Minutes of the Board of Governors Meeting

December 5, 2016

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art and Design University (OCAD U) held in Room 322, 3rd Floor Boardroom, 230 Richmond Street West at 5:04 pm on the 5th day of December, 2016.

Present: Alvaro Araya, Andre De Freitas, Kiki Delaney (items 1-4 only), Sara Diamond (President), Bob Finlay (via teleconference for items 1-4(1) only), Myrna Francis (via teleconference for items 1-7 only), Claude Galipeau, Eric Hanson, David Holland (Vice Chair and Audit, Finance & Risk Committee Chair) (via teleconference for items 1-4(1) only), Helen Kearns (Investment Committee Chair), Sharifa Khan, Vice Chair (Acting Board Chair), Raja Khanna (via teleconference for items 1-8 only), Ryan Murphy (via teleconference for items 1-8 only), Charles Reeve, Mark Robert (Acting Physical Resources & Capital Assets Committee Chair), Paul Rowan (joined the meeting during item 2), Daniel Sawaya, John Semple (Board Chair)(via teleconference), Virginia Trieloff, Jaime Watt, Carol Weinbaum (Physical Resources & Capital Assets Committee Chair), and b.h. Yael (Senate Chair).

In Attendance: Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&BS); Nicky Davis, Director, Human Resources (HR Director)(items 5-10 only); Valerie De Souza, Manager, University Governance; Deanne Fisher, Vice-Provost, Students & International (Vice-Provost)(items 5-10 only); Peter Fraser (Director of Finance)(items 5-10 only); Richard Hunt (Acting Chair, OCAD U Research Ethics Board) (items 1-2 only); Robert Luke, Vice-President, Research & Innovation (VP R&I); Alan Simms, Vice-President, Finance & Administration (VP F&A), Vladimir Spicanovic, Dean, Faculty of Art (Dean of Faculty of Art) (items 1-2 and 5-10 only), and other members of the OCAD U community.

Regrets: John Albright, Nicole Collins, Tracy Gordon, Lanita Layton and Idris Mootee.
1. Welcome and Constitution of Meeting

Sharifa Khan noted that Dr. John Semple is under the weather and is on the phone, but has asked her to chair the meeting in his place. Sharifa Khan, Acting Board Chair, welcomed members to the meeting, which was duly constituted with quorum present. She thanked the Board for their continued support of Dr. John Semple as Chair, and David Holland and herself as Vice Chairs for another year. She then welcomed Virginia Trieloff, President of the OCAD University Alumni Association to her first meeting of the Board of Governors.

She then made a few opening remarks, commenting on the good strategic discussions and bonding and interactive opportunities at the Board Retreat on November 19th, 2016 and extending congratulations on the $1 million gift from Scotiabank to develop the Scotiabank Design Thinking Research Studio which will create a design thinking educational curriculum model and generate research, workshops, and executive education.

2. Consent Agenda Items

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, 2016 Board of Governors meeting
3. Approval of minutes of November 19, 2016 Board of Governors special meeting

Consent agenda information items:
4. Information report from the President
5. Information report from the Vice-President, Academic & Provost
6. Information report from the Vice-President, Advancement & Board Secretariat
7. Information report from the Vice-President, Finance & Administration
8. Information report from the Vice-President, Research & Innovation
9. Information report from the Senate Chair

On motion made by Kiki Delaney, seconded by Andre De Freitas, and adopted, it was resolved that the Board of Governors approve the consent agenda decision items, including the minutes of the October 5, 2016 regular meeting and the November 19, 2016 special meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.

[Editorial note: Although there was discussion by Board members at the meeting of changing the motion language from “approve” to “accept”, best governance practices]
require minutes to be approved, while information items can be accepted, so the original motion language is recorded in the minutes as the board did not intend to circumvent best governance practices.]

The Board discussed some of the consent agenda items, including asking questions on:
- the Research Ethics Board Annual Report for 2015/2016 and the adequacy of staffing to deal with the increase in activity, which the Acting Chair, OCAD U Research Ethics Board responded affirmatively;
- Project Chroma Phase 2, which the VP F&A responded; and
- noting that the registration and access to program guides needs attention.

On motion made by Sara Diamond, seconded by Jaime watt, and adopted, it was resolved that the Board of Governors take the meeting in camera at 5:14 pm.

The Board met in camera with invited presenters for the next two items.

