

TESL ONTARIO GOVERNANCE POLICIES

TABLE OF CONTENTS

<u>Policy Type</u>	<u>Policy Title</u>	<u>Page#</u>
Ends	Ends Level 1 and 2	2
Board-Management Delegation		
	BMD #1 Global Board-Management Delegation	3
	BMD #2a Unity of Control	4
	BMD #2b Accountability of the Executive Director	5
	BMD #2c Delegation to the Executive Director	6
	BMD #2d Monitoring Executive Director Performance	8
Executive Limitations		
	EL #1 Global Executive Constraint	10
	EL #2a Treatment of Members	11
	EL #2b Treatment of Staff and Volunteers	12
	EL #2c Compensation and Benefits	13
	EL #2d Financial Condition and Activities	14
	EL #2e Financial Planning and Budgeting	15
	EL #2f Asset Protection	16
	EL #2g Communication and Support to the Board	17
	EL #2h Emergency Executive Director Succession	19
	EL #2i Affiliates	20
	EL #2j Partnerships, Advertising and Endorsements	21
Governance Process		
	GP #1 Global Governance Process Policy	22
	GP #2a Governing Style	23
	GP #2b Board Job Description	25
	GP #2c Code of Conduct	26
	GP #2d Conflict of Interest Policy	28
	GP #2e Chief Governance Officer's Role	30
	GP #2f Board Secretary's Role	31
	GP #2g Treasurer's Role	32
	GP #2h Role of Affiliate Representatives	33
	GP #2i Board Committee Principles	34
	GP #2j Committee Structure	35
	GP #2k Annual Planning	37
	GP #2l Governance Investment	38

POLICY TYPE: ENDS

POLICY TITLE: STRATEGIC OBJECTIVES

Date Approved by Board: February 28, 2009

TESL Ontario exists for the Success of its Members

The purpose of the TESL Ontario organization is to see that members receive the following benefits:

1. Directly:

(a) Information and resources

- Members have current and relevant information regarding best practices, resources and trends in English language training

(b) Skills

- Members have the opportunity to continually develop their knowledge, skills and abilities to empower English language learners to thrive

(c) Opportunity for Professional Communication

- locally, provincially and nationally

(d) Professional Accreditation

2. Indirectly:

(a) Work Environment

- Employers have relevant information regarding the nature of English language instruction and effective learning environments for learner success
- English language educators are professionals who are accredited
- The public is aware of the value of English language education
- Members have increased ability to work in the field of English language education

(b) Ministries, Funders and Stakeholders

- Ministries, funders and stakeholders are aware of issues facing English language educators
- The decisions of ministries, funders and stakeholders reflect the perspectives of TESL Ontario members resulting in policies that support the English Language educational community of educators and learners

POLICY TYPE: BOARD- MANAGEMENT DELEGATION

BMD#1

POLICY TITLE: GLOBAL BOARD-MANAGEMENT DELEGATION

Date Adopted by Board: February 28, 2009

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.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD#2a

POLICY TITLE: UNITY OF CONTROL

Date Adopted by Board: February 28, 2009

Only officially passed motions of the board are binding on the Executive Director.

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.

POLICY TYPE: BOARD-MANAGEMENT DELEGATION

BMD#2b

POLICY TITLE: ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

Date Adopted by Board: February 28, 2009

The Executive Director is the board's only link to operational achievements and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

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 accomplishment of board-stated Ends and compliance with board-stated Executive Limitations will be viewed as successful Executive Director performance.

POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR

Date Adopted by Board: February 28, 2009

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

- (a) prescribe the organizational Ends 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. **Ends Policies:** The board will develop policies instructing the Executive Director to achieve certain results, for certain customers, at a certain worth or cost. These policies, called Ends, will be developed systematically from the broadest, most general level to more defined levels. All issues that are not ends issues as defined here are means issues. Ends policies answer the following 3 questions about what the organization will produce: “What Good? For Whom? And At What Cost?”
2. **Executive Limitations Policies:** The board will develop policies that limit the latitude that the Executive Director may exercise in choosing the organizational means. 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. The board will never prescribe organizational means delegated to the Executive Director. Therefore all means are considered pre-approved by the board unless explicitly prohibited in the Executive Limitations policies.
3. The highest level policy in any category is not necessarily limited to the sum of the subsidiary levels of that policy.
 - 3.1 Below the global (highest) level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the board’s satisfaction.
4. As long as the Executive Director uses *any* reasonable interpretation of the board's Ends and 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.
5. The board may change its Ends 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.

