

Canadian Parents for French, National
Board of Directors Web Meeting Minutes
Wednesday, February 23, 2023
10:30am – 12:00pm (Eastern Time)

Attendees:

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

Board Support:

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

1. CALL TO ORDER, PRESIDENT’S WELCOME

- President, Derrek Bentley, calls web meeting to order on Wednesday, February 23, at 10:34am. President welcomed everyone and completes the land acknowledgment. Noted land acknowledgment needs work and Network needs direction moving forward.
- Thanked Nancy McKeraghan attending for Affiliation Agreement discussion.

2. AGENDA

- Approval: approve agenda

MOTION:

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

CARRIED

3. AFFILIATION AGREEMENT – Review of second draft

A. Guiding question: Do we have any questions or comments to share with the Bylaws Committee?

- Discussion and shared feedback for next steps for National to move forward with Affiliation Agreement piece, excluding Bylaw’s piece for now. Key points / suggestions / ideas:
 - Thank you to both Diane Tijman and Nancy McKeraghan for all their work.
 - Consequences of Termination; some pieces are not clear and need to be flushed out.
 - Clearly defining and understanding the role of the Backbone organization with further responsibilities, roles, rights, and obligations for Branches / National.
 - The provisions of the Bylaws will prevail. Bylaws are the Bible, followed by the Affiliation Agreement, accompanied by Schedules A and B. The main document remains the same, Schedules A and B can be adjusted. Suggested possible changing the wording of Bylaws to Governing Policies.
 - Three big issues to be addressed and need more funding for expenses for the Affiliation Agreement: Finances / Financial controls, HR contracts and Insurance recommendations for programming and volunteer screening.
 - 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.

- Yves Savoie, along with the Lawyer's perspective wants to be involved and act as a liaison with the Branch Board of Directors and will draft a cover letter when sharing a draft of the CPF Network Affiliation Agreement. He will prepare a brief video recording session to guide Branches in their understanding of the document and to support their discussions.
- Branch Board of Directors to consider this document at their upcoming meetings and provide a summary of their input and feedback directly to Yves Savoie by a certain date.
- Yves Savoie strongly recommends each Branch sign the Affiliation Agreement individually and remotely. Moving forward, like all documents, the review and signing of the Affiliation Agreement coincides with the funding agreement cycle.
- The biggest takeaway for Branch Board of Directors to understand is by signing this Affiliation Agreement, the CPF Network are embarking on and agreeing to a different / new CPF.
- Next steps, moving forward; clarity of National, Branch responsibilities with new bylaws and policies outlining each responsibility.

– **IN CAMERA – AFFILIATION AGREEMENT**

Began at 11:25am – 12:05pm.

B. Guiding question: Are we comfortable moving forward with this second draft and sending it to the Network for review? If yes, what do the next steps look like?

- Discussion and shared feedback for next steps for National to move forward with this second draft and sending it to the Network for review. Key points / suggestions / ideas:
 - Revisions need to be updated by Yves Savoie and Lawyer before timeline of sending out Cover Letter, the Affiliation Agreement and Video to CPF Network Leaders.
 - Discussed tentatively sending to CPF Network Leaders on March 13, 2023, and input and feedback sent to Yves Savoie by April 13, 2023.

– **OUT OF CAMERA – AFFILIATION AGREEMENT**

- Board members are uncomfortable with CPF Network Leaders reviewing Affiliation Agreement right now. Bylaws Committee meets on February 24, 2023. Board members will meet March 8 and March 10, 2023, to discuss further.
- Once the Board members have reviewed revisions by Yves Savoie and Lawyer a decision will be made when a Communique is sent to CPF Network Leaders.

ACTIONS:

- The Board members will meet on March 8 and March 10, 2023, to discuss revisions to the second draft of the Affiliation Agreement.
- The National office will follow up and update Yves Savoie and Lawyer to address the revisions before sending the Affiliation Agreement to CPF Network Leaders.
- The National Board of Directors will review revisions and once approved a Communique will be sent with Yves Savoie's Cover Letter (including timeline of input and feedback), Affiliation Agreement and Video to CPF Network Leaders.

NATIONAL OFFICE & BOARD OF DIRECTORS – MARCH 2023

4. TREASURER REPORT, Audit Chair (Larry Vaters)

- Review of 3rd Quarter Financials (October 1st, 2022 – December 31st, 2022)
- Moved this discussion to the Board of Directors web meeting on Wednesday, March 8, 2023.

5. NOMINATIONS REPORT, Updates important for the Board (*Wendy Carr and Salma Al-Saquaf*)

- Moved this discussion to the Board of Directors web meeting on Wednesday, March 8, 2023.

ACTION:

- Treasurer’s Report and Nomination’s Report moved to March 8, 2023, agenda and adopt consent agenda at that time.
- **IN CAMERA with Executive Director present**
- Began at 12:08pm.
- **ADJOURNMENT – Meeting adjourned at 12:50pm.**

Canadian Parents for French, National
Board of Directors Web Meeting Minutes
Wednesday, March 8, 2023
10:30am – 12:00pm (Eastern Time)

Attendees:

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

Board Support:

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

Absent, Treasurer (Audit Chair): Larry Vaters

1. CALL TO ORDER, PRESIDENT’S WELCOME

- President, Derrek Bentley, calls web meeting to order on Wednesday, March 8, 2023, at 10:03am. President welcomed everyone and completes the land acknowledgment.

2. AGENDA

- Approval: approve agenda

MOTION:

- Wendy Carr moved to accept the consent agenda and seconded by Diane Tijman.

