

**MINUTES LANGUAGES CANADA BOARD MEETING
DECEMBER 7, 2017**

Participants:	Cath D’Amico (Chair) Mike Walkey Stéphane Lemelin Gregory Mattei	Julian Inglis Gary Gervais Biba Fakhouri Gabriela Facchini	Sharon Curl Anthony Stille
Regrets:	Ernest Mulvey Veronica Cartagenova	John Taplin Geneviève Bouchard	David Matthews
Staff:	Gonzalo Peralta Rachel Lindsey	Linda Auzins	Joëlle Tannous (minutes)

1. Opening Exercises

i. Welcome & Call to Order

Cath D’Amico welcomed Board members. Gary Gervais’ name should be shown on the agenda as reporting for the Advocacy Committee.

ii. Approval of the Agenda

MOTION: It was moved by Sharon Curl and seconded by Mike Walkey that the agenda be approved as amended. M/S/C Unanimous

iii. Approval – May 18, 2017 Board Meeting Minutes

MOTION: It was moved by Biba Fakhouri and seconded by Mike Walkey that the minutes of the May 18, 2017 Board meeting be approved as distributed. M/S/C Unanimous

iv. Financial Report

Linda Auzins reported in David Matthews’ absence. She invited everyone to consult the financial report that was distributed. In 2017, the association has underspent from what was budgeted. Estimated net income for the year should show a surplus of approximately \$37k. This number might change depending GOA accrual. The marketing revenue was higher and corresponding expenses were lower than the actuals, but some planned activities were scaled back or cancelled due to low member interest. LC ensures that any activities taken on have sufficient member support.

Board members requested that the term ‘Marketing Projects’ be changed to ‘International Affairs’ in the budget. Gonzalo reported that performance from 2017 international affairs activities has been quite good. These activities are generating profit for the association. The surplus in the budget is also due to underspending in some areas as well as some staff changes / vacancies..

For next year’s budget, it was agreed that the association will break IA activities to different categories like ‘marketing type initiatives’, or ‘strategic partnerships’ and have subtotals within each category to show our members.

MOTION: It was moved by Julian Inglis and seconded by Anthony Stille that the financial report be approved as circulated. M/S/C Unanimous

2. Business Arising

i. New membership guidelines for discussion

Gonzalo referred board members to the document that he had circulated prior to the meeting, titled 'Updating LC membership'. This had already been reviewed by the Executive Committee. The new membership guidelines are a large component of the Association's 2018 plan.

There are three main guiding principles for these proposed changes: Transparency; protection of the association, students and members; and improvement of quality.

Transparency: there had been criticism about the lack of transparency in the past.

Protection of association, students and members: The association must be protected with this proposed change in direction and shifting of oversight of member institutions to government, mainly provincial. One of LC's partners is no longer working with exclusively with LC member language programs. They are now allowing all institutions with a DLI to participate in events. The designation only covers students on study permits and not short-term students, leaving short-term students outside of LC unprotected. Often provinces and other stakeholders will ask LC's opinion about non-members, but without accreditation and LC's governance in place, LC cannot assist them.

Many, but not all, provinces are basing their lists of designated programs on LC membership and/or accreditation. As we know and have seen, government cannot provide protection to students and agents as LC is able to.

Improvement of quality: This is ongoing and a very important principle that the association is devoted to.

The membership criteria is broken into four stages:

In order to ensure proper alignment and outcome, the proposed changes follow the tracks pertinent to membership:

- I. Becoming a member
- II. Maintaining membership
- III. Termination of membership
- IV. Transfer or change of membership

Once approved, the following will be required:

1. List of new documents, such as policy or process outline documents.
2. Consideration of transparency – determine what needs to be shared, when, and with whom
3. Determination of (level) where changes need to be implemented – bylaws, code of conduct, policies, processes
4. Determination of how changes will be approved - for example, a bylaw change will require member approval at AGM, but the board can approve policy.
5. Implementation plan: we want to make sure that all members can meet the criteria. If we are raising the bar in any way, members will need time to make changes to remain in compliance.

