

**Board of Directors'
Meeting Minutes**

November 14, 2023

6:15 pm – 9:30 pm

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

Directors Present:

- Alisha Michiels, Chair
- Jennifer Tieu, Treasurer
- Jessica Ronzio, Director (online)
- 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

Guests: Jassette Archer, Minutes Solutions | Recording Secretary (via teleconference)

Regrets:

- Amanda Stevens, Past Chair,
- Blessing Akpan, Director

1. Welcome and Connection Activity

- The Board participated in a DEI connection activity and shared their experiences.

2. Call to Order

- 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 7:02 pm. Steve Brown shared a land acknowledgement, and Alisha Michiels presided as Chair.
- No conflicts of interest were declared.

3. Approval of the Agenda

- **MOTION:** It was moved, seconded and carried that the agenda for this November 14, 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. *Expansion Decision-Making Flow Chart*

- The CEO presented recent flowchart revisions, addressing challenges with simultaneous bids and potential deficits. The safeguard involves considering already submitted bids in the consolidated budget evaluation. For deficits over \$100,000, the Board evaluates whether the consolidated budget breaks even or is better, aligns with the strategic plan, and then proceeds accordingly. Questions were raised, including the absence of a scenario for deficits between \$50,000 and \$100,000. Consideration was given to adjusting the range from \$10,001 to \$99,999. Questions also arose about deficits under \$10,000, lacking a yes/no flow for evaluating whether the consolidated budget breaks even or assumes a surplus. The Board resolved to proceed with the \$10,000 to \$99,999 range.
- **MOTION:** *It was moved, seconded and carried that the board of directors approves the expansion decision-making flowchart, as amended, to guide decision-making related to the submission of expansion proposals in response to a Request or Proposals (RFP) process.*

4.2. *2023 Forecast*

- The Treasurer provided a preliminary look at interim statements which reported a \$29,000 monthly deficit, offset by a YTD surplus of \$261,000 as of October 31, 2023. The cash and debt update indicated low cash flow risk, which is closely monitored. The approved 2022 budget projected a deficit of approximately \$102,000. In January of 2023, however, the Board approved an unbudgeted adjustment and increased the projected deficit to \$202,000. Child program enrolment trends and additional funding contributed to a year-end forecasted surplus of \$389,000 for 2023. Questions arose re: professional/legal fee variance, clarified by CEO as consulting services off-set by funding, though audited fees and general employment matters legal expense are exceeding the budget.

4.3. *In Camera Session*

- **MOTION:** *It was moved, seconded and carried that the Board of Directors enter into an in-camera session at 7:45 p.m., to discuss private employment matters and 2024 budget scenarios.*

[The board returned to Open Session at 9:22 pm]

4.4. *2024 Budget Approvals:*

- Jennifer Tieu requested that the minutes reflect the strategic plan's inclusion of relevant performance indicators and staff compensation goals. The Board examined the assumptions, risks, and opportunities within the proposed 2024 budget, revealing a projected deficit of (\$166,374) in the base budget.
- The Board further explored various scenarios aligned with strategic objectives, including estimating the CWELCC inflationary factor for 2024. The Board

contemplated fee increases for school-age and camp programs for children aged six and above, and considered a cost-of-living allowance increase for staff as well as other enhancements to the staff compensation model.

- The Board also deliberated on the impacts of the CWELCC Annual Wage Increase for RECEs, addressing the salary gap between those at the top and bottom of the scale in their narrow salary grid. Based on the narrow salary grid and benchmarking completed earlier in the year, the organization is actively developing a new wage grid for all employees with more steps; however, this project is currently on hold pending the release of the new CWELCC funding formula.
- The Board had decided to defer the approval of the 2024 budget, directing the CEO to report back by December 22, 2024, with the CWELCC allocations for 2024, and conducting additional studies on options to address the gap reduction caused by the CWELCC \$1 annual wage increase. These options will be considered by the Board by January 10, 2024.
- **2024 Fee Schedule Approval:** The decision on the 2024 fee schedule has been postponed until the approval of the 2024 budget.

5. Routine Business

5.1. Governance Policy Monitoring Compliance Reports

- This item was deferred for discussion and an electronic vote via BaseCamp due timing.

5.2. Policy Revisions

- This item was deferred for discussion and an electronic vote via BaseCamp due timing.

6. Consent Agenda

- No items were removed 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 for information or approval as noted below:
 - For Approval:
 - Board minutes -- September 12, 2023
 - For Information:
 - Operations Report – November, 2023
 - FAC minutes – October 23, 2023
 - Governance minutes – October 5, 2023
 - 2023-Q3 Financial Statement package
 - Nominating minutes – September 18, 2023, as amended
 - Government Relations minutes – September 7, 2023

7. Board Meeting Evaluations

- The board completed the meeting evaluations via live polling.

8. Action Items

- The chair and CEO reviewed the new action items which 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 business to transact, this meeting of the board of directors is adjourned at 9:38 pm.
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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 January 9, 2024 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