3. Nominating Strategy Update

The Acting Board Chair noted that since the last Board meeting the Executive Committee, acting in its nominating role, met to review some transitions in external and internal Board members. The VP A&BS provided the Board with a brief update on these transitions and then the Board made a decision.

David Holland abstained from voting on this item due to a conflict of interest.

4. Capital Projects

(1) Approval of Award of Architectural Services for Creative City Campus (CCC)

The Audit, Finance and Risk Committee (AFRC) Chair introduced this item, noting that it was reviewed and discussed by the AFRC on November 24, 2016 along with members of the Physical Resources and Capital Assets Committee (PRCAC).

Then the VP F&A spoke to the process for the selection of the architects for the CCC project noting that contract negotiations are still underway with external legal counsel.

The Board had a comprehensive discussion on this item with the VP F&A responding to their questions about the project and the architects.

After the Board discussion, the Board made a decision.
(2) Approval of Campus for the Connected World (CCW) Acquisition

Mark Robert, who was Acting Chair of PRCAC on November 24, 2016 noted that AFRC and PRCAC reviewed this matter at that meeting.

The VP F&A spoke about the project highlights, legal and financial particulars, and the conditions of the purchase and sale agreement. The VP R&I spoke to the proposed programming for the space.

The Board had a thorough discussion on this item with the VP F&A, VP R&I and President responding to their questions about the capital project.

After the Board discussion, the Board made a decision.

Carol Weinbaum abstained from voting on this item due to previously declared conflict of interest.

On motion made by b.h. Yael, seconded by Helen Kearns, and adopted, it was resolved that the Board of Governors take the meeting out of in camera at 6:15 pm.

The meeting was open to the public and the Acting Board Chair provided some comments about the decisions the Board just made during the in camera sessions on CCC and CCW.

For the CCC project, she noted that this capital project is intended to revitalize and expand the core of the university’s campus along McCaul Street with 150,000 square feet of new construction and renovation combined. She spoke about the project’s main goals and its core values that have underpinned the program development, design process and implementation of all project components. She then described the rigorous request for proposals, evaluation and approval process for the selection of the architects for the design consultancy for this large project. She announced that the Board just approved the appointed architect, whose names are currently under embargo until a formal public announcement and launch of the project is made with members of the whole OCAD U community after the winter break. [Note: CCC architect announcement made January 10, 2017.]

For the CCW project, she noted that this is a two-phase capital project located at Jarvis and Queens Quay in City of the Arts, a multi-use, complex developed by the Daniels Corporation, which will include office, retail, residential, academic and cultural components. She noted that Phase 1 of CCW is a 13,000 square feet of commercial space on the fourth floor of the South Tower of the Daniels Corporation City of the Arts, which will be home to OCAD U’s executive training and accelerator capacity that supports digital commercialization initiatives and brings design skills to emergent companies as well as the Big Data Lab, which will be the preeminent
design focused big data laboratory in Toronto. She announced that the Board just approved the conditional purchase of Phase 1 of CCW which has received some funding from the federal government as well as other funding partnerships under development, but the details of which are still under embargo until public announcements with the other parties can be made in January 2017. [Note: CCW funding announcement made January 24, 2017.]

5. Audit, Finance and Risk Committee (AFRC) Report

Briefing materials were distributed in advanced for all these component reports.

(1) **2016/2017 Updates on (i) Preliminary Enrolment and (ii) Budget**

The VP F&A, with the aid of a PowerPoint presentation, provided the Board with updated undergraduate domestic and international enrolment numbers based on the November 1, 2016 count date data as well as trend analysis over the last five years and an updated projected negative budget variance and revised remedial action plan. He noted that there were some matters that are on watch: enrolment, donations, sundry income and allowance for doubtful student accounts.

(2) **Project Chroma (Enterprise Resource Planning) Update Report**

The VP F&A noted that the overall project is green and on budget, although the schedule is yellow because the expanded scope of Phase 2 of the project will now be completed within a year.

(3) **Capital Projects Report**

The VP F&A made a few comments to explain the status report on capital projects, which was received without comment.

(4) **Statutory Government Remittance Report**

This information report was received without comment.

6. Human Resources Committee (HRC) Report

(1) **Legislative Update on Canada Pension Plan and Executive Compensation**

This information report was received without comment.
(2) **Approval of Policy on Conflict of Interest in Faculty/Instructor-Student Relationships**

The HR Director provided highlights of this policy development process and the review of the draft policy by the Human Resources Committee of the Board and noted that the effective date of policy is January 1, 2017.

