

## **Board of Directors’ Meeting Minutes**

January 10, 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 | attended virtually
- Jennifer Tieu, Treasurer
- Jessica Ronzio, Secretary
- Karen McIlroy, Director
- Lori Prospero, CEO | ex-officio
- Paul Okoye, Director
- Robert MacDonald, Director

### **Regrets:**

- Julia Bloom, Director | had planned to join mid-way through, but did not due to technology issues
- Julia Klann, Director

**Guest:** Kathy Dunk, Executive Assistant | ex-officio

### **1. Welcome**

- Amanda welcomed everyone to the meeting and acknowledged that two participants were joining virtually.

### **2. Connection Activity**

- The board engaged in a connection activity.

### **3. Call to Order**

- Jen shared a land acknowledgement.
- There being a quorum present, and the board members having been given adequate and proper notice of the meeting, the meeting was called to order at 6:45 pm. Amanda Stevens served as Chair of the proceedings.
- The voting procedures and the governance monitoring system were reviewed.

#### *3.1. Confirm Quorum*

- Quorum was confirmed.

3.2. *Confirm minute taker.*

- Kathy Dunk, executive assistant, was invited to assist Jessica Ronzio, board secretary, in the recording of the minutes.

3.3. *Identification of Conflicts of Interest*

- No conflicts of interest declared

4. **Approval of the Agenda**

- It was noted that Motions Approved Electronically since the last meeting were sent out to directors and a request was made to add this as item 8.6 of the Consent Agenda. The board was in agreement.
- **MOTION:** *It was moved, seconded and carried that the agenda for this January 10, 2023 meeting of the Board of Directors be approved, as amended.*
- The acting Chair reminded the board of RisingOaks' mission and values, and strategic priorities to guide discussion and to view decisions with a focus on equality and inclusion.

5. **Closed Door Session**

- Vice Chair Alisha will act as minute taker for the closed-door session.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors enter into a Closed-Door Session at 6:49pm to discuss confidential employment matters.*

*Lori Prospero and Kathy Dunk left the meeting at 6:50pm*

- **MOTION:** *It was moved, seconded and carried that the Board of Directors return to Open Session at 7:23 pm.*

*Lori Prospero and Kathy Dunk rejoined the meeting at 7:24 pm*

6. **Strategic Discussion**

6.1. *Canada-Wide Early Learning and Child Care (CWELCC)*

- **MOTION:** *It was moved, seconded and carried that the Board of Directors enter into an In-Camera Session at 7:25 pm to discuss private employment matters stemming from changes to CWELCC funding related to staff compensation.*
- **MOTION:** *It was moved, seconded and carried that the Board of Directors return to Open Session at 8:19 pm.*

6.2. *By-laws Update*

- Due to time constraints, this discussion was deferred.
- The by-laws are delegated to the governance committee for further study with respect to appointing the CEO as Corporate Secretary and business conducted electronically outside of in-person meetings. A report back is required at the March 7, 2023 board meeting.

6.3. *Expansion Feasibility Study*

- Management provided an overview of the 2016 Expansion Strategy Report detailing the initial identification of key regions, the project scope and

- parameters. The board discussed the governance process in place to assess risk and set parameters for expansion.
- The updated Expansion Feasibility Study report from consultant Jennifer Kirkham, found in the meeting package, recommends expansion in the following geographic areas:
    - Region of Waterloo
    - Halton Region
    - Region of Peel
    - City of London
    - Country of Middlesex
    - County of Norfolk
  - At management's request, Jennifer is exploring expansion opportunities with the CMSM for Stratford as well and will provide an addendum to the report. This area is being considered due to recent growth and the # of employees we have currently who live in that area, which would support staff onboarding and training.
  - Management provided preliminary financial projections for various expansion scenarios, including large school-based site, and a large and small community-based site.
  - Discussion ensued regarding risk mitigation, how projects are selected and timing of such expansion. Management spoke of the RFP process with school-based sites and challenges with community-based expansion related to the structure of the current funding model. The province has identified target allocations for expansion by consolidated municipal service managers (CMSM). Those targets are being reviewed.
  - Management will provide an update at the next board meeting. It was suggested that the board set expansion parameters via a motion by the end of May 2023 to provide clear direction to management.

## **7. Routine Business**

### *7.1. Other Financial Business*

- Final 2022 Forecast
  - The treasurer reported that audited financial statements won't be ready until mid-February, however the accounting manager has provided a preliminary statement for December 2022 showing an overall projected surplus of \$566,179.
- *Audit Planning*
  - The auditors completed their preliminary work in December and are scheduled for Jan 16-30. They are on track to provide draft statements to the finance and audit committee for their Feb 27 meeting.
  - Management shared an update on new audit requirements for IT and security and the implications.

### *7.2. Governance Policy Monitoring Reports*

- This agenda item was temporarily deferred due to timing. The board agreed that we may come back to this later if time allows or defer the discussion and voting to BaseCamp.

### 7.3. Governance Excellence Model (GEM) Assessment Results

- The Chair of the nominating committee reviewed the results of the GEM assessment and highlighted key differences and areas in slight decline from 2020 to 2022.
- The Board analyzed contributing factors, consequences if not improved, and discussed actions to support improvement for declining areas.

### 7.4. Added / Governance Policy Monitoring Reports

- The chair reported that we do have enough time now for this agenda item and called on the vice chair, who serves as the chair of the governance committee.
- The board discussed each compliance report that was circulated in the board meeting package. 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 General Executive Constraints 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 Policy Development policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management In Compliance with policy requirements.*
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Monitoring Policy Compliance 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 also considered the three policies in terms of them being clear, concise and relevant to existing legislation and organizational governance needs. No recommendations for revision were brought forward.

## 8. 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 amended, for information or approval as noted below:*
  - 8.1 Operations Report Jan/23 (I)*
  - 8.2 GR Minutes- Dec 8/22 (I)*
  - 8.3 Nominating Minutes- Nov 8/22 (I)*
  - 8.4 Board Minutes Nov 8/22 (A)*
  - 8.5 Board in Camera Minutes- Nov 8/22 (A)*
  - 8.6 Motions Approved Electronically (I)*

## 9. Complete Board Meeting Evaluations

- Directors completed the board meeting evaluation via live polling

## 10. 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.

## 11. Adjournment

### 11.1. *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.

### 11.2 *Adjournment*

- *There being no further business, this meeting of the Board of Directors is adjourned at 9:39 pm.*
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These minutes were approved by the board of directors on March 7, 2023 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Signature: Board Secretary