



Minutes of the Annual General Meeting

May 19, 2020 to May 25, 2020

Held virtually via Zoom webinar

Attendance Summary		
Of 51 Total Members		Per Owl’s by-laws, 50% + 1 of the total members are required to have quorum to transact business. Quorum = 26
Attended Virtually	32	
Proxy Submitted	0	
Non-Members		
Owl Parents	11	
Owl Employees	125	
Guests	1	
Total Attendees/Proxies	169	

1. Welcome

- Lori Prospero, Executive Director, welcomed guests to the Annual General Meeting.

2. Employee Awards Presentation

- Kristine Parsons, Director of Operations, presented the following 2019 awards to Owl employees to recognize their achievements.
 - Parents' Choice Individual Award: Becky Myung, Owl - St. Brigid
 - Parents' Choice Team Award: Kathleen Verbeke and Lisa Erb, Owl - Saint John Paul II
 - Rookie of the Year Award: Katrina Ratz, Owl – St. Luke
 - Most Valuable Player Award: Jess Hiemstra, Owl – Laurelwood YDP
- Lori Prospero and Kristine Parsons presented the 2019 long-service awards to 22 deserving employees.

Five Years:

- Josephine Allishaw
- Lisa Cook
- Velvet Corlette
- Sara Byrne
- Ashley Dekker
- Kiva Peletier
- Stephanie Simpson
- Emily Rattray
- Simone Houghton
- Anika Grahovac

Ten Years:

- Ashley Vandermeij
- Judy Hackbart

Fifteen Years:

- Janice Chubbs
- Kate Delemere

Twenty Years:

- Rukmanie Abdulla
- Betty Gliedt
- Connie Cunningham
- Tami Sutton
- Jennifer Silva

Twenty-Five Years:

- Lisa Rintoul

Thirty Years:

- Denise Sharpe

Thirty-Five Years:

- Joanne Neeb

3. Call to Order and Opening Remarks

- Kathryn Kosakowski, Chair of Board of Directors called the business portion of the meeting to order at 6:50 pm.

3.1. Confirm Quorum

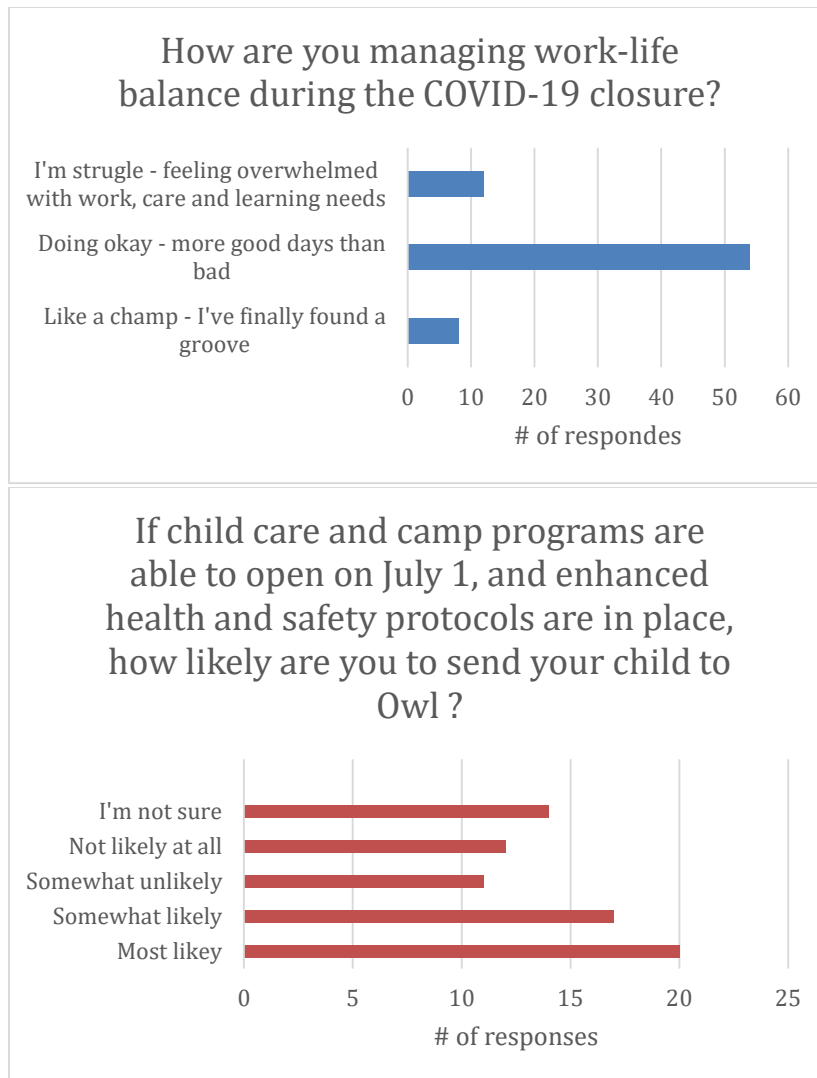
- Dorothy Fallowfield, Secretary, confirmed that a quorum of members was present to proceed with the business portion of the meeting.

