

Board of Directors' Meeting Minutes

May 09, 2023

6:30 pm – 9:30 pm

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

Present:

- Alisha Michiels, Chair
- Amanda Stevens, Past Chair
- Blessing Akpan, Director
- Jennifer Tieu, Treasurer
- Jessica Ronzio, Director
- Karen McIlroy, Director
- Katherine Walsh, Director
- Lori Prospero, CEO & Corporate Secretary | ex-officio
- Steve Brown, Director

Regrets:

- Julia Bloom, Vice Chair
- Paul Okoye, Director
- Robert Macdonald, Director

Guests:

- Cayla Charles, Senior Consultant at Credence & Co.
- Kathy Dunk, Executive Assistant | Minute Taker

1. Welcome and Call to Order

- A land acknowledgement was shared.
- 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 6:34pm. Alisha Michiels served as Chair of the proceedings.
- No conflicts of interest were declared.

3. Approval of the Agenda

- **MOTION:** *It was moved, seconded and carried that the agenda for this May 9, 2023 meeting of the Board of Directors be approved, as presented.*

3. Connection Activity

- The board engaged in a connection activity.

Cayla Charles joined the meeting at 6:48pm

4. Strategic Discussion

- The board reviewed its mission, values, and strategic priorities – including

diversity, equity and inclusion – as a foundation to guide discussion and decisions.

4.1. Diversity, Equity, Inclusion & Anti-Racism (DEIA) / Debrief Report

- Cayla provided an overview of her role and facilitated a debrief of the RisingOaks' DEIA Report which includes:
 - Lunaria Report: quantitative data from the employee survey; analytical and reflective.
 - Credence Report: summary of listening process (i.e., focus groups, interviews); reflective, meant to support the data in the Lunaria report.
 - Includes recommendations in response to both reports.
- The board engaged in discussion about their reaction to the report, including areas they expected, some they were surprised by, concerns/fears, questions and hopes for the future.
- Discussed the low employee survey response rate and possible root causes, including the workforce crisis, burn-out and some who are not sure how they fit into this work. Recommendation of further facilitated conversations will ensure that the listening process continues and invites others into this important work.
- An overview of the next steps was presented by Credence:
 - Laying the Groundwork
 - Report debriefing
 - Facilitated conversations
 - Transition of project leadership to the internal reference group (RG)
 - Develop & Launch DEIA Action Plan
 - Develop manageable communication plan
 - Create action plan
 - Balance hopefulness with reality
 - Develop Agility & Ability
 - Establish clear feedback loops
 - Practice vulnerable conversations with each other
 - Develop internal and external support outlets
- The DEIA steering committee has drafted a formal response from RisingOaks' to the DEIA Report to be issued to employees, member and parents. The board and the RG are invited to provide input to this response.

Cayla Charles left the meeting at 8:15pm

4.2. Corporate Object/Core Purpose

- The board reviewed the CRA requirements for a registered charity and RisingOaks' Statements of Purpose (i.e., corporate objects).
- All RisingOaks' programs and services must fall within these 5 statements, though we are not required to actively pursue every statement.
- Consensus was reached that all programs and services comply with said statements.
- Discussed that wording of some statements seems redundant or uses older language. Reviewed with legal counsel in 2017 and was advised that it is

challenging to re-write; could result in losing charity status.

5. Routine Business

5.1. General Liability Insurance Renewal / 2023-24

- Reviewed current coverage. 2023 rates have increased 13%.
 - Due to opening of Oak Creek, increase in employees and changes in property content values.
- Reviewed 3 areas for the board's input:
 - Reviewed the definition of “abuse claim” as outlined from an insurance perspective and discussed our risk appetite, risk estimate, risk mitigation strategies, data from broker on abuse claim costs. Current coverage deemed appropriate.
 - Raising the property deductible against potential savings. Recommendation from broker to maintain the current deductible.
 - Errors and Omissions coverage limit against organizational risk. Based on our history and sector, recommendation from the broker to maintain current coverage.
 - No concerns from the board were raised; all in agreement with these recommendations.
- **MOTION:** *It was moved, seconded and carried that the board of directors approves the 2023-24 insurance renewal presented by CCV Insurance, including Northbridge Property & Casualty (\$49,069) and cyber policy insured by CFC (\$5,080), pre-tax, as presented. The board delegates to the CEO to bind this agreement for the June 1, 2023 renewal date.*

5.2. Governance Policy Monitoring Reports

- The Board reviewed the compliance reports that were circulated in the meeting package.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Advocacy 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 Code of Conduct 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.*
 - There was a suggestion to include results of the board meeting evaluations as evidence of compliance for future compliance reports on the board code of conduct.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Voting 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.

5.3. April 2023 Financial Overview

- The board received a brief summary of the Q1 financials, which will be received in the Consent Agenda later in this meeting.
 - This included an overview of how to read the financial statements. Directors are to reach out to the treasurer, or utilize resources in BaseCamp, for support.
- Preliminary April financial results were shared.
 - Enrolment, and thus revenue, is higher than budgeted.
 - Outlined consolidated surplus and plans for investments, as reviewed by the finance and audit committee.
 - Reviewed financial bridge to date and discussed CWELCC advance adjustments. June statements will reflect actualization.

5.4. In Camera Session / CEO Succession Plan

- **MOTION:** *It was moved, seconded and carried that the board of directors enter into an In-Camera Session, with the CEO, at 9:05 pm, to review and discuss the CEO Succession Plan.*
Kathy Dunk left the meeting at 9:05pm
- The Corporate Secretary recorded the minutes for this In-Camera session.
- **MOTION:** *It was moved, seconded and carried that the board of directors return to Open Session as of 9:25 pm.*
Kathy Dunk returned to the meeting at 9:25pm

6. 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:*
 - *For Approval:*
 - *AGM minutes of Apr 11/23*
 - *Board minutes of Apr 11/23*
 - *Board minutes of Mar 7/23*
 - *Board In-Camera minutes of Mar 7/23*
 - *Closed-Door Board minutes of Mar 7/23*
 - *Electronic Motions*
 - *For Information:*
 - *Operations Report – May 2023*
 - *Members’ Register*
 - *FAC minutes – Apr 24/23*
 - *Governance minutes – Apr 6/23*
 - *Nominating minutes – Apr 3/23*
 - *2023-Q1 Financial Statement package*

7. Complete Board Meeting Evaluations

- Directors completed the board meeting evaluation via live polling.

8. Action Items

- All action items arising out tonight's discussions 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 9:42 pm*

These minutes were approved by the board of directors on September 12, 2023 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:



Alisha Michiels, Chair



Lori Prospero, Secretary