

## **Board of Directors' Meeting Minutes**

September 14, 2021  
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
- Julia Klann, Director
- Karen McIlroy, Chair
- Lori Prospero, CEO
- Tracey Murray, Director

### **Regrets:**

- Xenios Ioannou, Director

**Guests:** None

### **1. Welcome**

- Karen welcomed everyone to the meeting and provided an overview of strategies to have a productive Zoom meeting.

### **2. Connection Activity**

- Directors completed an advocacy check-in to discuss the upcoming election, particularly as it relates to child care, including specific actions that directors can take to support the organization's position on universal child care and decent work.

### **3. Call to Order**

- The meeting was called to order at 6:39 pm by Chair Karen McIlroy.

#### *3.1. Confirm Quorum*

- Quorum was confirmed.

#### *3.2. Confirm minute taker.*

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

#### *3.3. Identification of Conflicts of Interest*

- No conflicts of interest declared

#### 4. Approval of the Agenda

- Removed item 7.5 from the consent agenda (duplicate). Added item 6.6 Electronic Motions Carried since last meeting to the agenda.
- **MOTION:** *It was moved, seconded and carried that the agenda for this September 14, 2021 Meeting of the Board of Directors be approved as amended.*

#### 5. Strategic Discussion

##### 5.1. Strategic Planning Update

- Dates of the strategic planning think tanks have shifted due to circumstances in both the internal and external environment. The new dates are Oct 21, 28 and Nov 4. This change ensures that we have the most up to date information to help inform our next strategic plan.

##### 5.2. By-Law Revisions

- With the title change from Executive Director to Chief Executive Officer, by-law revisions are required to update section 9.1 under officers.
- The insurance section has also been identified as an area of discussion
  - The Act – and the current RisingOaks by-laws, requires a minimum of \$2M in directors and officer's insurance.
  - Discussed whether the by-laws be revised from the minimum of \$2Million
    - \$5Million seems to be the standard across many industries and is more reflective of the size of RisingOaks
    - \$2Million is simply a minimum, if it stays at this level in the by-laws, in the future the amount of insurance held could be reduced by the Board, potentially putting the organization at risk
    - Consensus from the Board to increase the requirement in the bylaw to \$5M
- **MOTION:** *It was moved, seconded and carried that the board of directors repeal the General Operating By-Law No. 2, approved by the Members on April 13, 2021, and approve the General Operating By-Law No. 3, as amended.*

##### 5.3. Diversity, Equity and Inclusion

- The board is using a 3-part video series, *Challenging Systemic Barriers: The Equity Lens*, to guide discussion on DEI as it pertains to the both governance and operations
- Recognized that as a Board we are in practice, not perfect.
- The board discussed the following questions in response to the video:
  - How can the Board create a safe or brave space within to have these discussions, and set some ground rules for these types of conversations?
  - Think of a system/practice within RisingOaks Early Learning that has the potential to be causing oppression or creating a barrier to inclusivity.
  - If we remove that barrier, what could be the impact to RisingOaks?

#### *5.4. COVID-19 Recovery*

- Based on continuing COVID-19 case counts and funding to support COVID-19 Child Absence Credits, these credits have been increased to a total of 20 for infant, toddler, preschool and 10 for school-age children. Credits can be used for COVID-related absences between May 17 – December 31, 2021
  - The Board reconfirmed its decision to not retroactively apply credits to days prior to May 17.
- Usage is at an average of 33% for the special COVID-19 sick days for staff.
- Vaccine Disclosure vs Mandatory Vaccine Policy for Staff
  - The Board reviewed the Ministry requirements for COVID vaccination disclosure, the additional requirements RisingOaks has put in place, as well as the % of RisingOaks staff who are fully vaccinated to date
  - The Board had a fulsome discussion about the risks for children
    - who are particularly vulnerable to COVID-19 as they are unable to get vaccinated at this time, children under 4 are unmasked and in close proximity and physical contact with educators.
  - Discussed the risks and merits of both the mandatory disclosure policy and the mandatory vaccination policy
  - The Board is in favour of a mandatory vaccination policy for staff and directed management to seek legal counsel. Management will report back via BaseCamp.
- Vaccine requirements for parents in the building
  - With parents returning to our buildings in the near future, some have raised concerns about more people now in contact with each other and with unmasked, unvaccinated children.
  - Consensus that if we are requiring staff to be vaccinated, it is reasonable to also request parents are vaccinated to ensure the safety of all children and staff at RisingOaks. Parents will still be able to drop off at the door as currently, or potentially undergo rapid testing before entering
  - The Board has directed management to request legal counsel on requiring vaccines or rapid testing for parents ahead of developing such a policy. Management will report back via BaseCamp.

## **6. Routine Business**

### *6.1. GEM Board Assessment Debrief*

- The board reviewed the GEM assessment results from 2020 and comparison reports to prior years going back to 2011. Results show marked improvement in many areas since the first report in 2011; In 2020, The results show strong scores in all areas.
- The board discussed the three areas with slightly lower scores, identifying opportunities for growth:
  - Whole board actively involved in strategic planning process and sets direction of the organization for the next 1 to 5 years.
  - Board activities include relationship building in an effort to make and keep the team strong and create an environment where directors are willing to

- challenge each other’s perspectives without anyone taking offense
- The directors serve as active ambassadors, stimulating greater understanding of the organization’s purpose & opportunities for its future

#### *6.2. August 2021 Financial Overview*

- Currently have a vacancy in the accounting manager position; The CEO has engaged a former employee on a part-time contract basis, working remotely to keep statements and the budget moving forward during the recruitment process.
- As of the end of July, we are showing year to date a surplus of \$977K, and still expect to receive additional funding via CEWS and CERS.
- A year-end forecast will be presented at the November meeting.

