

## Minutes of the Board of Governors Meeting

**December 7, 2015**

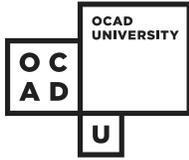
Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & Design University (OCAD U) held in Room 322, 3<sup>rd</sup> Floor Boardroom, 230 Richmond Street West at 4:30 pm on the 7th day of December, 2015.

**Present:** Maggie Broda (Human Resources Committee (HRC) Chair), Nicole Collins, Andre De Freitas, Kiki Delaney (items 1-6 only), Dr. Sara Diamond (President), Bob Finlay (items 1-8 only), Claude Galipeau, Tracy Gordon (items 1-7 only), Roderick Grant, David Holland (Audit, Finance and Risk Committee (AFRC) Chair) (items 1-6 only), Raja Khanna (via teleconference, items 1-3 only), Mariano Martellacci, Idris Mootee, Ryan Murphy, Mark Robert, Emily Rourke, Dr. John Semple (Chair), , and b.h. Yael (Senate Chair).

**In Attendance:** Carole Beaulieu, Associate Vice-President (AVP) University Relations and Board Secretary (AVP UR & Board Secretary), Nicky Davis, Director, Human Resources (HR Director)(items 1-3 only), Valerie De Souza, Manager, University Governance, Deanne Fisher, AVP, Students (AVP Students)(items 5-10 only), Peter Fraser, Director, Finance (Director of Finance)(items 5-6 only), Darin Lee (Director, Enterprise Resource Planning (ERP) Implementation) (items 5-6 only); Tori Maas, Director of Outreach, OCAD Student Union (OCADSU)(items 5-10 only); Kiri Piotrowski, Director of Academic Affairs, OCADSU(items 5-10 only); Dr. Helmut Reichenbacher, AVP, Research and Dean, Graduate Studies (items 5-10 only); Dr. Jill Siddall, Interim VP Academic (Interim VPA) (items 5-10 only), Alan Simms, VP, Finance & Administration (VP F&A) (items 5-10 only) and members of the OCAD U community.

Susan Wright, Wright Management Consulting (items 1-2 only).

**Regrets:** John Albright, Alvaro Araya, Helen Kearns, Sharifa Khan, Paul Rowan, Jaime Watt, and Carol Weinbaum.



## 1. Welcome and Constitution of Meeting

Dr. John Semple, Board Chair, welcomed Board members to the meeting, which was duly constituted with quorum present.

He officially welcomed Jaime Watt, Executive Chairman, Navigator Ltd. as a Board-elected external member; and b.h. Yael in her role as Senate Chair on the Board.

He reported on a good Board Retreat on November 14<sup>th</sup>, 2015, which featured an interactive discussion and workshop facilitated by the consultant, Kinetic Café, to gather inputs in the process to update the University's mission and vision and a roundtable discussion from the President and her Executive Team on each member's roles at the university and their key projects for the year as they related to the institutional scorecard. He encouraged Board members to complete the electronic and confidential board retreat survey to provide feedback for planning future board retreats.

**On motion made by David Holland, seconded by Idris Mootie and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 4:38 pm.**

## 2. Approval of Executive Leadership Role Restructuring

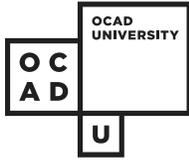
Board members received confidential materials in advance of this meeting.

The President introduced this discussion on the executive leadership role restructuring. Then Susan Wright, Wright Management Consulting gave a confidential presentation to the Board on the process and background to support the recommendations for the Board's consideration. The Board discussed this matter and the President, the HR Director and Susan Wright responded to their questions following which the Board made a decision.

## 3. Approval of HR Policy

Board members received confidential materials in advance of this meeting.

Maggie Broda, HRC Chair, introduced this item and then the HR Director briefly presented the draft Policy on the Appointment & Reappointment of Senior Administrators highlighting the process for development of this policy and the corollary policies for academic administrators which are under development. The Board discussed the policy presented and the HR Director responded to their questions and then the Board made some decisions.



#### 4. Nominating Strategy Update

Board members received confidential materials in advance of this meeting.

The Board Chair noted that since the last Board meeting, the Executive Committee, acting in its nominating role, met to review an additional prospective Board candidate, the Board Committee assignments for 2015/2016, and a proposed external advisor to the Investment Committee. He then asked the President and the AVP UR & Board Secretary to expand on the briefing to the Board, which they did, including providing comments from Helen Kearns, Investment Committee Chair in abstention. The Board discussed this matter and then made some decisions.

A Board member asked that in future Board recruitment consideration be made to seek to add a practising artist to the Board.

**On motion made by Ryan Murphy, seconded by Kiki Delaney and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 5:48 p.m.**

The Board Chair invited everyone to the public portion of the meeting.

#### 5. Consent Agenda

The following consent agenda materials were distributed in advance of the meeting:

##### **Consent Agenda Table of Contents**

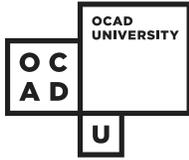
1. Summary of pending action items

##### **Consent agenda decision items:**

2. Approval of minutes of October 5, 2015 Board of Governors meeting
3. Approval of minutes of November 14, 2015 special Board of Governors meeting

##### **Consent agenda information items:**

4. Information report from the President
5. Information report from the Interim Vice-President, Academic
6. Information report from the Chief Campaign Officer and Vice-President, Development
7. Information report from the Vice-President, Finance & Administration
8. Information report from the Associate Vice-President, Research & Dean, Graduate Studies
9. Information report from the Associate Vice-President, University Relations
10. Information report from Senate Chair
11. Information report from the Executive Committee Chair



**On motion made by David Holland, seconded by Bob Finlay and adopted, it was resolved that the Board of Governors approve all the consent agenda decision items, including the minutes of the October 5, 2015 regular meeting and the November 14, 2015 special meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.**

## **6. Audit, Finance and Risk Committee (AFRC) Report**

David Holland, AFRC Chair, gave a brief introduction of the AFRC meeting held on December 3, 2015 where all the matters being presented to the Board were discussed.

