



# Governance Restructuring Update

28 August 2015

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### Overview of Changes to New Governance Model

Following the release of the proposed new governance model and preliminary transition timeline in March 2015, the Board of Directors received a variety of questions and feedback from members and groups. Based on this feedback, the model and timeline were clarified and revised.

The following overview outlines the revisions, which pertain mainly to Committees and Councils. These build upon the original proposal disseminated in March 2015, and were approved by a vote of the Board of Directors in August.

#### *Changes to Committees*

The original proposal outlined maintaining five Committees: Executive, Finance, Nominating, Research, and Awards. The remaining Committees would either be dissolved, or transitioned to Advisory Councils. However, upon further review it was clear that there were inconsistencies in terms of those bodies that remained as committees.

The new governance model will now only have three Committees, and they will be labeled as Governance Committees:

- Executive Committee
- Finance Committee
- Nominating Committee

Each serves a core function related to governance of the Association. Moreover, members of Governance Committees are selected by election of the membership, either by election as an officer, to the Board of Directors, or to the Nominating Committee.

#### *Changes to Councils*

Much of the feedback received by the Board of Directors sought clarification on the new Councils. In consideration of this feedback, the following revisions have been made:

- Name revised from Advisory Council to Professional Council – The name has been changed to better highlight the fact that membership on the new Councils reflects individual knowledge and expertise.
- Reporting lines revised – The lines of authority among the Board, Councils, and the Executive Director have been revised to illustrate the close working relationship the Councils will have with staff, as well as their connection with the Board.

It should be noted that the new Professional Councils maintain the same status as the previous Standing Committees.

### Transition Plans

The transition to the new governance model will take place in several phases over the next 18-24 months outlined as follows:

- Phase 1 – September 2015 – April 2016
  - Changes to Committees and creation of new Professional Councils
  - Development and adoption of new framework for governing documents
- Phase 2 – May 2016 – May 2017
  - Consideration, and possible implementation, of recommendations from
    - IS Task Force
    - Affiliate Task Force
    - Convention Task Force
  - Implementation of communication processes for Interest Sections
  - Development of leadership ladder and a process for recruiting, retaining, and recognizing TESOL volunteers
  - Clarification of member resolution process
  - Development of regular review process for programs and entities

Committees that will be dissolved should plan on submitting their final report to the Board of Directors in mid-September and should complete any remaining work by the end of the year. These Committees will have the option to meet for a final time at the 2016 TESOL International Convention and should coordinate with their Staff Liaison if they plan to do so.

