

## **Board of Directors’ Meeting Minutes**

May 11, 2021

6:30 pm – 9:30 pm

Via Zoom video Conference

### **Present:**

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

**Regrets:** None

**Guests:** Kara Latta, The Playful Warrior

### **1. Welcome & Call to order**

- Karen welcomed everyone to the meeting. The meeting was called to order at 6:30 pm.

#### *1.1. Confirm Quorum*

- Quorum was confirmed.

#### *1.2. Confirm minute taker.*

- Alisha was confirmed as the minute taker.

#### *1.3. Identification of Conflicts of Interest*

- No conflicts of interest 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 May 11, 2021 Board of Directors meeting be approved as presented.*

### **3. Closed Door Session**

- **MOTION:** *It was moved, seconded and carried that the Board of Directors move to a closed door session at 6:33pm to discuss confidential employment matters.*

*Lori left the meeting at 6:33 pm*

- **MOTION:** *It was moved, seconded and carried that the Board of Directors terminate this Closed Door session at 6:38pm*

*Lori returned to the meeting at 6:39 pm*

- **MOTION:** *It was moved, seconded and carried that the Board of Directors return to open session at 6:40pm*

*Kara Latta joined the meeting at 6:40 pm*

#### 4. Connection Activity – value of play

- Kara from the Playful Warrior led the Board through a session on the Value of Play.

*Kara left the meeting at 7:18 pm*

#### 5. Strategic Discussion

##### 5.1. COVID-19 Response & Recovery

- The board meeting package included an agenda support material/briefing note regarding COVID-19 funding allocations in light of additional funding that has been received – over and above what has been budgeted. The briefing note included relevant background, implications, and possible options – each with their pros and cons, risks and opportunities.
- RisingOaks Early Learning has an opportunity to address one or more of these key areas
  - Reconcile funding against program vacancy rates which will lower the 2021 projected deficit.
  - Address parent needs and affordability goals
  - Address staff needs and decent work goals
- The board considered its mission, strategic plan and organizational values
  - All three options tie into the organization’s existing strategic plan.
  - Addressing affordability ties into the community value; addressing educator needs and decent work goals ties into advocacy value
  - Exploring using the funding in different ways ties into creativity value
  - By addressing staff needs and ensuring they feel valued, they can focus more on benefits they provide for children
- The board discussed and considered the proposed options through a diversity, equity and inclusion (DEI) lens, and considered any barriers that might limit access these options
- Management recapped the previous discussion from March 2021 and identified what has changed since that discussion.
  - Updated forecast includes 4 months of actual and revised estimates for CEWS and new region funding.
- Also discussed the various reconciliation requirements for each type of funding and its impacts on the various options presented.
- Management reminded the board that the approved budget only included additional COVID-19 Support Staff (cleaner, screener, runner roles) for 8 of 12 months. It was agreed to factor this into our decisions and assume we will require

- these roles for the September to December period as well.
- Opportunities that address Affordability/Parent Needs;
    - Discussed option of a temporary hold on spaces without fees or with reduced fees for the duration of the stay-at-home order or the school closure.
    - Some families have inquired about this option since the April 19 school closure started for various reasons:
      - Some have a child learning from home and are therefore at home and/or working from home so prefer not to have their younger child in care.
      - Others have requested this due to job loss or lay-off
      - For some it's about flattening the curve and honoring the provincial stay at home order.
    - Discussed risk to staffing if too many families pull their children from care.
      - Agreed that if a temporary hold – as an interim policy – is approved, it would not lead to staff lay-offs. Additional staffing will be redeployed when needed or additional tasks identified at the centre.
    - Discussed equity concerns related to no fees or reduced fees compared to families on the waiting list who need and are desperate for care now.
    - The Board supports a temporary hold with reduced fees starting May 17 for the duration of the stay-at-home order.
    - Discussed option of COVID-19 Child Absence Credits where fees would be credited/refunded for specific absences not covered by room closure funding.
    - Proposed 10 days for infant, toddler, preschool days, and 5 days for school-age children for the remainder of the 2021 calendar year effective May 17. This supports safety for staff and children, as well as affordability for parents.
  - Opportunities that lower the deficit
    - Looking at vacancy rates in school-age programs, where revenue is lower than budget.
      - April 19 – May 21, we are losing 100% revenue because of school-age closures, however this is offset by running Emergency Child Care
      - If we reopen May 25 – June 29, will lose a projected \$52,000 based on fewer children than budget
      - For Sept-Dec, we expect enrolment will be lower than budget by \$150,000
  - Opportunities that address decent work goals
    - COVID-19 Sick Days for Staff
      - proposed to offer additional COVID-19 specific sick days, 3 of which may be eligible for reimbursement by the recently announced government program
      - Management shared details of enhancements provided by other non-profit child care organizations.
    - COVID-19 Mental Health Day for Staff
      - Management advised that a decision has already been made to not offer a school-age full-day program on July 2 due to low enrolment.
      - The leadership team inquired if the board might consider closing full-day programs on July 2 as a one-time, COVID-19 specific mental health day for all staff, who are feeling burnt out, tired, and overwhelmed.
      - The Board discussed impacts to families who may require care and considered this option from a DEI lens.
      - Management shared preliminary findings from the recent staff survey to

