

Minutes of the Board of Governors Meeting May 7, 2018

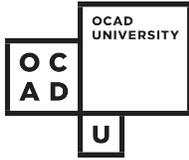
Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art and Design University (OCAD U) held in Room 322 (3rd Floor Boardroom), 230 Richmond Street West at 5:05 p.m. on the 7th day of May, 2018.

Present: Alvaro Araya, Andre De Freitas, Bonnie Devine, Sara Diamond (President) (joined the meeting during item 3), Bob Finlay, Myrna Francis (left the meeting during item 11), Claude Galipeau, Matthew Grimm, Eric Hanson, David Holland (AFRC Chair), Helen Kearns (via teleconference), Sharifa Khan, Charles Reeve (joined the meeting during item 2), Mark Robert, Paul Rowan, Virginia Trieloff, Jaime Watt (Board Chair), Carol Weinbaum (via teleconference), and b.h. Yael (Senate Chair).

In Attendance: Connie Arezes-Reis, Assistant Director of Human Resources (Assistant HR Director)(items 1-2 only); Carole Beaulieu, Vice-President (VP), Advancement & Board Secretary (VP A&BS)(all items except items 1-2), Valerie De Souza, Manager, University Governance (all items except item 2), Deanne Fisher, Vice-Provost, Students & International (items 7-12 only), Nicky Davis, Director, Human Resources (HR Director) (items 1-4 only), Peter Fraser (Director of Finance) (items 7-12 only), Robert Luke, VP, Research & Innovation (items 7-12 only), Gillian Siddall, Vice-President, Academic & Provost (items 7-12 only), Alan Simms, Vice-President, Finance & Administration (VP F&A) (items 7-12 only), Laura Wood, Manager, Institutional Analysis (items 7-12 only) and other members of the OCAD U community.

Robert Levasseur, Managing Director, Gallagher McDowall Associates (items 1-2 only) (via teleconference) and Nicole Watson, Senior Consultant, Gallagher McDowall Associates (items 1-2 only) (via teleconference) (Gallagher McDowell).

Regrets: John Albright, Salah Bachir, Raja Khanna, Lanita Layton, Idris Mootee and Virginia Trieloff.



1. Welcome, Constitution of Meeting, and Opening Remarks

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

On motion made by Myrna Francis, seconded by Sharifa Khan and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 5:06pm.

2. Executive Compensation Plan

As part of the advanced materials for this meeting, Board members received strictly confidential materials for this item.

The Board met with Gallagher McDowall, the HR Director and the Assistant HR Director and without the President and Board Secretariat for this item.

The HR Director spoke to the Board about the executive compensation plan and process with the aid of a PowerPoint presentation. The Board discussed this matter and the HR Director, Assistant HR Director and Gallagher McDowall responded to their questions before the Board made a decision.

3. Presidential Search Process Update

As part of the advanced materials for this meeting, Board members received confidential materials for this item.

The Board met with the HR Director, the Assistant HR Director and Board Secretariat and without the President for this item.

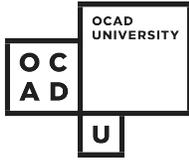
The HR Director provided to Board with information on the presidential search process and timeline for the development of the presidential appointment and reappointment policy. The Board discussed this matter and the HR Director responded to their questions.

4. Compensation for Managers

As part of the advanced materials for this meeting, Board members received confidential materials for this item.

The President joined the meeting for this item.

The President introduced this item and the HR Director spoke to the process and reasoning for this recommendation. The Board discussed this matter then made a decision.



5. Nominating Strategy Update

As part of the advanced materials for this meeting, Board members received confidential materials for this item.

The President spoke to the Board about the new board skills matrix, proposed external Board member candidates, and the alumni-at-large and student position elections. The Board discussed this matter.

6. Academic Administrative Matters

As part of the advanced materials for this meeting, Board members received confidential materials for this item.

The Senate Chair and the President spoke to the process and the candidates that have been approved by Senate for the 2018 honorary doctoral recipients. Then the President spoke about the academic administration appointment candidates, which the Board discussed, and then made a decision.

On motion made by Matthew Grimm, seconded by Andre DeFreitas and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 6:05 p.m.

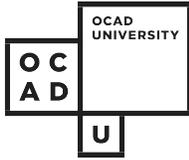
7. Chair Remarks for Public Portion of Meeting

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

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 to congratulate staff, faculty and students on a successful GradEx 103, to congratulate Sara Diamond on being selected as one of the 50 inspiring women in the Canadian technology and innovation sector as part of *Inspiring Fifty Canada 2018*, and the street gallery featuring works by OCAD U students and alumni on the future site of FORM condominium at McCaul Street (between Stephanie Street and Grange Street).

The Board Chair then read his message to the OCAD U community about the consultation process on the draft executive compensation program as required by the Ontario



government. He noted that, in the *in camera* session at today's meeting, the Board approved the draft executive compensation program for public posting and he encouraged the OCAD U community to review the program and submit comments to the HR Director via email to executivecompensation@ocadu.ca by June 7, 2018. He noted that the draft executive compensation program, along with his message, will be posted on the Board of Governors' webpage with a headline and communication through the portal to the OCAD U community about the consultation process. He noted that a copy of the final program, approved by the Ontario government, would be published on the OCAD University website on the Board of Governors' webpage.

