive and supportive manner at all times.
- Bring a sense of humor and active listening to my participation in meetings.
- Work collaboratively with staff and other board members as partners toward achievement of our goals.
- Strictly maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the organization's reputation and integrity, as well as the privacy rights of individuals connected with the organization and the Board. I accept this principle as one that should survive my period of board service.

If I do not fulfill these commitments to the organization, I will expect the board chair to discuss my responsibilities with me.

---

In turn, I expect the organization to be responsible to me in the following ways:

- Provide me with regular financial reports and analyses and updates on significant organizational and personnel activities.
- Provide me with opportunities to discuss important organizational issues with the board chair and Executive Director as appropriate.
- Provide me with opportunities to consult with the membership to guide my decision making
- Offering me opportunities for professional development as a board member.
- Provide me with an opportunity to file a formal complaint against any acts of wrongdoing should I need to and ensure a non-retaliatory outcome of any such complaint.
- The staff and board members will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to this organization. Board members and staff will work with me in good faith toward achievement of our goals.

If the organization does not fulfill its commitments to me, I can call on the board chair to discuss the organization’s responsibilities.

I certify by my signature that I understand the foregoing expectations that accompany my board service and will do my best to live up to them as a member of the Board of Directors.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date