



Board of Directors' Board Meeting

March 10, 2020
6:30 p.m. – 9:30 p.m
John Sweeney
185 Activa Ave. Kitchener

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

1. Welcome

- Sarah welcomed everyone to the meeting.
- The nominating committee conducted their Director Performance Check-in meetings.

2. Welcome and Introductions

[Board Nominees Julia Bloom, Xenios Ioannou, Alisha Michiels and Tracey Murray joined the meeting at 7:00 pm to observe and introductions were made as they were welcomed.]

- Sarah welcomed everyone to the meeting, passing along regrets from Kathryn. As Vice Chair, it was agreed that Sarah would chair the meeting.
- It was acknowledged that it is the last official board meeting for Jen and Wayne, and Kathryn, who have all been Chair of the Board. They were thanked for their leadership. It was also Dorothy's last meeting as a Director.

3. Call to order

- 3.1. The meeting was called to order at 7:04 pm. Quorum was confirmed
- 3.2. Dorothy, the secretary, was confirmed as the minute taker
- 3.3. Conflicts of interest were declared by Amanda, Karen, and Doug with respect to item 6.5. Nominating Report. It was agreed that they would be allowed to participate in the discussion, but must abstain from voting.

4. Approval of the Agenda

- No discussion arose from the agenda
- **MOTION:** *It was moved, seconded and carried that the agenda for the March 10, 2020 meeting be approved as presented.*

5. Strategic Discussion

5.1. Strategic Priority – Strengthen our Brand

- [Tina Fernandez, the brand strategist from Ramp Communications, joined the meeting via Zoom at ~ 7:10 pm]
- The board reviewed some background information regarding this project:
 - Owl Day Care was first introduced in 1981. In 1991, the business incorporated as a non-profit – becoming Owl Child Care Services of Ontario.
 - The organization was registered as a charity in 1998, and by 2006 had seven centres in the region, and continued to expand. Today, Owl has 19 locations, including 11 youth development programs.
 - In 2016, the board approved a new strategic plan to serve the organization. Strengthening our Brand was perceived as foundational to achieving our other goals.
 - While this idea of strengthening the brand was introduced in late 2016, work did not begin until late 2018 to align with some key marketing requirements – such as a new website required by Jan 1, 2021 to increase AODA compliance. In this way, Owl is working to use its resources wisely.
 - A brand audit/evaluation, involving a sample of parents, members, staff and the board, was completed in 2018. This was followed by the creation of a new brand strategy – our first ever brand strategy.
 - The brand strategy aims to solve the disconnect between play and learn and also between child care and early learning.
 - Once approved, the current name was assessed against the brand strategy and alongside the brand evaluation data.
 - These foundational pieces were presented to the membership at last year's AGM on April 10, 2019 where it was confirmed that the next phase was to explore a new visual identity, including a new name, logo and tagline.
 - Working with the consultants, a sample of parents, staff and board members were engaged to help translate the brand strategy into key words and phrases that may lend themselves to possible new names.
 - Five possible names were presented to the board in May 2019. The board originally narrowed the list down to two, and ultimately decided to proceed with testing the name Oakenan Early Learning.
 - Oakenan was not well received during testing – though the respondents were almost all internal staff and parents so internal bias was possible.
 - In October 2019, the board unanimously reconfirmed its decision to proceed with a completely new name for the organization and directed management to continue exploring additional name options with increased involvement of employees and members.
 - In January 2020 the organization held a Naming Sprint. Over the course of 5 days, over 350 possible names were generated by employees, board members and parent members.
 - The top 12 names were assessed by a team of 12 using a name scoring tool. Names were then assessed against the secondary naming criteria – including potential name or trademark conflicts and URL availability.

- Ultimately three names (Oakenan Early Learning Canada, North Star Early Learning and Care, RisingOaks Early Learning Ontario) were selected to proceed to testing using an outside research firm.
- After review of the background information, the board discussed the name test results. High level results show favourability by group. Where “Panel” is indicated, it refers to a panel of external parents across southwestern Ontario. Parents and Staff are internal to Owl.

	Total	Panel	Parents	Staff
N=Sample Size	N=447	N=105	N=260	N=82
NorthStar Early Learning and Care	45%	52%	47%	30%
Oakenan Early Learning Canada	4%	5%	3%	4%
RisingOaks Early Learning Ontario	51%	43%	50%	66%

- The name test revealed that RisingOaks Early Learning Ontario was preferred by staff and parent respondents. The staff vote showed significant favourability to RisingOaks.
- The board considered more detailed testing results, the overall brand strategy, and resource requirements when discussing how best to proceed.
- The board discussed this project within Owl’s enterprise risk management framework and reviewed the legal brief and recommendations with respect to the name change. Should the board choose to use the new name as an operating name only (and not a legal name change) such decision does not require approval of the members. A legal name change would require approval of 2/3 majority of the members.
- The board weighed the strategic intent behind this decision and also considered the emotions involved in implementing such a change.
- **Motion:** After considering all factors, the following resolution was moved, seconded and carried:

