

Minutes of the Board of Governors Meeting March 5, 2018

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 4:32 p.m. on the 5th day of March, 2018.

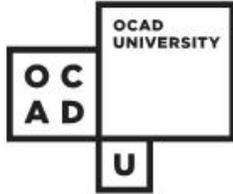
Present: Alvaro Araya, Bonnie Devine (joined the meeting during item 2), Andre De Freitas, Sara Diamond (President), Bob Finlay (via teleconference, joined the meeting during item 3), Matthew Grimm, Eric Hanson, David Holland (AFRC Chair), Raja Khanna (via teleconference)¹; Idris Mootee (via teleconference), Charles Reeve, Mark Robert, Paul Rowan, John Semple, Virginia Trieloff, Jaime Watt (Board Chair), Carol Weinbaum, and b.h. Yael.

In Attendance: Connie Arezes-Reis, Assistant Director, Human Resources (Assistant HR Director); Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&BS); Valerie De Souza, Manager, University Governance; Deanne Fisher, Vice-Provost, Students & International (Vice-Provost); Nicky Davis, Director, Human Resources (HR Director); Peter Fraser (Director of Finance), Robert Luke, Vice-President, Research & Innovation (joined the meeting during item 2)(VP R&I), Gillian Siddall, Vice-President, Academic & Provost (VP A&P); Alan Simms, Vice-President, Finance & Administration (VP F&A) and other members of the OCAD U community.

Nick Pasquino, Partner, Border Ladner Gervais (BLG) (via teleconference)(item 4 only), Barry Travers, Partner, National Tax Leader – Public Sector Tax, KPMG LLP (items 1-4 only) and Bobbi-Jean White, Partner, KPMG (items 1-4 only).

Regrets: John Albright, Salah Bachir, Myrna Francis, Claude Galipeau, Helen Kearns, Sharifa Khan, and Lanita Layton.

¹ He joined the meeting during item 3, but had to leave during item 4 to deal with a family emergency and gave his proxy for voting to the Board Chair.



1. Welcome, Constitution of Meeting, and Opening Remarks

Jaime Watt, Board Chair, welcomed members to the meeting, which was duly constituted with quorum present.

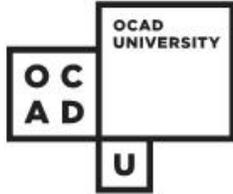
He extended a special welcome to the newest student Board member, Matthew Grimm, a fourth year student in the Fine Arts, Criticism and Curatorial Practice at OCAD University. He noted that Matthew was acclaimed into one of the undergraduate student positions on the Board following the by-elections held in January/February 2018.

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

The Board Chair made some announcements about upcoming OCAD University events, including the March 10, 2018 first annual Gallery Crawl featuring a guided tour and special programming at OCAD U's nine galleries, and the March 28, 2018 Project 31 annual fundraising event.

He noted that as Sharifa Khan was out of the country that her update from the Ad Hoc Special Committee on Brand and Business Development (item 8) would be deferred to a future Board meeting.

He then welcomed members of OPSEU Local 576 Unit 1, who had joined this Board meeting, and provided an update on the collective bargaining matter with that union group. He noted that as OPSEU Local 576 Unit 1 did not ratify the proposed settlement agreement reached at the bargaining table on March 2, 2018 the settlement is not being put forward for Board ratification at this meeting and this matter will no longer be an agenda item in the *in camera session* at this meeting. He added that the matter would be referred back to management to address next steps in the collective bargaining process.



2. Consent Agenda

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

Consent Agenda Table of Contents

1. Approval of minutes of December 4, 2017 Board of Governors

Consent agenda decision items:

2. Approval of Project Chroma extension
3. Approval of Payout Policy

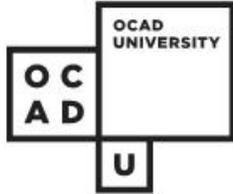
Consent agenda information items:

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
10. Information report from Executive Committee Chair
11. AFRC information reports
 - i. Project Chroma (enterprise resource planning) status update report
 - ii. Capital projects status report
 - iii. Government remittances report
12. Annual report on the Policy on Prevention and Response to Sexual and Gender-Based Violence

On motion made by Charles Reeve, seconded by John Semple and adopted, it was resolved that the Board of Governors approve the minutes of the December 4, 2017 regular meeting, as presented.

