



**CESBA Board of Directors' Meeting – March 28, 2024
Virtual via TEAMS Platform**

9:03 am – 12:16 pm

MINUTES

DRAFT

Present: Julie Bodiam (Chair), Greg Carruthers, Norbert Costa, Mario DiVittorio, Andrea Ellsworth, Lisa Hickman, Marianne Kayed
Regrets: Judith Hoffman, Lisa Hickman (for a late arrival)
Staff Present: Paul Cox (CESBA Executive Director)
Guest: Erinn Graham-Barter, Innovations & Logistics Specialist, CESBA
Minutes Recorded: Urszula Mazur (CESBA Administrator)

1. CALL TO ORDER-CHAIR

Chair called meeting to order at 9:03 am.

2. CHAIR'S REMARKS-CHAIR

Chair welcomed the Board and thanked Board members for attending it.

3. EXCUSED ABSENCES-CHAIR

There was one excused absence and one late arrival: Judith Hoffman and Lisa Hickman

4. DECLARATION OF CONFLICT OF INTEREST-CHAIR

There were no conflicts of interest declared.

5. IDENTIFICATION OF OTHER BUSINESS-CHAIR

There was no other business identified.

6. ACCEPTANCE OF THE AGENDA-CHAIR

Motion: To adopt the agenda as circulated.

Moved by Greg Carruthers

Seconded by Marianne Kayed

The agenda was adopted.

7. ADOPTION OF THE MINUTES FROM THE FEBRUARY 8, 2024, MEETING-CHAIR

Motion: To adopt the minutes from the February 8, 2024, Board meeting as circulated with addition of the Appendix regarding Global Ends, Purpose Statement and Core Competencies as per Paul's e-mail.

Moved by Andrea Ellsworth

Seconded by Greg Carruthers

8. INFORMATION SHARING: CESBA BOARD

a) Audit Committee updates (ED and Treasurer)

Paul explained process for the Audit Committee work.

b) Treasurer remarks (Mario)

Mario went over the information that Paul disseminated before the meeting explaining how the Budgets, Balance Sheet (adjusting entries, liabilities), Income Statement, Balance Sheet etc. work and stated that the organization is in a healthy financial position.

Discussion followed and a question about the IT expenses was raised.

Mario paused a question about the Board expectations in terms of reporting by the Treasurer.

It was suggested that quarterly financial reporting to the Board would work for the Board members.

Motion by Julie: That the financial reports will be provided to the Board quarterly.

All in favour

It was noted that:

1. The CESBA Auditor-Stephanie Chung will be attending the Board meeting/retreat in June 2024 and the Audit Committee will sign off on the Financial Statements.
2. The GP 5.1 will be revised at the June Board meeting and that creating of a job description for the Treasurer will be addressed.

9. BOARD EDUCATION/LINKAGE PRESENTATION: ERINN GRAHAM-BARTER – presenting the CESBA 2023 Conference Report

Erinn presented the CESBA 2023 Conference Report. It was well received by the Board. It was requested that the report be posted on the board portal.

10. 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 Julie Bodiam

Seconded by Norbert Costa

b. Report on Strategic Plan

The Strategic Plan report was shared with the Board in advance of the meeting. No questions were asked.

c. Review EL 2,5,6,9 – Julie Bodiam

Julie reviewed EL 2,5,6,9 and no changes were made.

11. ITEMS UNDER BOARD MANAGEMENT DELEGATION-CHAIR

a. Review/Conduct Board Linkages Exercise – Erinn Graham-Barter provided the CESBA 2023 Conference Report – refer to point 9 of the minutes.

b. Assign Board member to lead Linkage exercise at the June 6-7, 2024, Board meeting. Heather Terrence, the Governance consultant will be joining the Board meeting.

Motion by Julie Bodiam: To remove the (Excerpt from the Linkages Exercise Plan for 2023-2024: “June 6-7, 2024 – LBS and Equity groups will be joining virtually to present their reports”) from the agenda and add it to the September 2024 Board meeting.

All in favour

12. ITEMS UNDER GOVERNANCE

a) Review/Conduct Board Education Exercise

Erinn Graham-Barter provided the CESBA 2023 Conference Report – refer to point 9 of the Minutes.

b) Assign Board member to conduct Board Education Exercise at the June 6-7, 2024 Board meeting

Heather Terrence, the Governance consultant will do the Board Education Exercise.

c) Review GPs

GP 5.1 – Marianne will review in June 2024 Board meeting.

GP 5.2 – page 28 of the Board Policy Manual, in Composition section point # 1 should read as follow: “The Vice-Chair shall be the Committee chair.”

GP 5.3, page 29 of the Board Policy Manual, the Committee Activities section should read as follow:

“1. Annually, in January, a coordinated and transparent process to solicit appropriate candidates for the vacancies

2. a. Annually, in April, a slate of properly screened candidates equal to the number of vacancies. Nominees must submit confirmation of their candidacy and approval by their immediate supervisor.

b. Annually, at the fourth board meeting, any board member(s) whose term is ending and who wishes to reapply for a second term must submit confirmation of their candidacy to the nominations committee.