#### *6.3. Board Norms*

- This item was deferred

#### *6.4. Strategic Plan Progress Report*

- With unanimous agreement from the board, this item was moved to consent agenda

#### *6.5. Governance Policy Monitoring Reports*

- *With unanimous agreement from the board, review and acceptance of the following compliance reports were deferred to an electronic vote to occur after the meeting.*
  - *Member & Stakeholder Relations*
  - *Staff Treatment*
  - *Risk Management.*
- *In addition, resulting policy revisions were also moved to an electronic vote following the meeting.*

#### *6.6. Motions Previously Approved via electronic vote*

- Two motions were approved by the board electronically and were read into the minutes for the public record:
  - Fee increase for school-age programs at WCDSB locations.
  - Corporate resolution re authorized trading officers with BMO Investorline
- See Appendix A to these minutes for details.

### **7. 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 amended:*
  - 7.1. Operations Report – September 2021*
  - 7.2. 2021 – Q2 Financial Statements*
  - 7.3. GR Advisory Minutes – June 17, 2021*
  - 7.4. Governance Minutes – June 10, 2021*
  - 7.5. Board Minutes – May 11, 2021*
  - 7.6. Closed Door Board Minutes – May 11, 2021*

## 8. 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.

## 9. Adjournment

### 9.1. 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 as well.

### 9.2. Adjournment

- *There being no further business, this meeting of the Board of Directors is adjourned at 9:32 pm*

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

Original signed by Board Secretary

## Appendix A: Motions Previously Approved by Electronic Vote

**MOTION:** *It was moved, seconded and carried on July 21, 2021 that the board of directors approves an increase to the combined before & after school rate for programs operating within a WCDSB school from \$26.25 per day to \$27.00 per day, effective September 7, 2021, with individual program rates for before and after school adjusted accordingly based on bell times.*

**9 votes cast which constitutes quorum; All in Favour. Motion Carried.**

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**MOTION:** *It was moved, seconded and carried on July 15, 2021 that*

1. *the board of directors for RisingOaks Early Learning appoint the following as the Authorized Trading Officer(s) for the corporation with BMO Investorline:*
  - *Lori Prospero, CEO*
  - *Kirk Oliver, Accounting Manager*

*They are hereby authorized on behalf of the Corporation to establish one or more accounts with BMO InvestorLine for the purpose of purchasing, investing in or otherwise acquiring or selling, processing, transferring, exchanging or otherwise disposing of or turning to account or realizing upon securities.*

2. *That the authority hereby conferred on the Authorized Trading Officer(s) shall*
  - a) *specifically exclude the authority to purchase on margin, pledge or borrow upon securities*
  - b) *specifically exclude the authority to do transactions in options.*
3. *That the fullest authority is conferred upon the Authorized Trading Officer(s) with respect to any transactions entered into and pursuant to this resolution to give written or oral instructions to BMO InvestorLine; to bind and oblige the Corporation to and for the carrying out of any contract, arrangement or transaction which may be entered into by the Authorized Trading Officer(s) with or through BMO InvestorLine; to pay from the funds of the Corporation such sums as may be necessary in connection with the said accounts; to deliver securities to, and deposit funds with, BMO InvestorLine; to order the transfer or deliveries of securities to any other person and to order the transfer of record of any securities; to affix the Corporate Seal to any documents or agreements; to endorse any securities in order to pass title thereto; to direct the sale or exercise rights with respect to any securities; to sign all releases, powers of attorney and other documents in connection with any such account; to direct BMO InvestorLine to surrender any securities to the proper agent or party for the purpose of effecting any exchange or conversion or for the purpose of deposit with any protective or similar committee, or otherwise; to accept the delivery of any securities and generally to do and take all action necessary in connection with the carrying out of the intent of this resolution.*

**continues below...**



4. *That the Secretary of the Corporation, or a designate, is hereby authorized and directed to certify and deliver to BMO InvestorLine:*
  - a) *a copy of this resolution;*
  - b) *specimen signatures of the Authorized Trading Officer(s), as well as, completed "Authorized Trading Officer" information on each Authorized Trading Officer, and*
  - c) *such evidence as may be necessary (including an appropriate opinion of counsel) to establish and transact the business contemplated by this resolution and to confirm that there is no statutory or other bar to the carrying out of the intent of this resolution*
5. *That BMO InvestorLine may rely on the continued effectiveness of this resolution until it shall have received due written notice of a change in or the rescission of the authority so evidenced, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision, nor shall the fact that any other person hereby authorized ceases to be an Authorized Trading Officer or becomes an officer of the Corporation under some different title, in any way affect the powers hereby conferred.*  
*The failure to supply any specimen signature shall not invalidate any transaction if the person is acting in accordance with the authority actually granted.*

**9 votes cast which constitutes quorum; All in Favour. Motion Carried.**