CARRIED

3. NOMINATIONS REPORT, Updates important for the Board (*Wendy Carr and Salma Al-Saquaf*)

- The Nominations Committee has had two meetings. In March the primary focus of considering applicants will be the Treasurer’s role, followed by the Presidential role and people outside of the Network. Grassroots are important, but outside perspectives are welcomed.

- The Nominations Committee has received many strong candidates. Much discussion has been on succession planning. It was agreed by Wendy Carr’s recommendation to Board members to move forward with six Board of Directors on the National Board.

ACTION:

- Moving forward the National Board will consist of six Board of Directors.

4. AFFILIATION AGREEMENT – Review of second draft

- The Board members continued to review and discuss the second draft of the Affiliation Agreement.
- Waiting for the Lawyer to send second draft of the working document detailing how National and Branches work together sharing services.
- Both Diane Tijman and Nicole Thibault reviewed the Affiliation Agreement’s language. As this is a legal document, it is difficult to change layman terms.
- Discussed and agreed that all references and content on the HR documentation be removed and addressed in 2024. The non-compliance piece (limitations and liabilities) needs to be very clear.
- Need to provide a good education session (video) by Yves Savoie and a revised schedule to go out when Affiliation Agreement is sent to the CPF Network Leaders. Ensure to match all changes and have no contradictions.
- Communique to CPF Network Leader’s (Presidents, Vice-Presidents & Executive Directors) will include Cover Letter, Affiliation Agreement, Video, and constructive Feedback Timeline. National will review CPF Network Leader’s emails.
- May be delay sending out the Communique on March 13, 2023.
- Individual Branch Boards need to meet to review and discuss the Cover Letter, Affiliation Agreement and Video to provide constructive feedback to Yves Savoie within a month’s time.
- Discussed having a mechanism to follow up with Branch Boards that haven’t provided feedback or confirmation of Communique.

ACTIONS:

- The National Board of Directors will review revisions and once approved a Communique will be sent with Yves Savoie’s Cover Letter (including timeline of input and feedback), Affiliation Agreement and Video to CPF Network Leaders.
- National will review CPF Network Leader’s emails.
- National to provide mechanism to follow up with Branch Boards that haven’t provided feedback or confirmation of Communique.

NATIONAL BOARD OF DIRECTORS & NATIONAL OFFICE – MARCH / APRIL 2023

Canadian Parents for French, National
Board of Directors Web Meeting Minutes
Friday, March 10, 2023
10:30am – 12:00pm (Eastern Time)

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

Absent, Director: Salma Al-Saquaf

1. CALL TO ORDER, PRESIDENT'S WELCOME

- President, Derrek Bentley, calls web meeting to order on Wednesday, March 10, 2023, at 10:04am. President welcomed everyone and completes the land acknowledgment.

2. TREASURER REPORT, Audit Chair (Larry Vaters)

- **Review of 3rd Quarter Financials (October 1st, 2022 – December 31st, 2022)** - The CPF 3rd Quarter is in a good financial position noting that:
 - **Early Years Project:** 1/3rd of funding will be spent and deferred to next year.
 - **PCH Audit:** Nicole Thibault and Cathy Stone's meeting with Daniel Martineau went very well. He thanked Cathy Stone for her cohesive, comprehensive financial spreadsheet.

MOTION:

- Larry Vaters moved to accept the approval of the 3rd Quarter financials and seconded by Diane Tijman.

CARRIED

3. AFFILIATION AGREEMENT

- The Board members continued a brief discussion on the second draft of the Affiliation Agreement.
- The lawyer doesn't recommend any more explanations under Compliance / Non-Compliance. Communication is clear that the Branches are a provincial entity of their own and the National office does have some responsibilities and limitations.
- Intellectual Property schedule of the Affiliation Agreement has been given to Diane Tijman and Nancy McKeraghan to review.
- The lawyer set up definitions of the Affiliation Agreement as a schedule that definitions can be added as needed.
- Meeting scheduled with National office and Yves Savoie on March 13, 2023, to review revisions to Affiliation Agreement.
- Next step needed by email is to formalize that the Board of Directors agree to sign off as a conceptual Board that they will respond with approval for the National office to forward the CPF Network Leaders the Communique with the Cover Letter, Affiliation Agreement and Video on March 20, 2023, for feedback by April 20, 2023.
- Important to record and track this motion that all agree to move forward with communication of the Affiliation Agreement to the CPF Network Leaders at the next Board of Director's meeting.

ACTIONS:

- Diane Tijman and Nancy McKeraghan will review the Intellectual Property schedule of the Affiliation Agreement.
- The National office and Yves Savoie will meet on March 13, 2023, to review revisions to Affiliation Agreement.
- The National office will receive an email to formalize that the Board of Directors agree to sign off as a conceptual Board that they will respond with approval for the National office to forward the CPF Network Leaders the Communique with the Cover Letter, Affiliation Agreement and Video on March 20, 2023, for feedback by April 20, 2023.
- The National office will record and track this motion that all agree to move forward with communication of the Affiliation Agreement to the CPF Network Leaders at the next Board of Director’s meeting.

NATIONAL BOARD OF DIRECTORS & NATIONAL OFFICE - APRIL 2023

MOTION:

- Wendy Carr moved to accept in-camera at 11:05am and seconded by Larry Vaters.

ADJOURNMENT – Meeting adjourned at 11:45am.

First Draft – Second Draft – Final Draft

Minutes of National Board of Directors Web Meetings, February 23, March 8, and March 10, 2023.

Derrek Bentley, President
Diane Tijman, Secretary

Date Approved:
Date Approved: