



## Minutes of the Board of Governors Meeting

May 4, 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 4:37 p.m. on the 4<sup>th</sup> day of May 2015.

Present: John Albright, Maggie Broda, Alf Chaiton (via teleconference)(joined the meeting during item 3), Scott Clark, Miranda Corcoran, Chancellor Kiki Delaney (joined the meeting at item 4), Dr. Sara Diamond (President), Michel Frappier (Board Chair), Tracy Gordon, David Holland (Audit, Finance and Risk Committee (AFRC) Chair), Helen Kearns (Investment Committee Chair), Sharifa Khan, Raja Khanna, Steve Quinlan, Dr. Carol Roderick, Naseer Roopani, Keith Rushton (Senate Chair), Dr. John Semple (Vice Chair)(via teleconference) (items 1-3 only), Dr. Dot Tuer, Matthew Vincent, and John Vivash.

In Attendance: Matt Apedaile student representative (items 7-14 only); Connie Arezes-Reis, Assistant Director, Human Resources (item 6 only); Carole Beaulieu, Associate Vice-President, University Relations and Board Secretary (AVP, University Relations & Board Secretary); Dr. Christine Bovis-Crossen, Vice-President, Academic (VPA) (items 5-14 only); Deanne Fisher, Associate Vice-President, Students (AVP Students)(items 7-14 only); Peter Fraser (Director of Finance)(items 8-14 only); Jeffrey Litwin, Chief Campaign Officer and Vice-President, Development (VP Development) (items 7-14 only); Dr. Helmut Reichenbacher, Associate Vice-President, Research and Dean, Graduate Studies (items 7-14 only); Emily Rouke, OCAD Student Union (OCADSU) representative (items 7-14 only); Alan Simms, Vice-President, Finance & Administration (VP F&A)(items 7-14 only) and other members of the OCAD U community.

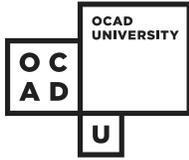
Recording Secretary: Valerie De Souza, Manager, University Relations

Regrets: JJ Davis, Karen Prentice, and Carol Weinbaum

### 1. Welcome and Constitution of Meeting

Michel Frappier, Board Chair, welcomed members to the meeting, which was duly constituted with quorum present. He congratulated President Diamond and her team for a successful 100<sup>th</sup> Graduate Exhibition from April 29-May 3, 2015.

**On motion made by David Holland, seconded by Helen Kearns, and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 4:40 p.m.**



## 2. Chancellor Renewal Process

The Board Chair led the discussion on the process to consider the renewal of Kiki Delaney for a second term as Chancellor of OCAD University by outlining the review process, including timelines, and the three review questions based on the chancellor job description. Then, the President, as Vice-Chancellor, who has worked closely with Chancellor Delaney, provided a summary of her accomplishments during her first term of office noting how she has carried out the specific duties and embodied the key characteristics of a chancellor as set out in the job description and some of her proposed plans for further engagement with students.

## 3. Nominating Strategy Update

The Board Chair introduced this item noting that the Executive Committee met to discuss nomination matters. Then the President provided a brief update highlighting some key points. The Board discussed this matter and made a decision.

## 4. First Review of Board By-Law Changes

As part of the advanced materials for this item, Board members received a briefing note with the draft by-laws and proposed changes for first review.

The Board Chair introduced this item noting that the Executive Committee met to discuss the proposed by-law changes. The AVP, University Relations & Board Secretary then provided the Board with the highlights of the proposed changes for first review noting that a second review and approval will come forward at the June 2015 Board meeting. The Board commented on the proposed changes and made a suggestion.

## 5. Academic Matters from Senate and the President

The VPA joined the meeting for this item.

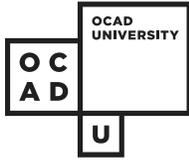
The President provided the Board with an update on various academic matters after which the Board made some decisions.

## 6. Collective Bargaining Matter

The President provided the Board with a brief update on this matter after which the Board made a decision. The Assistant Director, Human Resources joined the meeting for this item to answer the Board's questions.

