

Board of Directors' Meeting Minutes

January 13, 2026

6:30 pm – 9:30 pm

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

Directors Present:

- Alisha Michiels, Director
- Bernie Crawford, Director
- Christel Wu, Director (via Zoom)
- Cindy Ofunne, Director
- Jessica Ronzio, Chair
- Julia Bloom, Past Chair
- Katherine Walsh, Director
- Necia Martins, Director
- Robert MacDonald, Vice Chair

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

Regrets: Alex Zhou, Director
Christians Alkiviades, Treasurer

1. Welcome and Call to Order

- A land acknowledgment was shared, and directors were provided with connection to our Mission.
- 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 6:36 pm. Jessica Ronzio served as the Chair of the proceedings.
- No conflicts of interest were declared.

2. Approval of the Agenda

- **MOTION:** It was moved, seconded and carried that the agenda for this January 13, 2026 meeting of the board of directors be approved, as amended.

3. Connection Activity

- The board engaged in a Belonging check-in.
- Directors shared what they needed from the group to participate fully, ways they could help others to feel included and/or participated in sharing their thoughts on what they were bringing to the meeting and what they wanted to be intentional about in our discussions.

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. Diversity, Equity, Inclusion & Belonging

- The Board received updates from management on Diversity, Equity, Inclusion and Belonging initiatives and related policy requirements, and provided advisory input to management in alignment with the Board's governance role. Management engaged the Board in advisory discussion on:
 - DEIB Family Night events
 - DEIB Reassessment survey data
 - YWCA WorkWell Insights survey data
 - New Equity & Inclusion Policy and Commitment
- The Board discussed the purpose and intended outcomes of DEIB Family Nights and provided high-level advisory input focused on accessibility, inclusion, and opportunities for connection and learning for families.
- The Board reviewed summary findings from the DEIB Reassessment surveys and the YWCA WorkWell Insights survey and noted the importance of supporting staff capacity and learning in response to the data.
 - Management to review the # of ½ day professional learning opportunities to support ongoing learning.
- The Board received information regarding the development of a new Equity & Inclusion Policy and Commitment, required by the Region of Waterloo by December 2026, and its alignment with the DEIB Action Plan. The Board discussed governance considerations related to the policy and identified areas for ongoing oversight through the DEIB Action Plan. Once the new policy is created, the board will review to determine if it will remain an operational policy or shift to a governance policy.

5. Routine Business

5.1. In Camera Session | Risk Assessment re: Immigration Status & Workforce Trends

- **MOTION:** It was moved, seconded and carried that the board of directors enter into an In Camera session at 7:44 pm to discuss confidential issues related to immigration and workforce risks.

The board returned to Open Session at 8:06 pm

The meeting recessed at 8:07 pm and reconvened at 8:20 pm.

5.2. Other Financial Business

- Due to timing, this item was deferred to offline discussion. The final 2025 forecast will be posted in BaseCamp for the board to review.

5.3. Debrief on Board Development Day

- The board discussed the 2025 board development day evaluation results.
- Management will use the survey feedback (e.g., off-site location, shorter sessions, more breaks, and use of interactive technology) in planning the 2026 Board Development Day.

5.4. Governance Policy Monitoring Compliance Reports

- The board reviewed the governance policy compliance reports that were included in the board package.
- The compliance report for Policy Development was noted as 'Need of Improvement' by the Governance committee due to an administrative oversight. The board reviewed the circumstances and determined the risk was low. Consensus was to proceed with an In Compliance rating.
- **MOTION:** It was moved, seconded and carried that the board of directors reviewed the governance compliance reports for General Executive Constraints, Policy Development and Monitoring Policy Compliance 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.

5.5. Nominating committee report

- Nominating committee Terms of Reference (ToR) Revisions
 - The board reviewed and considered revisions to the Nominating committee Terms of Reference that would allow an outgoing director to serve for 1-year on the committee after their director term has ended. Risks and benefits of the revisions were discussed.
- **MOTION:** It was moved, seconded and carried that the board of directors approve the revisions to the Nominating committee Terms of Reference as presented.
- 2026/2027 Succession Planning
 - Due to timing, an update on 2026/2027 succession planning will be posted in BaseCamp for review.

6. Closed Door Session | 2025 CEO Performance Evaluation

- **MOTION:** It was moved, seconded and carried that the board of directors enter into a Closed Door session at 8:50 pm to discuss confidential employment matters. The board appointed Robert MacDonald as recording secretary.

Lori Prospero and Susie Draper left the meeting at 8:50 pm.

The board returned to Open Session at 9:22 pm

Lori Prospero rejoined the meeting at 9:23 pm

7. 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: Nov 11/25
 - Board minutes – In Camera Nov 11/25
 - Electronic Motions
 - For Information:
 - Operations Report – January 2026

- Governance minutes Oct 2/25
- FAC minutes Oct 27/25
- Nominating minutes Nov 17/25
- GR Advisory minutes Dec 2/25

8. Board Meeting Evaluations

- The meeting evaluation will be completed as a survey offline. Management will post the link in BaseCamp.

9. Action Items

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

10. 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 9:30 pm

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 March 10, 2026 and now form part of the Public Record for RisingOaks Early Learning Ontario.

Original copy signed by:

Jessica Ronzio, Chair

Lori Prospero, Secretary