



Board of Directors'
Board Meeting

2019 November 12
 6:30 – 9:30 p.m.
 RBC
 95 King St. Waterloo

Name	Attended	Regrets
Amanda Stevens		X
Brett Bigger	X	
Dorothy Fallowfield	X (V)	
Doug Laginskie	X	
Jennifer Banfield		X
Karen Mclroy	X	
Kathryn Kosakowski		X
Natalia Brattan	X (V)	
Paul Botros	X	
Sarah Willey-Thomas	X	
Teresa Godglick	X	
Wayne Steffler	X	
Lori Prospero, ED	X	

1. Welcome and call to order

- 1.1. Meeting was called to order at 6:49. Quorum confirmed, regrets from Amanda, Jen and Kathryn; Dorothy and Natalia present via Zoom video conference.
- 1.2. Dorothy was confirmed as the minute taker
- 1.3. No conflicts of interest were declared

2. Approval of the Agenda

- For item 3.2, Karen will provide the current financial position that includes October actuals and an updated 2019 forecast, and items 3.4, 3.5, and 3.6 should be amended to read 2020 instead of 2019.
- Item 1.2 requires revision as proxies are not allowed at a board meeting.
- **MOTION:** It was moved, seconded and carried that the Board of Directors approved the agenda

3. Strategic Discussion

3.1. Strengthening our brand

- At the last board meeting, the board delegated that directors Teresa and Paul join Lori to meet with Ramp Communications to review their proposal for our continued branding work.
- Teresa and Paul provided an overview of the meeting, saying that Ramp left a good impression, presented themselves well, and they all had good conversation about the process.

- The board reviewed the proposed project timeline from Ramp. It was noted in the meeting with Ramp that it is crucial for the board to make a clear decision as to whether the Owl name will change. Holding on to that decision is impeding the process as it stifles us from truly moving forward if the option exists to go back and remain as Owl. The decision to change the name must be based on the brand evaluation and the new brand strategy, not on how the search for a new name is going.
- The following motion was moved, seconded and carried by unanimous vote of the board of directors via BaseCamp:
- **Motion:** That the board of directors directs management to proceed with the creation of a new visual identity – including a brand new name, tagline, logo and colour scheme that will differentiate the organization within the child care category and lay the foundation to strengthen the brand for our future.
- As a result, the board has confirmed that it will proceed with finding a brand new name for the organization, moving away from the Owl brand.

3.2. Forecast to year end

- Karen provided the group with a financial overview.
- The forecast will be reissued, and the information will become available based on the October financials.
- Owl is up \$300K in revenue, and the year to date surplus is \$211,134, compared to the budgeted surplus of \$32K.
- The 2019 forecast did not include about \$86K in annual operating funding.
- Initial enrolment projections for YDP are greater than anticipated.
- Most expenses are where they should be, and wages are under by about \$45K.
- There is a consideration to install security cameras at St. Matthew's due to playground vandalism. The security cameras would only run in the evening.

[Brett joined the meeting in person at 7:25.]

3.3. In Camera Session

- **MOTION:** It was moved, seconded and carried that the Board of Directors move to an *In Camera* session as of 7:27 pm to discuss variable pay.
- **MOTION:** It was moved, seconded and carried that the Board of Directors returns to Open Session at 7:43 pm

3.4. 2020 Budget

- The Treasurer provided a summary of the 2020 budget development process.
- The 2020 budget file includes 2018 actuals and an updated 2019 forecast.
- The fee reduction pilot is ending, and any fee increased issued by Owl will be over and above the lost reduction .
- The Finance & Audit committee is recommending a 4.5% fee increase in order to bring forward a balanced budget.
- The board reviewed and deliberated on the proposed 2020 budget after review of the 2019 forecast.
- This discussion included a review of budget assumptions, along with risks and opportunities for the organization. In discussing the fee increase, the board reflected on the fact that expenses have increased by 4.9% over the past two years (2019, 2020) and that there was no fee increase in 2019.

3.5. Approval of the 2020 Budget

- The board discussed the impact of any resulting fee increase on families and the affordability of child care, especially in light of the cancellation of the Region's fee reduction pilot. The board weighed that against the risk of approving a deficit budget,

including a review of the organization's overall financial situation and its ability to absorb a deficit. The board acknowledged that a fee increase that is lower than the increased cost of expenses would be a short-term measure, ultimately deferring the required increase to a future year.

