

Bright Starts Cooperative Early Learning Centre

Annual General Meeting

May 10, 2016 at 6:00 pm

Bright Starts Multi-purpose room**Chairperson: Nicole Miller****Minutes****There were present in person:**

Name	Voting Member	Non- Voting Member
Miranda Bilotta	X	
Melissa Potwarka	X	
Luke Potwarka		X
Casey Remmer	X	
Barbara Csima	X	
Ilya Sapiro	X	
Amina Gilani	X	
Yasmine El Sakka	X	
Jen Nelson	X	
Stacey Acker	X	
Oxana Sriba	X	
Vera Jbanova	X	
Joanna Garcia	X	
Jola Gurska	X	
Joe Reda	X	
Alicia Stuart	X	
Mark Stuart		X
Christina Kroeker	X	
David Kroeker		X
Michelle Bristow	X	
Emma Pierard	X	
Heather Gawel	X	
Lindsay Ford		X
Michael Ford	X	
Meghan Harris (McLellan)	X	
Heather O'Leary	X	
Kelly Greatrex	X	
Jason Greatrex		X
Sruthi Srinivasan	X	
Lakshman Subbaraman		X
Bridget McMahan	X	
Graham Murphy	X	
Rebecca Rooney	X	
Scott Letherdale	X	
Kelly Tunney	X	
Nan Gao	X	
Ulli Stahl	X	
Kostya Kovalenko		X
Tasreen Charania	X	
Mohamed Benzegalam	X	
Stacey Reid		X
Karen Hinnegan		X
Kathy Boegel Heidi Nielsen		X
Chrisanne Lutz		X
Heidi Nielsen		X
Tim Sothern		X
Nicole Boucek		X

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Invited to attend: General membership of BSCELC, Staff, and Directors of BSCELC, Tim Sothern and Nicole Boucek BDO Canada LLP

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On minutes: Lisa Brackenridge, Secretary

Approval of [agenda](#) for Annual General Meeting

Motion to approve the agenda as presented: Heather O'Leary

seconded: Graham Murphy

All in favour; none opposed.

Motion carried

Approval of [Minutes](#) from the 2015 Annual General Meeting (AGM)

No amendments

Motion to approve the minutes from the 2015 AGM: Heather O'Leary

Seconded: Casey Remmer

All in favour; none opposed

Motion carried

Bright Starts Annual Report (Nicole Miller, Board President and Stacey Reid, BSCELC Executive Director)

- HiMama – new digital communication tool since the fall to share information throughout the day including photos, videos, and daily report. So far response from parents has been great. Looking for future ways to utilize the tools in classroom programming. The Board approved the purchase of new tablets to better support the app. Now that trial is complete, BSCELC will develop best practices for use.
- Playground – pergolas were recently installed to provide shade in the playgrounds. Playground intercoms were installed to help with safety and security. Looking into additional playground updates – budget earmarked. Reviewing suppliers.
- Infrastructure – looking at reporting structure, health and safety improvements, define role accountabilities.
- Programming and employment practices – Updated program statement, as required by provincial government early years act. Staff and board provided input. The revised program statement will be coming to families shortly.
- Performance review process – Some improvements and revisions to the process based on staff suggestions.
- Laundry room – upgrades including new equipment. Based on feedback from staff
- Childcare Early Years Act – going into phase 2. BSCELC exceeded most expectations of the act. Vulnerable sectors criminal background check. New changes in phase 2 – For example: – new requirements for children while sleeping will require new policy. Emergency management procedures. Ministry has retracted new age grouping and ratio recommendations for now.
- Charitable Status – currently a non-profit organization without charitable status. We have retained a lawyer to help with the application process.

Nicole asked for questions from the membership.

Question from the floor whether Bright Starts has a strategic plan:

Nicole – not yet, not something we have had the ability to work on because of other priorities. Recommendation to new board that top priority is to look at bylaws, and then secondary priority to look at strategic planning.

Casey - Program Statement provides the strategic direction, but missing vision

Question from the floor about clarifying the charitable status application process:

Barbara Csima clarified that we are beginning the process of pursuing charitable status, but the membership would have the opportunity to vote at the next AGM, or a special meeting of the membership, based on information from legal counsel.