3.2. Approval of the Agenda

- **Motion:** *It was moved, seconded and carried that the agenda for this annual general meeting of Owl Child Care Services of Ontario be approved as presented.*

4. Joint Report on Governance and Operations

- The board chair and executive director provided a joint report on governance and operational achievements in 2019.
- Kathryn spoke about her service as a director and most recently as chair of the board, highlighting the impact Owl has had on her family and both her personal and professional growth as a director.
- Kathryn provided an overview of Owl's strategic plan priorities while Lori shared highlights of Owl's progress towards achieving the goals and performance indicators. Some key highlights include:
 - Advocate for children: our work as lead agency for the Early Years Coalition Waterloo Region in partnership with the Association of Early Childhood Educators of Ontario. Senior management is also involved as leaders within the Ontario Coalition for Better Child Care and the College of Early Childhood Educators. In 2019, a new tracking system was put in place to monitor government relations work on behalf of member and families.
 - Achieve our potential: with a focus on expanding Owl's programs and services, Owl opened 11 new before and after school youth development programs (YDP) in the Waterloo Region District School Board in September 2019. Owl is also in the design phase for a new child care centre in southwest Kitchener expected to open in the fall of 2021.
 - Strengthen our Brand: follow up to the brand audit/evaluation conducted in late 2018, the organization has a new brand strategy and will propose a special members' resolution later in the meeting regarding a possible name change.
- Status updates were provided on the COVID-19 pandemic response. Parents, members and employees were invited to participate in two live polls related to pandemic response.



- On behalf of the board and management, Kathryn thanked the members, parents, employees and our community partners who make it possible for Owl to support each child to realize their potential.

5. Finance

5.1. Treasurer's Report

- Karen McIlroy, Treasurer, provided highlights of Owl's financial position in 2019.
- The budget projected a small surplus of \$9,800 though the year end results saw a surplus of \$371,000 due to strong enrolment growth and the introduction of the YDP programs at 11 new sites. A few other financial highlights include:
 - 80% of revenue comes from parent fees with 12.4% from provincial and regional funding.
 - Compensation accounts for 79% of expenses with program and building costs totalling 6.1%.
- Funding receiving in 2019 allowed Owl to reinvest in programs and centres, including two fully renovated natural playgrounds.

- Upon completion of the financial presentation, the treasurer opened the floor for questions, but none were presented. The following questions were asked by members, parents and/or staff.
 - Q: If child care opens in July or after and parents are not ready to return, are parents required to pay.
 - A. Currently, we are not charging parents; our plan would be to continue that as long as it is financially viable.
 - Q: If I choose to not send my child to child care when you reopen, would our spot remain priority when we choose to come back?
 - A. We suspect we will be required to open at reduce capacity in which case we will ask for families who are not yet ready to return to care or who have other alternatives to wait until capacity increases. It is unclear when cohort sizes will increase and this may have an impact on when families can return.
 - Q: Should we continue to register for summer camp?
 - A. summer camp registration continues for the time being. We have communicated that if camp is a go, field trips will not be offered in 2020. Group sizes will be adjusted once we receive guidance from the province. Families will be surveyed regarding their camp space and cancellation procedures.
 - Q: Will there be any proposed changes/improvements in cleaning practices and safety measures for both staff and children (compared with current practices)?
 - A. Yes. We anticipate many new requirements from the Ministry and Public Health. These will be built into our policies and provided to families in advance of the re-opening.
- *Approval of the 2019 Audited Financial Statements*
 - **Motion:** It was moved, seconded and carried that the Members of Owl Child Care approve the audited financial statements for the year ending on December 31, 2019.
- *Appointment of the Auditors*
 - **Motion** it was moved, seconded and carried that the Members of Owl Child Care appoint BDO LLP Canada as the auditors for the fiscal year ending December 31, 2020.

