



November 2016 Board of Director's Meeting Minutes of Childspace Daycare Corporation (the "Corporation")

Date:	November 16, 2016
Location:	Centre 3 - 49 Felstead Ave, Toronto, Ontario M4J 1G3
Start:	18:35
Finish	21:30
Board Members:	Monique Hutchins (Chair), Lori Ann Comeau (Vice Chair), Walid Hmeidani (Treasurer), Wendy Yu (Secretary) Mun Chau, Peer Flach, Aynur Gurbanova, Forrest Parlee ,
Management Representative(s)	Kim Tamar (Acting Director)
Guest	None
Regrets:	Not applicable

Quorum & Constitution of Meeting

Ms. Hutchins called the meeting to order, confirmed that proper notice of the meeting (dated November 12, 2016) had been given in accordance with the by-laws of the Corporation and that, as a quorum of the independent directors was present, declared the meeting a duly constituted meeting of the Board and open.

RESOLUTIONS

The following motions were carried and were unanimously carried unless otherwise noted.

1. The Board hereby approves the minutes of the meetings of the Board held on September 19 and October 21, 2016 in the forms presented.
2. The Board hereby approves (i) the proposed amendments to the Corporation's Workplace Harassment Policy, as presented to the Board with the amendments discussed, and (ii) amendments to the Terms of Reference to the Human Resources committee to allow for it to engage external counsel / advisors to conduct an appeal review under the Workplace Harassment Policy if it determined it was in the best interest of the Corporation, having regard to the required level of workplace investigation expertise and experience required for the appeal.
3. The Board hereby approves and directs management to tender (to seek cost estimates) the two proposals for the playground reconstruction project at Childspace 3.
4. The Board hereby accepts and approves the financial reports for August and September 2016 as presented by the Treasurer.



5. The Board hereby approves the 2017 budget as presented by the Treasurer with a 5% increase in monthly fees for infants, toddlers and preschool only. Voting results: 5 for and 2 opposed.
6. The Board hereby approves a budget of \$2,500 for the Corporation's employee holiday party for 2016.

DISCUSSION

The following matters were discussed during the meeting:

1. Adopt of the Agenda

There were no additions to the agenda. The agenda was adopted as tabled.

2. Declaration of Conflicts of Interest

All members declared they are free of conflict for this meeting.

3. Approving the minutes

Monique Hutchins led the discussion.

She asked for a motion to approve the minutes of the September 19 and October 21 meetings of the Board.

The motion made in paragraph 1 of the resolutions section was then made, seconded and unanimously carried.

4. Workplace Harassment Policy Amendments

Kim Tamar led the discussion.

The Board discussed the proposed amendments to the Corporation's Workplace Harassment Policy as presented by management and questions were raised and addressed. The following amendments from the presented version were discussed and agreed upon by the Board: (i) a requirement that investigation reports are completed and delivered within 30 days from the investigation being finalized, and that (ii) an appeal right first to the Human Resources Committee of the Board who has the discretion to determine the appropriate review personnel (including external counsel/advisers), having regard to the required level of workplace investigation expertise and experience required for the appeal, and then a further appeal right to the Ministry of Labour (as provided pursuant to applicable local law).

The motion made in paragraph 2 of the resolutions section was then made, seconded and unanimously carried.



5. Childspace 3 Playground Renovation Project

Ms. Tamar led the discussion.

The Board discussed management's request to request tenders for the two proposed renovation proposals for the Childspace 3 playground renovations. It was agreed and acknowledged that management was not seeking, nor was the Board providing any approval or recommendation of the underlying project, but merely the ability to request tenders for the projects which would assist management and the Board in further review of the project.

The motion made in paragraph 3 of the resolutions section was then made, seconded and unanimously carried.

6. Treasurer Report

Walid Hmeidani led the discussion.

