



**CESBA Board of Directors' Meeting – June 6, 2024
In-person at the Chelsea Hotel, Toronto**

9:01 am – 12:10 pm

MINUTES

DRAFT

Present: Julie Bodiam (Chair), Mario DiVittorio, Andrea Ellsworth, Lisa Hickman, Judith Hoffman, Marianne Kayed

Guest: Heather Terrence, Pinpoint Governance Group (facilitating Board retreat)

Staff Present: Paul Cox (CESBA Executive Director)

Minutes Recorded: Urszula Mazur (CESBA Administrator)

1. CALL TO ORDER-CHAIR

Chair called meeting to order at 9:01 am.

2. CHAIR'S REMARKS-CHAIR

Chair thanked the Board members and the CESBA staff for being able to rely on them. Julie highlighted that the learning, connections, and PD events (conferences) over the last 8 years made her a better leader. Julie confirmed that it was her last board meeting, and she will be retiring from the Board.

3. EXCUSED ABSENCES-CHAIR

There were no excused absences at this meeting.

Norbert Costa has retired from the Toronto District School Board and resigned from the CESBA Board of Directors. Greg Carruthers has resigned from the CESBA Board of Directors due to his health issues.

4. DECLARATION OF CONFLICT OF INTEREST-CHAIR

There were no conflicts of interest declared.

5. IDENTIFICATION OF OTHER BUSINESS-CHAIR

The following item was identified under Other Business

- a. Proposed Board meeting dates for 2024-2025 – refer to point 14 of the minutes.

6. ACCEPTANCE OF THE AGENDA-CHAIR

Motion: To adopt the agenda as circulated with one addition – Proposed Board meeting dates for 2024-2025.

Moved by Andrea Ellsworth

Seconded by Marianne Kayed

7. ADOPTION OF THE MINUTES FROM THE March 28, 2024, MEETING-CHAIR

Motion: To adopt the minutes from the March 28, 2024, Board meeting as circulated.

Moved by Andrea Ellsworth

Seconded by Julie Bodiam

8. ITEMS UNDER EXECUTIVE LIMITATIONS-EXECUTIVE DIRECTOR

- a. Report on Communication and Support to the Board (EL7-E.D. report) – Executive Director - for acceptance

The Executive Director presented Executive Limitations (EL7's) referring to a document shared in advance of the meeting and posted on the Board portal.

Motion: To accept the Executive Limitations Report (EL7) as presented by the Executive Director Paul Cox

Moved by Lisa Hickman

Seconded by Marianne Kayed

- b. Report on Strategic Plan

The Strategic Plan will be addressed by Heather Terrence – June 6th PM during the Board retreat.

9. ITEMS UNDER BOARD MANAGEMENT DELEGATION-CHAIR

- a. Review/Conduct Board Linkages Exercise – Heather Terrence will be providing Governance training/direction/linkages June 6 PM and June 7, 2024.

- b. Assign Board member to lead Linkage exercise at the September 26, 2024, Board meeting.

Board of Directors will provide an orientation for the new Board members.

The LBS/Equity groups may report at the November 2024 Board meeting.

The PSW Career Navigator and the Conference 2024 Reports will be presented at the February 2025 Board meeting.

10. ITEMS UNDER GOVERNANCE-CHAIR

- a. Board Education – Heather Terrence, Pinpoint Governance Group
Refer to point 9a of the minutes.
- b. Assign Board member to lead Education exercise at the September 26, 2024, Board Meeting. Board of Directors will provide an education/orientation for the new Board members.
- c. Review GP 5.1 – Marianne
Add under Committee Responsibilities section 1. Selection of, liaison with, and oversight of external auditor broken out as follows: **Add 1.9, “The Treasurer will present quarterly financial statements to the Board for information.”**

11. ITEMS UNDER ENDS

- a. Review/conduct Ends Exercise – Lisa Hickman
End 1 – in compliance
End 2 – in compliance
End 3 – in compliance
- b. Assign Board member to lead Ends exercise at the September 26, 2024, Board meeting. Andrea Ellsworth was assigned to lead Ends exercise at the September 26, 2024, Board meeting.

12. ONGOING PROJECTS, EMERGING NEEDS

- a. Cessation of the GED
The GED will be replaced by the Canadian Adult Education Credential (CAEC)
- b. Bill 124
Paul updated the Board about Bill 124 and how complicated it is for different Boards.

