

Canadian Parents for French, National  
**Board of Directors Face to Face Meeting Minutes**  
Sunday, November 6, 2022 – Tuesday, November 8, 2022  
The Westin Hotel, Ottawa, ON

**Attendees:**

President (Chair): Derrek Bentley  
Vice-President: Kate Peters  
Secretary: Diane Tijman  
Treasurer (Audit Chair): Larry Vaters  
Director: Wendy Carr  
Director: Salma Al-Saquaf

**Board Support:**

CEO: Nicole Thibault  
Director of Operations: Cathy Stone  
Coordinator; Member, Office & Board Support: Debbie Murphy

**SUNDAY, NOVEMBER 6 – Day 1**

**1. CALL TO ORDER, PRESIDENT’S WELCOME**

- President, Derrek Bentley, calls face to face meeting to order on Sunday, November 6, 2022, at 12:03pm. President welcomed everyone and completes the land acknowledgment.

**2. CONSENT AGENDA**

- Review CPF mission statement and strategic plan priority pillars.
- Approvals: approve agenda; approve previous meeting minutes.
- Reports circulated: a) President, b) CEO, c) Director of Operations, d) Nominations Committee, e) Bylaw Committee.
- Summary of Pending Action Items was missing from the documents, as it had not been updated. Nicole Thibault will update Summary of Pending Action Items for next meeting.

**ACTION:**

- Nicole Thibault to update Summary of Pending Action Items for next meeting.

**NATIONAL OFFICE - FEBRUARY 2023**

**MOTION:**

- Wendy Carr moved to accept the consent agenda and seconded by Larry Vaters.

**CARRIED**

**3. REVIEW OF THE MEETING’S SCHEDULE**

- Generative Governance discussion all day Sunday, November 6<sup>th</sup>.
- Monday, November 7<sup>th</sup>: Meeting with PCH and CPF NB Executive Director, Chris Collins, schedule permitting, morning; Meeting with Yves Savoie in afternoon.
- Meeting Wrap-up morning of Tuesday, November 8<sup>th</sup>. Departures by Noon.
- Important to keep timing in mind of meeting scheduled blocks.
- In Camera without Executive Director present will be scheduled mid-day rather than end of day, as per original agenda.

**4. GOVERNANCE DISCUSSION**

- Brief discussions and shared views on suggested readings:
  - Current Draft Affiliation Agreement, Fall 2022.

- Two Documents shared by Yves Savoie, as well as notes from discussion in Edmonton, August 2022.
  - Discussion Paper: Optimizing Opportunities for Collaboration.
  - Key Informant Interviews – Summary Report.
- Decision making in Federated Organizational Models:
  - <https://npengage.com/nonprofit-management/3-federated-models-for-larger-nonprpfts-and-how-each-model-impacts-decision-making/>
  - <https://theonnc.ca/wp-content/uploads/2012/05/Federations-Framework-for-Success-for-Nonprofit-Federations-November-2009.pdf>

***A. Guiding question: At the 2023 AGM, what are the key elements of the next affiliation agreement that we want to see? (to be shared with Yves Savoie).***

- Discussion and shared feedback for next steps for National to move forward with responsibilities and timeline for completion of recommendations. Key points / suggestions / ideas:
  - The format / style of document be less legal, and more practical / contractual.
  - Clearly defining and understanding the role of the Backbone organization with further responsibilities and roles for Branches / National.
  - Skilled experience / expertise is important during this transition to make decisions moving forward.
  - Important to remind people, what work has been done, and the shift needed to where we are going and will be in the future. Technology Audit 2017 helped Branches see the need for HR and lawyer support to mitigate risk management.
  - The change in the world with the pandemic, helped Branches and National to work together as one.
  - Focus on the requirements of a Core Base Level Agreement and a Supplemental Agreement with additional elements. Setting minimal areas of consensus of what can be lived with and where the line is drawn on accepting differences.
  - Understanding Tiers of Affiliation; payment for services beyond core agreement and other considerations of dual relationship.
  - Understanding if “not” signing legal letter, non-competition rules, timeframes to return to network, etc.
  - Base Agreement permits the use of CPF name and brand guide, commitment to paying for services managed by Network, financials, employment support through HR, technology, and other services. Many discussions needed in what we would not offer or take away.
  - Framing decision making rights in federated model – Levels of consultation, input and feedback, tiers of involvement for each entity and level of consensus for final decision taking actions. Clarity on purpose of Advisory Councils.
  - Discussed Governance roles / structures shifting. CoPs are an advisory group, and they may require a change. CoEDs would need a change if there were one sole employer. Council of voting delegates would not be the CoPs. National Board would be an executive of the CoP. Overarching direction given to the CEO. Suggested Yves Savoie investigate all this in detail and bring back various models for discussion.
  - Framing appropriate and proportional levels of sanctions up to arbitration, for compliance and non-compliance issues. Tools, examples of cases and appropriate timelines for action are required.