**On motion made by Helen Kearns, seconded by John Vivash, and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 5:22 p.m.**

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



## 7. 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 March 9, 2015 Board of Governors' meeting
3. Approval of Laptop Program specific fees for 2015/2016
4. Formal acceptance of internal governor election results

### Consent Agenda Information Items

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

**On motion made by Scott Clark, seconded by Miranda Corcoran, and adopted, it was resolved that the Board of Governors approve all the consent agenda decision items, including the minutes of the March 9, 2015 meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.**

As a result, the following consent decisions, in addition to the approval of the minutes, were made by the Board:

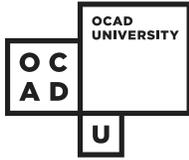
- **approval of the changes to the Laptop Program Fee structure for 2015-16, as presented in Schedules A and B, and as recommended by the Audit, Finance and Risk Committee; and**
- **formal acceptance of the following persons to the Board of Governors for two-year terms commencing July 1, 2015:**
  - **Andre De Freitas as Permanent Manager member; and**
  - **Alvaro Araya as Permanent Staff member.**

## 8. AFRC Report

David Holland, AFRC Chair gave a brief introduction on the AFRC meeting held on April 23, 2015 to discuss all the matters before the Board at this meeting.

The following consent information reports were treated as read:

- (1) Project Chroma Update;
- (2) Statutory Remittance Report.



Then the following discussion reports were heard, although in a different order than presented in the agenda, but the minutes reflect the order of the agenda for ease of reference to the materials:

(3) 2014/2015 Budget Variance Report

The Director of Finance provided the Board with an overview of the 2014/2015 operating budget variance projection to the end of the current fiscal year with a comparison of actual to budget to date noting some highlights.

(4) 2015/2016 Ancillary Fee Approval

The Director of Finance provided the Board with an update on ancillary fees, including the process to review ancillary fees through the Ancillary Fees Committee and then the Board made a decision.

**On motion made by David Holland, seconded by Naseer Roopani, and adopted, it was resolved that the following fees be approved by the Board of Governors as presented and as recommended by the Ancillary Fee Committee: and the Audit, Finance and Risk Committee:**

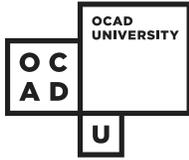
**1. Maintain the Learning Resources Fee increase from \$4.25 per .5 credit course to \$4.75 per .5 credit course effective fall/winter 2015. Of the total fee of \$4.75:**

**(a) \$4.25 per .5 credit course is directed to the Writing & Learning Centre(WLC)**

**(b) \$0.50 per .5 credit course is directed to the Student Gallery for 2015/2016 subject to review by the Ancillary Fee Committee by February 2016.**

**In the event that the Ministry of Training, Colleges and Universities awards OCAD University First Generation funding in the amounts received in 2014/2015 fall/winter year for 2015/2016, the WLC component of this fee will be reduced to \$3.75 per .5 credit to be reconsidered February 2016 if First Generation funding from the Ministry is withheld.**

**2. Increase the Health and Wellness Centre Fee from the current fee of \$10.70 per .5 credit for Fall/Winter and \$9.70 per .5 credit for Summer to \$17.20 per .5 credit for Fall/Winter/Summer effective Fall 2015.**



#### (5) Collection Management Policy Approval

The AVP, University Relations & Board Secretary provided the Board with an overview of this policy, including its purpose, process for development and key highlights. The President added commentary on the key components of the policy, including noting the decommissioning policy. The Board briefly discussed this matter and then made a decision.

**On motion made by David Holland, seconded by John Vivash, and adopted, it was resolved that the Board of Governors approve the Collection Management Policy, as presented and as recommended by the Audit, Finance and Risk Committee.**

#### (6) Gift Acceptance Policy and Naming Policy Approvals

The VP Development provided the Board with an overview of these policies and the President added that these policies are in line with best practice and have been duly developed and reviewed by legal counsel. The Board briefly discussed this matter and then made a decision.

**On motion made by David Holland, seconded by Chancellor Kiki Delaney, and adopted, it was resolved that the Board of Governors approve the Gift Acceptance and Naming Policies, as presented and as recommended by the Audit, Finance and Risk Committee.**

A Board member commented that there should be a process for annual review of Board policies by the relevant Board committees for updates to the policies as required.

