



## Board of Directors' Board Meeting

January 8, 2019  
6:30 p.m.  
St. Luke's

Name	Attended	Regrets
Amanda Stevens	X	
Dorothy Fallowfield	X	
Doug Laginskie	X	
Jennifer Banfield	X	
Jeremy Green	X	
Jose Imbert	X	
Karen McIlroy	X	
Kathryn Kosakowski	X	
Sarah Willey-Thomas	X	
Selina Miah	X	
Teresa Godglick	X	
Wayne Steffler		X
Lori Prospero, ED	X	

**Guests:**

- Tina Fernandez from BryanMills Ltd, the brand strategy group that has been hired by Owl.

**1. Welcome**

**2. Call to order**

- Jen welcome members to the Board meeting and called the meeting to order at 6:38 p.m.
- *Confirm quorum*
- Sarah confirmed a quorum of directors was present.
- *Confirm minute taker*
- Sarah acted as minute taker for the meeting.
- *Identification of Conflicts of Interest*
  - No conflicts of interest were declared.

**3. Approval of the Agenda**

- **MOTION:** it was moved, seconded and carried that the agenda for the January 8, 2019 Board of Directors meeting be approved as amended.

#### 4. Closed Door Session

- **MOTION:** it was moved, seconded and carried that the Board of Directors move to a closed door session at 6:41 p.m. to discuss the annual performance review for the Executive Director.

[Lori Prospero left the meeting]

- **MOTION** that the Board of Directors return to open session at 7:38 p.m. and delegates Kathryn to meet with Lori to discuss the Board's feedback and report back on March 5, 2019.

[Lori Prospero returned to the meeting at 7:39 p.m.]

#### 5. Setting the Stage

- *BoardREADY discussion*
  - Directors agreed, by consensus, to move to this item on the agenda due to time constraints.

#### 6. Strategic Discussion

- *Brand project update from Research and Discovery Phase*
  - Directors received an update on the Brand project from Tina, including a review of the research study goals and objectives, research design, research participants and key findings related to context, opportunity and challenges.
  - Tina reviewed the challenges associated with differentiating between various aspects of process finding child care versus the actual delivery of child care services.
  - Tina reviewed the various challenges and brand promise from various stakeholder perspectives.

[Jeremy Green retired from the meeting at 8:12 p.m.]

- Directors were reminded of the scope of the current contract.
- Tina noted the next step would be to bring a strategy to the Board in March for its consideration.

[Tina Fernandez retired from the meeting at 9:00 p.m.]

#### 7. Routine Business

- *Current financial position*
  - Doug noted that Thomas is currently preparing for the audit.
  - Doug reviewed Owl's current financial position based on a Dec 14 forecast and preliminary actuals for December.
  - Doug reviewed the bridge depicting budget to actual results, noting there was still some outstanding spending in December (bridge as of December 14, 2018).
- *Policy Compliance Reports*
  - *7..1. Financial Management*
    - Kathryn presented the Financial Management policy compliance report. Board members agreed that Owl was in compliance, with no questions or concerns raised.
    - **MOTION:** it was moved and seconded that the Board of Directors reviewed the governance policy compliance report for the Financial Management policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management in compliance with policy requirements.

**Status:** All in favour. Carried

#### 7..2. Investments

- Kathryn presented the Investments policy compliance report. Board members agreed that Owl was in compliance, with no questions or concerns raised.
- **MOTION:** it was moved and seconded that the Board of Directors reviewed the governance policy compliance report for the investments policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management in compliance with policy requirements.

**Status:** All in favour. Carried.

#### 7..3. Governance Model

- Kathryn presented the Governance Model policy compliance report. Board members agreed that Owl was in compliance, with no questions or concerns raised.
- **MOTION:** it was moved and seconded that the Board of Directors reviewed the governance policy compliance report for the Governance Model Policy and is satisfied with evidence/statement of compliance. The Board deems itself in compliance with policy requirements.

**Status:** All in favour. Carried.

#### 7..4. General Executive Constraints

- Kathryn presented the General Executive Constraints policy compliance report. Board members agreed that Owl was in compliance, with no questions or concerns raised.
- **MOTION** it was moved and seconded that the Board of Directors reviewed the governance policy compliance report for the General Executive Constraints policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management in compliance with policy requirements.

**Status:** All in favour. Carried.

#### 7..5. Policy Development

- Kathryn presented the Policy Development policy compliance report. Board members agreed that Owl was in compliance, with no questions or concerns raised.
- **MOTION** it was moved and seconded that the Board of Directors reviewed the governance policy compliance report for the Policy Development Policy and is satisfied with the evidence/statement of compliance. The Board deems itself and management in compliance with policy requirements.

**Status:** All in favour. Carried.

- *Nominating News*

#### 7..1. Recruitment campaign update

- Selina noted that the Board recruitment campaign began on January 7<sup>th</sup> and may be extended to January 22<sup>nd</sup> as required.
- Based on discussions on BaseCamp, a motion will be required to reduce the size of the Board to 11 members.
- Board members were encouraged to reach out to their networks, noting focus is on obtaining expertise in advocacy, financial, legal, strategic thinking, human resources and government relations.
- Members were reminded that if they are standing for re-election they will also need to complete a nomination form.
- **MOTION** it was moved and seconded that in accordance with by-law 7.01 and the resolution passed by the members on June 15, 2017 authorizing the Board to

set the fixed number of directors required within the range provided in the articles, I move that the Board of Directors reduce the fixed number of directors from 13 to 11 to take effect at the next Annual General Meeting scheduled for April 23, 2019.

**Status: All in favour. Carried.**

#### 7..2. Director performance check-ins

- Directors were reminded of their performance check-ins, noting the Nominating Committee will conduct the assessment.

#### 7..3. Officer positions, committee chairpersons

- Directors reviewed the officer positions and committee chairperson roles available, and existing officers and chairs spoke to the time commitment and other requirements of the role.
- The Nominating Committee will follow up with those showing an interest in an officer position or chairperson role, but those interested may email Lori, Jeremy or Selina, with recommendations expected in March or April.

### 8. Consent Agenda

- Members were reminded that they could post questions in BaseCamp.
- **MOTION** it was moved and seconded that the Board of Directors accepts the following Consent Agenda items as reviewed or approved as noted below:

8.1 Executive Director's Report – Dec 2018

8.2 GR Advisory Meeting notes – Dec 13/18

8.3 Executive Director's Report – Nov 2018

8.4 Nominating Minutes of November 20, 2018

8.5 Board minutes of Nov 13, 2018 (both regular and In Camera)

**Status: All in favour. Carried.**

### 9. Complete Board Meeting Evaluations

- Directors completed a board meeting evaluation via live polling.

### 10. Action Items

- *Confirm new action items*
  - Sarah confirmed the action items. These will be posted to Basecamp.

### 11. Adjournment

- **MOTION** It was moved, seconded and carried, that there being no further business, this meeting of the Board of Directors will be adjourned at 9:45 p.m.