- Discussed if there is a problem with someone not following process, there needs to be a procedure to answer and comply to; process if believed breached the affiliation agreement.
- Understanding there is only 1 affiliation agreement and not 2 affiliation agreements: with an added supplement for additional levels of collaboration. Focus on equality from both National and Branch processes. Process needs to be clearly understandable, easy to follow and implement.

– **IN CAMERA without Executive Director present**

Began at 11:15am.

***B. Guiding question: At the 2023 AGM, what are the key memberships changes (and ensuing considerations for Chapters and Branches) we want to propose as a pilot?***

- Discussion and shared feedback for next steps for National to move forward with responsibilities and timeline for completion of recommendations. Key points / suggestions / ideas:
  - A shift in mindset – membership of a like-minded community movement. Regular and frequent communications with “community of support”. Focus on Engagement.
  - Identify Basics of “free” services. With a free membership you would pay a fee for tiers of services, for example, access to events and programs like tutoring, resource for home schoolers, summer camps, etc.
  - Building a philanthropic culture, remove the ceiling or limits of people’s support, multiple opportunities to support each other. Emphasize shift to fundraising mindset and pay for service.
  - Focus on Revenue Growth – Service Delivery, transactional interactions, Social Enterprise programs model. More business-like approach – cost recovery for all programs being run.
  - Pilots for Chapters, Teams of “free membership: - how to recruit, retain members differently; how to replace revenues – Offer socio cultural grants (how to fund these); Remove administration and governance element, focus on local program and advocacy delivery (standardized, branded “activity in a box” model).
  - All agreed that offering free memberships may require a bylaw change / review in terms of quorum, therefore need to confirm with Nancy McKeraghan. It may well be a number and not a percentage (Number of delegates to exceed the number of board members, or have a set number). Have lawyer review required changes, have various models proposed for consideration by bylaw committee.
  - In keeping a membership database of free members, there is a simplification of rebate processes across the country. Offer a branding campaign where we no longer charge for memberships, but people provide a donation to support the organization. Members would become donor-supporters. Discuss changes to “rebate process” with Branches that are mainly affected (BC-YT, ON, AB).
  - Discussed ideas of interest resurfacing in changing the organization’s name (this came up in August), to remove the word Parents and / or changing the Linguistic Duality Network if the project goes by the wayside. Agreed no changes to name until specific data is collected. The new membership model pilot may be a time to survey and update branding.
  - Notion of Chapters turning into Teams. Revenue would be Chapter Grants and in 2026 everyone would all work on a model of Teams applying for grants. Again, to discuss with key Branches affected ((BC-YT, ON, AB).

- All board members agreed to a free membership pilot and introduced as a soft launch on April 1<sup>st</sup> and a solid / full launch in July 2023 at the Leaders Networking Event. Budget allocated to Communications strategy for membership awareness – roll out between April and August.
- Yves Savoie will continue working towards this shift in mindset, offer proposed pilot models and share conversations with Branches. For a clear direction to be shared in early March 2023.

