

Board of Directors' Meeting Minutes

September 9, 2025

6:15 pm – 9:30 pm

RisingOaks Early Learning | Head Office | Zoom
10 Washburn Drive, Kitchener

Directors Present:

- Alex Zhou, Director (Zoom)
- Alisha Michiels, Director
- Bernie Crawford, Director
- Christel Wu, Director (until 8:15 pm)
- Christiana Alkiviades, Treasurer
- Cindy Ofunne, Director
- Jessica Ronzio, Chair
- Katherine Walsh, Director
- Necia Martins, Director
- Robert MacDonald, Vice Chair

Employees: Lori Prospero, CEO & Corporate Secretary | ex-officio
Susie Draper, Executive Assistant

Regrets: Julia Bloom, Past Chair

1. Board Photo Session

- The board had individual and group photos taken.

2. Welcome and Call to Order

- A land acknowledgment was shared.
- There being a quorum of directors present for the transaction of business, and board members having been given adequate and proper notice of the meeting, the meeting was called to order at 6:48 pm. Jessica Ronzio served as the Chair of the proceedings.
- No conflicts of interest were declared.

3. Approval of the Agenda

- **MOTION:** It was moved, seconded and carried that the agenda for this September 9, 2025 meeting of the board of directors be approved, as presented.

4. Strategic Discussion

- The chair reminded directors of the mission, vision, values, and strategic priorities – including diversity, equity and inclusion – as a foundation to guide discussions and decisions.

4.1. Strategic Plan Progress Report 2025-Q2

- The board reviewed the progress on the strategic plan for the reporting period ending June 30, 2025.

- Good progress has been made for most performance indicators and goals. The board discussed the following in relation to their risk tolerance.
 - PI.3, related to government relations to support expansion into new markets, has not been achieved, as we are focused on year 1 implementation of the new funding formula and expansion in Waterloo Region. Expansion and new markets will be discussed at the board's upcoming strategy and development day.
 - PI.10 (3 school-based centres with 1 in a new region) remains as mitigation needed. Management recommends this be discussed at the upcoming strategy session regarding an adjustment of strategy.
 - PI.16 relates to tiered licensing and compliance scores. The board has requested additional trend data be added to the report. Also discussed the risk tolerance and clarified that any 1 of 3 risk tolerance statements is acceptable.
 - PI. 18 Discussed employee Net Promoter Score trends which tend to fluctuate depending on when the survey is completed by staff. Management continues to monitor and noted that WorkWell, the organization that administers the survey, indicates that we are still in a positive position and taking actions to improve.
- The board considered changes in the internal and external environment that may impact strategy. The funding formula and the signing of the not yet signed CWELCC extension agreement are two important factors that will be discussed in more detail at the board strategy and development day.
- The board accepted the 2025-Q2 strategic plan progress report, as amended, and is satisfied with the progress to date.

4.2. In Camera Session | Expansion

- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In-Camera session at 7:22 pm to discuss expansion.

The board returned to Open Session at 8:00 pm

- **MOTION:** It was moved, seconded and carried that the board of directors directs management to proceed with submitting a full application for the Region of Waterloo's modular child care centre initiative. If selected, management is authorized to negotiate required agreements, mobilize operational planning, and return to the board for approval of any funding beyond CWELCC start up and infrastructure funds.

4.3. CWELCC Advocacy

- The board received an update on the status of the CWELCC extension agreement with the Federal and Provincial governments.
- To support our strategic objectives, directors will participate in an outreach campaign to provincial and federal representatives (MPPs, MPs), using the provided key messages to request action on the CWELCC extension agreement that has not yet been signed.
- A CWELCC advocacy package for directors is available in Basecamp.
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The board took their break at 8:08 pm

Christel Wu left the meeting at 8:15 pm

The board meeting resumed at 8:18 pm

5. Routine Business

5.1. Governance Policy Monitoring Compliance Reports

- The board reviewed the compliance reports that were included in the board package.
- **MOTION:** It was moved, seconded and carried that the board of directors reviewed the governance compliance reports for Member & Stakeholder Relations, Staff Treatment and Risk Management policies and is satisfied with the evidence/statements of compliance. The board deems itself and management In Compliance with policy requirements. No further action is required.

5.2. 2025 Forecast, Funding Formula Impacts

- The 2025 forecast was presented to the board by the Treasurer
- The forecast includes July actuals and is forecasted for the last 5 months
- On a consolidated basis there is a surplus from operations of \$2.07M with a total surplus of \$2.19M
 - Keep in mind that the new funding formula requires us to reconcile results from CWELCC programs (ages 0-5) and school-age programs (ages 6-12) separately and that reconciliation is on a centre-by-centre basis.
 - Also need to factor in the allocation in lieu of profit/surplus provided by the province to support future expansion.
- The board reviewed scenarios related to reconciliation of the new funding formula
- The finance & audit committee (FAC) will meet September 29 to review the August financials and the forecast in more detail. They will also provide advice to management on our budget structure going forward.

5.3. Budget Planning for 2026

- Typically, a preliminary budget would be reviewed by the FAC at their September meeting, with a second draft being reviewed in October before going to the board for approval in November.
- Due to the new funding formula and 1st year reconciliation not being completed until March 2026, management proposed a new budget approval timeline.
 - One option is a special meeting of the board in December to approve the budget
 - Another is to delay approval of the budget until Q1 after the reconciliation process is underway and the full impacts of the funding formula are knownConsensus was to request input from the FAC regarding a timeline, and any risk mitigation needed, for the board to approve the 2026 budget.

5.4. 2026 Meeting Calendar

- Management presented the draft meeting calendar for 2026 and inquired if there were any conflicts related to cultural or religious celebrations
 - No conflicts were indicated by the board. Directors are asked to reach out to Susie and Lori via BaseCamp if one is identified.
 - The board recommended moving the March government relations advisory meeting to March 5 and the September board meeting to September 15

- The 2026 calendar is now final. All meetings will be added to their respective schedules in BaseCamp. Once complete, directors are advised to subscribe to 'My Schedule' to ensure all relevant dates are in their personal calendars

5.5. Board Strategy & Development Day

- The board's strategy development day will take place on October 18, 2025.
- Meredith Low, the consultant who assisted with our strategic plan development, will lead the strategy and governance sessions. A lawyer has been invited to lead the development session on employment law related to salary versus hourly employment.
- In addition to the board, the sr. leadership team and our government relations advisor will be invited to the sessions.
- An agenda will be circulated.

6. Consent Agenda

- No items were removed for further discussion.
- **MOTION:** It was moved, seconded and carried that the board of directors accepts the following Consent Agenda items, as presented, for information or approval as noted below:
 - For Approval:
 - Board Minutes: May 13/25
 - Board Minutes – In Camera: May 13/25
 - Electronic Motions
 - For Information:
 - GR Advisory Minutes May 1/25
 - Governance Minutes June 5/25
 - Operations Report – September 2025
 - 2025-Q2 Financial Statements

7. Board Meeting Evaluations

- Directors completed the board meeting evaluation via live polling.

8. Action Items

- All action items arising out of tonight's discussion will be added to the To Do list in BaseCamp

9. Adjournment

9.1 Confirmation of upcoming meetings:

- The board reviewed the list of upcoming meetings and events. These can be found on the meeting agenda and the board calendar.

9.2. Adjournment

- There being no further business, this meeting of the board of directors was adjourned at 9:24 pm.
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DISCLAIMER

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting. This document shall not be considered a verbatim copy of every word spoken at the meeting. These minutes were approved by the board of directors on November 11, 2025 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:

Jessica Ronzio, Chair

Lori Prospero, Secretary