Proposed changes to becoming a member

Divided into conditions/criteria and application process

1. Completed application, including data for LC Portal and payment of application fees.
2. Accreditation
3. Financial review

4. Personal integrity – how do we verify and request?
5. Confirmation and commitment of institutional ethical conduct.
6. Participation in LC – attend at least one LC annual conference every two years

Some notes on the above-mentioned steps:

- Before becoming a member, applicants will be required to enter data into the portal. The page would not be published or visible until that member is accepted.
- New criteria includes a financial review. This process is currently used for those transferring ownership and applies only to private sector members. Instead of it being only a condition of transferring ownership, financial review will be a key step in becoming member.
- Personal integrity: A review of management structure and governance become part of governance and will be undertaken by an independent firm. Currently, there is nothing in place that allows LC to deny membership to organizations that have behaved badly and / or that are not financially solvent / responsible. This evaluation of personal integrity allows us to be more transparent and gives the association grounds to not accept any previous members who were terminated for cause and who may try to get back into the association.
- There are a number of members who are not engaged in the association and never attend LC events, particularly our conference. The new criteria proposes that members attend a conference at least every two years. Conferences are held in key cities, and some members from those cities do not attend; this is questionable behavior of their membership conditions. It doesn't necessarily require that the director attends, but at least a senior team member.
- A board member pointed out that the date of the conference is problematic. CMEC is having their conference for the Explore programs in Whitehorse at the same time as the LC conference. Certain situations may allow some leniency if validated.

PROCESS

Three options can be considered for membership (as outlined in the document circulated prior to the meeting).

The EC has recommended option 1 moving forward into the process.

Option 1

1. Potential member applies to LC.
2. LC sends for accreditation and financial review.
3. If successful in accreditation and financial review the applicant completes section H (enter data into LC Portal)
4. Applicant submits payment.
5. Approval by management/board?

Pros: LC controls process more and controls who can apply for accreditation.

Cons: More work and liability for LC, possible perception of obstruction to accreditation.

A member asked if there was a vetting process in place for potential members who apply first to LC. Gonzalo responded that LC couldn't stop programs from applying. There is no vetting process. The real benefit is that we know who is interested. We don't want to appear defensive, we want to help organizations become members. Linda can guide them through the process instead of handing them off to the accreditation and financial review which are done by the third party.

Cath stressed of the necessity of working closely with Orion and asked if there was authorization to communicate back and forth with Orion. Gonzalo responded that Orion is obligated to inform LC when it receives an application request. The financial review will be handled externally.

Gonzalo assured the Board that they will receive a much more detailed plan to approve before it is shared with members. With option 1, LC will not allow accreditation without LC membership. The separation of membership and accreditation was discussed in the QA committee last year, but was not brought to members. Gonzalo has asked that that subject be put on hold for now.

A member asked about the standards that will be used for the financial review of applicants. Gonzalo would like to meet with a few board members or financial experts (like Paul Schroeder) and review the standards for this before finalized by the lawyer.

MAINTAINING MEMBERSHIP

CRITERIA/CONDITIONS

1. Abide by LC bylaws, code, policies, and processes
2. Participation in LC
 - a. attend annual conference at least once every two years
 - b. payment of annual and other fees within X days of invoicing
3. Maintain accreditation
4. Maintain financial best practices. Agree to audit if LC requests based on complaints of non-payment, refunds, or other.

Question: should spot checks be implemented, paid for through common fund?

5. Advise LC of changes in senior management and/or ownership
6. Provide LC with up to date program information: LC Portal, Annual Survey, and substantive changes.

PROCESS

- I. Maintain accreditation.
- II. Financial health oversight:
 - a. Submit affidavit of compliance with LC best practices
 - b. Submit to audit if requested by LC
- III. Annual renewal of membership based on compliance of Conditions of Membership.

To maintain financial best practices and to be of sound financial standing is a criterion to maintain membership. Therefore, the financials of existing members must also be considered, if need be. What is being suggested is that members sign off on this annually and agree to a financial review if necessary. Instead of asking members to submit financial statements every year, we would go by the honor system and only investigate when there are signs pointing to financial issues.

