

Board of Directors' Meeting Minutes

March 7, 2023

6:30 pm – 9:30 pm

RisingOaks Early Learning | Admin. Office
2-10 Washburn Drive, Kitchener, Ontario

Present:

- Alisha Michiels, Vice-Chair
- Amanda Stevens, Chair
- Blessing Akpan, Director
- Erin Mikha, Director
- Jennifer Tieu, Treasurer
- Jessica Ronzio, Secretary
- Julia Bloom, Director
- Julia Klann, Director (virtual)
- Karen McIlroy, Director
- Lori Prospero, CEO | ex-officio
- Robert MacDonald, Director

Regrets:

- Paul Okoye, Director

Guests: Kathy Dunk, Executive Assistant | ex-officio

Board Nominees: Katherine Walsh, Stephen Brown

1. Director Performance Check-Ins

- Prior to the meeting, directors engaged in networking and connection time over dinner. Director Performance Check-in meetings also took place during this time.

2. Welcome and Call to Order

- Blessing shared a land acknowledgement.
- Call to Order: There being a quorum of directors present for the transaction of business, and board members having been giving adequate and proper notice of the meeting, the meeting was called to order at 7:05 pm. Amanda Steven served as Chair of the proceedings.
- Jessica Ronzio, board secretary, with support from executive assistant Kathy Dunk, was confirmed to record of the minutes.
- Robert, Jen and Jessica all declared a conflict of interest related to the Board-Recommended Slate of Nominees
 - The Chair proposed that the directors with a conflict abstain from voting on this, with which the Board agreed.

3. Approval of the Agenda

- Request to remove item 4.2 CEO Performance Review Update from Closed-Door Session to an In-Camera discussion, including the CEO. The board agreed.
- **MOTION:** *It was moved, seconded and carried that the agenda for this March 7, 2023 meeting of the Board of Directors be approved, as amended.*

4. Closed-Door Session

- **MOTION:** *It was moved, seconded and carried that the Board of Directors enter into a Closed-Door Session at 7:08pm to discuss confidential employment and financial matters. Alisha Michiels will be the recording secretary for this session.*

Lori Prospero and Kathy Dunk left the meeting at 7:08pm

- **MOTION:** *It was moved, seconded and carried that the Board of Directors terminate this Closed-Door session at 7:18 pm and move immediately to an In-Camera Session with the CEO.*

Lori Prospero rejoined the meeting at 7:18 pm.

5. In-Camera Session

5.1. CEO Performance Review Update. Alisha Michiels will be the recording secretary for this In-Camera session.

- **MOTION:** *It was moved, seconded and carried that the Board of Directors terminate this In-Camera session at 7:36 pm and return to Open Session.*

6. Planning & Evaluation

6.1. Board Succession Planning

- The Board has 5 vacancies to fill, and 3 requests to stand for re-election.
- The Board received 14 applications.
- The nominating committee did phone screens with each applicant, and then reviewed all applications and interviews to make the recommendation for the slate.
 - During the recruitment and screening process, Jessica Ronzio – a member of the nominating committee - declared their conflict of interest and abstained from discussion and decision regarding their candidacy.
- **MOTION:** *It was moved, seconded and carried with 7 votes in favour and 3 abstentions, that the board of directors approves the Board Recommended Slate of Nominees, including the following, to be presented to the membership at the Annual General Meeting on April 11, 2023 for election to the board of directors for a 2-year term:*
 - *Stephen Brown*
 - *Robert MacDonald*
 - *Jessica Ronzio*
 - *Jennifer Tieu*
 - *Katherine Walsh*
- The Board reviewed the proposed committee members for the upcoming year.
 - Committees were created with the expressed interest of existing and nominated directors, as well as ensuring each committee has the appropriate skills and expertise represented.
- The Board discussed long-term succession planning and identified areas of potential gaps, and therefore priority in the next recruitment campaign.

- Recommendations for the officer appointments will be issued to the board by the nominating committee before the AGM.
- The board was reminded of the upcoming mandatory board orientation session to be held on April 25, 2023. The nominating committee meets April 3 to plan this session.

Kathy Dunk rejoined the meeting at 7:48 pm. Guests, Stephen Brown and Katherine Walsh also joined the meeting at this time.

7. Connection Activity

- Directors and the board nominees provided introductions and participated in a connection activity.
- The voting procedures and the governance monitoring system were reviewed.
- The Chair provided an overview of RisingOaks Early Learning's mission, vision, core values and strategic priorities that are used as a foundation to board decision-making.

8. Oversight

8.1. Presentation of 2022 Audited Financial Statements

- The audit work was completed in late January 2023, and the auditors met with the Finance & Audit committee (FAC) on February 28.
- Overall, it was a clean audit with no material findings.
- The treasurer requested that if a director had reason to believe fraud has taken place, to get in touch with her as soon as possible.
- Information Security (IS) audit recommendations will be reviewed by the FAC and brought to the May board meeting.
- The Treasurer led the board through a review of the audited financial statements and addressed questions:
 - Statement of Operations
 - Statement of Financial Position (liabilities, net assets, deferred capital)
 - Statement of Changes in Net Assets

8.2. Approvals

- The FAC recommended several inter-fund transfers, which were outlined in the agenda support material circulated prior to the meeting.
 - Playground Improvement
 - Renovation/Capital
 - Flex Care Spaces
 - Pandemic Recovery
- The board discussed a request for a 2023 allocation from the Playground Improvement Fund. Questions were asked and answered about inflationary impact and ongoing maintenance costs.
- Regarding the Pandemic Recovery Fund, management clarified that government money was spent and fully reconciled. This resulted in savings that were used to create this Fund. Management, in consultation with the

auditors, recommend drawing down this fund by 50% in 2022. This represents funds used for COVID-19 child absence credits and employee sick days and off-set to revenue for school-age enrolment that is not yet back to pre-pandemic levels.

- A recommendation was put forth to consider re-allocating remaining Pandemic Recovery Funds to a new purpose – as an Enrolment Stabilization and Growth Fund. Delegated to the governance committee for further study with a report back by September 2023.
- No concerns were raised by the Board in regard to the outlined inter-fund transfers.
- **MOTION:** *It was moved, seconded, and carried that the board of directors approves the 2022 audited financial statements, as amended - including all noted inter-fund transfers. Furthermore, the board delegates to management to distribute said statements to the members ahead of the annual general meeting to be held on April 11, 2023*
- **MOTION:** *It was moved, seconded, and carried that the board of directors approves an unbudgeted expense of up to \$890,000 for capital improvements for natural playgrounds in 2023 as an allocation from the Playground Improvement Fund.*

9. Strategic Discussion

9.1. 2022-Q4 Strategic Plan Progress Report

- Directors reviewed the progress report and confirmed agreement with the performance ratings/status coding for each performance indicator (PI).
Jessica left the meeting at 8:45.
- Discussed and management addressed questions regarding the 3 areas where mitigation was noted:
 - PI. 9 Future Leaders
 - PI. 17 Licensing Non-compliance Score
 - PI. 22 Project Approach Training
- No concerns were raised about the satisfaction with pace of progress.
- All were in understanding of contextual changes in the internal and/or external environment which have impacted progress.
- No concerns were raised that requires strategy adjustment at this time.
Jessica left the meeting at 8:55.
- Management recommended adjustments to the following performance indicators due to baseline data collected in year 1 of this plan:
 - PI. 4 GR Touchpoint Scale
 - PI. 14 Supervisors in Program
- The board was in agreement.

- **MOTION:** *It was moved, seconded and carried that the board of directors accepts the 2022-Q4 Strategic Plan Progress Report, as presented, and is satisfied with the progress to date.*
- **MOTION:** *It was moved, seconded and carried that the board of directors approves revisions to the 2022 to 2025 Strategic Plan, specially to the following performance indicator as noted:*
 - *#PI.4 from “>70 points at levels 7-9” to “>50 points at level 8”, and*
 - *# PI.14 from “<x% coverage shifts filled by supervisor” to “Supervisor’s average of hours / week in program not to exceed 2 hours for small centres, and 5 hours for large centres , with the max weekly hours not to exceed 5 hours more than once in a month”.*

9.2. Diversity Equity, Inclusion and Anti-Racism Project Update

- Deferred to BaseCamp due to time restraints

9.3. Annual Risk Management Review & Report

- Deferred to the April (immediately following the AGM) or May meeting due to time constraints.

10. Routine Business

10.1. General Operating By-Law No.4

- The board discussed the following proposed revisions to the General Operating By-law No. 3 as recommended by the governance committee:
 - shift to gender neutral language
 - adding clarity on which programs qualify for membership
 - adding the option for the CEO to be appointed as corporate secretary
- **MOTION:** *It was moved, seconded and carried that that the board of directors repeal the General Operating By-Law No. 3, approved by the Members on April 12, 2022, and approve the General Operating By-Law No. 4, as amended.*
- As per the Canada Not-For-Profit Corporations Act (CNCA), any such by-law amendment or repeal shall be effective from the date of the Resolution of Directors (i.e., this meeting) until the next Annual Meeting of Members where it may be confirmed, rejected, or amended by the Members by a Special Resolution.
- *Electronic Motions*
 - The board discussed a slight change to current practice in regarding to approving motions electronically between meetings to ensure full compliance with the CNCA:
 - Motions approved electronically will be approved in principle, then placed in the Consent Agenda for the next regular meeting of the board for formal approval.
 - Reviewed parameters for contentious issues and/or Fundamental Changes.
 - All in agreement with the proposed changes.
 - Procedural documents will be updated to reflect process changes.

10.2. Governance Policy Compliance Reports

- Alisha reviewed the compliance reports that were circulated in the ASM. No concerns were raised by the Board.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Accumulated Surplus & Reserve policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management In Compliance with policy requirements. No further action is required.*
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Board-CEO Relations policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management In Compliance with policy requirements. No further action is required.*
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Evaluating the CEO policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management In Compliance with policy requirements. No further action is required.*
- The board confirmed that each of these policies remains clear, concise and relevant to existing legislation and organizational governance needs. No revisions are recommended at this time.

11. Consent Agenda

- No items were identified from the Consent Agenda requiring further discussion.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors accepts the following Consent Agenda items as reviewed or approved as noted below:*
 - *For Approval:*
 - *Board Minutes - Jan 10/23*
 - *Board In-Camera Minutes - Jan 10/23*
 - *Electronic Motions*
 - *For Information:*
 - *Operations Report - March 2023*
 - *Finance & Audit minutes of Feb 28/23*
 - *Nominating minutes of Feb 13/23*
 - *Governance Minutes of Feb 2/23*
 - *Nominating minutes of Jan 23/23*
 - *2022-Q4 Financial Statement package*

10. Complete Board Meeting Evaluations

- Board evaluations completed by directors during the meeting.

11. Action Items

- The board secretary, with support from the executive assistant, reviewed the new action items arising out of tonight's discussion. These will be added to the board's To Do List in BaseCamp.

12. Adjournment

- 12.1. *Confirmation of upcoming meetings:*

- The board chair reviewed the list of upcoming meetings and events. These can be found on the meeting agenda and the board calendar.
- Amanda thanked Erin and Julia K for their commitment and expertise they have brought to the Board. Both were presented with a token of appreciation.

12.2. *Adjournment*

- *There being no further business, this meeting of the Board of Directors is adjourned at 9:25 pm*

These minutes were approved by the board of directors on May 09, 2023 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by Board Secretary
Lori Prospero