

Board of Directors' Meeting Minutes

November 11, 2025

6:30 pm – 9:30 pm

RisingOaks Early Learning | virtual via Zoom

Directors Present:

- Alex Zhou, Director
- Bernie Crawford, Director
- Christel Wu, Director (joined at 6:36)
- Christiana Alkiviades, Treasurer
- Cindy Ofunne, Director
- Jessica Ronzio, Chair
- Julia Bloom, Past Chair
- Katherine Walsh, Director
- Necia Martins, Director
- Robert MacDonald, Vice Chair

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

Regrets: Alisha Michiels, Director

1. Welcome and Call to Order

- A land acknowledgment was shared, and directors were provided with resources to learn more about the Haldimand Treaty.
- 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 6:36 pm. Jessica Ronzio served as the Chair of the proceedings.
- No conflicts of interest were declared.

2. Approval of the Agenda

- **MOTION:** It was moved, seconded and carried that the agenda for this November 11, 2025 meeting of the board of directors be approved, as presented.

3. Connection Activity

- The board watched and discussed a video entitled “Indigenous Child Welfare” regarding the over representation of indigenous children in the child welfare system and the policies, behaviour and attitudes that have caused this to occur. The board reflected on how conversations like this help us move toward reconciliation through understanding and action.

4. Strategic Discussion

- The chair reminded directors of the mission, vision, values, and strategic priorities – including diversity, equity and inclusion – as a foundation to guide discussions and decisions.

4.1. 2025 Forecast & Funding Formula Impacts

- The 2025 forecast was presented to the board by the Treasurer noting a higher-than-budgeted total surplus driven primarily by stronger enrolment, delayed hiring of two pedagogical coach positions, and initial assumptions related to new expense allocation methodologies
- The Board reviewed the CWELCC cost-based funding mechanics and recoverable scenarios, subject to final adjustments
- The Board received the information and had the opportunity to ask questions

4.2. In Camera Session | Workforce Investment Considerations

- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In Camera session at 7:23 pm to discuss workforce investment considerations.

The board returned to Open Session at 8:11 pm. Two motions were passed In Camera.

4.3. Budget 2026 Planning

- The treasurer presented a budget planning timeline for 2026
 - Management previously recommended delaying approval of the budget until the funding reconciliation process is complete; a recommendation that the board supported
 - Preliminary budget will be reviewed by the FAC in January 2026 with a final recommendation for board approval at the March 2026 meeting
- For Q1 financial reporting, management will use either an adjusted 2025 budget or a preliminary budget for variance analysis.
- The final budget will replace the preliminary version once approved, then Q1 statements will be adjusted and reissued to reflect the approved figures.

The meeting recessed at 8:15 pm and reconvened at 8:25 pm.

4.4. In Camera Session | Expansion Updates

- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In Camera session at 8:25 pm to receive confidential updates regarding expansion matters.

The board returned to Open Session at 8:42 pm.

4.5. Strategic Plan Revisions

- Management presented the updated *RisingOaks Early Learning Strategic Plan 2022-2028*, reflecting revisions discussed at the board strategic session held on October 18, 2025.
- The board reviewed proposed updates to strategic goals and performance indicators (PIs), as well as additional sections addressing key assumptions and dependencies, timing considerations, risk analysis, and next steps.
- With respect to Strategic Priority #1 (Influence of Local Expansion & System Planning), the Board considered options regarding the treatment of related

performance indicators and confirmed its decision to retain PI.3 and PI.4 as separate measures.

- The Board also confirmed that Appendix B – Strategic Planning Process History should remain as an appendix to the Strategic Plan.
- **MOTION:** That the board of directors approve the revised RisingOaks Strategic Plan 2022–2028 (R4), as presented, including updates to Goals and Performance Indicators, Key Assumptions and Dependencies, Commentary on Timing, Risk Analysis, and Next Steps; and further, that the board directs the Chief Executive Officer to execute and action the revised strategic plan as approved.

5. Routine Business

5.1. Board Succession Planning Survey

- The Nominating committee will review the results of the survey at the November 17 meeting to assist with the recruitment and selection process.

5.2. Debrief on Board Development Day

- Due to time constraints, this item was deferred to the January board meeting.

5.3. Governance Policy Monitoring Compliance Reports

- The board reviewed the governance policy compliance reports that were included in the board package.
- With respect to the Financial Management policy, the Board determined that the evidence presented supports a finding of In Compliance.
- **MOTION:** It was moved, seconded and carried that the board of directors reviewed the governance compliance reports for Financial Management, Investments and Governance Model 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

- Financial Management policy
 - Revisions to the policy were reviewed, with minor amendments made by the board to 2.3 and its sub-points.
 - **MOTION:** It was moved, seconded and carried that the board of directors approve revisions to the Financial Management policy, as amended.
- Board Norms
 - The board reviewed proposed revisions to the Board Norms recommended by both the governance and nominating committees with respect to in-meeting norms for virtual participation
 - The board also made an amendment regarding norms for mitigating privacy risk associated with Smart Home devices
 - **MOTION:** It was moved, seconded and carried that the board of directors approve revisions to the Board Norms policy, as amended.
Vote: 9 in favour, 1 opposed.

5.5. Legislation Review

- Annually, the board is asked to identify any legislative or regulatory changes that may impact RisingOaks. Due to time constraints the board deferred this item and directed that it will be added to BaseCamp for discussion.

6. Consent Agenda

- No items were removed for 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: Sept 9/25
 - Board Minutes – Closed Door Sept 9/25
 - For Information:
 - Operations Report – November 2025
 - 2025-Q3 Financials
 - Governance Minutes Oct 2/25
 - FAC Minutes Sept 29/25
 - Nominating Minutes Sept 22/25
 - GR Advisory Minutes Sept 11/25

7. Board Meeting Evaluations

- The board directed management to convert tonight's meeting evaluation to a survey and post the link 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 was adjourned at 9:34 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 January 13, 2026 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:

Jessica Ronzio, Chair

Lori Prospero, Secretary