



Board of Directors' Board Meeting

January 14, 2010
6:30 p.m. – 9:30 p.m

St. Luke Library

550 Chesapeake Drive, Waterloo

Name	Attended	Regrets
Amanda Stevens	X	
Brett Bigger	X	
Dorothy Fallowfield	X	
Doug Laginskie		X
Jennifer Banfield	X	
Karen McIlroy	X	
Kathryn Kosakowski	X	
Natalia Brattan	X	
Paul Botros	X	
Sarah Willey-Thomas	X	
Teresa Godglick	X	
Wayne Steffler	X	
Lori Prospero, ED	X	
V- Video Conference		

1. Welcome

- Kathryn welcomed directors to the meeting.

2. Call to order

- 2.1. Kathryn called the meeting to order at 6:33 pm. Quorum was confirmed
- 2.2. Dorothy, the secretary, was confirmed as the minute taker
- 2.3. Several directors raised a potential conflict of interest with respect to the discussion on strike contingency planning as it relates to parent fees. The Chair recognized this perceived conflict and it was agreed that the risk in decision-making was minimal. No further action required.

3. Approval of the Agenda

- No discussion arose from the agenda
- **Motion:** It was moved, seconded and carried that the agenda for the January 14, 2020 meeting be approved as presented.

4. Closed door session took place.

- **Motion:** it was moved, seconded and carried that the board of directors move to a closed door session at 6:35 pm to discuss the annual performance review for the executive director.

[Lori Prospero left the meeting at 6:35]

- **Motion:** it was moved, seconded and carried that that the board of directors return to open session at 7:27 pm and delegates to the Chair and/or Vice Chair to meet with the executive director to discuss the board's feedback and report back on March 10, 2020.

[Lori Prospero returned to the meeting at 7:28 pm]

5. Setting the stage – Naming strategy highlights

- Paul and Teresa provided an update on the process the Transition Team is using to find a new name for the organization that better reflects the brand strategy.
- The entire workforce, along with the board and a group of parents will participate in the Naming Sprint. Nine brainstorming meetings will take place over nine meetings with a goal of 355 names to be generated. It is understood that many names will be removed due to trademark issues and duplicates, and the remaining names will undergo a rigorous screening criteria.

6. Strategic Discussion

- Paul and Teresa provided a refresher on the brand strategy and the criteria from our naming strategy. The new name should be memorable and clearly communicate the brand's leadership.
- Directors participated in a group brain storming activity to generate potential names for the organization.
- Each sub-group then presented their best five names for consideration.
- One name came forward that was an invented word – originally considered as a possible name, but later eliminated in favour of using only real words. After much deliberation, the board decided to adjust the naming criteria to allow invested words which will support the criteria of differentiation within the marketplace.
- Prior to the final selection of the board's top 5 names, Paul and Teresa reviewed the brand personality continuum on to better understand the tone of the brand we are trying to achieve.
- The directors voted and put forward six names for consideration by the Transition Team as part of the naming sprint.
- Lori spoke about managing the people side of change and shared results of an organization-wide check-in completed with staff to understand how they are feeling about this project. The current temperature check shows support ahead of typical change management data.
- It was recommended that the board send a communication to staff to thank them for their involvement and openness for this project.
- **Action:** Paul to draft email to staff; to be sent from Kathryn

7. In Camera Session

- It was moved, seconded and carried to move to an *In Camera* session at 8:45 pm to discuss confidential information regarding school strike contingency planning.
- It was moved, seconded and carried to return to open session at 9:29 pm.

8. Routine Business

8.1. Current financial position

- Karen provided a brief overview of our current financial position based on the 2019 statements.
- Many of the expenses are from the YDP program.
- The financial bridge was shown, which showed that full day programs are up, and school age programs are down.
- Owl is in a favourable liquid position. It is ideal to see a 1:1 ratio, and Owl is currently above that.
- Auditors will be in the week of January 27 and will submit their draft statements to the Finance and Audit committee for the Feb 25 meeting. Year end statements will be issued in March.

8.2. Policy Compliance Reports

- The board reviewed the compliance reports related to the scheduled governance policies.
- **Motion:** It was moved, seconded, and carried that the board of directors is satisfied with the evidence/statement of compliance regarding the General Executive Constrains policy. The board deems itself in compliance. The policy remains relevant and no further action is required.
- **Motion:** It was moved, seconded, and carried that the board of directors is satisfied with the evidence/statement of compliance regarding the Policy Development policy. The board deems itself and management in compliance. The policy remains relevant and no further action is required.

8.3. Nominating News

- Amanda provided an overview of the board's succession plan. This year we will be recruiting six positions on the board, with three wishing to stand for re-election.
- The finance and audit committee needs two people, the governance relations advisory committee has two vacancies, the nominating committee has 1-2 vacancies and governance committee has three vacancies.
- Priorities for this recruitment campaign are those with an accounting designation, GR experience and/or risk management expertise.
- Some of these skillsets may be difficult to find internally. Direct recruitment is needed.
- **Action:** Directors are encouraged to reach out to colleagues with these skillsets and encourage them to apply. The deadline to apply is January 22, 2020.
- There is currently no one interested in the secretary position, which is a required position.
- **Action:** Anyone who may be willing to fill this role should reach out to the nominating committee.
- It was confirmed that heading into next year, the role of Past Chair will be vacant as Kathryn's term is up and due to other circumstances she is unable to be re-appointed as Past Chair. This is a gap the board needs to take into consideration for future chairs.
- Directors in their first year will also be required to do a performance check-in that includes a self assessment. It will be distributed January 20, and will be due back February 10.

9. Consent Agenda

- **Motion:** It was moved, seconded and carried that the board accepts the consent agenda items as follows:

- Executive Director's Report – Dec 2019
- GR Advisory Meeting Notes – Dec 2019
- Executive Director's Report – Nov 2019
- Governance minutes – Nov 2019
- Board Minutes – Nov 2019

10. Board Evaluation

- Due to time constraints, the board meeting evaluation will be sent out as a survey.

11. Action Items

- Dorothy reviewed the new action items. These will be added to the board's BaseCamp.

12. Adjournment

- Lori reminded the board that there will be a family and friends swim and will need board volunteers.
- **Motion:** It was moved, seconded and carried that the meeting be adjourned at 9:47 pm.