6. Report of the Nominating Committee

- Teresa Godglick, co-chair of the nominating committee, presented the nominating committee's report. She 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 2020 year, Owl received eleven applications to fill seven vacancies. After a rigorous screening process, the committee proposed a Slate of Nominees which was approved by the board on March 10, 2020.
 - Teresa introduced each of the nominees and provided their bios, also available on the website.

6.2. Election of Directors for 2020-21

- **Motion:** it was moved, seconded and carried that the members of Owl Child Care elect the seven (7) individuals on the Board Recommended Slate of Nominees, as presented, to serve as directors on Owl's board for a 2-year term from May 2020 to April 2022.
Results: 23 in favour, 0 opposed, 4 abstentions; motion carried.
- Teresa congratulated the new directors and introduced the full board of directors for 2020-21.
 - Brett Bigger
 - Julia Bloom
 - Paul Botros
 - Teresa Godglick
 - Xenios Ioannou
 - Doug Laginskie
 - Karen McIlroy
 - Alisha Michiels
 - Tracey Murray
 - Amanda Stevens
 - Sarah Willey-Thomas

7. Strengthening our Brand

- Kathryn, Board Chair, and Sarah Willey-Thomas, Vice Chair, provided an update on Owl's branding project
- A key piece of Owl's strategic plan is to strengthen our brand. The Board of Directors spent many hours committed to the process and strategy for strengthening our brand over the last 3 years.
- To use our resources wisely we aligned the timing of this work with some key marketing requirements – such as a new website required by Jan 1, 2021 to meet enhanced requirements under the Accessibility for Ontarians with a Disability Act.
- One of the organization's ambitious plans is to influence public policy and funding for child care to benefit families, staff and our community now and in the future. In order to do this, we needed to establish a foundation to work with beyond our current borders which included assessing and strengthening Owl's brand to improve awareness, reputation, and influence.
- The brand audit, completed in 2018-Q4, highlighted that Owl was just like every other child care provider in the minds of the public, we are seen as a 'daycare'. This lack of differentiation is a key goal to be addressed with the new brand strategy.
- The project goals were reviewed:
 - What do we want? Differentiation, Approachable yet confident, better positioning of the learning component.
 - Why do we want it? To stand out, to demonstrate leadership, to change perceptions
 - The board stressed that this isn't just a name change, it's about our identity. Who we are now and who we want to be in the future.
- The brand strategy, specific to what we do, how we do it and why we do it was reviewed.

- The project timeline was reviewed as background. An early contender for our new name was tested in June 2019, but did not receive favourable results. This led the board and management to move forward with a more collaborative approach and to establish a representative Brand Transition Team.
- During a naming sprint exercise in January 2020 Owl staff and members helped generate over 350 names, with 3 being tested in February 2020. Over 450 employees, Owl families and parents across south western Ontario participated in the name test.
- In March of 2020 the Board approved RisingOaks Early Learning Ontario as the new name.
- Implementation will unfold with internal stakeholders first and later the current Owl families before being launched to the public in 2021. An implementation strategy and project timeline was shared.
- A Special Resolution of Members to change the name of the corporation was introduced, though the board chair noted that members would not be voting on it tonight:

WHEREAS:

1. *The Board of Directors of the Corporation has set out Strengthening the Brand as a key strategic priority in its strategic plan and has undertaken a brand audit and evaluation that identified the current brand is outdated and there is lack of differentiation with the market;*
2. *The Board of Directors of the Corporation has approved a new brand strategy that aims to address the disconnect between play and learn and between child care and early learning in light of the changing landscape of early childhood education and care in Canada and beyond. Said brand strategy shifts the focus to early learning and aims to set the organization up as a leader in the child care category, increasing credibility with potential members and with government.*
3. *After a collaborative and robust process to identify potential new names that align with the new brand strategy and testing three such names with an internal sample of employees, parents and members, and an unbiased external panel of parents across southwestern Ontario, a Special Resolution of the Board of Directors of the Corporation recommending changing the name of the Corporation to RisingOaks Early Learning Ontario was approved unanimously on March 10, 2020;*
4. *The Corporation is incorporated under the Canada Not-for-Profit Corporations Act and such act identifies a name change as a fundamental change requiring approval of the Members;*
5. *The Corporation has one class of membership;*

BE IT RESOLVED THAT:

1. Pursuant to section 197 (1) of the Canada Not-for-Profit Corporations Act, the name of the Corporation be changed from Owl Child Care Services of Ontario to "RisingOaks Early Learning Ontario" in its English form;
2. Any two of the directors or officers of the Corporation are hereby authorized to sign all such documents and to do all such acts and things as such directors or officers, in his or her discretion, determine necessary or advisable in order to properly implement and give effect to the foregoing; and
3. The directors or officers of the Corporation, in their discretion and without further approval of the Members, will cause the name change to be effective on such a date as any two directors or officers determine.

- After introducing the Members Resolution, the board chair invited questions.
- Open Question Period
 - Q: Can an Owl be incorporated in the new logo
 - A: the transition team has talked about a transitional logo or tag line to bridge the two names together, the advice at this time is to look further into it. We haven't seen any logo designs at this time.
 - Q: What are the estimated costs associated with the name change
 - A: the total cost over three years is 1.03% of annual revenue. More details can be found in the Brand FAQ available at https://www.owlchildcare.org/images/board-of-directors/Brand_Project_FAQ-final.pdf
 - Q: How will you choose brand ambassadors
 - A: every employee will be a brand ambassador. Parents are also invited to become a brand ambassador.
 - Q: How will your reputation follow under the new name and how will people know RisingOaks is Owl.
 - A: A transitional logo will be used to tie the two organization names together. The implementation team is still working on the transition plan that will include further details.

8. Adjournment of the Business Meeting

- The board chair indicated proposed that the business meeting be adjourned and that there would be an adjournment period whereby members would be sent a confidential voting link to vote on the Special Resolution of Members regarding the name change.
- Upon the termination of the adjournment period and therefore this meeting, as noted in the motion below, the results for the vote would be tallied and shared with members. Results are also attached to these minutes as Appendix A.
- **Motion:** It was moved, seconded and carried that the Members approve the use of an electronic voting platform during the 136-hour adjournment period for the purpose of voting on a Special Members Resolution regarding a corporate name change.

- **Motion:** It was moved, seconded and carried that the Members approve that the business of this meeting is now adjourned and will be terminated after the electronic voting platform is closed and the 136-hour adjournment period is complete, specially, at 12:00 pm ET on May 25, 2020.

9. Board appreciation

- Sarah, the Vice Chair, recognized five directors who are completing their term: Jen Banfield, Dorothy Fallowfield, Kathryn Kosakowski, Natalia Brattan and Wayne Steffler. Each will be presented with a small token of appreciation after the meeting.
- Wayne Steffler and Kathryn Kosakowski were 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 Owl Child Care for a minimum of four-years. Recipients have provided effective leadership and demonstrated growth in governance, mentoring future leaders. Sarah thanked them both for their exemplary leadership.

10. Learning Moment

- Kristine Parsons provided a mini session for parents and members on *How Does Learning Happen* and how pedagogy supports children learning.

11. Closing Remarks

- Sarah thanked the members, staff and Owl families for attending; for being engaged in the work of Owl Child Care Services of Ontario.
- There being no further business, the Annual General Meeting concluded at 8:05 pm.

