



CESBA Board of Directors' Meeting – February 8, 2024
Virtual via TEAMS Platform

9:03 am – 12:01 pm

MINUTES **DRAFT**

Present: Julie Bodiam (Chair), Greg Carruthers, Norbert Costa, Mario DiVittorio, Andrea Ellsworth, Lisa Hickman, Judith Hoffman, Marianne Kayed
Staff Present: Paul Cox (CESBA Executive Director)
Guest (Consultant): Heather Terrence, Pinpoint Consulting Group
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 for attending this monumental meeting and noted that at this meeting the Board will be making decisions on its directions for the next few years.

3. EXCUSED ABSENCES-CHAIR

There were no excused absences.

4. DECLARATION OF CONFLICT OF INTEREST-CHAIR

There were no conflicts of interest declared.

5. IDENTIFICATION OF OTHER BUSINESS-CHAIR

The following items were identified under Other Business:

- a. Board Linkages: CESBA 2023 Conference report – Erinn Graham-Barter to present at the March 28, 2024, Board meeting.
- b. Initial feedback from Board requested by ED regarding the 2023 CESBA conference (formal Linkages exercise at next Board meeting)
- c. E.D. Performance Review (in-camera)
- d. Nominations updates/clarifications?

6. ACCEPTANCE OF THE AGENDA-CHAIR

Motion: To adopt the agenda with removing point 6a and adding point 6e to read “Board statement for the upcoming regional meetings and determine which Board member/s attend which regional meeting/s” and addressing all items listed under point 6 (b, c, d, e) of the agenda under point 12 (Other Business) of the agenda.

Moved by Lisa Hickman

Seconded by Marianne Kayed

7. ADOPTION OF THE MINUTES FROM THE DECEMBER 5, 2023, MEETING-CHAIR

Motion: To adopt the minutes from the December 5, 2023, Board meeting as circulated.

Moved by Andrea Ellsworth

Seconded by Judith Hoffman

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.

Discussion regarding generating revenue for CESBA followed. The following options were discussed: fee for service; charging for no-shows at the CESBA events; increasing membership fees; increasing conference fees; charging for workshops provided by CESBA specialised staff; charging for publications; and set prices for non-members.

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

Moved by Norbert Costa

Seconded by Greg Carruthers

- b. Report on Strategic Plan

The Executive Director went over the Strategic Plan report shared with the Board in advance of the meeting. No questions were asked.

9. ITEMS UNDER BOARD MANAGEMENT DELEGATION-CHAIR

- a. Review/Conduct Board Linkages Exercise – Part 2 of the Governance review with Heather Terrence of PPG: see item #16 on the agenda
- b. Assign Board member to lead Linkage exercise at the March 28, 2024, Board meeting. Erinn Graham-Barter will present the CESBA 2023 Conference report at the March 28, 2024 Board meeting.

10. ONGOING PROJECTS, EMERGING NEEDS

There were no ongoing projects, emerging needs discussed.

11. INFORMATION SHARING

No further information was shared.

12. OTHER BUSINESS

- a. Board Linkages: CESBA 2023 Conference report – Erinn Graham-Barter to present at the March 28, 2024, Board meeting
This item was removed from the agenda.
- b. Initial feedback from Board requested by ED regarding the 2023 CESBA conference (formal Linkages exercise at next Board meeting)
This item was not addressed.
- c. E.D. Performance Review (in-camera)
Board met in-camera from 10:25 – 10:45 am.
- d. Nominations updates/clarifications
CESBA is recruiting nominations for expected upcoming openings on the Board.
- e. Board statement for the upcoming regional meetings and determine which Board member/s attend which regional meeting/s
Mario, Lisa, Julie, and Marianne will create words for the statement.

The following board members will attend the regional meetings respectively:

Marianne - East Regional meeting (Apr. 18, 2024)

Lisa – Central Regional meeting

Mario and Julie – West Regional meeting

Julie – North Regional meeting (virtual)

Erinn Graham-Barter – to send agendas to board members according to the above schedule. They will need approximately 10 minutes to speak.

An additional item was added under Other Business - The Asylum Seeker funding. TDSB have this program. Norbert shared experiences about this program.

13. ITEMS FOR REQUIRED APPROVAL – EXECUTIVE DIRECTOR

- a. Financial update: update on remainder of 2023 – 2024 Fiscal (to March 31, 2024)
- b. Financial update: 2024 – 2025 CESBA Budget (April 1, 2024 – March 31, 2025)

Paul provided an update on CESBA financial performance for 2023-2024 and provided a snapshot of budget overview for 2024-2025.

Mario recommended to go by four categories/groups and show expenses in each category. A summary of the categories would be shared with the board.

Julie suggested that if finances need to be a standing item on the agenda, it would be helpful to receive the financial reports/summary in advance of the meeting (at the same time as EL7's)

Paul proposed to invite an external Auditor – Stephanie to speak regarding finances at the June, 2024 Board meeting.

Motion: To acknowledge that the financial report was presented to the Board. For future meetings, formal financial report will be provided to the Board ahead of the meeting date.

