

# Board of Directors' Meeting Minutes

January 12, 2021

6:30 pm – 9:30 pm

Via Zoom video Conference

## Present:

- Alisha Michiels, Director
- Amanda Stevens, Director
- Brett Bigger, Director
- Doug Laginskie, Treasurer
- Julia Bloom, Director
- Karen McIlroy, Vice Chair
- Lori Prospero, Executive Director
- Paul Botros, Director
- Sarah Willey-Thomas, Chair
- Teresa Godglick, Director
- Tracey Murray, Secretary
- Xenios Ioannou

Regrets: None

Guests: None

## 1. Welcome & Call to order

- Sarah welcomed everyone to the meeting. The meeting was called to order at 6:32 pm. Sarah noted that Brett Bigger has resigned effective immediately. The Board thanked her for her contributions and accepted the resignation.

### 1.1. Confirm Quorum

- Quorum was confirmed

### 1.2. Confirm minute taker.

- Tracey was confirmed as the minute taker.

### 1.3. Identification of Conflicts of Interest

- No conflicts of interest were declared.

## 2. Approval of the Agenda

- No discussion arose from the agenda
- **MOTION:** *It was moved, seconded and carried that the agenda for this Meeting of the board of directors be approved, as presented.*

## 3. Closed Door Session (Board Only)

- **Motion:** *It was moved, seconded and carried that the board of directors move to a Closed Door Session at 6:34 pm to regarding confidential employment matters.*

- Lori left the meeting at 6:35 pm
- **Motion:** *It was moved, seconded and carried that the board of directors return to open session at 7:28 pm.*
- Lori rejoined the meeting.

#### 4. In Camera Session (Board and ED):

- **Motion:** *That the board of directors move to In Camera session, including the Executive Director at 7:30PM*
- Lori rejoined the meeting at 7:29 PM
- **Motion:** *That the board of directors delegates to the Chair and Vice-Chair to:*
  - *To meet with the executive director to discuss the board's feedback as part of the ED's Evaluation for 2020;*
  - *To report back on March 9, 2021*

#### 5. Strategic Discussion

##### 5.1. Board Recruitment Campaign

- Amanda provided an overview of the Diversity, Equity and Inclusion, noting an assessment needs to be done.
- Sarah noted this is a program not a project and ongoing activity is needed to move the organization forward.

##### 5.2. COVID-19 Business Continuity Plan

- Lori provided an overview of the planning on COVID-19 Business Continuity and outlined 3 scenarios for the board's consideration;
- the board split into 2 groups to discuss scenarios, including how they may affect RisingOaks Early Learning in the future.

##### 5.3. Enterprise Risk management

- Sarah provided an overview of the risk matrix and risk register; the board reviewed each line item and worked through the governance section; the remainder has been deferred to the next meeting.

##### 5.4. RisingOaks Early Learning Ontario launch debrief

- Lori sought feedback from the board on the new brand launch. Website and radio campaign help to highlight the new visual identify. Glad that employees, parents and children were included in the launch events.
- Positive feedback – internally and externally.

#### 6. Routine Business

##### 6.1. Governance Policy Monitoring Compliance Reports.

- These reports and the policy revision to the Policy Development policy were deferred. The board agreed to review them and to vote offline via BaseCamp/Doodle.
- Results of those motions will be reported via BaseCamp and read into the minutes in March.

##### 6.2. Terms of Reference Revisions

- The board and committee terms of reference were updated for new branding.
- **Motion:** *That the board of directors approves revisions and branding update to the following Terms of Reference, as presented:*
  - *Board of Directors*
  - *Finance and Audit Committee*
  - *Governance Committee*
  - *Nominating Committee*

### 6.3. By-Law Revisions.

- The by-laws required updating to the new legal name.
- **Motion:** *That the board of directors repeals the General Operating By-law No. 1, approved by the Members on June 15, 2017 and approves the General Operating By-law No. 2, as presented.*

### 7. Consent Agenda

- **Motion:** *it was moved, seconded and carried that the Board of Directors accepts the following Consent Agenda items as reviewed or approved:*
  - *Executive Directors Report December 2020*
  - *GR Advisory – Dec 14/20*
  - *Executive Director’s Report – Nov 2020*
  - *Nominating minutes – Nov 23/20*
  - *Board minutes – Nov 10/20*

### 8. Board Meeting Evaluations

- A meeting evaluation was conducted via live polling. Results will be shared with the nominating committee for next steps.

### 9. Action Items

- Additional review of inherent risks on the Risk Register deferred to the next meeting.
- Compliance reports and policy revision to be handled off-line.

### 10. Adjournment

- **MOTION:** *It was moved, seconded and carried that this meeting of the board of directors be adjourned at 9:33 pm.*

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*These minutes were approved by the board of directors on March 9, 2021 and now form part of the Public Record for RisingOaks Early Learning Ontario.*

Original copy signed by Board Secretary