

**TESL Ontario Annual General Meeting
Friday, November 14, 2008 at 5:00 p.m.
Sheraton Centre Toronto**

1. Call to Order and Approval of Agenda

Moved by Sheila Carson to approve the agenda of the 2008 Annual General Meeting.
Seconded by Barbara Krukowski. Carried.

2. Confirmation of Minutes of the 2007 Annual General Meeting

Moved by Kelly Wharton to approve the minutes of the 2007 Annual General Meeting held on November 23, 2007. Seconded by Kim Cechetto. Carried.

3. Remarks from the President, Sheila Carson

Sheila welcomed the members at the AGM and thanked Barb Krukowski, her committee, Renate, Karen, Eva, Rita and Stephanie for organizing this year's conference.

She reported that the TESL Ontario Board of Directors met five times since the last AGM, participated in numerous conference calls, and attended advisory committee meetings at the federal and provincial levels of government on behalf of the membership. One of the main focuses of business this past year was developing the Governance Implementation process. Sheila reminded the membership that a motion was supported at last year's AGM for a Governance Restructure.

Sheila summarized the work of the Implementation Committee, which was comprised of Board members representing the Executive and Affiliate Directors, and including the Executive Director. This committee met seven times face-to-face or by teleconference. They were guided through the discussions by consultant Catherine Raso, whose expertise was central in examining the options and intricacies of the proposed structure. At various times, updates were presented to the entire Board of Directors to receive feedback and direction. As well, reports to the membership were issued on-line and via the Affiliate Directors. Along the way, the committee welcomed feedback and comments from the membership. Questions and answers were posted on the website. E-Bulletins reminding members of the issue were sent out regularly. Sheila emphasized the Board's intent to remain transparent and open during the entire process.

Products resulting from this intensive project were a set of policies and revised By-laws to reflect the new Governance structure. During the next year the Board will be working on refining/retuning procedures. It may mean developing new policies to address areas not identified in the original process.

Sheila thanked the Board and especially the committee members for their vision and courage in taking this step forward.

Marilyn Johnston made a motion: To adopt the TESL Ontario Amended By-laws to support the TESL Ontario Governance Re-structuring. Seconded by Kevin O'Brian.

Question from Derrick Shaw:

What is the difference between the current TESL Ontario Board and the restructured Board?

Sheila answered, "The previous Board consisted of over 20 Directors as compared to the proposed number of 9 Directors. TESL Ontario started as a small organization, but now we are more than 4000 members. It is time to take the organization to the next level. TESL Ontario has hired a consultant who guided us during the governance restructuring process."

Question from Claudie Grainer:

She acknowledged the Board's work and said the new governance requires very special Board members. How much is it going to cost us?

Sheila responded, "The Board meetings will be the same cost. All expenses will be monitored very closely."

Sharon noted that the Board can operate more effectively with the new structure. More income can be generated to pick up the cost of the restructuring.

Moved by Claudie Grainer to have a "silent ballot" for voting on the motion to adopt TESL Ontario Amended By-laws to support the TESL Ontario Governance Re-structuring. Defeated: 8 in favour, 88 against and 2 abstained..

4. Motion to Adopt the Amended By-laws to support the TESL Ontario Governance Re-structuring.

Moved by Marilyn Johnson to adopt the TESL Ontario Amended By-laws to support the TESL Ontario Governance Re-structuring, seconded by Kevin O'Brien. Carried. From the floor 93 in favour, 127 proxies in favour, 1 against, 4 abstained.

5. Reading and Acceptance of Reports:

a. Secretary Treasurer – Namita Aggarwal

Namita confirmed that financially TESL Ontario is where it was expected to be at this time. Growth in TESL Ontario is reflected in the number of conference registrants. It increased from 1200 in 2007 to 1530 this year. She acknowledged the tremendous support of CIC, who assisted in 800 conference assistance registrations, up from 600 last year and as well as MCI who supported 200 conference assistance registrants. The transition to a larger hotel was smooth. Holiday Inn on King, our previous hotel assisted financially as they were unable to fulfill their contractual obligations to host this year. The next two TESL Ontario conferences will also be held at the Sheraton Centre Toronto.

Growth at TESL Ontario can also be seen in an increased number of members, now 4200.

b. Auditor - Julius Redly

Julius pointed out that reporting on a financial statement created 7 and half months ago does not provide the membership with up to date information. He acknowledged that the March 31 year-end appears to be the best possible choice for TESL Ontario and having the Annual General Meeting is most logical when the annual Conference takes place. To compound the problem of such a late reporting, besides being outdated, and according to recent developments in the public accounting circles, the auditor's responsibility for financial information provided for a fiscal period is extended now to the date of approval by the AGM. In other words the auditor is responsible for all events that may occur between the year end and the approval of the statements, which may affect the year end figures.

Julius reported that the 2008 fiscal year ended with a small income of \$4,000. He referred to the most important page on the 2008 financial statement which is page 3, the statement of operations and net assets. The total revenue figure is increased by about \$100,000, while total expenses increased by about \$130,000, when compared to 2007.

He explained that the income from projects increased by almost \$95,000 and membership by \$10,000. The annual fluctuation in certification fees, which decreased in 2008, was addressed last year. Starting in 2010, certification fees will be tied in with membership fees and the category will disappear from the annual reports.

He referred to page 4 to see that the largest contribution factor to the increase from the projects can be attributed to the Conference assistance received from both the Federal and the Provincial Governments. The Ontario Curriculum Project straddles the year-end, which was the reason for a smaller income from that source in 2008.

The annual TESL Ontario conference cost increased. The reason for this can be seen on page 5, indicating that registrants' travel and accommodation paid out from the increased revenues was much higher than in 2007.

The next item he brought to the members' attention was the Affiliates' mini conference expenses. The figure did not seem to be that much out of line, when compared to 2007. However, when compared to the revenue generated by these mini conferences, there shows a \$25,000 loss. Most Affiliates charge less for their conference fees than the cost of running the conference, which he believed should be looked into and rectified by each Affiliate.

A new expense category in 2008 was the Board Governance review, costing close to \$13,000. This review was long overdue and well worth the cost.

Finally, office and general expenses increased by almost \$30,000. Approximately \$10,000 extra was spent on each: legal fees, publicity items and new computers. He

referred to the last item on page 3, which was the net assets amounting to \$406,361 in 2008 and \$402,214 in 2007, an increase of \$4,147 for the year. He pointed out that TESL Ontario is in an enviable financial position, having very healthy amounts in cash and in investments.

Finally, he thanked Renate and Eva for their continued help and support during the audit.

Moved by Namita Aggarwal to accept the Financial Report.

Seconded by Grainne O'Donnell.

Carried. 1 abstained.

c. Appointment of Auditor

Moved by Namita Aggarwal to appoint Julius Redly for auditor for next year.

Seconded by Bernadett Pitt.

Carried. 1 abstained

6. Confirmation of TESL Ontario Board members

Sheila confirmed the TESL Ontario Board members:

Sheila Carson – Chair

Namita Aggarwal

Kathryn Brillinger

Jennifer Freudenthal

Barbara Krukowski

Sharon Rajabi

Anouchka Plumb

Arlene Samlalsingh

Phil Wachel

7. Presentation of TESL Ontario pins

The name of the Silver Pin recipients will be announced at dinner.

(This year's recipients were Carolyn Cohen, Sheila Chick, Gerson Fonseca.)

8. Meeting adjourned at 6:00 p.m.

9. Membership Draw

Free membership draw winner at the AGM was Rodica Vasiliu.