Moved by Julie Bodiam

Seconded by Marianne Kayed

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

Refer to chart on the bottom of the minutes.

15. UPCOMING MEETINGS AND EVENTS

Refer to events posted on CESBA website.

16. Items under Governance: Chair

- a. Conduct Board Linkages/Education Exercise (Part II) – Heather Terrence, President, Pinpoint Governance Group (PGG)

Heather explained that she incorporated the by-law key areas discussed at the Dec. 5, 2023, Board meeting and the clean draft by-law was shared with the Board prior to this meeting.

Paul requested further changes to by-laws as follow:

1. Change the wording “Indigenous Organizations/Institutions to Indigenous Institutes” in draft by-laws and provided rationale for that.

Paul will get clarification from the Indigenous Committee and will provide it at the March 28, 2024 board meeting.

2. Change three, 2-year board terms to two, 3-year terms and provided rationale for that.

All members were in favour of this change.

The Board will vote on the new by-law approval at the March 2024 Board meeting due to Indigenous Committee response.

If CESBA would want to change any Articles, members would need to vote at the AGM on that change.

If CESBA Global Ends/Purpose Statement are aligned with the Objects/Article of the Corporation (CESBA), they do NOT need to be voted on at the AGM by members.

A motion to vote on Global Ends/Purpose Statement will be done by the Board at the March 28, 2024, meeting once the wording of the Indigenous Institutes versus Indigenous Organizations/Institutions is confirmed by the Indigenous Committee.

Paul was asked to send to the Board a final copy of the Global Ends that was finalized with Mike Saver at the Board retreat in June 2023 and a finalized version by Heather of CESBA’s new by-law.

b. Assign Board member to Conduct Board Education Exercise at the March 28, 2024, Board meeting.

Erinn Graham-Barter will do Board Education Exercise (2023 Conference Report) at the March 28, 2024, Board meeting.

c. Assign Board members to review 14 Governance Policies using template – **tabled** at the Board meeting on Dec. 5, 2023.

The following Board members were assigned to review GP's respectively:

GP 1-4 – Lisa

GP 5-7 – Andrea

GP 8-11 – Marianne

GP 12-14 - Greg

17. ITEMS UNDER ENDS-CHAIR

a. Review/Conduct Ends Exercise – tabled (at the Board meeting on Dec. 5, 2023)

b. Assign Board member to lead the Ends exercise at the March 28, 2024, Board meeting.

Julie Bodiam was assigned to lead the NEW Ends exercise at the March 28, 2024, Board meeting.

18. 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 item was identified for improvement – Paul to send the CESBA budget report to the Board in advance of the board meeting.

Assign Board member to evaluate the March 28, 2024, Board meeting

Norbert Costa was assigned to evaluate the March 28, 2024, Board meeting.

19. ADJOURNMENT

Chair adjourned the meeting at 12:01 pm.

Actions Arising from February 8, 2024, Board Meeting

Who	What	When
Erinn	Linkage exercise at the March 28, 2024 – Erinn will present the CESBA 2023 Conference report	March 28, 2024
Board Nominations Cttee / CESBA	CESBA is recruiting nominations for expected upcoming openings on the Board.	
Mario, Lisa, Julie, and Marianne	<p>Mario, Lisa, Julie, and Marianne will create words as a guideline/statement for the Regional meetings.</p> <p>The following board members will attend the regional meetings respectively:</p> <p>Marianne - East Regional meeting (Apr. 18, 2024) Lisa – Central Regional meeting Mario and Julie – West Regional meeting Julie – North Regional meeting (virtual)</p>	
Erinn	Erinn Graham-Barter – to send agendas to board members according to the above schedule. They will need approximately 10 minutes to speak.	
Paul	Send the Board financial reports/summary in advance of the meeting (at the same time as EL7's)	by March 21, 2024?

Paul	Paul proposed to invite an external Auditor – Stephanie to speak regarding finances at the June, 2024 Board meeting.	June 6-7, 2024 (Board retreat)
Board	The Board will vote on the new by-law approval at the March 2024 Board meeting after the Indigenous Committee response.	March 28, 2024
Board	A motion to vote on Global Ends/Purpose Statement will be done by the Board at the March 28, 2024, meeting once the wording of the Indigenous Institutes versus Indigenous Organizations/Institutions is confirmed by the Indigenous committee.	March 28, 2024
Paul	Paul was asked to send to the Board the final copy of the Global Ends (that was finalized with Mike Saver at the Board retreat in June 2023) and the finalized (by Heather) CESBA new by-law.	
Erinn	Board Education Exercise at the March 28, 2024, Board meeting. Erinn Graham-Barter will provide the 2023 CESBA Conference Report.	March 28, 2024

Lisa, Andrea, Marianne, Greg	The following Board members were assigned to review GP's respectively: GP 1-4 – Lisa GP 5-7 – Andrea GP 8-11 – Marianne GP 12-14 - Greg	March 28, 2024
Julie	Ends exercise at the March 28, 2024	March 28, 2024
Norbert	Evaluation of the March 28, 2024, Board meeting	March 28, 2024
Judith	Evaluation of the June 6-7, 2024, Board retreat-meeting	June 6-7, 2024