**ACTION:**

- National office will follow up with Yves Savoie with the goal of Free membership pilot to be introduced as a soft launch on April 1<sup>st</sup> and a solid / full launch in July 2023 at the Leaders Networking Event.

**NATIONAL OFFICE – APRIL / JULY 2023**

**5. REPORTS**

- **Nominations Committee** (*Wendy Carr*)
- Discussed succession planning and recruitment with the Board of Directors and best practices moving forward. Reviewed the criteria for nominations rubric of competencies in current Board of Directors.
- Reviewed and updated the tool used to conduct a self-identification of the Expertise / Experience and Underrepresentation Rubrics to inform the Board and the Nominating Committee to address attributes, skill / background gaps and redundancies on the National Board.
- Confirmed criteria for nominations rubric list: Leadership Experience, Change and Risk Management, Advocacy – Focused Action, Equity, Diversity, Inclusion & Decolonization, Fundraising & Donor Development, Law / Governance, Academic & / Or Applied Research, Volunteer / Community Engagement, Parenting / Caregiving and added Executive Recruitment / HR Experience.
- Board members were requested to fill out the Experience – Location – Representation – 2022-2023 form and submit to Wendy Carr by end of Board of Director’s meeting.
- Nominations Committee to meet and develop the communications and Call for Interest in November 2022. Board members to help solicit new board members to those who are interested and to think of people outside of the branches. Board members will provide names to Wendy Carr within the next couple of months.

**ACTIONS:**

- Board members to fill out the Experience – Location – Representation – 2022-2023 form and submit to Wendy Carr by end of Board of Director’s meeting.
- Board members to help solicit new board members and provide names to Wendy Carr within the next couple of months.

**BOARD OF DIRECTORS – NOVEMBER 2022 / JANUARY 2023**

- **Advocacy Research Working Group** (*Wendy Carr*)
- Wendy Carr attended an FCFA meeting with Indigenous Leaders, helped identify areas requiring careful considerations.
- Wendy, along with 3 other researchers will draft the Position Paper Focus for 2023 – Indigenous Languages and Official Languages. Proposed outline to be an educational document consisting of

2,000 to 3,000 words with key resources. This internal document will have a reference section, be shared with CoEDs and placed on the CPF website for all to act according to these guidelines for appropriate approach and considerate actions in our reconciliation efforts.

- **Treasurers Report, Audit Chair (Larry Vaters)**
- Review of 2<sup>nd</sup> Quarter Financials (July 1<sup>st</sup> to September 30<sup>th</sup>, 2022) – Reviewed and tabled the 2<sup>nd</sup> Quarter.
- Review Budget for Fiscal Year, April 2022 – March 2023 – Approval and confirmation received for two outstanding projects for two years each – Tutoring and FSL Teacher R and R. Pending confirmation for the Early Years Project for two years of funding.
- Fiscal years 2023-2026 priorities submitted in CPF Core Program Application – Each Branch and Office requested an additional \$30,000 per year – roughly \$10,000 cost of living increase (4%), \$10,000 increased focus on advocacy, and \$10,000 improved technology upgrades. To be confirmed in winter 2023.
- Review of Management Letter – Written and reviewed as requested, motion of previous board meeting.

#### **MOTION:**

- Larry Vaters moved to accept the approval of the 2<sup>nd</sup> Quarter financials and seconded by Wendy Carr.

