

Board of Directors’ Meeting Minutes

March 8, 2022
6:30 pm – 9:30 pm
via Zoom video Conference

Present:

- Alisha Michiels, Secretary
- Amanda Stevens, Vice-Chair
- Doug Laginskie, Director
- Erin Mikha, Director
- Jennifer Tieu, Director
- Jessica Ronzio, Director
- Julia Bloom, Treasurer
- Karen McIlroy, Chair
- Lori Prospero, CEO

Regrets:

- Julia Klann, Director
- Tracey Murray, Director

Guests: Blessing Akpan, Robert MacDonald, Paul Okoye

1. Welcome and Call to Order

- Amanda welcomed everyone to the meeting, and Doug began with a land acknowledgement. Amanda shared regrets from 2 directors and noted that the chair, Karen McIlroy, would be joining later. The board appointed Amanda Stevens – in her capacity as Vice Chair – to be the meeting chair until the time of Karen’s arrival.
- The meeting was called to order at 6:34 pm.

1.1. *Confirm Quorum*

- Quorum was confirmed.

1.2. *Confirm minute taker.*

- Alisha, as board secretary, was confirmed as the minute taker.

1.3. *Identification of Conflicts of Interest*

- Amanda Stevens, Julia Bloom, Karen McIlroy and Alisha Michiels all declared a conflict of interest related to item 4.1.
- Amanda proposed that those directors with a conflict abstain from voting on item 4.1, with which the Board agreed

2. Approval of the Agenda

- 2.1. **MOTION:** *It was moved, seconded and carried that the agenda for this March 8, 2022 meeting of the Board of Directors be approved, as presented.*

3. Closed Door Session

- **MOTION:** *It was moved, seconded and carried that the Board of Directors enter into a Closed Door Session at 6:38pm to discuss confidential employment matters.*

Lori Prospero and Robert MacDonald left the meeting at 6:39pm

- **MOTION:** *It was moved, seconded and carried that the Board of Directors return to Open Session at 6:45 pm.*

Lori Prospero rejoined the meeting at 6:47 pm.

4. Board Succession Planning

4.1. Board Succession Planning

- The Board has 7 vacancies to fill, and 4 requests to stand for re-election
- The Board received 10 applications, including 2 via the Get on Board program. The nominating committee did phone screens with each applicant, and then reviewed all applications and interviews to make the recommendation for the slate
 - During the recruitment and screening process, each member declared their conflict of interest appropriately and abstained from discussion and decision regarding their candidacy
- **MOTION:** *It was moved, seconded and carried with 4 votes in favour and 3 abstentions, that the board of directors approves the Board Recommended Slate of Nominees, including the following, to be presented to the membership at the Annual General Meeting on April 12, 2022 for election to the board of directors for the terms as stated:*
 - *For a 2-year term:*
 - *Blessing Akpan*
 - *Julia Bloom*
 - *Karen McIlroy*
 - *Alisha Michiels*
 - *Paul Okoye*
 - *Amanda Stevens*
 - *For a 1-year term:*
 - *Robert MacDonald*
- The Board reviewed the proposed committee members for the upcoming year, which took into account where existing and nominated directors have expressed an interest, as well as ensuring we have the appropriate skills and expertise on each committee
- The Board discussed long-term succession planning and identifying areas where we may have potential future gaps

4.2. Board Meeting Evaluation

- We continue to see great engagement from the Board. The Nominating committee continues to review this data after each meeting.
- Four directors have performance check-ins this year – all have completed their self-assessments and meetings are being scheduled with members of the Nominating committee

Robert MacDonald rejoined the meeting at 6:57 pm, along with guests Paul Okoye and Blessing Akpan.

The Board and the Board nominees provided introductions.

Karen McIlroy joined the meeting at 7:08pm.

5. Connection Activity

- Lori led the Board through a connection activity

6. Oversight

6.1. Presentation of 2021 Audited Financial Statements

- Julia B. led the Board through a review of the audited financial statements
- The audit work was completed in late January 2022, and the auditors met with the FAC on February 28
- Overall, it was a clean audit with no material findings
- The only risk additional identified in the report was the transitions in the accounting manager role, which can add audit risk. The report also addressed the additional audit work and findings to mitigate and address such risks.
- The Board reviewed the recommendations from the auditor regarding internal controls and had no concerns
- Julia B. reminded the Board of the 2021 approved deficit budget, as well as the year-end forecasted surplus amounts
- RisingOaks is starting to see recovery from COVID-19 impacts

6.2. Policy Revision – Accumulated Surplus & Reserves

- The Finance and Audit committee is recommending several transfers between reserve funds, which were outlined in the Agenda Support Material circulated prior to the meeting
- There are proposed revisions to the Accumulated Surplus and Reserve policy as outlined in the ASM to reflect the changes to the reserve funds. No concerns were raised by the Board.
- The Board reviewed the updated quote for the new playgrounds. The original quote was from 2018, and the cost to do both St. Nicolas and St. Luke's full playgrounds has increased by approximately 20%. The increased costs can be covered from one of the reserve funds. Doing a playground as a phased approach increases the cost by approximately \$25,000 per playground.