POLICY TITLE: MONITORING EXECUTIVE PERFORMANCE

Date Adopted by Board: February 28, 2009

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job products:

- (1) Organizational accomplishment of the board's Ends policies, and
 - (2) 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 Ends) 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 CEO (Ends and Executive Limitations) and will normally use a routine schedule, as follows:

Policy	Frequency (times per year)	Method (see legend below)
ENDS	1X	IR
EL #1 Global Executive Constraint	1X	IR
EL #2a Treatment of Clients	1X	IR
EL #2b Treatment of Staff	1X	IR
EL #2c Compensation and Benefits	1X	IR
EL #2d Financial Condition and Activities	4X	IR
	1X	ER
	2X	BDI
EL #2e Financial Planning and Budgeting	1X or as needed	IR
EL #2f Asset Protection	1X	IR
EL #2g Communication and Support to the Board	1X	IR
	1X	BDI
EL #2h Emergency Executive Succession	1X or as needed	IR

Methods: IR = Internal Executive Director Report
ER = External Report
BDI = board direct inspection

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #1

POLICY TITLE: GLOBAL EXECUTIVE CONSTRAINT

Date Approved by Board: February 28, 2009

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: EXECUTIVE LIMITATIONS

EL #2a

POLICY TITLE: TREATMENT OF MEMBERS

Date Adopted by Board: February 28, 2009

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 TITLE: TREATMENT OF STAFF AND VOLUNTEERS

Date Adopted by Board: February 28, 2009

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. 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)
3. Allow staff to be unprepared to deal with emergency situations.
4. Allow staff to be unfamiliar with the Executive Director's interpretations of their protections under this policy.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2c

POLICY TITLE: COMPENSATION AND BENEFITS

Date Adopted by Board: January 21, 2012

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 obligations over a longer term than revenue can be reasonably projected.
4. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - a) incur unfunded liabilities
 - b) provides less than some basic level of benefits to all full-time employees
 - c) allow any employee to lose benefits already accrued from any foregoing plan
 - d) treat the Executive Director differently from other key employees

POLICY TITLE: FINANCIAL CONDITION & ACTIVITIES

Date Adopted by Board: February 28, 2009

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of:

- (a) fiscal jeopardy or
- (b) a material deviation of actual expenditures from board priorities established in Ends policies.

The Executive Director will not:

1. Expend more funds than have been received in the fiscal year to date unless the board's debt guideline (point #2 below) is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within 60 days.
3. Use any long-term reserves without Board approval
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances within 30 days.
5. Allow payroll or debts to be handled in an untimely manner.
6. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
7. 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.
8. Acquire, encumber or dispose of real estate.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2e

POLICY TITLE: FINANCIAL PLANNING AND BUDGETING

Date Adopted by Board: February 28, 2009

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

- deviate materially from board Ends priorities,
- risk financial jeopardy or
- 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 the Executive Limitations policy entitled "Financial Condition & Activities".
2. Omit:
 - a. credible projection of revenues and expenses
 - b. separation of capital and operational items
 - c. cash flow analysis, and
 - d. disclosure of planning assumptions
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 TITLE: ASSET PROTECTION

Date Adopted by Board: February 28, 2009

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 \$2,000 without having obtained comparative prices and quality;
 - c. of over \$2,000 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 Ends.
8. Change the organization's name or substantially alter its identity in the community.

POLICY TITLE: COMMUNICATION AND SUPPORT TO THE BOARD

Date Adopted by Board: February 28, 2009

The Executive Director shall not permit the board to be uninformed or unsupported in its work. The Executive Director 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 the “Delegation to the Executive Director” policy, 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 and Board-Management Delegation, 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 three types: monitoring, decision preparation, and other.
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 Ends 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: EXECUTIVE LIMITATIONS

EL #2h

POLICY TITLE: EMERGENCY EXECUTIVE SUCCESSION

Date Adopted by Board: February 28, 2009

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.