APPENDIX A: FINAL VOTING RESULTS
Re: Special Resolution of Members
May 25, 2020

# Members in Attendance at AGM	32
Resolution Type	Special Resolution, requires 2/3 majority

Votes Cast

In regards to the Special Resolution of Members, shown above, to change the corporation's name to RisingOaks Early Learning Ontario, how do you vote:

	IN FAVOUR	OPPOSED	ABSTAIN	TOTAL
Mbr-AttendedAGM	84.62% 22	7.69% 2	7.69% 2	78.79% 26
Mbr-NoAGM	57.14% 4	42.86% 3	0.00% 0	21.21% 7
Total Respondents	26	5	2	33

Analysis and Legal Implications

- Voting during an adjournment period is part of the same AGM where 32 members were present.
- 26 of those members who attended the AGM have voted.
- The votes that govern the decision is a special majority (2/3) of the votes casts by the members present at a meeting where quorum was formed.
- Despite this, we sent the voting platform out to all members
- 54 Members were invited to cast a vote on this motion, including 22 Members who did not attend the AGM. Those not attending the AGM were asked to review the FAQ and video recording of the AGM, particularly this proposal and its live Q & A, prior to voting.
 - All those who voted, indicated that they had either attended the AGM and/or watched the video recording.
- Abstentions:
 - 2 of the members who attended the AGM and 3 of the members who did not attend the AGM (i.e., 5 in total) registered Abstain as their vote. This is neither a vote for nor against. An abstention is a choice not to vote. As such, those abstaining are removed from the final results and the % In Favour and Opposed are recalculated.

Final Results of the Vote

- Based on the by-laws, the 24 votes cast (excluding abstentions) by those who attended the AGM and voted during the adjournment period govern the decision.
 - Of those votes, 91.6% are *In Favour*, which qualifies as a super majority.
- Of all members who cast a vote on this motion (excluding abstentions), 83.87% voted *In Favour*, again qualifying as a super majority.
- The attached Special Resolution of Members is therefore moved, seconded and carried.

The outgoing board secretary will sign off on the official resolution (attached) confirming that it is a duly approved resolution of the members.

**SPECIAL RESOLUTION OF THE MEMBERS
OF
OWL CHILD CARE SERVICES OF ONTARIO
(the "Corporation")**

WHEREAS:

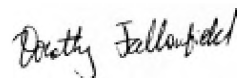
1. The Board of Directors of the Corporation has set out Strengthening the Brand as a key strategic priority in its strategic plan and has undertaken a brand audit and evaluation that identified the current brand is outdated and there is lack of differentiation with the market;
2. The Board of Directors of the Corporation has approved a new brand strategy that aims to address the disconnect between play and learn and between child care and early learning in light of the changing landscape of early childhood education and care in Canada and beyond. Said brand strategy shifts the focus to early learning and aims to set the organization up as a leader in the child care category, increasing credibility with potential members and with government
3. After a collaborative and robust process to identify potential new names that align with the new brand strategy and testing three such names with an internal sample of employees, members and parents, and an external panel of parents across southwestern Ontario, a Special Resolution of the Board of Directors of the Corporation recommending changing the name of the Corporation to *RisingOaks Early Learning Ontario* was approved unanimously on March 10, 2020;
4. The Corporation is incorporated under the Canada Not-for-Profit Corporations Act and such Act identifies a name change as a fundamental change requiring approval of the Members;
5. The Corporation has one class of membership;

BE IT RESOLVED THAT:

1. Pursuant to section 197 (1) of the Canada Not-for-Profit Corporations Act, the name of the Corporation be changed from Owl Child Care Services of Ontario to "*RisingOaks Early Learning Ontario*" in its English form;
2. Any two of the directors or officers of the Corporation are hereby authorized to sign all such documents and to do all such acts and things as such directors or officers, in his or her discretion, determine necessary or advisable in order to properly implement and give effect to the foregoing; and
3. The directors or officers of the Corporation, in their discretion and without further approval of the members, will cause the name change to be effective on such a date as any two directors or officers determine.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of Owl Child Care Services of Ontario, passed at a meeting of Members held commenced on the 19th day of May, 2020, and terminated following a 136-hour adjourning period, on the 25th of May, 2020, by a majority of not less than two-thirds of the votes cast by the Members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated this 25th day of May, 2020.



Board Secretary: Dorothy Fallowfield