- **MOTION:** It was moved, seconded and carried that the Board of Directors approves the 2020 budget, as amended with the following:
 - Decrease the full-day fee increased by 1%, (from 4.5% to 3.5%)
 - School-age fee increase as presented
 - COLA increase as presented
 - Inclusion of admin office expansion

3.6. Approval of the 2020 Fee Schedule

- **MOTION:** It was moved, seconded and carried that the board of directors approves the following fees to come into effect on January 1, 2020:
 - Infant: \$76.42 / day
 - Toddler: \$57.59 / day
 - Preschool: \$51.92/ day
 - Before & After School (WCDSB): \$25.00 / day
 - PA Day, external family (WCDSB): \$36.95 / day
 - Youth Development Program (WRDSB): \$26.00 / day
 - Jr. Camp: \$225.00/week
 - Sr. Camp: \$240.00 /week

3.7. In Camera Session – part 2

- **MOTION:** It was moved, seconded and carried that the Board of Directors move to an *In Camera* session as of 8:35 pm to continue the discussion on variable pay.
- **MOTION:** It was moved, seconded and carried that the Board of Directors returns to an Open Session at 8:46 p.m.

4. Routine Business

4.1. Governance Compliance Reports

- The compliance reports from the September meeting were deferred and voted on electronically via BaseCamp. Sarah reviewed those motions, confirming that the following motions were carried by a quorum of directors:
 - **MOTION:** it was moved, seconded and carried that the Board of Directors reviewed the governance policy compliance report for the Member & Stakeholder Relations 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 Staff Treatment 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 Risk Management policy and is satisfied with the evidence/statement of compliance. The Board confirms management's compliance rating of Needs Improvement with policy requirements. Further action has been delegated to the governance committee.
- Three new compliance reports were reviewed by the Board.
 - **MOTION:** It was moved, seconded and carried that the Board of Directors is satisfied with the evidence/statement of compliance regarding the Financial Management policy. The Board deems itself and management In Compliance.

- **MOTION:** It was moved, seconded and carried that the Board of Directors is satisfied with the evidence/statement of compliance regarding the Governance Model policy. The Board deems itself and management In Compliance.
- **MOTION:** *It was moved, seconded and carried that the Board of Directors is satisfied with the evidence/statement of compliance regarding the Investments policy. The Board deems itself and management In Compliance.*

4.2. Meeting Schedule 2020

- The board meetings will continue to be the second Tuesday of each month, with the exception of November, when it will be the third Tuesday.
- The meeting schedule for 2020 was discussed.
- The AGM will now be April 21, 2020, and the board orientation will be April 28.
- The summer social will be June 12.
- The family swim will be in late January – early February, and has not been scheduled yet.

4.3. Corporate Credit Update

- At the board meeting in September, there was a recommendation to increase the corporate credit limit from \$35,000 to \$85,000 and to open two new credit accounts – one with RBC and one with Meridian. The account with RBC has been opened and ten Visa cards have been issued. However, there have been challenges with Meridian bank, and therefore management plans to leave the existing \$35,000 credit with BMO, but will switch cards to a non-profit MasterCard with no fees.
- **MOTION TO RESCIND:** It was moved, seconded and carried that the Board of Directors rescinds the motion carried at the September 20, 2019 board meeting that management open a credit account with Meridian Credit Union with a total limit of \$35,000 secured at 120%.

5. Consent Agenda

- **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:
 - 5.1 Executive Director's Report - Oct 2019
 - 5.2. 2019-Q3 Statements
 - 5.3. Finance & Audit minutes – Oct 28/19
 - 5.4. Board Development Day Notes – Oct 6/19
 - 5.5. Executive Director's Report – Sept 2019
 - 5.6. Finance & Audit minutes – Sept 23/19
 - 5.7. Nominating minutes – Sept 18/19
 - 5.8. 2019-20 Strategic Plan (R3)
 - 5.9. Board Minutes – Sept 10/19.

6. Board Meeting Evaluations

- Directors completed the meeting evaluation via live polling. The nominating committee will review the results at a future meeting.

7. Action Items

7.1. Confirm New Action Items

- Dorothy confirmed new action items. These will be added to the Board's To Do List in BaseCamp.

8. Adjournment

- There being no further business, the meeting was adjourned at 9:10 pm