Thirtieth Annual General Meeting
Allstream Centre
105 Princes’ Boulevard, Toronto
October 24, 2013

1. **CALL TO ORDER**

Chair Sheila Nicholas called the meeting to order at 10:30 AM, quorum having been met. She welcomed everyone to the AGM.

2. **APPROVAL OF AGENDA**

The meeting package included the agenda.

*MOTION to approve the agenda of the 2013 Annual General Meeting.*
*Moved by: Nancy Buglais*
*Seconded by: Mary Ritter*
*CARRIED*

3. **APPROVAL OF MINUTES OF THE 2012 ANNUAL GENERAL MEETING**

The meeting package included the draft minutes of the 2012 AGM.

*MOTION to approve the minutes of the 2012 Annual General Meeting.*
*Moved by: Melita Vrakela*
*Seconded by: Maria Ivanova*
*CARRIED*
4. **Chair’s Report**

Chair Sheila Nicholas reported. In the past year TESL Ontario’s Board has worked diligently to ensure that this professional association is an invaluable part of members’ professional lives. TESL Ontario’s first strategic plan was ably implemented by Executive Director Renate Tilson and her team. Focus was on enhancing professional development, improving the professional field for members, and raising awareness of ESL to the community served and to key stakeholders.

To facilitate the Board’s deliberations on the second 3-year strategic plan, members are invited to complete three short questions posted near the conference registration desk. A name will be drawn from the participants, to win a free 1-year membership in TESL Ontario.

The Chair thanked the many people who have contributed to the success of TESL Ontario this year: volunteers on the Affiliate Executive, on working committees, and at the conference; and staff.

The Chair thanked outgoing Board members Sheila Carson, Patricia Glogowski, and Barb Krukowski for their contribution.

5. **Reading and Acceptance of Reports**

a. *Treasurer’s Report – Art Rekhtin*

The meeting package included:
- TESL Ontario Budget April 1–June 30, 2013
- TESL Ontario Head Office 2013/14 First 3 Months Income by Cost Centres
- TESL Ontario Head Office 2013/14 First 3 Months Expenditures by Cost Centres

Treasurer Art Rekhtin reported. The Budget for the first quarter of the 2013/14 fiscal year shows that actual expenses (right column) are almost exactly 25% of the projected budget (left column). Two charts show income and expenses by cost centres; the three major cost centres are Membership, Accreditation, and Projects.

The Treasurer gave a brief overview of TESL Ontario projects. Generally TESL Ontario applies for calls for proposals posted on funders’ websites. Funds received are spent on project expenditures. Projects are usually administered by TESL Ontario’s Operations Manager and carried out by project teams with a Project Manager. The Project Manager position is advertised/posted, interviewed, and contracted first, then team members are selected. TESL Ontario receives an administrative fee for carrying out a project, reporting on it regularly, and dealing with any associated challenges.
Current projects include:
- PTCT Project: Post TESL Certificate Training
- Conference Assistance Project
- CLARS Project: Co-ordinated Language Assessment and Referral
- PLAR: Prior Learning Assessment and Recognition
- TESL Ontario Conference

The Treasurer concluded that TESL Ontario has a very healthy cash flow.

The Treasurer, Executive Director, and Chair responded to members’ questions.

The budget for the annual TESL Ontario Conference, $880,000, is spent primarily on the venue and hospitality, and on conference assistance.

Affiliates considering undertaking a special project can bring a request for TESL Ontario funding to the attention of the Executive Director through their Affiliate Representative.

*MOTION to approve the 2013/14 Budget as presented.*
*Moved by: Lynda Cooper  
Seconded by: Jonathan Berganza*
*CARRIED*

**b. PRESENTATION OF 2012/13 FINANCIAL REPORT – ROY SIEBEN, S.B. PARTNERS**


Auditor Roy Sieben of S.B. Partners reported. *TESL Ontario Annual Report for the year 2012-2013* has on the last two pages a summarized version of the financial statements. A full copy of the financial statements is available on TESL Ontario’s website.

The Auditor’s report states the work that the Auditor did on the financial statements and outlines the respective responsibilities of the Auditor and Management. It is Management’s responsibility to ensure that the statements are accurate and it is the Auditor’s responsibility to be satisfied that the statements are in fact accurate and are presented in accordance with Generally Accepted Accounting Principles (GAAP). The Auditor affirmed that this year’s audit is a clean, unqualified audited opinion, and that he has no concerns with the financial statements.

The Auditor presented some of the larger fluctuations for the year:

As of 2012/13 TESL Ontario must comply with new accounting standards in Canada for not-for-profit organizations. All accounting practices of TESL Ontario previously used meet the requirements of the new accounting rules. The new accounting standards have no effect on the
financial numbers. For this year only the audited statements will show three years’ of financial figures, as a requirement of the transition to the new reporting structure.

Prepaid expenses increased by $28,000, the result of a deposit advanced for the 2013 annual conference which will be reported next year as an expense.

Funder Citizenship and Immigration Canada (CIC) recovered approximately $100,000 from TESL Ontario in what they considered excess profits from the 2010 annual conference. The amount is recorded as an accrued liability of the prior fiscal year settled during this fiscal year.

A new liability of $298,000 represents paid memberships that extend past the prior fiscal year end into this fiscal year. This will be reflected in budgets from now on as an obligation to provide prepaid services.