The Board Chair noted that the annual compliance report for consent agenda item #12 is a legislated requirement under Bill 132, the *Sexual Violence and Harassment Action Plan Act (2016)*, which required colleges and universities to implement a student-focused prevention of sexual violence of sexual violence policy, which the Board approved in December 2016, and annual reporting to the board on supports, services, accommodations, incidents and complaints under the policy and initiative and programs established by the college or university to promote awareness of the supports and services available to students. The Vice-Provost was present to respond to questions on the report.

Board members discussed some of the consent decision and information items. In particular, they discussed the approval of the Payout Policy, the President's Report, the VP A&BS Report, and the VP R&I Report mostly asking for additional explanatory information which the respective report authors provided. The VP A&BS also noted that



the approval of the Payout Policy was placed in the consent agenda as the Investment Committee Chair was travelling and could not attend the meeting, but that she would provide a briefing to the Board on the endowment fund and work of the Investment Committee at a future Board meeting.

On motion made by b.h. Yael, seconded by Sara Diamond and adopted, it was resolved that the Board of Governors approve the consent agenda decision items and to accept the consent agenda information reports, as presented. In particular, the Board approved:

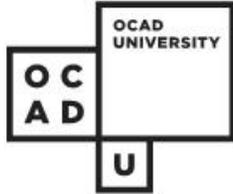
- **a further extension of the completion of Phase Two of Project Chroma to May 31, 2019 within the originally allocated project budget, as recommended by the Audit, Finance and Risk Committee; and**
- **an annual payout of 4.0% based on the fiscal year beginning balance of the endowment fund for fiscal year 2017/2018 towards funding the endowment commitments per individual gift agreements, as recommended by the Investment Committee.**

3. Academic Plan 2017-2022 Implementation Update

The VP A&P provided an update on the Academic Plan 2017-2022 implementation with the aid of a PowerPoint presentation, which addressed:

- access to Academic Plan on website;
- Academic Plan – priorities, goals and strategies;
- unit plan details with Gantt charts of progress towards goals;
- examples of strategies for some goals for different priorities;
- explanation of priority #1: Indigenous Learning including four priorities of Provost's Task Force on Indigenous Learning and cluster hires for Indigenous faculty;
- explanation of priority #5: disciplinary porosity and cross-fertilization progress (proposed new programs in interdisciplinarity);
- explanation of priority #8: language, digital and business skills; and
- explanation of priority #12: experiential learning.

The VP A&P then spoke about the long-term hiring strategy for tenured and tenure-track faculty, especially in the Faculty of Design. She also spoke about the Indigenous faculty cluster hires that aligns with the Academic Plan and the encouragement to do so by Universities Canada as part of the decolonization process as a way to alleviate the burden of the small current Indigenous teaching faculty. Board members discussed her presentation and she responded to their questions on these latter points.



4. Executive Education Programming Update & Structure Options

As part of the advanced materials for this meeting, Board members received a briefing note with attached schedules. The VP F&A introduced this item and reviewed the frequently asked questions. He also noted the following key points:

- no borrowing required to fund the purchase of the property at the Waterfront;
- Business Innovation Studio name may change;
- financial assumptions have conservative estimates for net revenue; and
- a business trust is a tried and true method for rolling out such initiatives at other universities.

The VP R&I provided a few comments about the executive education programming and introduced Kevin Morris, Managing Director, Business Innovation Studio, who is an OCAD U graduate of the Strategic Foresight & Innovation program.

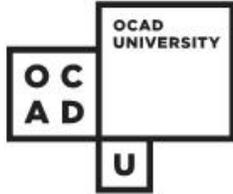
Nick Pasquino of BLG then gave his PowerPoint presentation to the Board, which discussed the key structuring options considered, including issues and benefits of each against the key structuring considerations and the recommended option of operating the executive education programming through a business trust. The Board then discussed this matter, asking questions about the tax benefits, curriculum development, reporting structure and university control, employment relationships and service agreements, and business venture funding and controls and the VP F&A, VP R&I and KPMG responded to their questions.

On motion made by David Holland, seconded by Andre DeFreitas and adopted, it was resolved that the Board of Governors authorize management to take steps necessary to give effect to creation of a Business Trust, as presented, and as recommended by the Audit, Finance & Risk Committee.

BLG and KPMG left the meeting after this item.

5. President's Report

The President gave her report to the Board, which included a review of the third quarter results for the 2017/2018 institutional scorecard. She spoke to the third quarter results and provided comments on the matters marked red and yellow. The Board discussed the institutional scorecard report asking for more details on quarterly financial reporting going forward and to discuss the next phase of the *Ignite Imagination Campaign* and fundraising at a future Board meeting.