- help inform this decision.
  - After considering the needs and challenges faced by both families and staff, the board was supportive of this one-time mental health day and closure to programs, with 45-days' notice to families.
- The board chair thanked directors and expressed appreciation for the different perspectives all directors brought to the discussion.
- **MOTION:** *The following resolution of directors was moved, seconded and carried:*
  - *Whereas the organization's 2021 budget was approved with a \$1M deficit, and*
  - Whereas additional funding has been or is anticipated beyond what was budgeted to support COVID-19 recovery; and*
  - Whereas RisingOaks Early Learning has stated goals in support of child care affordability and professional pay and decent work*
  - Be it resolved that***
  - the board of directors supports funding allocations that aim to lower the deficit, address affordability for parents and decent work for staff during the COVID-19 recovery period, and, as such, the board supports management's implementation of the following interim and temporary policy adjustments, with terms and conditions for each set by management*
    - *To allow a temporary hold of a child care space, at 50% fees, during a provincial stay at home order effective May 17.*
    - *To allow a more flexible notice period for withdrawal/termination of a child care space*
    - *To allow a credit of child care fees for COVID-19 specific child absences to a maximum of 10 days for infant, toddler, preschool and a maximum of 5 days for school age effective May 17 for the rest of the 2021 calendar year*
    - *To allocate 5 additional sick days for COVID-19 specific absences to all eligible staff for the remainder of the 2021 calendar year*
    - *To provide all staff with a COVID-19 mental health day on Friday July 2.*

## 6. Routine Business

### 6.1. General Liability Insurance Renewal 2021-2022

- Management reports that further to the Briefing Note in the meeting package, we have just received the insurance renewal for 2021-2022, with an 11% increase (Our broker reports that competitors are doing 20% increase on clean accounts)
- General Liability is rated on 75% of the 2019 enrolment; no adjustment required when enrolment numbers increased
- D&O includes new offerings at no charge to RisingOaks Early Learning
- Still waiting on the premium proposal for the cyber policy renewal
- **MOTION:** *It was moved, seconded, and carried that the board of directors delegates authority to the CEO to finalize and approve the 2021-22 corporate insurance renewal under the following terms and conditions:*
  - *Increase not more than 20%*
  - *Existing coverage limits for GCL, Umbrella, Abuse, E&O, D&O maintained or enhanced*
  - *Report back to the board by May 31 to confirm renewal acceptance and approved coverage and premiums.*

6.2. *GEM Board Assessment Debrief*

- Defer to next meeting

6.3. *Board Norms*

- Defer to next meeting

6.4. *April 2021 Financial Overview*

- To be posted in Basecamp for discussion

6.5. *Governance Policy Monitoring Reports*

- The board reviewed the Governance Policy Monitoring reports and identified no questions or concerns
- **MOTION:** *It was moved, seconded, and carried that the Board of Directors reviewed the governance policy compliance report for the Advocacy 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 Code of Conduct 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 Conflict of Interest 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 Voting 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.*

7. **Policy Revisions**

7.1. Management reports that each time a compliance report is presented, it is also a time to consider any update policies to ensure they are clear, concise and relevant. All policies require update to our new legal name, and some title changes, such as ED to CEO.

- **MOTION:** *It was moved, seconded, and carried that the Board of Directors approves revisions to the following policies to update the legal name and other titles within the documents: Advocacy; Board Code of Conduct; Conflict of Interest; Voting.*

8. **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:*
  - 8.1. *Operations Report – May 2021*
  - 8.2. *Members Register – As of May 4, 2021*

- 8.3. Finance and Audit Minutes – April 26, 2021*
- 8.4. Nominating minutes – April 19, 2021*
- 8.5. Board minutes – April 13, 2021*
- 8.6. AGM minutes – April 13, 2021*
- 8.7. Governance minutes – April 8, 2021*
- 8.8. 2021 Q1 Financial Statements*
- 8.9. Board minutes – March 9, 2021*
- 8.10. GR Advisory minutes – March 4, 2021*
- 8.11. Closed Door Board minutes – March 9, 2021*

## **9. 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.

## **10. Adjournment**

### 10.1. Confirmation of upcoming meetings:

- June 10 – Governance Committee, 7:00PM
- June 11 – Virtual Board Social, 8:00PM - 9:30PM
- June 17 – GR Advisory Committee, 6:30PM
- September 9 – GR Advisory Committee, 6:30PM
- September 14 – Board Meeting, 6:30PM
- September 21 – Nominating Committee, 7:00PM
- September 26 – Strategic Planning Think Tank, 8:30 – noon (1 of 2)
- September 27 – Finance and Audit Committee, 7:00PM
- October 3 – Strategic Planning Think Tank, 8:30 am – 4:30 pm (2 of 2)

### 10.2. Adjournment

- *There being no further business, this meeting of the Board of Directors is adjourned at 9:36 pm*

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*These minutes were approved by the board of directors on September 14, 2021 and now form part of the Public Record for RisingOaks Early Learning Ontario.*

Original signed by Board Secretary