

Minutes of the Annual General Meeting

April 12, 2022
6:30 pm – 8:00 pm

Attendance Summary

Of 46 Total Members

- 25 Attended Virtually
- 0 Proxy Submitted

Non-Members in attendance

- 7 RisingOaks' Parents
- 34 RisingOaks' Employees
- 3 Guests

Total Attendees/Proxies 69

Per the RisingOaks Early Learning by-laws, a quorum of 20 members is required to transact business. The official attendance report is filed with these minutes.

1. Welcome

- Lori Prospero, CEO, welcomed members and guests to the Annual General Meeting for the period ending December 31, 2021.
- Lori offered a land acknowledgement that RisingOaks Early Learning serves a region that is located within the traditional territories of the Neutral, Anishinaabe, and Haudenosaunee peoples. This territory is within the lands protected by the Dish With One Spoon Covenant - a peace agreement made between Indigenous nations before the Europeans arrived.
- Noted that acknowledging the land is only a single, but important, step in the larger context of building relationships and ally-ship
- It was also noted that we must stand against racism of Black, Indigenous, People of Colour, and others who are marginalized, and critically examine our practice, commitments, and actions to advance and realise anti-racism in our communities and programs.

2. Call to Order and Opening Remarks

- Karen McIlroy, Chair of Board of Directors called the business portion of the meeting to order at 6:41 pm.

2.2. *Confirm Quorum*

- Alisha Michiels, Board Secretary, confirmed that a quorum of members was present to proceed with the business portion of the meeting.

2.3. Approval of the Agenda

- Karen noted that there have been no changes to the agenda.
- **Motion:** *It was moved, seconded and carried that the agenda for this annual general meeting of RisingOaks Early Learning Ontario be approved as amended.*

3. Joint Report on Governance and Operations

- The board chair and CEO provided a joint report on governance and operational achievements in 2021.
- Karen spoke about her service as a director and most recently as chair of the board, highlighting the impact RisingOaks Early Learning has had for her family and both her personal and professional growth as a director.
- A review of progress on the current strategic plan – which ended on Dec 31, 2021, was shared. While the pandemic shifted the organization’s focus, goals and performance indicators were met or exceeded. Some key highlights include:
 - Advocate for children: demonstrated commitment to RisingOaks’ children, families, and employees by introducing several interim-COVID-19 supports such as COVID child absence credits and additional COVID-19 sick days for staff. Externally, the senior leadership team and board continues to advocate for children, families, educators, and the sector.
 - Achieve our potential: investments were made in pedagogical leadership, employee wellness, and building capacity for diversity, equity, and inclusion. Construction is well underway on RisingOaks Early Learning | Oak Creek, scheduled to open in September 2022
 - Strengthen our Brand: Dec 31, 2021, marked one year since the launch of a new name and visual identity as RisingOaks Early Learning Ontario. To celebrate this milestone, an original [RisingOaks Early Learning song](#) has been launched
- The members provided positive feedback about the song and suggestions for how we can use the song to promote RisingOaks Early Learning
- A new strategic plan, developed over several months within input from key internal and external stakeholders, will guide decisions for RisingOaks Early Learning from 2022-2025. There are three strategic priorities.



- To influence system planning
 - to influence the planning and roll out of the \$10 a day universal childcare system
 - to influence local expansion frameworks to support this program
- To enable sustainable growth
 - plan
 - build capacity
 - expand.
- To ensure a flourishing team – which is seen as foundational to the other two strategic priorities.
 - cultivate a workplace culture of well-being
 - continual progression towards professional pay & decent work for our employees
 - promote understanding and practice of RisingOaks’ ‘learn how to learn’ approach
- The principles of diversity, equity and inclusion are foundational components of the entire plan.
- The leadership team is now developing multi-year operational plans to support achievement of these goals. As part of this, we are monitoring developments within the Canada-wide Early Learning and Child Care agreement and will adjust our strategy accordingly. *[At the time of this meeting, Ontario had not yet signed an agreement with the federal government.]*
- Questions were solicited from attendees.
 - Do you have a sense of how much demand will increase for child care when the costs are reduced? What is our biggest constraint of growth? (ie staffing, available spaces etc)*
 - A – There has already been an increased interest for spaces. Biggest issue will be staffing – the entire sector is undergoing a staffing crisis. It also takes time to build new spaces.
 - Has any consideration been given to outdoor play space and the impact of climate change, especially for new builds but also for existing centres?*
 - A – We are mid-way through a project to naturalize all of our playgrounds. The Board has approved 2 projects for 2022.

4. Ratification of General Operating By-Law No. 3

- The governance committee conducted its annual review of the by-laws and proposed two amendments:
 - In section 7.19, to revise the minimum amount of directors and officer’s liability insurance from \$2,000,000 to \$5,000,000 in recognition that the organization has grown substantially since inception in 1981 and potential liability to directors is much higher.
 - In section 9, to revise the title of our most senior staff member from Executive Director to Chief Executive Officer in line with their employment agreement.
- The Canada Not-for-Profit Corporations Act stipulates that such by-law revisions will be in force from the date approved by the Board of Directors but that the revision must be confirmed by the members at the next annual general meeting.
- The board approved General Operating By-Law Number 3 on September 14, 2021, and we now present it to the Members for consideration
- Questions were solicited from attendees. There were none.