3. Annually, at the fourth board meeting, a report back to the board that indicates (a) the number of vacancies on the CESBA board that need to be filled through elections, (b) an opinion on the profile of candidates required for the current year's election, (c) the recruitment priorities as per the need to balance geography, gender and school board designation and (d) an opinion of any current board member who is reapplying for a second term."

- GP 6 – is working (no changes)
- GP 7 – is working (no changes)
- GP 8 - is working (no changes)
- GP 9 - is working (no changes)
- GP 10 - is working (no changes)
- GP 11 - is working (no changes)
- GP 12 - is working (no changes)
- GP 12 - is working (no changes)
- GP 13 - is working (no changes)
- GP 14, point 1 – remove the following words "face-to-face"
- GP 1 – is working (no changes)
- GP 2 – is working (no changes)
- GP 3 – is working (no changes)
- GP 4 - is working (no changes)

Add in Treasurer's Job Descriptions to the Board Policy Manual. Paul and Mario will provide the content.

12 d) Motion to vote on Global Ends/Purpose Statement

Motion by Andrea Ellsworth: To accept Global Ends/Purpose Statement as presented in the e-mail shared by Paul with the Board.

Seconded by: Norbert Costa

Motion carried

12 e) Vote on the new By-Laws approvals

Motion by Julie Bodiam: That the CESBA By-Law is approved by Board to be presented at the AGM for acceptance.

All in favour

13. ITEMS UNDER ENDS

- a) Review/conduct Ends Exercise – Julie Bodiam
 - End 1 – in compliance
 - End 2 – in compliance
 - End 3 – in compliance

End 4 – it is coming off the list

Add New Global Ends on the Board Policy Template and post on the Board portal.

- b) Assign Board member to lead Ends exercise at the June 6-7, 2024 Board meeting.
Lisa Hickman was assigned to lead Ends exercise at the June 6-7, 2024 Board meeting.

14. ONGOING PROJECTS, EMERGING NEEDS

There were no ongoing projects, emerging needs discussed.

15. OTHER BUSINESS

- a. Board Nominations:

One current board member will be ending her position in June 2024

One board member is retiring in June 2025

Two current board members – status unknown

No one from the current Board needs to re-apply.

The board suggested to put in 2-3 people for nominations.

- b. 2024 AGM proposed date: Thursday September 26 @ 10 AM
- c. 1st Board meeting of next year: Thursday September 26, 11:30 – 2:30 PM (in-person)
- d. 2025 Board Retreat proposed dates: Monday & Tuesday June 16 & 17, 2025
- e. Recent OECT outreach efforts: Chair's reflections
It was suggested that CESBA considers itself as a consultant with \$0 cost to the organization for outreach to non-members and make sure to keep with school board administrators lens as its mandate. The Government funds CESBA for its mandate.

16. ITEMS FOR REQUIRED APPROVAL: ED

- a) Draft 2024-2025 Budget

Motion by Norbert: To approve Draft 2024-2025 Budget

Seconded by Marianne Kayed

- b) Fees: Proposed 5% increase in CESBA Membership Fees for 2024-2025

Motion by Andrea Ellsworth: to raise Membership Fees for 2024-2025 by 5%

Seconded by Norbert Costa

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

Refer to chart on the bottom of the minutes.

18. UPCOMING MEETINGS AND EVENTS

Refer to events posted on CESBA website.

19. BOARD/MEETING EVALUATION – Norbert Costa

- 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

One new item was identified as required – on the agenda, put a letter “M” beside an item for motion.

Assign Board member to evaluate the June 6-7, 2024, Board meeting
Judith Hoffman was assigned to evaluate the June 6-7, 2024, Board meeting.

19. ADJOURNMENT

Chair adjourned the meeting at 12:16 pm.

Actions Arising from March 28, 2024, Board Meeting

Who	What	When
Stephanie Chung, Pennylegion Chung LLP	Auditor-Stephanie Chung will be attending the Board meeting/retreat in June 2024	June 6, 2024
CESBA	It was requested that the Conference report be posted on the board portal.	March 28, 2024
Heather Terrence, the Governance consultant	Board Linkage Exercise	June 6-7, 2024
Heather Terrence, the Governance consultant	Board Education Exercise	June 6-7, 2024
Marianne	Marianne will review GP 5.1 in June 2024 Board meeting.	June 6-7, 2024
Paul and Mario / CESBA	Treasurer’s Job Description -- Paul and Mario will provide the content. CESBA will add in the Job Description to the Board Policy Manual.	

CESBA	Add New Global Ends on the Board Policy Template and post on the Board portal.	
Lisa Hickman	Lisa was assigned to lead Ends exercise at the June 6-7, 2024 Board meeting.	June 6-7, 2024
CESBA/Board	New item was identified as required – put a letter “M” beside an item for motion on the agenda.	From now on
Judith Hoffman	Judith was assigned to do evaluation of the June 6-7, 2024, Board meeting.	June 6-7, 2024