The Board discussed the policy, including consistent references to collective agreements, and the need to discuss the matter of favoritism (which is not in the policy) in the communication of the policy.

**On motion made by Andre DeFreitas, seconded by b.h. Yael, and adopted, it was resolved that the Board of Governors approve the Policy on Conflict of Interest in Faculty/Instructor-Student Relationships, as presented, and as recommended by the Human Resources Committee.**

(3) **Approval of Policy on Prevention and Response to Sexual and Gender-Based Violence**

The Vice-Provost spoke about the highlights of this policy required under Bill 132 and the policy development process, which involvement the student union and consultations with students and the OCAD U community. She discussed the challenges in writing the policy, which had to include a delicate balance between confidentiality of survivors and protection of community, incorporate all elements of procedural fairness, and address the legislated requirements by the Ontario government (standalone policy to cover one-stop complaints process for students). She noted that other related current OCAD U policies, which deal with complaints against staff and faculty will need to be updated and aligned in the coming months. She concluded that this policy needs to come into effect on January 1, 2017 and appropriate communication and training for this new policy will be done. The Board discussed this policy and agreed on a minor amendment to a heading in the appendix.

**On motion made by Andre DeFreitas, seconded by Charles Reeve, and adopted, it was resolved that the Board of Governors approve the Policy on Prevention and Response to Sexual and Gender-Based Violence, as presented, and as recommended by the Human Resources Committee.**

7. **President’s Report**

(1) **Review of 2016/2017 2nd Quarter (Q2) Institutional Scorecard Results**

The President then gave her report to the Board.

First, the President provided commentary to the Board on the second quarter institutional scorecard results for fiscal year 2016/2017 discussing items marked red
(objective not met) or yellow (delayed) with reasons for the delays, noting no issues at this time.

Then, with the aid of a PowerPoint presentation, she gave the Board information on the Presidential Task Force on Underrepresentation in Hiring, noting that her Co-Chair, Dr. Camille Isaacs, could not be present for this meeting. Her presentation included discussion on:

- the task force mandate;
- the 2011 relevant data on demographics from the OCAD U survey, employment equity data from 2011 from census data as comparator and the 2016 relevant data on demographics from the OCAD U survey;
- barriers to the recruitment and retention of indigenous and racialized faculty and staff and barriers to leadership opportunities for faculty and staff;
- recommendations for improving faculty representation in terms of short-listing, interviewing and candidate selection; professional growth opportunities; and retention; and improving staff representation in terms of recruitment; and
- potential areas for recommendation.

The President noted that the final report from this task force would be presented at the next Board meeting.

The Board discussed this report and commented on the cautious and careful process with positive scope of progress moving forward; training on unconscious bias for faculty and staff decision makers; and that recommendations include non-unionized staff.

8. Approval of Faculty of Art Administrative Structure

The President introduced this item and noted that there is a requirement for both Senate and Board approval, but this restructuring is cost neutral.

With the aid of a PowerPoint presentation, the Dean of Faculty of Art spoke about the deep consultation process that was conducted to develop the recommended revised program clusters and administrative structure and the comparison of the current structure to the proposed new structure.

The Senate Chair thanked the Dean of Faculty of Art for his deep and consultative work. She noted that the presentation came for discussion at November 14 and 28, Senate meetings.

On motion made by Carol Weinbaum, seconded by Eric Hanson, and adopted, it was resolved that the Board of Governors approve the administrative leadership restructuring of the Faculty of Art, as presented, and as recommended by Senate.
9. Other Business

No other business was discussed.

Being the last meeting of the calendar year, the Acting Board Chair sent best wishes to the Board and all members of the OCAD U community for a good winter break and a good start to the New Year.

Next meeting:
The next meeting of the Board is scheduled to be the Special Board Retreat on Saturday February 4, 2017.

[Note: Following this meeting and in consultation with the President and Board Chair, due to the delay in approval of some other strategic university documents which will feed into the strategic planning process, this Special Board Retreat on strategic planning is being delayed to April 2017 with the next scheduled meeting of the Board being on March 6, 2017.]

10. Termination

On motion made by Helen Kearns, seconded by Mark Robert and adopted, it was resolved that the meeting be terminated at 7:26 p.m.

[Original signed]                                           [Original signed]

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Dr. John Semple, Board Chair   Carole Beaulieu,
Vice-President, Advancement & Board Secretariat and Board Secretary