– **WHEREAS:**

- 1) The Board of Directors of the Corporation has set out Strengthening the Brand as a key strategic priority in its strategic plan and has undertaken a brand audit and evaluation that identified the current brand is outdated and there is lack of differentiation with the market;
- 2) The Board of Directors of the Corporation has approved a new brand strategy that aims to address the disconnect between play and learn and between child care and early learning in light of the changing landscape of early childhood education and care in Canada and beyond. Said brand strategy shifts the focus to early learning and aims to set the organization up as a leader in the child care category, increasing credibility with potential members and with government.
- 3) After a collaborative and robust process to identify potential new names that align with the new brand strategy and testing three such names with an internal sample of employees, parents and members, and an unbiased external panel of parents across southwestern Ontario, the Board of Directors of the Corporation is desirous of changing the name of the Corporation;
- 4) The Corporation is incorporated under the Canada Not-for-Profit Corporations Act and such act identifies a name change as a fundamental change requiring approval of the members;
- 5) The Corporation has one class of membership;

BE IT RESOLVED THAT:

- Subject to approval by Special Resolution of the Members, the Corporation is authorized to change the name of the Corporation from Owl Child Care

Services of Ontario to RisingOaks Early Learning Ontario by filing the Articles substantially in the form submitted to this meeting.

- The Articles shall be submitted to the Members for approval, followed by delivery to Corporations Canada for processing.
 - Subject to approval of the Articles by the Members, any two (2) Officers or Directors of the Corporation is authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to Corporations Canada of the Articles and all other required documents.
 - Subject to approval of the Articles by the Members, the persons executing the Articles are authorized and directed to make such technical changes in the Articles as may be required by Corporations Canada, with no recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such person shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.
- Lori provided an overview on the timeline for the remainder of the project.
 - The board engaged in discussion about possible outcomes from the AGM with respect to the brand project.
 - It was determined that a meeting would be scheduled with the Transition Team and the board. A town hall meeting will also be scheduled with members to address any questions or concerns.

[Tina Fernandez left the meeting at ~ 8:10 pm]

5.2. Risk Appetite Statements

- The development of risk appetite statements was delegated to the governance committee by the board. The risk appetite statements set the guide posts for decision making. The governance committee reviewed sample statements and research in their development. The proposed statements were then taken to the centre supervisors for their feedback which has been included in the final version of the statements presented to the board for approval.
- The board reviewed the statements, discussing applicability and terminology.
- **MOTION:** *It was moved, seconded, and carried unanimously that the board of directors approves the Risk Appetite Statements to guide its risk management framework, as presented.*

6. Routine Business

6.1. Presentation of the 2019 Audited Financial Statements

- The Treasurer presented the audited financial statements and recommendations from the Finance and Audit Committee for the board's approval.
- The Finance and Audit committee met with the auditor in February to review the statements. The auditor confirmed that Owl had another clean audit with excellent management support.
- No changes were identified to the significant audit risks in the auditor's report.
- The Treasurer reminded the board that the audit does not necessarily uncover concerns pertaining to fraud, though it does test internal controls and identified fraud risks. Should any directors have reason to believe that fraud has taken place or is likely, please speak to the Treasurer or Executive Director.
- The 2019 budget projected a surplus of ~ \$10,000. The year-end forecast (provided in November) projected a surplus of \$280,000.

- The year ended December 31, 2019 with a surplus of \$371,494.
 - On the Statement of Operations, revenue is up as enrolment was up due to YDP onboarding and an increase in some full-day programs despite school-age programs shrinking. Wage expenses were also up as a result.
 - Provincial wage enhancement grants are up as the FTE count is up from YDP onboarding.
 - Grant revenue (and corresponding maintenance, program expenses) were lower in 2019 but back to regular levels after the influx of one-time funding in 2018.
 - Advertising expenses were up due to the brand project that is underway,

6.2. Reserve Fund Annual Reports

- The Treasurer presented the Reserve Fund analysis report with future year projections for consideration and discussion.
- The board discussed a previously carried motion to reallocate funds from the playground reserve for a 2019 project. These funds were not needed due to some grant funding received. To avoid confusion on the statements, it was recommended that the previously carried motion be rescinded.

6.3. Financial Approvals

- **MOTION:** *It was moved, seconded, and carried that the board of directors rescinds the following motion duly moved, seconded and carried on May 7, 2019, "that the board of directors approve the use of up to \$335,000 from the Playground Improvement Fund for the install of a new natural playground at Owl – St. Matthew and Owl – Our Lady of Fatima in 2019".*
- **MOTION:** *It was moved, seconded, and carried that the board of directors approves the 2019 audited financial statements as presented including all noted reserve transfers. Furthermore, the board delegated to management to distribute the statements to the members ahead of the AGM meeting to be held on April 21, 2020.*
- Due to the recognition of the remaining deferred fee revenue in 2019, it was agreed that the 2020 budget must now be reinstated.
- **MOTION:** the following resolution was moved, seconded and carried:
 - **Whereas** *the board of directors approved the 2020 budget with a deficit of That the board of directors approves the revised 2020 budget, as presented, with a deficit of \$44,763 on November 12, 2019, and*
 - **Whereas** *the auditors have advised of a significant adjusting entry that affects both the 2019 statements and the 2020 budget, and*
 - **Whereas** *an error in the rent calculation has been corrected,*
 - **Be it resolved that** *the board of directors approves a revised 2020 budget with a projected deficit of \$90,072 as presented.*
- **MOTION:** *it was moved, seconded and carried that the board of directors approves management to use up to \$490,000 from the Playground Improvement Fund in the 2020 fiscal year towards playground renovations with a focus on nature-based learning; furthermore, such transfers will be confirmed as part of the year-end transactions for 2020.*

