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 4:35pm on the 4th day of December, 2017.

Present: Alvaro Araya, Bonnie Devine, Sara Diamond (President), Bob Finlay (joined the meeting by phone for items 1-4 only), Myrna Francis, David Holland (Audit, Finance & Risk Committee (AFRC) Chair), Raja Khanna, Charles Reeve, Mark Robert, Paul Rowan, John Semple, Virginia Trieloff, Jaime Watt (Board Chair), and b.h. Yael.

In Attendance: Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&B); Deanne Fisher, Vice-Provost, Students & International (Vice-Provost); Peter Fraser (Director of Finance); Gillian (Jill) Siddall, VP, Academic & Provost (VP A&P); Alan Simms, Vice-President, Finance & Administration (VP F&A); Laura Wood (Manager; Institutional Analysis), and other members of the OCAD U community.

Regrets: John Albright, Salah Bachir, Andre DeFreitas, Claude Galipeau, Helen Kearns, Sharifa Khan, Lanita Layton, Idris Mootee, Daniel Sawaya, and Carol Weinbaum.

1. Welcome, Constitution of Meeting, and Opening Remarks

Jaime Watt welcomed members to his first meeting as Board Chair and the last Board of Governors meeting for the year 2017, which was duly constituted with quorum present.

He acknowledged the ancestral and traditional territories of the Mississaugas of the New Credit, the Haudenosaunee, the Anishnabe and the Huron-Wendat, who are the original owners and custodians of the land on which OCAD U stands.

Special welcome was extended to Bonnie Devine, Associate Professor, Faculties of Art, Liberal Arts and Sciences, School of Interdisciplinary Studies and Indigenous Visual Culture Program, who has been elected as a faculty representative from the Senate to the Board.
2. Approval of Consent Agenda Decision Items (Including Minutes) and Acceptance of Consent Agenda Information Items

On motion made by Myrna Francis, seconded by John Semple, and adopted, it was resolved that the Board of Governors approve the consent agenda decision items, including the minutes of the October 2, 2017 regular meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.

To begin the meeting, the Board Chair acknowledged and thanked the great team of John Semple, Sharifa Khan and David Holland, who have worked together as Chair and Vice Chairs. He then invited John Semple, past Board Chair, to provide a brief update on the Executive Compensation Framework that he has led with the past Vice Chairs.

3. Strategic Directions 2017-2022

The President presented the Strategic Directions 2017-2022, which she noted was being guided by the four strategic directions of the university’s new vision and mission in support of student, alumni and faculty success:

- Direction #1: Build aware, generous and joyful communities
- Direction #2: Nurture diversity and equity
- Direction #3: Seek and respond to the questions of our time
- Direction #4: Engage in the powerful interplay of art, design, social sciences, humanities and the sciences

The above she advised will promote a dynamic culture that draws on the institution’s years of studio-based learning and research as well as advancing decolonization and support to indigenous knowledge and culture. She noted that important components of the strategy include building STEAM+D, expanding research and partnerships, completing the campus development projects, and generating revenue from business development and the Ignite Imagination Campaign.

On motion made by Myrna Francis, seconded by Raja Khanna, and adopted, it was resolved that the Board of Governors approve the Strategic Directions 2017-2022, as presented.

4. President’s Report

The President review the second quarter results of the 2017/2018 institutional scorecard with the Board providing comments on the items of the institutional scorecard that were marked green and yellow with additional explanatory comments from her Executive Team members as appropriate.
5. Audit, Finance and Risk Committee (AFRC) Report

The AFRC Chair introduced this item with mention made that the Committee met on September 11, 2017 and that materials were distributed in advance for discussion as noted on the agenda.

2017/2018 Enrolment and Remedial Action Plan (RAP) and Budget Updates

For information purposes, the VP F&A provided a few opening comments on the 2017/2018 enrolment variance report (actual summer vs. project fall/winter for undergraduate and graduates students and domestic and international students in each category). He also spoke to the current status of the 2017/18 fiscal year RAP target shortfall, its impact, and the proposed process for addressing the shortfall and upcoming RAPs.

205 Richmond Street - Financing Proposed Capital Upgrades

For approval, the VP F&A provided the Board with an overview of the financing strategy between OCAD U and Hullmark to seek funding from TD Bank as the lender to fund required capital improvements to 205 Richmond Street.

On motion made by David Holland, seconded by Mark Robert, and adopted, it was resolved that the Board of Governors approve first mortgage financing of 205 Richmond Street through the 205 Joint Venture in the amount of $14.5M with TD Bank, as recommended by the Audit, Finance and Risk Committee.

205 Richmond Street - Joint Venture Bank Account Signing Authority

On motion made by David Holland, seconded by John Semple, and adopted, it was resolved that the Board of Governors approve as authorized signers on the Joint Venture bank account “Hullmark 205 Richmond LP and OCAD University” the following list of authorized signers:

- Vice President, Finance & Administration: Alan Simms
- Director, Finance: Peter Fraser

The Board Chair thanked the AFRC team for their report. This was followed by a request for non-Board members and guests to exit the meeting before a motion to take the meeting in camera was made.

On motion made by Charles Reeve, and seconded by Myrna Francis, for the Board of Governors to take the meeting in camera at 6:00pm.

The VP F&A provided the Board with an update on the Creative City Campus project, noting three options, which included construction costs, and advantages and disadvantages, for consideration. He also mentioned the university’s continued engagements with key community stakeholders namely the AGO, Joe Cressy’s office and the City Planning staff.

7. Other Business

The following other business matters were discussed:

- The Board Chair informed the Board of Daniel Sawaya’s resignation effective December 4, 2017 and thanked him for his service on the Board in absentia.
- Board members made suggestions to separate the approval of the Board meeting minutes from the other consent agenda items and to consider lengthening Board meetings were needed for more strategic topic discussions.

8. Termination

On motion made by John Semple, seconded by Myrna Francis and adopted, it was resolved that the meeting be taken out of in camera and terminated at 6:35 pm.

[Original Signed]

Jaime Watt, Board Chair

Carole Beaulieu,
Vice-President, Advancement & Board Secretariat (and Board Secretary)