- **Motion:** *That the members of RisingOaks Early Learning Ontario confirm the General Operating By-Law No. 3, as presented and approved by the board of directors on September 14, 2021 and in doing so the members repeal the General Operating By-Law No. 2.*

5. Treasurer's Report

- Julia Bloom, Treasurer, provided an overview of the financial statements from 2021
- The 2021 budget, approved by the board in November 2020, projected a \$1,017,000 deficit.
- Regarding revenue:
 - 61% of revenue came from family fees, compared to 42% in the previous year.
 - Funding from the region was at 27%, compared to 23% the previous year
 - The Canadian Emergency Wage Subsidy continued, ending on Oct 23, 2021 at a much lower rate. This accounted for 8% (\$893K) of total revenue compared to 33% (\$3.2M) the prior year.
- Regarding expenses:
 - Total compensation accounted for 75% of our expenses.
 - Program expenses, including food, was up over the prior year and accounted for 7.1% of total expenses. – Building expenses were up \$378,000 over the prior year and account for 9.3% of total expenses.
 - This includes a \$100,000 delayed invoice for rent owed to the school board during the first pandemic closure in 2020.
 - Advertising and branding was down slightly at 0.7% of expenses
 - Other expenses – comprised of office, banking fees, ECE membership fees and more – equals 1.8%
- Recovery from the impacts of COVID-19 has begun, with an increase of 73% in child care fees over the prior year, resulting in an operational surplus of \$1.2 million
- RisingOaks remains focused on the health of the organization and continues to monitor and mitigate risks
- The Board approved the 2022 budget with a (\$717,471) deficit driven mainly by vacancies in school-age programs which are currently operating at 49% of pre-pandemic levels.
- RisingOaks Early Learning is well positioned to weather the uncertainty of this pandemic thanks to sound risk management practices and the creation of internally-restricted reserve funds, including a Pandemic Recovery Fund.
- The board continues to review its Accumulated Surplus & Reserves policy, and recently adjusted some reserve fund targets in light of ongoing financial risks related to the pandemic.
- Questions were solicited from attendees; none arose.

5.1. Approval of the 2020 Audited Financial Statements

- **Motion:** *It was moved, seconded and carried that the Members of RisingOaks Early Learning Ontario approve the audited financial statements for the year ending on December 31, 2021, as presented.*

5.2. Appointment of the Auditors

- **Motion** it was moved, seconded and carried that the Members of RisingOaks Early Learning Ontario appoint BDO LLP Canada (Waterloo office) its auditors for the fiscal year ending December 31, 2022.

6. Report of the Nominating Committee

- Amanda Stevens and Alisha Michiels, co-chairs of the nominating committee, presented the nominating committee's report. Amanda reviewed the process outlined in the by-laws for recruitment and selection of directors.

6.1. Presentation of the Board-Recommended Slate of Nominees

- For the 2021 year, RisingOaks Early Learning received 10 applications to fill 7 vacancies. After a rigorous screening process, the committee proposed a Slate of Nominees which was approved by the board on March 9, 2021.
- The nominees were introduced as their bio was read.

6.2. Election of Directors for 2022-23

- **Motion:** it was moved, seconded and carried that the members of RisingOaks Early Learning Ontario elect the Board Recommended Slate of Nominees, as presented, to serve as directors for a 1 or 2-year term as specified.
- Alisha congratulated the new directors and introduced the full board of directors for 2022-23.
 - Alisha Michiels, Amanda Stevens, Erin Mikha, Paul Okoye, Jennifer Tieu, Jessica Ronzio, Julia Bloom, Julia Klann, Karen McIlroy, Blessing Akpan, and Robert MacDonald.

7. Board appreciation

- The board chair and vice-chair recognized two directors who are completing their term: Doug Laginskie and Tracey Murray. Each will be presented with a small token of appreciation after the meeting.
- Karen McIlroy was appointed to the prestigious Chairs' Circle of Excellence. This award was introduced in 2013 to recognize a director's sustained commitment and outstanding contribution to RisingOaks Early Learning for a minimum of four-years. Recipients have provided effective leadership and demonstrated growth in governance, mentoring future leaders. Amanda, on behalf of the board, thanked Karen for her exemplary leadership.

8. Learning Moment

- Kristine Parsons, RisingOaks' director of operations, provided a mini session for parents and members on *Outdoor Play*.

9. Employee Awards Presentation

- Kristine Parsons presented long-service awards to 8 deserving employees:
 - 5 years: Adeena Cibian
 - 10 Years: Michelle Hiebert, Nancy Lazo, Deb Wintrip
 - 15 years: Amy Smith, Lori Prospero
 - 20 years: Lisa Brown
 - 35 years: Debbie McNanney

10. Question Period

- Additional questions were solicited from attendees.
 - Q: In this time of global warming and climate change, and with animal agriculture being one of the top contributors to this issue, will there be opportunities to discuss and create a menu that more regularly serves nutritious plant-based meals, to become a more sustainable and environmentally conscious organization?
 - A: The cooks will be exploring this further at their Professional Learning Day on April 18, and will discuss how to enhance our menus to add in more plant-based options.

11. Closing Remarks

- Karen thanked the members, staff and RisingOaks Early Learning families for attending and for being engaged in the work of RisingOaks.
- There being no further business, the Annual General Meeting concluded at 7:46 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