Question from the floor about changes to reporting structure?

Stacey provided context – currently a Director and two managers in the office. Working to be more consistent in the reporting structure and division of duties. Now it is laid out on paper for employees (for example: payroll = Kathy). Infant and toddler staff report to a different manager vs. preschool staff. Built based on feedback from staff in last year's survey.

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Question from floor about how the ratios and balancing cost of infant room:

Stacey – preschool enrollment helps to balance costs. Our infant program is always full because of our membership.

Question from the floor on updates regarding the lack of sidewalks near the daycare:

Nicole and other board members contributed explaining that so far the University has not been able to provide funding. The University seems to be willing to add sidewalks if BSCELC provides funding to cover the cost. Not something we have budget for.

Question from the floor about timing of play structures and input from membership:

Stacey indicated that she has collected 2 of 3 quotes from suppliers. It will be a natural playscape vs. traditional slides/swings, etc.

- It will be up to the new board to finalize funding and timing of installation
- The board has earmarked funds for the playground
- Staff and management have a vision for playground and will continue to have input.
- Once the supplier is selected, board can share with membership
- Samples – Million Woods, Huron Natural, Waterloo Park

Question from the floor about considering having a traffic director in the parking lot during busy drop-off and pick-up times?

- Stacey said they have not, but parking services has redirected parents with cones
- Concern with speeding, parking in the wrong place. It is not a parking issue, but safety issue. Especially at busy times.
- Nicole said good idea for future consideration and investigation by the board and management

Audited [Annual Financial Report](#) – Tim Sothern, BDO Canada LLP

- Clean report of the audit
- Cash flow is positive with operating surplus vs. last year (amalgamation costs)
- Majority of revenue is fees followed by subsidies from region
- Expenses mostly consistent year over year with majority salaries and facility costs
- A few minor recommendations to implement to enhance controls are being implemented by management and staff
-

Question from membership about the loss in 2014 and how it was covered?

- Loss is covered by fees from families, fundraising is very small
- Some of that loss was planned because of amalgamation costs.
- Tas, Treasurer, added that the loss was not covered by costs from this year's budget, but from existing funds

Motion to approve the audited financial report for 2015 as presented by BDO Canada LLP

Motion: Tasreen Charania

Seconded: Mike Ford

All in favour, none opposed

Motion carried

Motion to resolve that BDO Canada LLP are hereby appointed the accountants of the centre until the close of the next annual general meeting of members at such remuneration as may be fixed by the directors, and the directors are hereby authorized to fix such remuneration.

Motion: Lisa Brackenridge

Seconded: Michelle Bristow

All in favour, none opposed.

Motion passed and carried.

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Chairperson: Nicole Miller

Special Resolution – amend the Articles of Amalgamation of the Corporation which were issued on January 1st, 2014

Be it resolved that the Articles of the Co-operative be amended as follows in order to change the Objective of the Amalgamated Co-operative as set out in Section 3.2 of the Amalgamation Agreement, to change the Special Provisions as set out in Section 3.8 of the Amalgamation Agreement and to change the Dissolution provision set out in Section 3.10 of the Amalgamation Agreement:

1. *the following words from section 3.2 (d) of the Objective of the Amalgamated Co-operative as set out in the Amalgamation Agreement be deleted:
“subject to the Charitable Gifts Act and the Mortmain and Charitable Uses Act”;*
2. *the following Special Provisions be added to Section 3.8 of the Amalgamation Agreement:
(f) The Amalgamated Co-operative shall be subject to the Charities Accounting Act;
(g) To invest funds of the corporation pursuant to the Trustee Act;*
3. *the Dissolution provisions set out in Section 3.10 of the Amalgamation Agreement be amended by deleting the words “be distributed or disposed among the members at the time of dissolution according to the provisions of the Act” and be replaced with “be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.”*

Discussion:

Question from the membership asking for clarification of the benefits of having charitable status?