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2i

POLICY TITLE: AFFILIATE CHAPTERS

Date Adopted by Board: February 28, 2009

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:

- a. Guidelines regarding conflict of interest
- b. Awareness of their duties and responsibilities both to TESL Ontario and to their own affiliate chapter memberships.
- c. Boundaries for the scope of their work
- d. Reporting requirements to TESL Ontario

POLICY TYPE: EXECUTIVE LIMITATIONS

EL #2j

POLICY TITLE: Partnerships, Advertising and Endorsement

Date Adopted by Board: February 28, 2009

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 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 that:
 - (a) are not in accordance with the mission statement of TESL Ontario
 - (b) contain demeaning or insulting content to any individual or organization.
3. allow unauthorized use of TESL Ontario's logo or copyrighted material.

POLICY TYPE: GOVERNANCE PROCESS

GP #1

POLICY TITLE: GLOBAL GOVERNANCE PROCESS

Date Adopted by Board: February 28, 2009

The purpose of the board is to:

1. Represent the interests of the members of TESL Ontario. The Affiliate Representatives 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 Representatives 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, (the Ends policies) and
3. Ensure that Operations accomplishes what it should (described in the Ends policies) in ways that the Board determines are acceptable (described in the Executive Limitations policies).

POLICY TITLE: GOVERNING STYLE

Date Adopted by Board: February 28, 2009

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.
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, 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 in the Governance Process and Board-Management Delegation categories.
6. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

POLICY TYPE: GOVERNANCE PROCESS

GP #2b

POLICY TITLE: BOARD JOB DESCRIPTION

Date Adopted by Board: February 28, 2009

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the board will provide:

1. **Authoritative linkage** between the operational organization and the ownership.
2. **Written governing policies** that realistically address the broadest level of all organizational decisions and situations.
 - a. Ends: Organizational impacts, products, effects, benefits, outcomes, recipients, beneficiaries, impacted groups, and their relative worth in cost or priority.
 - b. Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
 - d. Board-Management Delegation: How power is delegated and its proper use monitored; the Executive Director role, authority and accountability.
3. **Assurance of successful organizational performance** on Ends and Executive Limitations.

POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

Date Adopted by Board: April 17, 2010 – Revised September 20, 2014

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

1. Board members must have loyalty to the membership, unconflicted by loyalties to staff, individual TESL Ontario Affiliates, 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 GP #2d 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, irrespective of the members' personal position on the issue.
- 7. (a) 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.
- (b) 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.
- (c) Two consecutive absences would not be treated as automatic resignation. The Chair would discuss with a Board member back-to-back absences, 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.
- (d) 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. A sub-committee of the Audit committee would review this and make a subsequent recommendation to the full Board.

POLICY TITLE: CONFLICT OF INTEREST POLICY

Date Adopted by Board: April 17, 2010

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum 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.
member.

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 is presumed to be correct.

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, a child, natural or adoptive parent, grandparent, grandchild or siblings. The term also includes any other family member who resides in the same household as a Director or shares living quarters with a Director under circumstances that closely resemble a marital or partner relationship.

In the case of a TESL Ontario representative who finds himself or herself 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 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 on a position.

The Board of Directors will review this policy on an annual basis.

POLICY TITLE: CHIEF GOVERNANCE OFFICER'S ROLE (**BOARD CHAIR**)

Date Adopted by Board: February 28, 2009

The chief governance officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, represents the board to outside parties.

1. The expected outcome of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will ordinarily only be those issues, which, according to board policy, clearly belong to the board to decide or to monitor.
 - b. Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.
 - c. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
2. The authority of the CGO consists in making decisions that fall within the topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of the Executive Director, or (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The CGO is empowered to chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the Chief Governance Officer has no authority to supervise or direct the Executive Director.
 - c. The CGO may represent the board to outside parties in announcing board-stated positions and in stating CGO decisions and interpretations within the areas delegated to him or her.
 - d. The CGO may delegate this authority, but will remain accountable for its use.

POLICY TITLE: BOARD SECRETARY'S ROLE

Date Adopted by Board: February 28, 2009

The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents. Therefore the secretary has the responsibility to ensure that the Board's documents accurately reflect the decisions of the Board and are provided to the Board in a timely manner.

1. The assigned result of the secretary's job is to ensure that all board documents and filings are accurate and timely. The Board's documents include: letters of incorporation, bylaws, board minutes, monitoring reports (including audit report and budget), board attendance records and board committee minutes.