6.3. Approvals

- **MOTION:** *It was moved, seconded and carried that the board of directors approves the revisions to the Accumulated Surplus & Reserve policy as presented.*
- **MOTION:** *It was moved, seconded and carried that the board of directors approves the 2021 audited financial statements, as amended and including all amended (increased playground fund by an additional \$100,000, decrease pandemic fund by \$100,000) inter-fund transfers. Furthermore, the board delegates to management to distribute said statements to the members ahead of the annual general meeting to be held on April 12, 2022.*
- **MOTION:** *It was moved, seconded and carried that the board of directors approves an unbudgeted expense of up to \$650,000 for capital improvements for natural playgrounds in 2022 as an allocation from the Playground Improvement Fund. Inter-fund transfers will be reviewed and formally approved with the 2022 year-end statements.*

7. Strategic Plan

7.1. Playground Allocations 2022

- Discussed as part of Agenda Item 6

7.2. COVID-19 Response

- Management brought forward a request to extend the COVID-19 support staff contracts. This decision is operational in nature but is an unbudgeted expense. Several scenarios were presented with the budget.
- The meeting package included information on additional, unbudgeted funding (revenue) anticipated in 2022 and an update on enrolment, as well as an update on parents returning to the building
 - While parents are now entering the building to do pick-up and drop-off, there is still active screening occurring
- The Board discussed the risks and opportunities related to this request, and was in support of authorizing the CEO to extend the contracts as needed, and reporting back to the Board on any extensions
- **MOTION:** *It was moved, seconded and carried that the board of directors approves the extension of COVID19 support staff contracts to June 30, 2022 as an unbudgeted expense, and authorizes the CEO to further extend those contracts as needed up until December 31, 2022 with a report back to the Board regarding any such decisions and financial impacts*

7.3. New Strategic Plan

- The meeting package provided the full strategic plan, including relevant background, assumptions, process overview, and other information
- Following 4-5 meetings of the steering committee that was formed to further develop the strategic plan, goals and performance indicators were developed for each of the three strategic priorities:

- Influence early learning and child care system planning
- Enable sustainable growth within an expanding system
- Ensure a flourishing team
- The Board felt the priorities aligned well with stakeholder input and the different feedback received
- It is well balanced between status quo and ambitious, particularly coming out of the pandemic and the impact that has had on staff
- Given we are part way through 2022, the Board decided that a 4-year plan would be the appropriate timing, particularly given the number of external factors that may change in the coming year
- The leadership team will begin tactical planning, identifying activities and projects that will move RisingOaks towards achieving our goals. This will become the basis for future annual operating plans. The steering committee will reconvene to develop progress reporting templates for this new plan.
- **MOTION:** *It was moved, seconded and carried that the board of directors approve the 2022-2025 Strategic Plan, as amended.*

8. Routine Business

8.1. Governance Policy Compliance Reports

- Amanda reviewed the compliance reports that were circulated in the ASM. No concerns were raised by the Board.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Accumulated Surplus & Reserve 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 Board-CEO Relations policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management In Compliance with policy requirements.*
- **MOTION:** *It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Evaluating the CEO 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*

9. 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 Consent Agenda items as reviewed or approved as noted below:*
 - *Operations Report - March 2022*
 - *Finance & Audit minutes of Feb 28/22*
 - *Nominating minutes of Feb 22/22*
 - *Nominating minutes of Feb 15/22*
 - *2022 Annual Enterprise Risk Management Report*

- *Governance Minutes of Feb 11/21*
- *Nominating minutes of Jan 25/21*
- *Board Closed Door Minutes Jan 11/22 (A)*
- *Board In Camera Minutes of Jan 12/21 (A)*
- *Board minutes of Jan 11, 2022 (A)*
- *2021-Q4 Strategic Plan Progress Report*
- *2021-Q4 Financial Statement package*

10. Complete Board Meeting Evaluations

- Board evaluations completed by directors during the meeting

11. Action Items

- Alisha, board secretary, reviewed the new action items arising out of tonight's discussion. These will be added to the board's To Do List in BaseCamp.
- Management will also add the motions approved electronically by the board since the last board meeting to the minutes of tonight's meeting for the public record. See Appendix 1.

12. Adjournment

12.1. 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.
- Karen thanked Doug and Tracey for their commitment and expertise they have brought to the Board.

12.2. Adjournment

- *There being no further business, this meeting of the Board of Directors is adjourned at 9:34 pm*

These minutes were approved by the board of directors on May 10, 2022 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by Board Secretary
Jessica Ronzio

ATTACHMENT 1: MOTIONS APPROVED ELECTRONICALLY SINCE LAST MEETING

The following were moved, seconded and carried with voting between January 11, 2022 and February 16, 2022.

9 votes were cast; all in favour.

- It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the General Executive Constraints 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
- It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Policy Development policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management *In Compliance* with policy requirements.
- It was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Monitoring Policy Compliance 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 following were moved, seconded and carried with voting between January 11, 2022 and March 28, 2022.

9 votes cast, all in favour.

- It was moved, seconded and carried that the board of directors approve the Board Norms as an attachment to the Board Code of Conduct, as presented.
- It was moved, seconded and carried that at the board of directors approve the revisions to the General Executive Constraints policy, as presented.
- It was moved, seconded and carried that the board of directors approve the revisions to the Monitoring Policy Compliance policy, as presented.