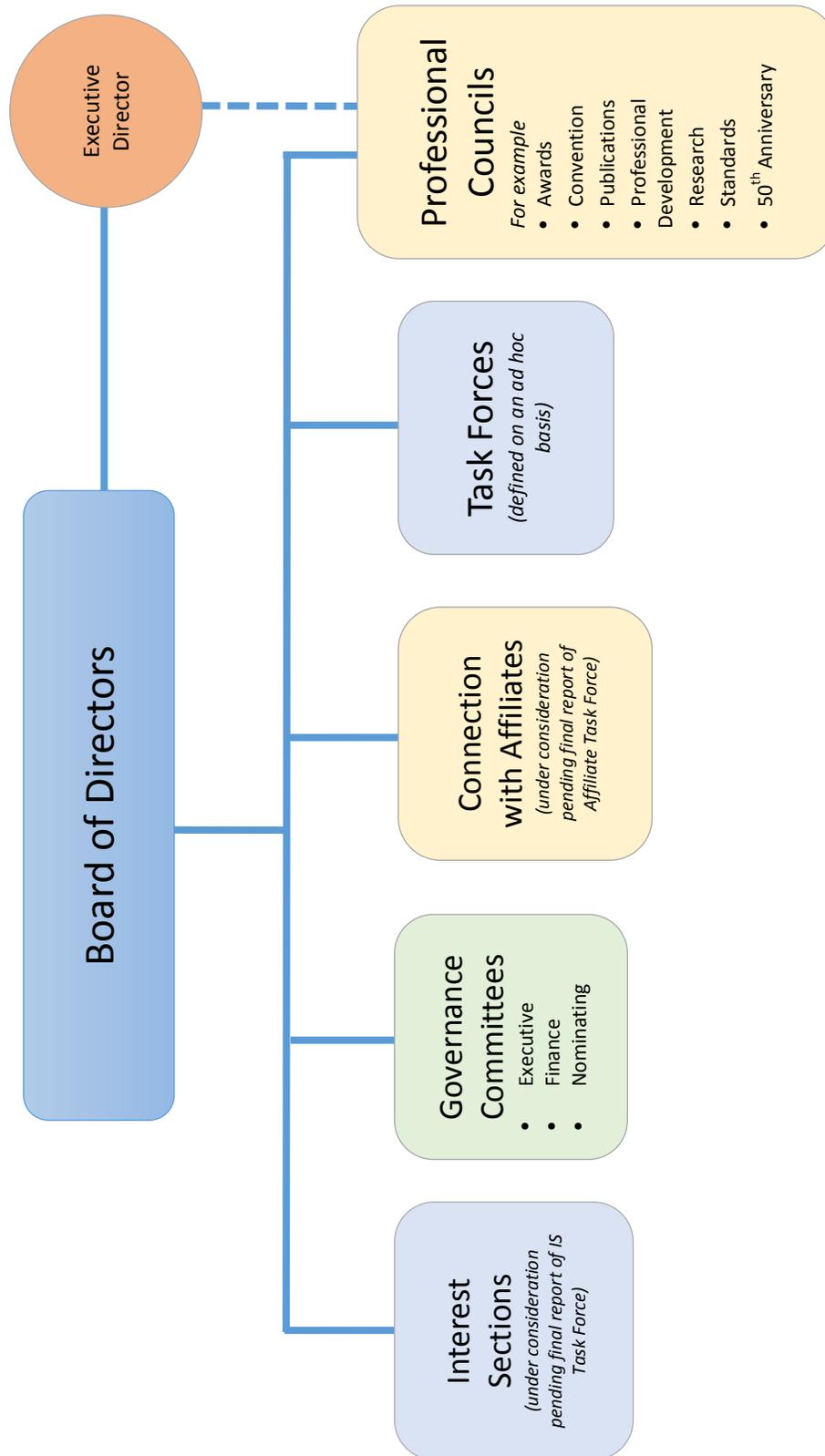
Committees that will become Professional Councils will continue to operate as Committees through the end of the 2016 TESOL International Convention, and will work with Staff and the Board of Directors on the new processes and procedures. Following the 2016 TESOL International Convention, these Committees will begin operating as Professional Councils. Members of the Committees will be grandfathered in as the members of each Council, and their terms will be honored. However, members will be provided the opportunity to opt out of serving on a given Council even if their terms have not officially expired

Committees that will continue as Governance Committees will generally see few changes. However, they should discuss and implement any changes as needed.

### Moving Forward

Because the details of this new governance model are still being developed, expect that there will be periods of ambiguity. However, this is the final plan and the dialogue that has started with this process will need to continue. In this ever-changing world, the Association is committed to moving forward and adapting to the challenges and demands of the field today. However, significant change can't come about without your help. Your input and participation are critical in making sure that TESOL International Association remains vibrant, relevant, and responsive to the needs of members and the field. The Executive Committee, the Board of Directors, and the Staff can be reached at any time with comments or questions.