The Board expects the following:

- That board members will have board binders at each board meeting that are up-to-date and accurate.
- That updates of any and all documents will be distributed before each board meeting
- That Board meeting minutes will be handled as follows:
 1. Minutes will be taken at all official board meetings
 2. Proceedings will be taped and transcribed
 3. Minutes will be sent to the entire board for review and feedback
 4. Approved minutes will be signed by the Board Chair and Board Secretary
 5. Approved minutes will be sent to all board members for their records
 6. Signed minutes will be placed in the official board file and available for the auditor's review

The board will ensure that it regularly reviews and clarifies its expectations (format, level of detail, timeliness, etc.) for the preparation of board documents (policies, minutes, etc) and communicates this to the Board Secretary

2. The authority of the secretary is access to and control over board documents, and the use of staff time in this regard.

POLICY TYPE: GOVERNANCE PROCESS

GP # 2g

POLICY TITLE: TREASURER'S ROLE

Date Adopted by Board: February 28, 2009

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:

1. Chair the Finance Committee.
2. Produce board direct inspection monitoring reports according to the monitoring schedule (see BMD # 2d, Monitoring Executive Performance) which will ensure that the financial operations of the organization are consistent with the board's financial policies (found in the Executive Limitations policies).
3. 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.

POLICY TITLE: ROLE OF AFFILIATE REPRESENTATIVES

Date Adopted by Board: February 28, 2009

The roles of the Affiliate Representatives Group are 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 since the Affiliate Directors have a natural linkage with the members. At least once per year the AR group will meet at the request of the Board and communicate with the Board regarding membership issues.
3. **Member Information and Education:** The ARs 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 ARs cannot provide themselves
 - c. Information relevant to affiliates and the members
4. **Ambassadors of TESL Ontario:** ARs support TESL Ontario initiatives and help to support the organization's image.

The Roles of Affiliates: Affiliates are one of the ways that TESL Ontario achieves its Ends of delivering benefits to its members, because of the local delivery of services and professional development that is relevant to the local affiliate.

The Role of Affiliate Boards: Affiliate Boards are in place to organize the activities of the affiliates based and designed on local needs.

POLICY TITLE: BOARD COMMITTEE PRINCIPLES

Date Adopted by Board: February 28, 2009

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 never to interfere with delegation from board to 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 policy alternatives and implications for board deliberation. 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. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. 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.

POLICY TITLE: BOARD COMMITTEE STRUCTURE

Date Adopted by Board: February 28, 2009

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. Timely reporting to the Board shall be by submission of a written report, following each meeting, with appropriate verbal comment by the Committee chair.

1. Nominating Committee:

(a) **Goals:**

Properly screened board candidates to be identified by August 31st to allow sufficient time for posting before the AGM.

(b) **Composition:** Membership shall be the Chair, and up to three Directors.

2. Finance Committee:

(a) **Products:**

(i) Draft the association's annual budget for approval by the Board for each new fiscal year.

(ii) Identify short-term and long-term financial priorities for the association consistent with previously established goals but responsive to changing needs.

(iii) Ensure that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics, with audit results communicated to the board no later than Sept. 15th each year.

(b) **Composition:** Membership shall be the Treasurer, Chair, Vice-Chair and Executive Director. The Treasurer will chair the committee.

3. Governance Committee

(a) **Products:**

(i) Review and recommend revisions of governance policies

(ii) Review and recommend revisions of Board practices.

(b) **Composition:** Chair and four directors.

4. *Audit Committee*

(a) **Products:**

- (i) Review Executive Director's monitoring reports as per **BMD #2d**
 and make Board recommendations prior to regular board meetings

(b) **Composition:** Chair and four directors.

POLICY TITLE: ANNUAL PLANNING

Date Adopted by Board: February 28, 2009

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 Ends policies annually; and
 - (b) continually improves board performance through board education and enriched input and deliberation.
1. The cycle will conclude each year on the last day of [month] so that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of long term Ends.
 2. The cycle will start with the board's development of its agenda for the next year.
 - a. 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
 - b. Governance education and education related to Ends determination (e.g. presentations by futurists, demographers, advocacy groups, staff and so on) will be arranged in the 1st quarter, to be held during the balance of the year.
 - c. A board member may recommend or request an item for board discussion by submitting the item to the Chief Governance Officer no later than 5 days before the board meeting.
 4. Throughout the year, the board will attend to required approval (consent) agenda items as expeditiously as possible.
 5. Executive Director remuneration will be decided during the month of XX after a review of monitoring reports received in the previous year.
 6. 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 TITLE: GOVERNANCE INVESTMENT

Date Adopted by Board: February 28, 2009

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.