Nicole provided 3 reasons:

- i. Help with fundraising - we would be able to issue tax receipts for donations
 - ii. Tax relief - if we don't get charitable status, we will be required to pay taxes on the entity of organization that had charitable status before amalgamation. And, charitable status will make BSCELC GST exempt.
 - iii. Align with other childcare centres in the region who have charitable status
- Discussed that BSCELC may have some challenges because charitable status means there has to be equal access and no restriction – we have an existing relationship with the university for providing preferential treatment

Question from the membership about how the university helps with the lease?

Finance committee provided more information - about 1/3 cost of the building was covered by the University, \$400K from staff association. Explained that our lease involves paying off what could not be fundraised over a 20 year period, plus capital replacement fund, plus additional rent (maintenance)

Question from the membership asking for clarification as to why these changes are necessary to apply?

Nicole explained section by section. Barbara added that while we show that we are taking the steps towards charitable status, to show those steps are in progress, we need to make these changes.

Question from the membership as to whether would we change them back if not pursuing?

Indicated that is up to the board and membership

Question from the membership asking if in order to be deemed charitable, there has to be a priority for members with financial needs? Would charitable status change the membership and priority spots for University?

- i. Nicole – I'm not sure how we would be able to define need? There is a shortage of licensed facilities
- ii. Stacey – We would not be able to discriminate based on need. Would require further investigation

Motion – Graham Murphy

Seconded – Joe Reda

All in favour – none opposed

Abstained – Bridget, Joanna Garcia, Michelle Bristo

Motion carried

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Election of Directors for 2016-2017:

- Nicole introduced and confirmed Emma Pierard as election chairperson
- Emma talked about history of collaboration, members acting in good faith.
- This year 19 nominations for 15 positions on the board – committee had to make some difficult decisions
- Criteria for decisions– legal experience, health and safety, financial decision making, education experience, and communication
- This criteria is based on needs and priorities of BSCELC – charitable status application, financial/treasurer needs, ECE staff retention, bylaw revisions, etc.
- 3 year term is maximum – we have a significant portion of board that will be leaving at the end of next year
- Found a discrepancy in bylaws – advise 15 board members for the following reasons:
 - i. Odd number for tie breaker
 - ii. Calculation of 2/3rds for quorum

Emma asked for a motion to dissolve the current board

Motion: Nicole Miller

Seconded: Miranda

All in favour, none opposed

Motion carried to dissolve the current board

Emma read the list of the names of nominees for the Board of Directors. They are:

1. Lisa Brackenridge
2. Tasreen Charania
3. Miranda Bilotta
4. Barbara Csima
5. Heather O'Leary
6. Kelly Tunney
7. Casey Remmer
8. Amina Geolany
9. Heather Gowell
10. Kostya Kovalenko
11. Lindsay Ford
12. Nan Gowe
13. Nicole Miller
14. Scott Ladderdale
15. Vera Jbanova

Emma asked for nominations from the floor – none were offered.

The nominees stood and introduced themselves to the membership.

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The Chair stated that it was now in order to proceed with the election of directors. On motion duly made, seconded and unanimously carried, the following resolution was passed:

Be it Resolved that the members elect those 15 members presented in the nomination slate as directors of the Corporation to hold office for the ensuing year or until a successor is elected or appointed, whichever occurs first.

Motion: Rebecca Rooney
Seconded: Oxana Skiba
All in favour, none opposed
Motion carried

Emma noted that all elected board members need to remain for a short meeting after to elect the executive.

Other Business - [Survey Results](#)

- Summary of surveys by Parent Communications Sub-committee members – Melissa Potwarka, Miranda Bilotta, Lisa Brackenridge, and Jillian Tauskey (absent).
- Overall very positive results in all 3 surveys.
- Board representative will present to staff at staff meeting

Nicole thanked everyone for coming to the meeting and reminded everyone that they are welcome to attend any board meetings.

Adjournment

Nicole asked for a motion to adjourn the meeting
Motion: Michelle Bristow
Seconded: Bridget McMahon
All in favour; none opposed.
Motion to adjourn carried

Meeting adjourned at 7:36 pm