6. Institutional Quality Assurance Process (IQAP) Cyclical Program Reviews

As part of the advanced materials for this meeting, Board members received a briefing note with appendices of IQAP final assessment reports and implementation plans for four program, namely:

- BDes Environmental Design
- MFA Criticism and Curatorial Practice
- MDes Strategic Foresight and Innovation
- BFA Criticism and Curatorial Practice

The VP A&P spoke to the IQAP cyclical program reviews, process and purpose. She then provided some highlights on the four programs under current review. The Board discussed this matter and she responded to their questions on costing of recommendations and how to respond in financially challenging times as well as the process to respond to and track progress on these recommendations.

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

The AFRC Chair provided some introductory comments on the last meeting of the AFRC which occurred on February 22, 2018.

Discussion Reports:

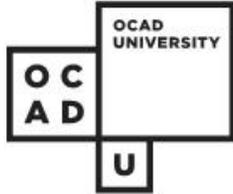
(1) 2018/19 to 2022/23 Forecast

The VP F&A provided the Board with information on the multi-year forecast with the aid of a PowerPoint presentation that highlighted some of the graphs in the briefing note circulated in advance and spoke to the key summary observations of the multi-year forecast as well as the two scenarios. He noted that the multi-year forecast is a planning tool and is not the budget, but will be used to create the operating budget for the upcoming year.

The Board discussed this report and the VP F&A responded to their questions on the risks of declining enrolment targets, how projected enrolment growth will be accommodated on the campus in terms of space, and how the forecast assumptions will be translated into the budget for next fiscal year.

(2) Approval of Tuition and Miscellaneous Fees

The VP F&A presented the briefing notes on the laptop fees, undergraduate international tuition fees and graduate tuition fees noting that 1% of the international tuition fees collected is set aside for scholarships and bursaries for international



students. The Board discussed these tuition and miscellaneous fees and then made some decisions.

On motion made by David Holland, seconded by b.h. Yael and adopted, it was resolved that the Board of Governors approve the revised Laptop Program Fees for 2018/19, as presented, and as recommended by the Audit, Finance and Risk Committee.

On motion made by David Holland, seconded by Andre De Freitas and adopted, it was resolved that the Board of Governors approve that undergraduate ineligible (international) student fees increase by 5% for 2018/19 and 6% for 2019/20, as recommended by the Audit, Finance and Risk Committee.

On motion made by David Holland, seconded by John Semple and adopted, it was resolved that the Board of Governors approve that graduate ineligible (international) student fees increase as follows:

- **by 5% for 2018/19 and 6% for 2019/20 for the CCP, CADN, IAMD, SFI and Design for Health programs; and**
- **by 5% for 2018/19 and 8% for 2019/20 for the Digital Futures and Inclusive Design programs;**

as recommended by the Audit, Finance and Risk Committee.

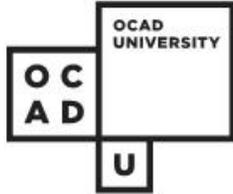
8. Ad Hoc Special Committee on Brand and Business Development (AHSCB&BD)

As noted by the Board Chair at this start of the meeting, the report from the AHSCB&BD Chair was deferred to a future Board meeting and the process timelines update was received for information.

9. Other Business

As part of other business, the Board Chair and the President thanked Dr. John Semple for his valuable commitment, support and contributions to the university throughout his six-year tenure on the Board of Governors and presented him with a token of appreciation from the university.

On motion made by Sara Diamond, seconded by Andre De Freitas and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:48p.m.



10. Approval of Compensation and Collective Bargaining Matters

As part of the advanced materials for this meeting, Committee members received confidential materials for this matter. The President introduced this item and the VP F&A provided some brief comments on this matter, which were supported by the AFRC Chair. The Board discussed this matter and then made a decision.

The HR Director noted that collective bargaining matter will be brought forward to future Board meeting once management has had a chance to return to the bargaining table.

11. Termination

On motion made by Sara Diamond, seconded by Charles Reeve and adopted, it was resolved that the Board of Governors take the meeting out of in camera and terminate the meeting at 7:07pm.

Next meeting: The next meeting of the Board is to be held on May 7, 2018

[Original signed]

Jaime Watt, Board Chair

[Original signed]

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