Minutes of the Board of Governors Meeting
May 1, 2017

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 4:35 pm on the 1st day of May, 2017.

Present: Alvaro Araya, Andre De Freitas, Kiki Delaney, Sara Diamond (President), Bob Finlay (via teleconference)(item 1-5 only), Myrna Francis, Claude Galipeau (via teleconference), Eric Hanson, David Holland (Vice Chair and Audit, Finance & Risk Committee (AFRC) Chair), Helen Kearns (joined the meeting during item 3), Raja Khanna (items 1-9 only), Lanita Layton (via teleconference)(items 1-8 only), Idris Mootee (joined the meeting during item 3), Ryan Murphy (via teleconference), Charles Reeve, Mark Robert, Paul Rowan, John Semple (Board Chair), Virginia Trieloff, Carol Weinbaum, and Sylvia Whitton.

In Attendance: Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&BS), Valerie De Souza, Manager, University Governance, Deanne Fisher, Vice-Provost, Students & International (Vice-Provost), Peter Fraser (Director of Finance)(items 1-6 only), Robert Luke, Vice-President, Research & Innovation (VP R&I), Gillian (Jill) Siddall, VP, Academic & Provost (VP A&P) (items 1-5 only), Alan Simms, Vice-President, Finance & Administration (VP F&A), and other members of the OCAD U community (including Florence program student and alumni representatives).

Regrets: John Albright, Tracy Gordon, Sharifa Khan, Daniel Sawaya, and Jaime Watt.

1. Welcome and Constitution of Meeting

Dr. John Semple, Board Chair, welcomed members to the meeting, 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.

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 March 6, 2017 Board of Governors meeting
3. Approval of 115 McCaul Phase 2 tender award

**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 Senate Chair

**On motion made by Myrna Francis, seconded by Carol Weinbaum, and adopted, it was resolved that the Board of Governors approve the consent agenda decision items, including the minutes of the March 6, 2017 regular meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.**

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

- approval of the awarding of the contract for the renovation of 115 McCaul (Phase 2) to the prequalified vendor of $5.5M (HST exclusive), as recommended by the Audit, Finance and Risk Committee.
3. Board Positions Nominations

The Board Chair noted that, in accordance with OCAD U’s General By-Law, the call for nominations for the internal Board member positions of Permanent Manager and Permanent Staff was now open, as the incumbents in these positions will end their first term at the end of June 2017. He noted that the incumbents are eligible to seek re-election for another two-year term and welcomed all eligible staff to consider being nominated for these important positions. He remarked that more information on this nomination process could be found on the Board Elections webpage, including the deadline for nominations and the electronic elections period both occurring this month.

4. President’s Report

The President then gave her report to the Board.

First, the President provided commentary to the Board on the third 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 item. The Board discussed her report and asked questions on enrolment applications for next year and alternate means of conducting portfolio assessments.

Then, the President provided an update on the Florence Off-Campus Studies Program noting that following management’s decision announced in mid-April 2017 to suspend the program for one year while it underwent a program review, and concerns raised by affected students and their parents, the President and her Executive Team met with those affected students and their parents on April 27 2017 to discuss their concerns and a proposed plan of action. She noted that, as reported at that meeting and communicated to the affected students, management had made a decision to reinstate the Florence Off-Campus Studies Program for the 2017/2018 academic year and that a parents group is working on a fundraising campaign to raise funds to supplement the funding for this program whose efforts will be supported by the Development Office. She added that the program will be suspended for the 2018/2019 academic year to conduct a thorough program review.

Emily Greer, a student in the Florence Off-Campus Program, addressed the Board regarding the program expressing understanding for the financial challenges of the university and the program as well as the difficult management decision to reinstate
the program. She also expressed thanks for the fundraising efforts to help keep the program going for the 2017/2018 academic year. She asked whether students would receive an email confirmation that the program will continue for the next academic year to which the VPA & Provost noted that all affected students should have received an email on April 28, 2017 that the program was proceeding. She also asked that there be transparency in the donors for this program to which the VP A&BS responded that unless donors request to be anonymous, then donors will be noted.

The Board, as well as Lisa Frost, alumna of the Florence Off-Campus Program asked about the timing of the program review and the need to suspend the program next year. The Vice-Provost noted that the program review will commence soon. The President added that a deep program review and revision of program delivery is required which will take some time. She commented that a one-year program suspension will not negatively affect the legacy of the program.

