<u>BOARD MEETING MINUTES</u>
<u>JANUARY 25TH, 2023 - REVISED</u>

Board Present: Jim Fallows, Anda Dima, Joe Jozsa, Jan Whitridge, Rodger Linka, Anna Liu, Kerrie Strathy, Bina Bilkhu, Mariyan Reshetar & Funke Okochi
Staff Present: Keith Karasin & Shelly Hill
Guest: Dhruv Patel, Donalee Wennberg, Tara Jors & Tatiana Zotova
Regrets: Laurie Smith

Call meeting to order at 5:17 p.m.

1.0 Agenda:

- **Land Acknowledge:**
  - Acknowledgement of Treaty Land read by Jim – I would like to begin by acknowledging that we are on the traditional lands, referred to as Treat 4 Territory and that the city of Regina is located on Treaty 4 territory, the original lands of the Cree, Ojibwe(OJIB-WE), Saulteaux (SO-TO), Dakota, Nakota, Lakota, and on the home land of the Metis Nation.

    We respect and honor the Treaties that were made on all territories, we acknowledge the harms and mistakes of the past, and we are committed to move forward in partnership with Indigenous Nations in the spirit of reconciliation and collaboration.

- **Adoption of the Agenda:**
  <u>MOTION #13:</u>
  OKOCHI/RESHETAR– adoption of the agenda as presented.
  CARRIED
- **Declaration of Conflict of Interest:**
  - None at this time.

2.0 Minutes:

- **Adoption of minutes – November 30, 2022:**
  <u>MOTION #14:</u>
  OKOCHI/RESHETAR – adoption of the November 30, 2022 as presented
  CARRIED

- **Introduction of Potential Board Member – Dhruv Patel**

- **Business Arising:**
  - None at this time.

3.0 Committee Reports:

- **Executive Committee:**
  - No report at this time.
- **Finance Committee:**
  - Met yesterday to discuss quarterly reports, program funding report, utilization of reserved funds and the current IRCC Audit.
  - Confirmed with KMPG that the transfer of reserves funds does required a motion and board approval for the transfer for audit purposes.
  - Upcoming items: February we will be discussing assumptions to the budget and in March will be the presentation of the budget.

- **Governance Committee:**
  - No report at this time.
- **Parent Advisory Committee:**
  - No report at this time.

4.0 Accountabilities:

4.1. Strategic Direction and Monitoring

- **Program Updated #1 – Child Care (including Annual Review from Ministry) – Donalee Wennberg & Tara Jors:**
  - Donalee spoke to report as circulated.
  - Introduction of the new Ministry Representative of Tara Jors. Tara's role is to promote quality child care and enforce the Child Care Act & Regulations, she completes the annual license review to ensure there is a basic standard of care in place and conduct two site visits annually to ensure that the licensing requirements are maintained, she attends one Parent Advisory Committee meeting and one board meeting annual, she conducts non-compliance for the facilities on her caseload and grant facilitation. Tara spoke to Annual Review report as circulated.
- **ED Report (3-2-1 Format Re: Strategic Director) (including the Strategic Plan update) – Keith Karasin:**
  - Spoke to report as presented more of an operational update rather than a 3-2-1.

4.2. Governance:

- **Whistle Blower Policy – Rodger Linka:**
  - Reviewed and discussed policy as circulated.
  - The policy is intended to encourage employees to raise issue of wrong doing; examples harassment, dishonest, etc. It's a broad policy and any form of wrong doing can be reported. This policy creates an avenue of communication to a trusted individual.
  - Next steps are as follows:
    - Approve the board whistle blower policy
    - Develop an internal/staff whistle blower policy
    - Develop a process/procedures of how this is managed and rolled out which defines roles of each individual in process
    - Assign a board/staff compliance officers and define what the role of compliance officer is
  - Following a discussion, the following motion was made:

MOTION #15:
LINKA/DIMA – motion that the board approves the Board Whistleblower Policy in principle subject to further complication and naming of the compliance officer.

CARRIED

- **Board Residency Policy – Rodger Linka:**
  - Following a discussion, the following motion was made:

MOTION #16:
LINKA/DIMA – motion that the board approves the constitution amended of the addition of the Residency Policy as presented. This policy will be presented to the membership at the Annual General Meeting (AGM) in June 2023.

CARRIED

- **Updated on Board PD Session – Kerrie Strathy:**
  - Reviewed and discussed the board PD/Orientation summary as circulated.
  - Immediate need is to have an individual ready for the AGM to be verse on Constitution and Board Policies.
- **Curation of Board Portal – Jim Fallows:**
  - Deferred until next meeting.

4.3. ED Relationship:

- No items at this time.

4.4. Stewardship:

- **Q1, Q2 & Q3 Financial Update – Mariya Reshetar:**
  - Reviewed and discussed Q1, Q2 & Q3 reports as circulated.
  - Reviewed the Program Funding report as circulated.
  - The financial reporting will also include the Balance Sheet, Assets/Liabilities and Cash Flow.
- **Utilization of Reserves – Linda Zeng:**
  - Following a discussion, the following motion was made:

MOTION #17:

RESHETAR/OKOCHI – motion that the board approves the transfer of $126,853.15 from the internal restricted contingency reserve to unrestricted net asset account to cover expenses as discussed.

CARRIED

4.5. Stakeholder and Strategic Alliances:

- No items at this time.

5.0 Miscellaneous:

- No items at this time.

6.0 New Business:

- No items at this time.

7.0 Standing IN CAMERA Session – Jim Fallows:

- Board held a short discussion regarding the effectiveness of the new financial reports.

8.0 Adjournment:

MOTION #18:

JOZSA– moved that the meeting be adjourned at 8:20 pm. Next board meeting is February 22nd, 2023 at 5:15 pm.

CARRIED

Deferred/Pending Agenda Items:

- ✓ Strategic Plan – Board to review the framework by the end of December and provide feedback/recommendations to the board and Keith.
- ✓ Governance Committee – revisit the plan as items are missing such as board policy, whistle blower policy, orientation process. Develop process for the policy to be managed/rolled out and assign a compliance office.
- ✓ Curation of the Board Portal – deferred to January meeting for further discussion
- ✓ Finance Committee – Discuss policy around reserves