What would trigger financial investigations or spot-checks? This is still to be determined, but from past history, there are usually early signs i.e. chronic late payment of LC Membership fees, complaints from students regarding refunds, sector suppliers contacting LC regarding member non-payment etc.

A list of points to review in a financial review should be provided to the accounting firm, based on typical situations for our sector. The audit or financial review would be performed by an independent firm, like CA Solutions. The language of the audit must be confirmed, and agreed upon to avoid confusion in interpretation. Gonzalo would like to meet with some board members to review what has been presented by CA solutions and develop the criteria to present to the Board: Sharon and Veronica have volunteered. David Matthews and Paul Schroeder would also be asked to participate in this group.

TERMINATION OF MEMBERSHIP

Those who withdraw from the association lose membership benefits and recognition. They are advised beforehand as we also let government and other partners know of their termination. They will not have access to certain

programs anymore (i.e. EduCanada Brand Access, recognition of LC Accreditation / membership in the designation process, etc.) The process to revoke membership is the association's weakest area currently.

- In the event of loss of accreditation, there is an automatic termination of membership, as outlined in the by-laws.
- In the event of non-compliance with financials, a timeframe for them to get their financials in order would need to be provided. Termination cannot be immediate, legally, there needs to be time for corrective measures.
- In the event of non-compliance with bylaws, there needs to be time for corrective measures.
- In the event of non-compliance with code of conduct, same there needs to be time for corrective measures, except in the event of a major breach. Specific situations are not identified, but if there is a major breach of the law, it's likely that membership could be terminated.

A board member commented that LC couldn't eliminate risk entirely even with the implementation of these new criteria. The association should focus efforts on making membership more valuable, so that agents and students would only deal with LC members.

TRANSFERRING OWNERSHIP

The problem with the current ownership transfer process is that LC is advised of the sale as it happens or after the fact. The proposal is that LC be advised in advance of the intent to transfer ownership and to be part of the process. With a member institution being purchased, much of what is being sought is LC membership, so it's important that the association is aware and can likely assist in the transition. If a program is being purchased because of financial problems, how does the association confirm that the purchaser is ethical and will continue to abide by LC values and standards? LC must be part of the process and it should not be assumed that membership and accreditation transfers automatically. All board members agreed on the new guidelines.

Working groups on the following areas will be set up and meetings will take place in December and very early January so that the documents can be finalized by the lawyer. Revised documents would be presented to the board and then to the membership for ratification at the AGM.

- Personal integrity: Biba and Julian
- Compliance and legal: Gabriela and Stéphane
- Financial review / solvency: David, Sharon, Veronica and Paul Schroeder

3. Standing Committees (updates where required)

A. Quality Assurance

Julian reported that the proposed changes to teacher qualifications are still pending, but progress has been made. These should be ready for the next Board meeting. The licensing of accreditation is still on hold.

Julian would like to put in a proposal for LC to host the 2018 QALEN meeting (Quality Assurance in Language Education Network). David Huebel from Orion represented Language Canada's accreditation at QALEN in New Zealand. They would also like to arrange a meeting between the executive director of EQUALS and Linda to discuss the idea of an associate membership for LC in EQUALS.

B. Advocacy

The Advocacy Committee met in July and in December 2017 to review the draft plan for 2018. The goal is to make a more focused and specific. LC is starting to work more with the Canadian Chamber of Commerce as a new partner: trying to gain a policy voice through them. Another committee meeting in January is planned where the 2018 plan will be finalized to present at the AGM.

C. Membership / Conference

Linda reported that the newest members of 2018 are Western University (Western English Language Centre), Smrt English, Université du Québec à Montréal, Dewey College, and College Jade. There were several terminations this year, as outlined in the attached membership report.

Linda reported that conference registration has been slow, but that it is expected to pick up before most take time off for the holidays. The conference program is currently being finalized and this will certainly stimulate registration. Conference revenue includes over \$52K in sponsorship / exhibit revenue. LC is very grateful for the generosity of sponsors to help keep the conference registration fees manageable. The 2018 LC Conference marks the association's 10th anniversary. For the closing event, the committee has proposed a gala dinner.