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

Discussion Reports:
1. Approval of 2017/18 Operating Budget

The AFRC Chair introduced this item noting that AFRC met on April 20, 2017 to review all these matters and that briefing materials were distributed in advance for all these component reports.

With the aid of a PowerPoint presentation, the VP F&A presented the 2017/18 operating budget, discussing:

- current revenue categories, past enrolment trends, projected enrolment growth and reasons for projected enrolment growth;
- multi-year forecast of revenues and expenditures for next five years;
- 2017/18 operating budget with changes from 2016/2017 budget and estimated actual figures;
- current expenditure categories with expenditure increases and material attributions;
- 2017/18 remedial action of $2.5 million or 3.5% of total expenditures, including process to develop the details of the remedial action plan and the primary risk implications; and
• projected quarterly cash flow trend analysis.

The Director of Finance added information about Schedule 1 of Appendix 1 of the briefing notes, which speaks to the change in government grants going forward – to three categories of government grants (i) core operating grants, (ii) a new differentiation envelope, and (iii) special purpose grant.

The Board had a comprehensive discussion on the proposed 2017/18 operating budget on the following points:

• enrolment growth;
• changes in rental income and other income;
• the proposed remedial action plan with both permanent and one-time savings required (the VP F&A noted that these savings will not necessarily be from staffing cuts);
• debt services costs and managing debt;
• new funding formula, including Strategic Mandate Agreement (SMA) metrics, funding formula process, enrolment corridor and differentiation funding; and
• government focus on providing specialized learning opportunities for indigenous students and students with disabilities with potential additional government funding for OCAD U to offer supports to these students.

Following this discussion the Board made the following decision.

**On motion made by David Holland, seconded by Myrna Francis, and adopted, it was resolved that the Board of Governors approve the proposed fiscal year 2017/2018 operating budget for the University, as presented, and as recommended by the Audit, Finance and Risk Committee.**

**Consent Information Report:**
(2) Project Chroma (Enterprise Resource Planning) Update Report

This information report was received without comment.

(3) Statutory Government Remittance Report

This information report was received without comment.
6. Other Business

The Board Chair noted that the next meeting of the Board is scheduled to be on June 12, 2017.

He remarked that this is the last Board meeting of our current Chancellor, Kiki Delaney, who will be formally recognized and celebrated for her work in this role over the last six years at a private event immediately following this meeting and publicly at the Celebrate Excellence Reception at the Opening of the 102nd GradEx on May 3, 2017. He thanked Chancellor Delaney for her contributions as chancellor, Board member, donor, advocate and advisor to OCAD University.

This concluded the public portion of the meeting.

On motion made by Myrna Francis, seconded by Sylvia Whitton and adopted, it was resolved that the meeting be taken in camera at 5:45 pm.

7. Academic Matters from the President and Senate

Board members received confidential materials in advance of this meeting.

(1) Information on 2017 Honorary Doctoral Recipients

The President presented information on the process for the selection of the honorary doctoral recipients for 2017 and each of the candidates, who will be conferred their degrees at the convocation ceremony on June 2017.

(2) Approval of Academic Administrative Reappointments

The President provided information on the academic administrative reappointments and noted that due diligence had been followed in these reappointment processes. The Board then made a decision.

8. Business Plan Review for Executive Education and Waterfront Expansion

The AFRC Chair introduced this item noting that the business plan may not play out exactly as expected, which is typical for most business plans.
Then the VP R&I spoke to the Board about the business plan review for executive education update, with the aid of a PowerPoint presentation.

Then the Board had an in-depth discussion on this matter.


The AFRC Chair introduced this item and then the VP F&A discussed the capital project financing and cash flow strategy, with the aid of a PowerPoint presentation.

The Board discussed this matter and then made a decision.

10. Responding to Student Issues

Vice-Provost made a presentation to the Board on how management is responding to student issues raised at the last Board meeting in the OCAD Student Union (OCADSU) Money Matters Report, including how their report corresponds to the university’s data and how the university is communicating with students on what services and supports are available to students.

The Board had a considered discussion on these matters. The Board also requested a formal communication back to students in response to the OCADSU Money Matters Report.

11. Termination

On motion made by David Holland, seconded by Sylvia Whitton and adopted, it was resolved that the meeting be taken out of in camera and terminated at 7:24 pm.

[Original signed] [Original signed]

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

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