**CARRIED**

- **Questions and / or Updates on President’s Report, Executive Director’s Report and Director of Operations Report (Derrek Bentley) (Nicole Thibault) (Cathy Stone)**
- **President’s Report (Derrek Bentley):** Derrek Bentley will attend the FCFA Forum des leaders meeting on December 2<sup>nd</sup>.
- **Executive Director’s Report (Nicole Thibault):** Nicole Thibault had first meeting with Daniel Martineau who is conducting a PCH Program Audit and Evaluation of CPF – Targeted to CPF NWT, MB, NB and National. It is a program audit, not a financial audit, focusing on how National supports Branches, how we all work and Branches report back to National. Final Report, March / April 2023 by Daniel Martineau will be shared with whole CPF Network, like the former Impact Study. Discussion followed on how to address PCH taking this action and decided National will send a letter to Network Leaders and put on next CoP meeting’s agenda.
- Confirmed CPF National financial support for ongoing communications and advocacy initiatives for CPF NB. Set the limit at \$10,000 within the regular Branch support budget, until we review the compliance document and confirm if there are any further requests, the board will approve. Nicole Thibault is communicating with PCH to request additional financial support for the CPF NB Branch for the required advocacy efforts. Will confirm outcome at next meeting.
- Nicole Thibault showed the board members two videos; Where Are They Now and Who we Are. Where Are They Now video is posted at <https://wherearetheynow.ca/stories> and the Who we Are video is posted at <https://cpf.ca/en/about/chapters-and-teams/> and on our YouTube channel.

#### **ACTIONS:**

- National will send a letter to Network Leaders about the PCH Program Audit and Evaluation of CPF – Targeted to CPF NWT, MB, NB, and National action.
- This topic will also be added on the Winter (Jan/Feb) CoP meeting’s agenda.

- Final Report by Daniel Martineau will be shared with whole CPF Network in April 2023, or when it is received.
- Board to give feedback on the Fundraising avec Panache document to Nicole Thibault.

**NATIONAL OFFICE / COP – WINTER/ SPRING 2023**

- **Director of Operation’s Report** (*Cathy Stone*)
- Report shared prior to meeting. No questions.
- **IN CAMERA with Executive Director present**
- Began at 4:40pm.
- **ADJOURNMENT - Meeting adjourned at 5:20pm.**

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 Vice-President: Kate Peters  
 Secretary: Diane Tijman  
 Treasurer (Audit Chair): Larry Vaters  
 Director: Wendy Carr  
 Director: Richard Slevinsky:  
 Director: Nancy McKeraghan

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**MONDAY, NOVEMBER 7 – Day 2**

- 6. Meeting with PCH Representatives, Renée Lepage**, Manager Enhancement of Official Languages Program, and regional coordination, **and Placide Turenne**, Director, National Programs & Regional Coordination.
  - Introductions were made and the Board of Director’s shared information on their work, meetings held with CPF Network leaders and the governance review work of the consultant Yves Savoie, to consolidate the organization’s services to work in a more productive, effective, and efficient process.
  - The PCH Representatives shared that they are communicating regularly with the CPF CEO and within their department with regional staff who have local autonomy. They reassured that if the structural framework of CPF as an organization changes, they will support and work with both the Board of Directors and the CPF Network to adjust how the funding relationship will continue for the best delivery of services and outcomes.
  - An In-camera session (CPF National staff withdrew) to discuss the confidential investigation underway due to a Branch staff complaint and provide an update on process undertaken and timeline for the report.
- 7.** A brief introductory meeting was held with CPF NB Branch Executive Director, Chris Collins at noon. Opportunity for him to share an update on the situation in NB and for the board to thank him for his admirable efforts, despite being so new to the position.

## 8. Meeting with Yves Savoie

- Board shared the Leaders Networking Event in August 2022 went very well. One of the exercises was a Dragon Den’s pitch, representing a change moving forward in the same direction.
- Discussion and shared feedback for next steps to move forward with the Affiliation Agreement and the requested Membership / Chapter model pilot. Key points / suggestions / ideas:
- Partners in the CPF Network are resolved to deepen collaboration. Phase I of working together was focused on identifying pathways. It was about strategy. This proposed Phase II is about operationalizing key pathways. It will be about execution.
- Reviewed the timelines – Yves will have meetings with Branches in January, draft to Board of Directors in February, discussion with Board of Directors and Branches is to create final draft in late March. Circulate final draft in April to Network. Decision to “sign on” completed in time for Leaders Networking Event in July.
- Directionally it is important to present with good communications, one pathway with all the pieces. To have clarity and transparency and to avoid lack of information, suggested having a communication plan – “looking ahead section” to the CoPs of the benefits of signing on and the implications and consequences if Branches do not sign on. In concluding, remember you are doing this from a position of strength.
- If someone fails to abide by what they signed within the Affiliation Agreement, it is important to have a place for a genuine two-way conversation as this three-step sanction approach:
  - I. Conversation
  - II. Mediation
  - III. Arbitration
- Develop a FAQ document, outlining clear terms and questions to refer to.
  - National has the key to the funding agreement
  - The CPF name is licensed to CPF National.
  - Bylaws take place first and the Affiliation Agreement is second.
  - Clear outline to follow if non-compliant.