8. Consent Agenda

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

Consent Agenda Table of Contents

1. Approval of minutes of March 5, 2018 Board of Governors meeting

Consent agenda decision items:

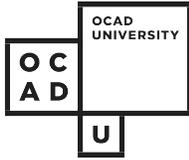
2. Approval of bank signing authority

Consent agenda information items:

3. Information report from the President
4. Information report from the Vice-President, Academic & Provost
5. Information report from the Vice-President, Advancement & Board Secretariat
6. Information report from the Vice-President, Finance & Administration
7. Information report from the Vice-President, Research & Innovation
8. Information report from the Senate Chair
9. AFRC information reports
 - a. Project Chroma (enterprise resource planning) status update report
 - b. Government remittances report

On motion made by Myrna Francis, seconded by Sara Diamond and adopted, it was resolved that the Board of Governors approve the minutes of the March 5, 2017 regular meeting, as presented.

On motion made by Paul Rowan, seconded by Andre DeFreitas 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 that the authorized signers on the OCAD University bank accounts be amended as presented, and as recommended by the Audit, Risk and Finance Committee.



The Board discussed some of the information reports, in particular, the VP A&BS report, to seek clarification on the attainment of the revenue goals for the operating budget and gift pledges for this fiscal year.

ACTION ITEM: The Board asked for management to provide a breakdown of the details of the progress to date on the revenue targets related to the operating budget, gift pledges and public funds raised to date.

9. Indigenous Culture and History Project between OCAD University and the Royal Ontario Museum (ROM): “Uncover Recover”

Bonnie Devine, Associate Professor and the Founding Chair of Indigenous Visual Culture Program (INVC), gave an oral presentation with the aid of a slideshow of images of the students working on this project, “Uncover Recover”, which she spoke about to the Board. She noted that the Ministry of Indigenous Relations and Reconciliation funded this joint project between OCAD U and the ROM. In particular, she described:

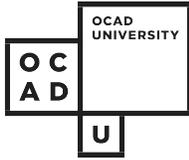
- the project and its process,
- the learnings for the students, including collaborations between INVC and Digital Futures students to produce an online website to document their findings and engagement with these historical indigenous artifacts and objects in a different way and explained through an Indigenous voice,
- the project is being finalized to upload to the ROM website with a project launch at the ROM at the end of June 2018

The Board had an engaged discussion on her presentation and she responded to their questions on the project.

10. President’s Report

The President gave her report to the Board, which included a welcome to Emanuel Da Silva from Université de l’Ontario français as an observer at the Board meeting, an update on the provincial government strategy with all three political parties up to and following the June 2018 elections, and an update on further work opportunities with the ROM.

With the aid of a PowerPoint presentation, the President presented to the Board the development of the visualization of the *Strategic Directions 2017-2022* document with meaningful colours and patterns in a simple format that is aligned with the OCAD U brand. She then reviewed with the Board the metrics and baselines being developed for each of the four strategic directions and their underlying goals as well as for each of the five drivers. She thanked Valerie De Souza and Laura Wood and their teams for co-leading the *Strategic*



Directions 2017-2022 process. She noted that the draft metrics will form the basis of the institutional scorecard going forward and that the 2018/2019 institutional scorecard will be presented to the Board at its next meeting.

The Board discussed the President's Report and she responded to their questions, including further information on the Strategic Mandate Agreement metrics (some externally-imposed by provincial government for all universities and others added by OCAD U); and the healthy six-month graduate employment rate for OCAD U compared to other arts and design institutions.

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

The AFRC Chair introduced this item. He noted that at the AFRC meeting on April 26, 2018 the Committee had a good discussion on vendor controls, which is a risk area for other institutions, and the mitigating controls and procedures OCAD U management has put in place to address these risks.

Discussion Reports:

(1) 2018/19 to 2022/23 Multi-Year Forecast

The VP F&A spoke to the Board about the briefing note on the multi-year forecast, including the strategy and four key investments for the refined alternative scenario. The Board discussed the multi-year forecast.

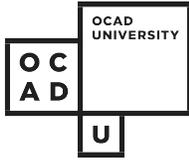
(2) Vendor Listing Internal Controls

The Director of Finance spoke about the briefing note on the proposed vendor controls that were developed based on research and consultation with KPMG, including controls on vendor setup, vendor list maintenance, requests for change of vendor information, and training provided to staff and management.

(3) Capital Projects Update

With the aid of a PowerPoint presentation, the VP F&A gave a capital projects update to the Board, which included:

- updates on Creative City Campus with George Reid House renovations completed in Spring 2018 and the Rosalie Sharp Pavilion renovations to be completed in Fall 2018;
- update on the Campus for the Connected World (Waterfront) project with Fall 2018 completion;
- renovation of Fabrication Studios at 100 McCaul Street to start construction in Summer 2019; and



- collaboration project with the Art Gallery of Ontario.

12. Other Business

As part of other business, the Board Chair and the President thanked departing Board members, Bob Finlay and Raja Khanna, for their contributions to the university through their service on the Board of Governors and presented them with a token of appreciation from the university.

13. Termination

On motion made by Sharifa Khan, seconded by Eric Hanson and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* and terminate the meeting at 7:35 p.m..

Next meeting: The next meeting of the Board is to be held on June 18, 2018

[Original signed]

Jaime Watt, Board Chair

[Original signed]

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