The consent agenda information report on (1) the statutory governance remittances was treated as read and received without comment.

Then the following discussion reports were heard with item (4) heard first followed by items (2) and (3).

### **(2) Project Chroma (Enterprise Resource Planning Update and Benefits Report)**

The VP F&A introduced this item. Then the Director, ERP Implementation briefly highlighted the key benefits of Project Chroma, in particular student support/experience and student recruitment, and gave a project status report.

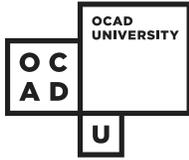
### **(3) Second Quarter Financial Results for 2015/2016 (Including Enrolment Update)**

The VP F&A introduced this item. Then the Director of Finance provided the Board with highlights on the negative budget variance caused by the enrolment shortfall as well as the proposed budget remedial action plan. The AVP Students and the President added some additional explanatory comments on the reasons and planned analysis of the enrolment impact.

### **(4) Approval of Tender Results for Loading Dock Renovation Project**

The AFRC Chair briefly presented this item and then the Board made a decision.

**On motion made by David Holland, seconded by Emily Rourke and adopted, it was resolved that the Board of Governors approve the awarding of the contract for the reconstruction of the 100 McCaul loading dock to Gen-Pro in an amount not to exceed \$303,405 (HST included), as recommended by the Audit, Finance and Risk Committee.**



## **7. President's Report**

As part of the advanced materials for this item, Board members received the President's discussion report with scorecard results for the second quarter of fiscal year 2015/2016.

The President presented the second quarter results in the fiscal year 2015/2016 institutional scorecard reviewing the results of each annual objective for the four strategic priorities and providing further commentary on objectives marked red or yellow on the scorecard.

She also spoke to the steps OCAD University has taken to communicate and support students and faculty in the Florence program and to monitor risks.

Finally, she provided an update on the funding formula review with the Ontario government and its potential effects on OCAD University. The Board asked questions on the President's Report and the President provided some additional commentary to explain some of her remarks in her oral report.

## **8. Conversation with Students**

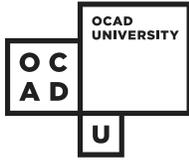
The Board Chair noted that more strategic discussion about the various sectors of the University will be introduced into Board meetings to benefit from the Board's expertise, starting today with the student experience.

### **(1) Student Experience Working Group (SEWG) Report**

Kiri Piotrowski, one of the Co-Chairs of SEWG provided an oral presentation to the Board on background to the development of SEWG, and the progress of this working group. She then presented the OCADSU SEWG small projects report, which was circulated to Board members in advance of the meeting (item 8(1) – Appendix) and discussed suggested small projects to immediately improve the student experience in the areas of resources, community building, policy change and community affiliations. She highlighted the need for centralized material sales with a more efficient payment system among other student priorities.

The Interim VPA indicated that she is reviewing the matter with the Director, Studio Facilities and that the academic planning process is an ideal opportunity to consult with students.

The President noted that student issues and proposals are for management to resolve. She spoke to some of the proposed plans to address access to student spaces and services and agreed to report back to the Board.



## (2) Open Dialogue on the Student Experience at OCAD U

The Board Chair facilitated a panel discussion with student Board members and OCADSU executive representatives namely:

- (1) Tori Maas, Director of Outreach, OCADSU (3<sup>rd</sup> Year, Criticism and Curatorial Practice program)
- (2) Mariano Martellacci, Undergraduate Student Board Member (4<sup>th</sup> Year, Environmental Design program)
- (3) Ryan Murphy, Graduate Student Board Member (1<sup>st</sup> Year Strategic Foresight and Innovation Graduate program)
- (4) Kiri Piotrowski, Director of Academic Affairs, OCADSU (4<sup>th</sup> Year, Environmental Design program)
- (5) Emily Rourke, Undergraduate Student Board Member (4<sup>th</sup> Year, Photography program)

Each student spoke to the following four questions:

1. What attracted you to OCAD U?
2. What challenges have you had during your studies at OCAD U?
3. Describe your field of work.
4. What do you hope to do after graduation from OCAD U?

The students noted that the key attractions for OCAD University are its faculty, programs and cross-disciplinary learning opportunities. They noted that their key challenges are class size; limited access to faculty, studios, centralized material purchases and student services, especially with students varied hours. The Board had a discussion with these students to ask questions and gain better insight into their experiences as students at OCAD U.



## 9. Other Business

Maggie Broda announced that there was a new itinerary for the Art in Florence program, a partnership between the OCAD U Alumni Association and the University to open the Florence Campus in Italy to alumni and friends for May 2016.

The next meeting of the Board is March 7, 2016.

## 10. Termination

**On motion made by Claude Galipeau, seconded by Ryan Murphy and adopted, it was resolved that the Board of Governors terminate the meeting at 7:05 p.m.**

[Original signed]

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Dr. John Semple, Board Chair

[Original signed]

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Carole Beaulieu,  
Associate Vice-President University  
Relations & Board Secretary