

# Board of Directors' Meeting Minutes

May 13, 2025

6:30 pm – 9:30 pm

10 Washburn Drive, Kitchener/Zoom

## Directors Present:

- Alex Zhou, Director
- Alisha Michiels, Director
- Bernie Crawford, Director (Zoom) – until 9:30
- Christel Wu, Director (Zoom)
- Christiana Alkiviades, Treasurer
- Cindy Ofunne, Director
- Jessica Ronzio, Chair
- Julia Bloom, Past Chair
- Katherine Walsh, Director (Zoom)
- Necia Martins, Director
- Robert MacDonald, Vice Chair

**Employees:** Lori Prospero, CEO & Corporate Secretary | ex-officio  
Susie Draper, Executive Assistant

**Regrets:** None

## 1. Welcome and Call to Order

- Jessica Ronzio, board chair, extended a warm welcome to all attendees. A land acknowledgment was shared by Cindy Ofunne.
- There being a quorum of directors present for the transaction of business and board members having been given adequate and proper notice of the meeting, the meeting was called to order at 6:40 pm. Jessica served as the chair of the proceedings.

## 2. Approval of the Agenda

- **MOTION:** It was moved, seconded and carried that the agenda for this May 13, 2025 meeting of the board of directors be approved, as presented.

## 3. Connection Activity

- The group engaged in a Diversity & Inclusion Flower Petals connection activity.

## 4. Strategic Discussion

### 4.1. In Camera Session | Expansion

- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In-Camera session at 7:07 pm to discuss expansion.

The board returned to Open Session at 7:58 pm

- **MOTION:** That the board of directors directs management to proceed with a new CWELCC application for the development and operation of an 88-space child care centre to be opened by Dec 31, 2026 and to proceed with location selection.

The board recessed from 8:00 pm to 8:05 pm

## 5. Routine Business

### 5.1. Governance Excellence Model (GEM) Assessment Debrief

- The board reviewed the 2024-25 GEM results and the 2022-2025 comparison report
  - Overall the board results were excellent
  - Directors engaged in discussions regarding the assessment and results
    - suggestion to pick out 1-2 questions from the previous GEM assessment to discuss at the board meeting before the next assessment

### 5.2. General Liability Insurance Renewal | 2025-26

- The board reviewed the 2025 renewal premium proposal
  - The overall insurance premium is a 7% increase over the expiring term
- The board recommended that the Governance committee be consulted prior to the 2027 insurance tender – will be added to Feb 2027 Governance meeting agenda
- The board reviewed options regarding the Property deductible and savings to be realized with an increase from \$1,000 to \$2,500 deductible.
- With respect to cyber security coverage there was consensus was to increase coverage to \$1M at an additional cost of \$780.
- The meeting package outlined current status and risks with respect to how tenant's leasehold improvements are factored into business personal property. An initial review of lease terms indicates an increase is required for 2 locations (LR, AD).
- **MOTION:** It was moved, seconded and carried that the board of directors approves the 2025-26 insurance renewal presented by CCV Acera Insurance, including Northbridge Property & Casualty and CFC cyber policy insured, as amended. The board delegates to the CEO to bind this agreement for the June 1, 2025 renewal date.

### 5.3. Governance Policy Monitoring Reports

- The board reviewed the compliance reports that were included in the board package.
- **MOTION:** It was moved, seconded and carried that the board of directors reviewed the governance compliance reports for the Advocacy, Board Code of Conduct/Board Norms, Conflict of Interest and Voting policies and is satisfied with the evidence/statements of compliance. The board deems itself and management In Compliance with policy requirements. No further action is required.

### 5.4. Policy Revisions

- Revisions to four policies (advocacy, board norms, conflict of interest and voting) were reviewed by the board, including updates to gender-neutral language in all and reference to related documents.
- **MOTION:** It was moved, seconded and carried that the board of directors approves revisions to the Advocacy policy, Conflict of Interest policy and procedures, and Voting policy, as presented.

- Approval of the revisions of the board norms was deferred. The board delegates further study of this policy to the Nominating and Governance committee, with report back to the board by November.

#### 5.5. April 2025 Financial Overview

- The Treasurer provided highlights of the Q1 financials.
- April financial results are not yet ready. An update will be posted in Basecamp after they have been presented to the Finance and Audit committee.

### 6. Consent Agenda

- No items were removed 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 presented, for information or approval as noted below:
  - For Approval:
    - Board minutes Mar 4/25
    - Board minutes In Camera minutes Mar 4/25
    - AGM minutes Apr 8/25
    - Board minutes Apr 8/25
    - Electronic Motions
  - For Information:
    - FAC minutes Feb 24/25
    - GR Advisory minutes Mar 19/25
    - Nominating minutes Mar 24/25
    - Members Register as of Apr 8/25
    - Governance minutes Apr 3/25
    - 2025-Q1 Financial Statements
    - Operations Report May 2025

### 7. Board Meeting Evaluations

- Directors will complete the board meeting evaluation after the meeting due to time constraints and results will be posted in Basecamp.

### 8. Action Items

- All action items arising out of tonight's discussion will be added to the To Do list in BaseCamp

### 9. Adjournment

#### 9.1. Confirmation of upcoming meetings:

- The board reviewed the list of upcoming meetings and events. These can be found on the meeting agenda and the board calendar.

#### 9.2. Adjournment

- There being no further business, this meeting of the board of directors is adjourned at 9:39 pm.

**DISCLAIMER**

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting. This document shall not be considered a verbatim copy of every word spoken at the meeting. These minutes were approved by the board of directors on September 9, 2025 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:

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Jessica Ronzio, Chair

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Lori Prospero, Secretary