13. INFORMATION SHARING: CESBA BOARD

- a. CESBA Expense Claim Form update (mileage rate change) – Paul
CESBA has changed the milage rate and now it is 70 Cents per kilometer.
- b. Nominations Committee updates – Andrea, Marianne
The Nominations Committee shared that ten (10) individuals submitted Applications for the CESBA Board of Directors’ positions. Through an elimination process, four people were selected for the slate of nominations for the CESBA AGM 2024. These people were:
 - Christina Raso, Sudbury Catholic District School Board
 - Gary Wimmer, Thames Valley District School Board
 - José Picard St-Louis, Conseil scolaire de district catholique de l’Est ontarien
 - Brad Shoreman, Simcoe Muskoka Catholic District School Board

A motion to approve the slate of nominees for the CESBA 2024 AGM – was postponed to June 7, 2024 – the second day of the Board retreat.

It was decided that the Executive Director, Paul Cox will reach out to each selected candidate to confirm if they want to run.

The E.D. will also notify the candidates that were not accepted for the Board positions.

It was suggested that next time a Google Form/s could be used for submitting Board nomination applications. This process requires setting up in Google.

c. Audit Committee updates – Mario, Marianne, Judith

A final draft of the job description for the role of Treasurer will be shared at the September Board meeting.

14. OTHER BUSINESS

a. Proposed Board meeting dates – E.D.

Paul shared the suggested Board meeting dates for 2024-2025. Discussion followed. The dates to be finalized at the September Board meeting.

15. ITEMS FOR REQUIRED APPROVAL: ED

a. Draft Financial Statements for 2023-2024

16. REVIEW OF ACTIONS ARISING – WHO, WHAT, WHEN – CHAIR

Refer to chart on the bottom of the minutes.

17. STEPHANIE CHUNG, CESBA AUDITOR, MMPA, CPA, CA

a. Introductions (Paul and Stephanie)

Stephanie and the Board introduced themselves. Stephanie has about 23 years of experience and specializes in non-profit organizations.

a. Presentation of CESBA's 2023-2024 Draft Financial Statements (Stephanie)

Stephanie went over the Draft Financial Statements explaining details and stated that in her opinion the Financial Statements are presented fairly.

The Board of Directors approves the Financial Statements and presents them at the AGM.

b. In-Camera discussions (Management leaves at 11:30 AM and returned at 11:55 AM).

The Board went into in-camera discussions with the Auditor Stephanie Chung.

c. Summary discussions (Management rejoined the meeting).

The Board acknowledged that the presentation of the Auditor was well received.

18. BOARD/MEETING EVALUATION – Judith Hoffman

a. We provided strategic leadership by focusing on Ends: always

b. We obtained and/or considered ownership input: always

c. We encouraged diversity of viewpoints: always

d. We were proactive and future-focused: always

e. We limited our decisions to items that related to the Board's Governance job: always

f. Decisions were made collectively: always

Judith felled that the meeting evaluation could be done by survey monkey, just so each Board member present at the meeting would have a chance to evaluate it.

Assign Board member to evaluate the September 26, 2024, Board meeting.

Marianne Kayed was assigned to evaluate the September 26, 2024, Board meeting.

19. ADJOURNMENT

Chair adjourned the meeting at 12:10 pm.

The Board meeting re-convened at 11:19 AM on June 7, 2024

Point 13b. of the Agenda

Motion: To approve the six (6) names (Christina Raso, Gary Wimmer, José Picard St-Louis, Brad Shorman, Lisa Hickman, and Marianne Kayed) for the slate of Directors for the 2024 AGM

Moved by Julie Bodiam

Seconded by Judith Hoffman

Discussion

All in favour

Carried unanimously

Point 13c. of the Agenda

Motion Moved by Mario DiVittorio – To adopt the Draft Financial Statements for 2023-2024 as presented by the Auditor

Discussion

All in favour

Motion carried

Point 14 of the Agenda

Motion moved by Julie: That Lisa Hickman is Chair and Andrea Ellsworth is V-Chair of the Board for the next year

Seconded by Judith

Discussion

All in favour

Motion carried unanimously

Actions Arising from the June 6, 2024, Board Meeting

Who	What	When
CESBA Board of Directors	Board Linkage Exercise (Orientation for the new Board members)	September 26, 2024
The LBS/Equity groups	Board Linkage Exercise - The LBS/Equity groups may report at the November 2024 Board meeting.	November 2024
The PSW Career Navigator and the Conference 2024	Board Linkage Exercise - The PSW Career Navigator and the Conference 2024 Reports will be presented at the February 2025 Board meeting.	February 2025
CESBA Board of Directors	Board Education Exercise (Orientation for the new Board members)	September 26, 2024
Andrea Ellsworth	Andrea was assigned to lead Ends exercise at the September 26, 2024 Board meeting.	September 26, 2024
Paul Cox	The Executive Director, Paul Cox will reach out to each selected candidate to confirm if they want to run.	
Paul Cox	The E.D. will notify the candidates that were not accepted for the Board positions.	
Marianne Kayed	Marianne was assigned to do evaluation of the September 26, 2024, Board meeting.	September 26, 2024