New Governance Model



Detailed Transition Plan – Phase 1

September 2015	Affiliate Task Force and Interest Section Task Force submit preliminary reports to the Board of Directors
October 2015	Board of Directors will take action on the following: <ul style="list-style-type: none"><li>• Committees to be dissolved, effective 31 December 2015<ul style="list-style-type: none"><li>○ Board Operations Committee</li><li>○ Diversity &amp; Inclusion Committee</li><li>○ Employment Issues Committee</li><li>○ Global Professional Issues Committee</li><li>○ Membership Committee</li><li>○ Rules and Resolutions Committee</li></ul></li><li>• Consideration of new framework of governing documents</li></ul>
November 2015 – March 2016	Development of new framework of governing documents and roles for professional councils
February 2016	Interest Section Task Force and Affiliate Task Force submit final reports to the Board of Directors
April 2016	Board of Directors will take action on the following: <ul style="list-style-type: none"><li>• Committees to become Professional Councils, effective 8 April 2016<ul style="list-style-type: none"><li>○ Awards Committee</li><li>○ Convention Committee</li><li>○ Professional Development Committee</li><li>○ Book and Serial Publications Committees</li><li>○ Research Committee</li><li>○ Standards Committee</li></ul></li><li>• Committees to become Governance Committees, effective 8 April 2016<ul style="list-style-type: none"><li>○ Executive Committee</li><li>○ Finance Committee</li><li>○ Nominating Committee</li></ul></li><li>• Committees to be dissolved, effective 8 April 2016<ul style="list-style-type: none"><li>○ Interest Section Leadership Council</li></ul></li></ul> <p>2016 TESOL International Convention</p> <ul style="list-style-type: none"><li>• Committees meet for the final time as Standing Committees</li><li>• Dissolved committees have the option to meet a final time</li><li>• ISLC completes its duties</li></ul>

Transition Plan – Phase 2

2016-2017	Board takes action on other aspects of governance restructuring, including: <ul style="list-style-type: none"><li>• Leadership ladder</li><li>• Recommendations from IS and Affiliate Task Forces</li><li>• Member resolution process</li><li>• New governing documents</li></ul>
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Definitions

Name of entity:	Definition	Selection process	Composition	Terms	Accountability	Ensuring communication
<b>Governance Committee</b>	A work group of TESOL elected volunteers responsible for a function of the Association, without which the organization could not exist. The three Governance Committees are the Executive Committee, the Finance Committee, and Nominating Committee.	Consistent with current practice, members of the Executive Committee and the Finance Committee serve by virtue of being elected by TESOL members to serve on the Board of Directors. The Nominating Committee is elected by the membership, following an application process. The Chair of the Nom. Comm. is selected by the Board.	The Exec. Comm. consists of the three Presidents (Past, Current, Incoming). The Finance Committee consists members of the TESOL Board. The Nominating Committee is made up of TESOL members with demonstrated experience, expertise, skills, and competencies necessary for the responsibility of the committee	Members of the Governance Committees serve between one and three years. Chairs of the Governance Committees serve for one year only.	Governance Committees report to the Board of Directors.	Regular communications take place via Board liaisons and Staff Partners.

Name of entity:	Definition	Selection process	Composition	Terms	Accountability	Ensuring communication
<b>Professional Councils</b>	<p>A group of volunteers appointed to provide their professional expertise and collaborate with staff to help advance the strategic objectives of the Association. Councils may either be short-term or long- term in nature, and function to supplement or complement the practical work of the Association.</p>	<p>Members are generally chosen based on an open application process. A chair is appointed by the Board in consultation with the ED. Members are appointed by the ED in consultation with the Board and/or the Chair.</p>	<p>Individuals with the demonstrated professional experience, expertise, and knowledge necessary for the responsibility of the Council. Depending upon the function of the Council, they may or may not be TESOL members.</p>	<p>Members serve a one-year term, renewable up to a maximum of three years.</p>	<p>Professional Councils are ultimately accountable to the Board of Directors. They work closely with TESOL Staff, who report to the Executive Director. The ED, in turn, regularly apprises the Board of issues and questions.</p>	<p>All Councils work with a Staff Partner appointed by the Executive Director. Depending on the work of the Council, in some cases a Board Liaison is appointed.</p>

Name of entity:	Definition	Selection process	Composition	Terms	Accountability	Ensuring communication
Task Force	A work group of TESOL volunteers responsible for executing a discrete task needed by the Association within a limited period of time (e.g., a Task Force on strengthening the relationship between TESOL and its affiliates.)	Members are appointed by the Executive Committee in consultation with the Executive Director. A chair is selected by the Executive Committee.	TESOL members with the demonstrated experience, expertise, skills, and competencies necessary for the responsibility of the Task Force. Board and Staff representatives may also serve as full members of the Task Force as needed.	Members serve for the duration of the Task Force’s work. The Task Force is dissolved when the task has been completed.	Reports to the Board.	All Task Forces work with a Staff Partner. Depending on the work of the entity, in some cases a Board Liaison is appointed.