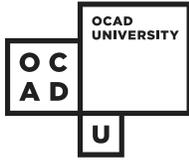
### 9. Investment Committee Report

Helen Kearns, Investment Committee Chair gave a brief report on the Investment Committee, including its meeting on April 16, 2015 and some background on the process to transfer the endowed funds from the OCAD University Foundation to the University at the end of last fiscal year and the establishment of the Investment Committee of the Board this year. She then provided some highlights on the interim Investment Policy and Guidelines before presenting it to the Board for decision.

**On motion made by Helen Kearns, seconded by John Vivash, and adopted, it was resolved that the Board of Governors approve the adoption of the interim OCAD University Investment Policy and Guidelines, as presented, and as recommended by the Investment Committee.**

The Investment Committee Chair then gave a brief report on the background of the Endowment Payout Policy that she noted was carefully considered by the Investment Committee before presenting it to the Board for decision.

**On motion made by Helen Kearns, seconded by Miranda Corcoran, and adopted, it was resolved that the Board of Governors approve a payout policy of a payout range of 3.5%-4% of the fiscal year beginning balance of the endowment fund, an annual recommendation by the Investment Committee, towards funding the endowment**



**commitments per individual gift agreements, and for fiscal year 2014/2015, a payout range of 4% of the fiscal year beginning balance of the endowment fund, as recommended by the Investment Committee.**

## **10. President's Report**

The President presented her oral report to the Board, which included commentary on:

- the success of the 100<sup>th</sup> Graduate Exhibition, which drew an estimated 41,000 visitors, a 64% increase over last year, over the five-day event, making it one of Toronto's largest free art and design exhibitions;
- the presidential task force on her renewal plan to be developed in the Fall 2015, including reviewing the mission and vision of the university and a tie in to capital plans; (She noted that this matter will be discussed further at the Joint Board-Senate Liaison Committee Meeting on May 7, 2015.)
- the Ontario governments' plans for capital project investments in the post-secondary education sector and federal government's capital investment plans;
- an update on the funding formula discussions with the Ontario government; and
- the second legal opinion on jurisdictional review from Cassels Brock, which was received confidentially by the Board. (She noted that this matter will be discussed further at the upcoming Joint Board-Senate Liaison Committee meeting.)

## **11. Academic Plan Update**

The VPA provided the Board with some highlighted on the academic plan process paper with timelines that was distributed in advance of the meeting, noting that these materials have been presented to Senate. She noted that the development of this academic plan will be holistic, organic, with costs and with metrics and will be shaped by the strategic plan, strategic mandate agreement, capital plan, Senate Ad hoc Committee on the Academic Administrative Structure (SAHCAAS) report as well as what other similar universities are doing. The Board discussed the academic plan process and the VPA responded to their questions about steering committee composition, metric development and other clarifying questions about the process.

## **12. Progress Report from Student Experience Working Group (SEWG)**

As part of the advanced materials for this item, Board members received:

- a. An overview agenda for item 12 discussion at the Board;
- b. 115 McCaul survey results; and
- c. SEWG Terms of Reference.

The AVP Students gave a brief overview of the formation of SEWG and noted that they had two good meetings to date. The VP F&A added that SEWG developed terms of reference, which were presented to the Board. Then students, Emily Rourke and Matt Apedaile provided the Board with an overview of the SEWG Terms of Reference, with a PowerPoint presentation, including its mandate, membership and reporting goals to both the Board and Senate. The student presenters took comments on the 115 McCaul survey results



presented as a follow-up to the last Board meeting. They discussed next steps and invited the Board to provide areas for their further research and analysis. The President provided some comments on the helpfulness of this process in the future planning for the revisions to 100 McCaul Street. The VP F&A concluded the presentation noting that the SEWG will provide an opportunity for two-way communication to get student input and feedback into the capital planning process.

### 13. Other Business

No other business discussed,

**Next meeting:**

The next meeting of the Board is to be held on June 15, 2015.

### 14. Termination

**On motion made by Helen Kearns, seconded by David Holland and adopted, it was resolved that the meeting be terminated at 6:31 p.m.**

[Original signed

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Michel Frappier, Board Chair

[Original signed]]

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Carole Beaulieu, Board Secretary