## TUESDAY, NOVEMBER 8 – DAY 3

### 9. UPCOMING BOARD MEETING SCHEDULE 2023 – Discussed and reviewed dates.

- **Web Board Meeting Wednesday, February 22nd, 2023 - 10:30am – Noon (Ottawa Time):**  
National to send Zoom meeting link.
  - Review of 3<sup>rd</sup> Quarter Financials (October 1<sup>st</sup> to December 31<sup>st</sup>, 2022).
  - Review reports and committee and working group updates.
- May require circulating a Doodle for a **web meeting in early April** to discuss draft affiliation agreement and feedback from Yves Savoie. To confirm closer to date.
- **April 2023 Face-to-Face Meetings – Halifax, Nova Scotia – Wednesday, April 26<sup>th</sup>, 2023 – Sunday, April 30<sup>th</sup>, 2023:** Wednesday, Thursday morning and Sunday afternoon are travel days.
- Nicole Thibault will confirm dates / times with Rebecca Lancaster and Debbie Murphy will send email to board members to book flights.

- Board of Director’s meeting in conjunction with CPF Atlantic Branches, CPF NS Advocacy Event and Stakeholder Meetings. Will confirm if topic for training session, or if regional collaboration will be the focus.
- **Web Meeting Tuesday, June 6<sup>th</sup>, 2023 – Noon – 1:30pm (Ottawa Time):** National to send Zoom meeting link.
  - Review of 4<sup>th</sup> Quarter Financials (January 1<sup>st</sup> to March 31<sup>st</sup>, 2023).
  - Review Draft Audited Financial Statements for AGM in July 2023.

**July 2023 Face-to-Face Board Meeting, AGM, and Leaders Networking Event – Gatineau, Quebec – Wednesday, July 5<sup>th</sup>, 2023 – Sunday, July 9<sup>th</sup>, 2023:** Wednesday and Sunday are travel days.

- Board Meeting, AGM taking place on Friday morning and Leaders Networking Event to follow through Sunday. CoED and CDO meetings tentatively planned for the Monday and Tuesday following.

**10. ADDITIONAL BUSINESS, OTHER**

- Brief round table of comments of where CPF is at and where CPF is heading. Need to have future conversations at National Board of Director’s and CoP meetings to focus on sustainability efforts, the footprint of climate change and share with the Branches. Will put this topic of discussion on the April 2023 Board of Director’s meeting agenda.
- Continue to have and encourage advocacy involvement in all events across the country with representation from National Board of Directors and Branches.
- Question was asked if CPF should continue presence on Twitter, if/when/how account should end, and if participation to move to Mastodon. This was tabled for future discussions.

**ACTION:**

- Topic of discussion of focusing on the footprint of climate scheduled for April 2023 Board of Director’s meeting agenda.

**NATIONAL OFFICE - APRIL 2023**

**10. BUSINESS ARISING FROM THE BOARD MEETING**

- **Board Meeting Effectiveness Check:** Reminder to complete online and send to Derrek Bentley. <https://www.surveymonkey.com/r/BoardMeetingFeedbackSurvey>

**NATIONAL OFFICE – NOVEMBER 2022**

**11. ADJOURNMENT – Meeting adjourned at 10:05am.**

**First Draft – Second Draft – Final Draft**

Minutes of National Board of Directors Face to Face Meetings, Sunday, November 6, 2022 – Tuesday, November 8, 2022.

Derrek Bentley, President  
Diane Tijman, Secretary

Date Approved:  
Date Approved: January 9, 2023

*D. Dima*