- i. He provided the Board with information regarding the August and September 2016 financials. He indicated that:
 - The committee had its initial meeting to review the financials; and
 - There were no out of the ordinary expenses and revenue stayed consistent with current trends and comparable to the 2015 numbers.

The Board reviewed and discussed the monthly reports and made enquiries which were addressed by management.

The motion made in paragraph 4 of the resolutions section was then made and seconded.

7. 2017 Budget

- i. Ms. Tamar and Mr. Hmeidani presented the proposed budget for 2017. Mr. Hmeidani led the discussion on the Corporation's 2016 performance to date and projection for the remainder of the year including the status of the reserve fund. The Board discussed the proposed capital projects to be undertaken in 2017, including the playground renovation at Childspace 3, temporary relocation costs at Centre3 for building maintenance, and the possibility of fundraising opportunities within the community and at a corporate sponsorship level. The Board also discussed at length the possible fee increase scenarios, having regard to standard inflation requirements, capital requirements in 2017, accessibility (affordability) concerns, the status of the reserve fund, and



retention concerns. The Board agreed that the Finance committee draft a guidance document to reflect a multi-year plan, vision, and long term view for the organization and the reserve, and its general recommendation of annual fee increases of approximately 3-5% in order to achieve and maintain such objective. Lastly the Board discussed the communication of the agreed upon fee increase amongst the parents. Ms. Tamar agreed that management at all sites would record the parental response of the fee increase and report back to the Board.

The motion made in paragraph 5 of the resolutions section was then made and seconded.

8. Supervisors' Report

Ms. Tamar led the discussion.

Questions were raised and addressed on the reports previously provided to the Board, including low enrollment rates at Centre 2 and a parent complaint.

9. Director's Report

Kim Tamar led the discussion. She referred to the report previously provided to the Board members and the Board was provided an opportunity to ask questions.

Ms. Tamar then requested an increase in the budgeted amount for the employee holiday party and the related reasons. The Board discussed liability issues for the holiday party and management agreed to ensure that employees were provided safe options for returning home from the event.

The motion made in paragraph 6 of the resolutions section was then made and seconded.

10. Committee Update

- (a) Human Resources Committee: deferred to *in camera* session.
- (b) Finance and Strategic Planning Committee: No report required.
- (c) Health and Safety: No report required. It was noted that Wendy Yu had agreed to be the Board representative on the health and safety committee and would undertake the risk assessment of the three centres.
- (d) Nominations Committee – Forrest Parlee reported on discussions held, including the determination that there remain two vacancies on the Board.
- (e) Policies and By-Law Committee - Ms. Hutchins discussed the Policy and By-law committee. Ms. Comeau agreed to sit on such committee with Ms. Hutchins.



- (f) Marketing and Communication Committee – Ms. Comeau reported, noting that the card fundraising proposal was on hold due to the concurrent holiday cookie dough fundraising campaign and the committee's determination that having simultaneous fundraising campaign was not in the best interest of the Corporation. The Board discussed timing of future fundraising events.

11. Other Business

Ms. Tamar reiterated the need for the attestation of the Accessibility for Ontarians with Disabilities Act. There was no other business brought forth at this meeting. The Board then met *in camera* for the remainder of the meeting. Minutes of the *in camera* session (if any) are retained by the Chair.

12. Adjournment

The Chair asked for a motion to terminate the meeting.

ON MOTION, moved and seconded, it was unanimously **RESOLVED** that the meeting ended at 21:30 be and it is hereby approved by the Board.



Monique Hutchins, Chair



Wendy Yu, Secretary

Below are the proposed times and places for upcoming meetings (on the third Wednesday of the month, per Section 404 of the corporation's by-laws):

- Upcoming Meeting – January 18 Centre 1 (St. Brigid's School – 50 Woodmount Ave)
- Upcoming Meeting – February 15 Centre 2 (Holy Name School – 690 Carlaw Ave)
- Upcoming Meeting – March 15 – Centre 3 (St. Patrick's School – 49 Felstead Ave)