6.4. Governance Policy Monitoring Reports

- As chair of the governance committee, Sarah presented the compliance reports for discussion.
- **MOTION:** *It was moved, seconded, and carried that the Board of Directors reviewed the governance policy compliance report for the Accumulated Surplus and Reserve Policy and is satisfied with the evidence/statement of compliance. The board deems itself in compliance with policy requirements.*

- The Accumulated Surplus & Reserves policy continues to be clear, concise, and relevant to existing legislation and no revisions are required at this time
- **MOTION:** *It was moved, seconded, and carried that the Board of Directors reviewed the governance policy compliance report for the Board – Executive Director Relations policy and is satisfied with the evidence/statement of compliance. The Board deems itself in compliance with policy requirements.*
- The Board-Executive Director Relations policy continues to be clear, concise, and relevant to existing legislation and no revisions are required at this time
- **MOTION:** *It was moved, seconded, and carried that the Board of Directors reviewed the governance compliance reports for Evaluating the ED policy and is satisfied with the evidence//statement of compliance. The Board deems itself in compliance with policy requirements.*
- The policy continues to be clear, concise, and relevant to existing legislation though Sarah noted that two revisions were recommended at this time:
 - to change the 30- day time period to meet with ED after the January board meeting, to 45 days.
 - that, for succession planning and continuity, both the chair and co-chair are present when meeting with the ED for her evaluation.
- **MOTION:** *It was moved, seconded, and carried that the Board of Directors approves the revisions to the procedures of the Evaluating the Executive Director governance policy, as presented.*

[Julia Bloom, Xenios Ioannou, Alisha Michiels and Tracey Murray were thanked for their attendance to the meeting tonight as observers. They exited the meeting at ~ 8:42 pm]

6.5. Nominating Update

- Teresa presented the draft of the Board Recommended Slate of Nominees, which was included in the package. Bios from the nominees will be updated with their input.
- The nominating committee met in February to review and screen seven new board applications, 3 who wish to stand for election and six committee-only applications.
- **MOTION:** *It was moved, seconded and carried – with abstentions reported from Amanda Stevens, Doug Laginskie and Karen McIlroy - that the board of directors approves the following to proceed to the Board's Recommended Slate of Nominees, for election by the members at the Annual General Meeting on April 21, 2020:*
 - Alisha Michiels
 - Amanda Stevens
 - Doug Laginskie
 - Julia Bloom
 - Karen McIlroy
 - Tracey Murray
 - Xenios Ioannou
- Teresa provided some reminders for directors ahead of the AGM.
- Board orientation is scheduled for April 28 at John Sweeney, and attendance is mandatory for all.
- Teresa provided an update on the status of the director performance check-ins for this year, with most being completed tonight.
- The nominating committee looked at commitment membership for 2020-2021, and will continue to review and speak with directors for recommendations on Officer

positions and committee chairperson with a recommendation scheduled to come opt the board on April 28.

7. 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:
 - 7.1 ED's Report – February 2019
 - 7.2 Governance Minutes of Feb 28, 2019
 - 7.3 Finance & Audit minutes of Feb 25, 2019
 - 7.4 Nominating minutes of Feb 19, 2019
 - 7.5 Nominating minutes of Jan 28, 2019
 - 7.6 ED's Report – January 2019
 - 7.7 Board minutes of Jan 8, 2019
 - 7.8 2018-Q4 Strategic Plan Progress Report
 - 7.9 2018-12 Financial Statements (interim)

8. Board Meeting Evaluation

- The board completed the meeting evaluations and reviewed live results.

9. Action Items

- Lori will add action items to the board's online To Do list for follow up.

10. Closed Door Session

- **MOTION:** *It was moved, seconded and carried that the board of directors move to a Closed Door Session at 9:01 pm to deal with the following:*
 - *Approval of Closed Door minutes Jan 14/20*
 - *Executive Director Performance Review update*
 - *Update on Finance Committee In Camera with Auditors.*

[Lori Prospero left the room at 9:02 pm]
- Motion: it was moved, seconded and carried that the board of directors return to open session at 9:24 pm.

11. Adjournment

- **MOTION:** *It was moved, seconded and carried that this meeting of the board of directors be adjourned at 9:26 pm.*

[Lori Prospero returned to the room at 9:25 pm]