

# Board of Directors' Meeting Minutes

January 14, 2025  
6:30 pm – 9:30 pm

## Directors Present:

- Alex Zhou, Director
- Alisha Michiels, Past Chair
- Bernie Crawford, Director
- Christel Wu, Director
- Cindy Ofunne, Director
- Jessica Ronzio, Vice Chair
- Julia Bloom, Chair
- Katherine Walsh, Director
- Steve Brown, Treasurer

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

**Guests:** Cayla Charles, Credence & Co. (until 7:58 pm)

**Regrets:** Robert MacDonald, Director  
Jen Tieu, Director

## 1. Board Dinner & Director check-in meetings

- 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

- Julia Bloom, board chair, extended a warm welcome to all attendees at the first board meeting of 2025.
- A land acknowledgment was shared.
- 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 6:33 pm. Julia Bloom served as the chair of the proceedings.
- No conflicts of interest were identified.

## 3. Approval of the Agenda

- Agenda item 3.2 Budget 2025 Update will take place In Camera due to confidential employment matters.
- **MOTION:** It was moved, seconded and carried that the agenda for this January 14, 2025 meeting of the board of directors be approved, as amended.

#### 4. Strategic Discussion

- The board reviewed its mission, vision, values, and strategic priorities – including diversity, equity and inclusion – as a foundation to guide discussions and decisions.

##### 4.1. Diversity + Equity + Inclusion = Belonging (DEIB) Action Plan – Final Report

- The board participated in a grounding/connection activity regarding unconscious bias.

**Bernie Crawford left the meeting at 6:52 pm**

- The board welcomed Cayla Charles, sr. consultant with Credence & Co. to the meeting. She along with RisingOaks' CEO presented the Diversity + Equity + Inclusion = Belonging (DEIB) Action Plan to the board on behalf of the reference group (RG) and champions of belonging.
- There are 4 strategic DEIB priorities for RisingOaks:
  - Weave DEIB into the fabric of RisingOaks
  - Enhance the sense of belonging so that the many identities (and their intersections) of each RisingOaks community member can be seen and valued.
  - Strengthen and develop clear communication channels, both internal and external, regarding RisingOaks' DEIB initiatives and achievements throughout the RisingOaks community and within the early learning and care sector.
  - Enhance organizational learning related to DEIB.
- Discussion:
  - The board discussed the DEIB Action Plan and key considerations / implications for the organization. They ask that the CEO pass along their thanks and appreciation to the RG and champions for their collective work and contributions.
  - One suggestion was to include a future consideration for a review of our supply chain from a DEIB lens.
  - It was noted that a collective interest, involvement, shared passion and feedback from within the employee team and the board will be important to the success of the implementation of the plan.
  - The board discussed the organization's capacity – human and financial – for successful implementation. Funding is allocated within the 2025 budget to support DEIB projects and further learning. A new DEIB committee will be formed to guide this work and Credence & Co will continue to work with us.
    - It was noted that the action plan is a living document that will evolve over time. It was created with intention and to be realistic given existing resources. The DEIB committee will create a long-term implementation plan towards achievement of the plan.

**Bernie Crawford rejoined the meeting at 7:28 pm**

- How does the board view their work in connection to the DEIB Action Plan?
  - The board views their work as an important contribution toward building collaboration with staff, families and the community
  - There was unanimous support for the plan and consensus that DEIB remains integral to our ability to achieve our mission and is deeply connected to the organizational strategic plan.
    - It was agreed that we are not adding the DEIB plan – its priorities, goals and activities to the strategic plan; that it is an operational plan that will help to guide

and shape the organization. The board would find it helpful to receive semi-annual reporting and/or updates on the DEIB plan so that it can stay informed in consideration of our next strategic plan.

- **MOTION:** It was moved, seconded and carried unanimously that the board of directors accepts the DEIB Action Plan and will support management to operationalize the plan across the current strategic plan and into the next.

Cayla left the meeting at 7:58 pm; The board recessed from 8:00 pm – 8:05 pm

#### 4.2. Budget 2025 Update

- The CEO provided an update on the development of the 2025 budget
  - With the change to the new funding formula the budget is more complex this year
  - 2025 Budget is delayed due to waiting for the new workforce compensation guidelines from the province which were only just released
  - Finance & audit committee will meet later this month when the budget is ready to be presented
  - The CEO has requested an In Camera session with the board to receive advice on confidential employment matters that impact budget development.
  - **MOTION:** It was moved, seconded and carried that the board of directors enter into an In-Camera session at 8:07 pm to discuss confidential employment matters, and risk management related to a new lease and trademark protections.
  - The CEO will record the minutes of this session.

Susie Draper left the meeting at 8:07 pm

#### 4.3. Lincoln Road Lease

- In Camera discussion.

The board returned to Open Session at 8:34 pm; Susie Draper returned.

- **MOTION:** It was moved, seconded and carried that the board of directors delegate authority to the CEO to negotiate termination of the existing lease and the execution of a new lease with the Lincoln Road Chapel retroactive to January 1, 2025, based on the presented rent structure (Jan 10 option) with a risk tolerance of up to 4% on the total annual rent.

#### 4.4. Trademarks

- In Camera Discussion.
- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In Camera Session at 8:37 pm to discuss risk management related to trademarks.

The board returned to Open Session at 8:50 pm

Susie Draper left the meeting at 8:51 pm

#### 4. Closed Door session | 2024 CEO Performance Evaluation

- **MOTION:** It was moved, seconded and carried that the board of directors enter into a Closed Door session at 8:52 pm to discuss confidential employment matters.

Lori Prospero left the meeting at 8:52 pm  
Bernie Crawford left the meeting at 9:28 pm  
The board returned to Open Session at 9:40 pm  
Lori Prospero rejoined the meeting at 9:40 pm

#### 5. Routine Business

##### 5.1 Other Financial Business

- Discussion on the year-end forecast and audit plan was deferred. The treasurer will post an update to Basecamp.

##### 5.2 Governance Policy Monitoring Compliance Reports

- These were deferred to discussion and electronic vote via Basecamp.

#### 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 Nov 12/24
    - Board Minutes – In Camera Nov 12/24
    - Electronic Motions
  - For Information:
    - Operations Report January 2025
    - GR Advisory minutes Dec 12/24
    - FAC minutes Dec 3/24
    - Nominating minutes Nov 18/24

Bernie Crawford rejoined the meeting at 9:43 pm

#### 7. Board Meeting Evaluations

- Directors completed the board meeting evaluation via a survey after the meeting.

#### 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 9:45 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 March 4, 2025 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:

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Julia Bloom, Chair

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Lori Prospero, Secretary