To comply with a request from government funders, the Statement of Operations and Changes in Net Assets has a change in how annual conference expenses are reported. $700,000 includes $150,000 of overheads which are then deducted from the bottom of the expense schedule. The full version of the financial statements on the website breaks down conference expenses in greater detail.

The Accreditation cost line is the only other major fluctuation, due to an increase in staffing for that function in the organization. Everything else remained fairly consistent with prior years and budgets.

The year would have ended with an overall surplus of $169,000 but ended with a deficit of $115,000 primarily due to the government clawback, a cost that had nothing to do with the year but that came to fruition during the year.

Net assets at the end of the year show an adjustment of $250,000 for the prior year, as a net effect of membership fees deferred.

**c. Motion for Approval of 2012/13 Financial Report – Art Rekhtin**

The Treasurer presented the following motion:

*MOTION to accept the financial statements of 2012/2013.*
Moved by: Janice Sy
Seconded by: Margarita Almeda
CARRIED

**d. Motion for Appointment of Auditor for 2013/14 Year**

The Treasurer presented the following motion:

*MOTION to appoint Roy Sieben of S.B. Partners as Auditor for 2013/14.*
Moved by: Monica Zacharias
Seconded by: Sharon Rajabi
6. **Executive Director’s Report**

Executive Director Renate Tilson reported. She welcomed everyone to the 41st annual TESL Ontario Conference. Conference registration so far totals 1,500 people, with site registrations yet to be added. TESL Ontario’s membership stands at 4,678, a slight increase from last year’s 4,626.

Over the years TESL Ontario, in responsibility to its emerging membership and emerging ESL community, has developed, diversified and grown significantly. The annual report provides details for the 2012/2013 year. The Executive Director gave an overview of TESL Ontario operations in 2012/2013, focusing on membership linkage.

Membership linkage is a top priority. Feedback in last year’s membership survey provided the Board and Management with findings that are informing TESL Ontario governance and operations. TESL Ontario’s membership is large and diverse, with members at different stages of their careers, in diverse professional and community settings. In deciding member services, members’ input is actively sought. The Membership Department works to find more ways for members to engage in the association and to interact with fellow members and peers. Examples:

- ongoing collaboration with tutela.ca (eg. webinars free of charge and recognized as PD hours for accreditation renewal; the Popular Resources feature)

- increasing use of social media to increase members’ awareness of benefits and resources and to grow TESL Ontario’s profile

- enhancements to TESL Ontario’s website, including:

  - Career Development Centre added to the website in fall 2012, featuring a library of career-related resources
  - participation in National Volunteers Week in spring 2013 led to a section on the website that recognizes volunteerism at provincial and local levels
  - in coming months, the website will post volunteer teaching positions that are available
  - the accreditation services section on the website includes updated requirements that came into effect January 2013

- two surveys for feedback from instructors and administrators

- mentoring program/registry currently under development

- implementation of Post TESL Certificate Training (PTCT) which offers teachers an opportunity to further their knowledge and skills in specialized content areas identified as high priority in Ontario-
wide consultation (a PTCT Adjudication Committee was established, and online PTCT fee reimbursement administration system launched)

The Executive Director thanked the TESL Ontario Board, in particular Board Chair Sheila Nicholas for outstanding leadership and guidance in moving our organization forward, and expressed appreciation for the collaborative relationship between the Board and Executive Director. She also thanked all the volunteers who donate their time at TESL Ontario at every level: provincial, affiliate, conference. “All of us at the Provincial level and at the Affiliate level work very hard to try to support members in all ways possible and hope we succeed a bit more each year.”

The Executive Director thanked the talented and diligent staff members who work closely together during the year to generate the programs and services that enable TESL Ontario to grow and serve our membership:

Eva Csiszar, Operations Manager
Allison Keown, Member Services Manager
Reza Maloom-Farzaghy, Accreditation Services Manager
Carolina Zuza, Accreditation Coordinator
Kevin Gamble, Office Coordinator

The Executive Director concluded with encouragement for everyone to enjoy the conference.

| 7. | NOMINATING COMMITTEE REPORT – PHIL WACHEL |

Nominations Committee Chair Phil Wachel reported. He thanked the members of the committee: Art Rekhtin, Sheila Carson, and Sheila Nicholas.

This year a call was issued to the membership to fill three vacant Board positions. After review, three qualified applicants were identified and acclaimed. They are Cheryl Fretz, Bernice Klassen, and Melita Vrakela.

| 8. | Presentation of New Board |

The Nominations Committee Chair presented the 2013/14 Board to the membership: Dan Cornish, Cheryl Fretz, Bernice Klassen, Irene Kosmas, Sheila Nicholas, Jim Papple, Art Rekhtin, Melita Vrakela, and Phil Wachel.

*MOTION to accept the 2013/14 TESL Ontario Board.*

*Moved by: Sherry Archer*
Seconded by: Michelle Dean
CARRIED

9. **MEETING ADJOURNED**

The meeting adjourned at 11:12 AM.

10. **MEMBERSHIP DRAW**

Natalina L’Orfano and Helen Papadopoulos won the draw for free annual membership.

_Certified to be a true copy this _________________ day of _____________________ 2013._

__________________________________________  
Chair                                      Secretary