

**Board of Directors'
Meeting Minutes**

September 12, 2023

6:15 pm – 9:30 pm

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

Directors Present:

- Alisha Michiels, Chair
- Amanda Stevens, Past Chair
- Blessing Akpan, Director
- Jennifer Tieu, Treasurer
- Jessica Ronzio, Director
- Julia Bloom, Vice Chair
- Karen McIlroy, Director
- Katherine Walsh, Director
- Paul Okoye, Director
- Robert MacDonald, Director
- Steve Brown, Director

Employees:

- Lori Prospero, CEO & Corporate Secretary | ex-officio
- Prudence D'Silva, Executive Assistant | recording secretary

Regrets: None

1. Welcome and Connection Activity

- The board took individual and group photos.

2. Call to Order

- 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 6:46 pm. Alisha Michiels served as the 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 September 12, 2023 meeting of the board of directors be approved, as presented.*

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. Strategic Plan Progress Report 2023-Q2

- The board discussed the progress on the strategic plan for the reporting period ending June 30, 2023. Good progress has been made for most performance indicators (PI.) and goals. Two (PI. 17, PI. 22) were noted as mitigation needed.
 - Two centres are not hitting internal targets for PI. 17 related to licensing compliance (i.e., 75% of centres to be at or below the last known regional non-compliance average).
 - RisingOaks' average currently sits below the regional average, though 2 of 9 centres are above the RisingOaks' identified target of 22 and will stay above for some time due to the 3-year rolling average. The board discussed risk mitigation strategies.
 - Regarding PI. 22 (project approach training), this PI is currently on hold as the leadership team considers changes to expectations in response to recommendations from the workload management group.
- **MOTION:** *It was moved, seconded and carried that the board of directors accepts the 2023-Q2 strategic plan progress report and is satisfied with the progress up to date.*

4.2. Strategic Plan 2022-2025

- A. Revisions
 - The governance committee was tasked with setting risk tolerance statements for each performance indicator in the plan. Prior to doing so, it was recommended that the performance indicators be revised to be more concise and time-bound. The committee presented its recommendations as outlined in the meeting package.
 - After discussion, the board combined PI. 2 and PI. 3, and removed PI. 7 due to redundancy.
 - **MOTION:** *It was moved, seconded and carried that the board of directors approved the revisions to the Strategic Plan 2022-2025, as amended.*
- B. Risk Tolerance Statements
 - The committee presented draft risk tolerance statements for the board's review and consideration. The following amendments were made:
 - PI. 12 (enrolment targets), RFP were adjusted for new centres
 - PI. 16 was adjusted on the licensing compliance for the centres, after required discussion and mitigation from the board.
 - PI. 18 was adjusted on the WorkWell net promoter score.
 - **MOTION:** *It was moved, seconded and carried that the board of directors approved the revisions to the Risk Tolerance Statements, as amended.*

4.3. Expansion Strategy

- Financial Analysis
 - The board reviewed the organizational history of expansion and its connection to the strategic plan

- Management presented 6 financial scenarios showcasing different expansion strategies (e.g., locations, type of centres, size).
- An environment scan was completed highlighting capped fees, notional growth targets by Service System Managers (SSM), targeted expansion approach (i.e., priority neighbourhoods), RFP processes, real property (i.e., own the building/land) versus leased space, CWELCC ineligible expenses, limited capital fund and an unknown 2024 funding formula
- The board discussed expansion through an enterprise risk management lens. Expansion without due diligence and loss of funding are two items on our Risk Register. The board discussed control measures/risk mitigation strategies and the current estimate of residual risk.
- Strategic HR Growth Plan
 - Management also noted that our new Strategic HR Growth Plan will support future expansion, but also identifies the need for a new compensation model which has a financial cost.
- Confirming Direction
 - The chair sought input from the board regarding their direction to management and whether the existing strategic plan indicators were sufficient or if additional risk mitigation strategies outlined in a motion were preferred.
 - **MOTION:** *It was moved, seconded and unanimously carried that the board of directors delegate authority to the CEO to actively pursue expansion in the recommended areas as outlined in the 2022 Expansion Feasibility Study Report under the following terms and conditions:*
 - *To a max. of 6 new centres by 2030:*
 - *of which 2 may be community-based centres, and*
 - *with no more than 2 centres in identified regions where capped fees are significantly lower.*
 - *With no more than 3 open bids for centres to open within a given school year, or calendar year for a community-based centres.*
 - *That new centres qualify for CWELCC funding.*
 - *That each proposal, including updated financial projections based on updated funding, fees and compensation benchmarks, will be approved by the board chair and treasurer, prior to submission to the school board or SSM.*

5. Routine Business

5.1. Governance Policy Monitoring Compliance Reports

- The board discussed each compliance report that was circulated in the board meeting package.
- **MOTION:** *It was moved, seconded and carried that the board of directors reviewed the governance policy compliance report for the Member &*

Stakeholder Relations 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 Staff Treatment 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 Risk Management 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.

5.2. Aug YTD Financial

- This agenda item was deferred to BaseCamp for review and/or discussion due to time constraints.

5.3. Budget Planning for 2024

- This agenda item was deferred BaseCamp for review and/or discussion due to time constraints.

5.4. 2024 Meeting Calendar

- Management presented the draft meeting calendar and inquired if there were any conflicts related to cultural or religious celebrations. The board development day planned for October 6 was moved to October 19.

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 the following Consent Agenda items, as amended, for information or approval as noted below:*
 - *For Approval:*
 - *Board Minutes: May 9/23*
 - *Board Minutes – In Camera: May 9/23*
 - *Motions Approved Electronically - September 2023*
 - *For Information:*
 - *Operations Report – Sep/23*
 - *2023-Q2 Financial Statements*
 - *GR Advisory Minutes: May 4/23*
 - *Governance Minutes: Jun 15/23*
 - *Governance Minutes: Jun 1/23*

7. Board Meeting Evaluations

- The board meeting evaluation will be sent via a survey following the meeting. results will be reviewed by the nominating committee.

8. Action Items

- New action items will be added to the board's To Do list in BaseCamp.

9. Adjournment

- 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.
- There being no further discussion, this meeting of the board of directors is adjourned at 9:36 pm.

These minutes were approved by the board of directors on November 14, 2023 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:



Alisha Michiels
Board Chair



Lori Prospero
Corporate Secretary