Board members were reminded that the Board would meet in Toronto on February 19th in the late afternoon, prior to the conference.

D. International Affairs

Gabriela reported that the IA committee had a productive year as per the IA report attached to these minutes. For 2018, LC will begin with a trade mission to Kazakhstan, where the focus is on agents from Kazakhstan and nearby countries where our members wouldn't otherwise go on their own. There are twelve institutions represented to date. An exploratory mission to Morocco is also planned from March 12 to 18. GAC is also organizing a trade mission for French programs to Brazil in March.

A trade mission to Chile and surrounding countries is being contemplated. Additionally, there are plans to conduct an exploratory mission to Vietnam as it is a growing market and a trade mission to Turkey is also being planned for early 2019.

There is a possibility of two fam tours, one in Ontario with outside GTA presence or one to Eastern Canada, both would take place around WSD 2018 in July.

Rachel reported on the launch and promotion of the LC Portal and the upcoming launch of a new agency portal. For 2018, Rachel proposed that LC continues to work with our foreign partners like Language without Borders as much progress has been made with some of our international partners on the margins of the CAIE in October. LC is moving forward to interrelated projects including the development of a teacher-assistant certificate for ESL and FSL, qualifying Canadian students as Teaching Assistants in language classrooms abroad. LC would like to continue the cooperation with the state of Parana; the Secretary of Education of Parana has agreed to pay for the return fare for the students in each of their seven universities to come to Canada to study English (similar to the LC scholarship that was offered to a Brazilian student). A call to members will be launched shortly.

There is also a confirmed workshop for March 13 for French programs who have been invited to go to Parana to work with language experts to help develop the 'Parana parle français' program.

The Forum HERACLES (for French universities) will be taking place at the Université de Montréal in May 2018 where a potential partnership with MITACS and CALDO will be announced.

4. Sector Interest Groups

A. French Program Special Interest Group

Report is attached to these minutes.

B. Public Sector Special Interest Group

No report.

C. Private Sector Special Interest Group

No report.

5. Chapters

A. BC Chapter

Mike Walkey spoke highly of the professional development event that was held in partnership with BC TEAL. He stated that ongoing professional development for instructors is needed for the association. Over 60 teachers from LC member schools in Vancouver attended. The event sold out all seats in less than two days, so larger space would be needed in the future.

B. Ontario Chapter

No report.

C. Langues Quebec

Gregory reported that the affiliation DLI system for Quebec private members is working. Many members are reporting being able to get long-term students through their affiliation. Gonzalo welcomed back Maud Pinard-Fr chet to the team. A meeting with French programs will take place in the coming weeks.

6. Other reports

A. Communications

Gonzalo and the LC team are working to launch the LC Portal. It will be the responsibility of Rachel and other colleagues to promote this to various audiences. Communications remains at the service of all files. It has been proposed to split the LC website in 2018, with one site devoted more to International Affairs and promotion/recruitment. The other would be another site devoted to membership, policy and research.

B. Research and Special Projects

The LC Portal LC portal is a public platform but the back end is where the real value lies. The annual survey for 2018 will be conducted within the portal itself and will give the association more access to data that can be shared with members and will help the association understand its members better so that communications can be better targeted.

7. Other business

A. TESL Canada

TESL Canada is in financial trouble and has closed their office. They no longer have staff. LC is not willing to partner with them for teacher certification. LC is willing to support a national voice and body but does not have the resources to take on new responsibilities for the accreditation of teacher training programs. It's important to maintain separation between language education and career training programs.

B. **Board Resignation:** Mike Walkey has announced that he will be leaving ELS and therefore the LC Board as of January 12, 2018. Mike was thanked for his outstanding work in the association and he will be missed.

8. Adjournment

MOTION: It was moved by Sharon Curl and seconded by Julian Inglis that the meeting be adjourned.
M/S/C Unanimous