Minutes of the Board of Governors Meeting

October 5, 2016

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & Design University (OCAD U) held in Room 322, 3rd Floor Boardroom, 230 Richmond Street West at 4:30 pm on the 5th day of October, 2016.

Present: Maggie Broda (Human Resources Committee (HRC) Chair), Nicole Collins, Andre De Freitas (via teleconference for item 1-4 and 7 only), Kiki Delaney (left the meeting after item 10), Sara Diamond (President), Bob Finlay (via teleconference), Myrna Francis, Claude Galipeau, Eric Hanson, David Holland (Vice Chair and Audit, Finance and Risk Committee (AFRC) Chair), Helen Kearns (Investment Committee Chair), Sharifa Khan (Vice Chair), Raja Khanna, Lanita Layton, Ryan Murphy (via teleconference), Charles Reeve (items 1-3 only), Mark Robert, Paul Rowan, John Semple (Board Chair), Jamie Watt, and b.h. Yael (Senate Chair).

In Attendance: Lillian Allen, Professor, Faculty of Liberal Arts & Science and member of Vision and Mission Advisory Group (items 1-2 only); Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&BS), Valerie De Souza, Manager, University Governance, Deanne Fisher, Vice-Provost, Students & International (Vice-Provost)(items 1-9 only); Peter Fraser (Director of Finance)(Items 2-5 and 7 only), Robert Luke, Vice-President, Research & Innovation (item 1-9 only); Tori Maas, Director of Academic Affairs, OCAD Student Union (items 1-3 and 7 only); Gillian (Jill) Siddall, VP, Academic & Provost (VP A&P)(items 1-9 only), and Alan Simms, Vice-President, Finance & Administration (VP F&A)(items 1-9 only), Natalie Waldburger, Assistant Professor, Faculty of Art and member of Visio and Mission Advisory Group (items 1-2 only); and other members of the OCAD U community.

Ana Chan, Senior Manager, KPMG LLP and Bobbi-Jean White, Partner KPMG LLP (KPMG LLP)(items 4-5(1) and 7 only).

Regrets: John Albright, Alvaro Araya, Tracy Gordon, Idris Mootee, Daniel Sawaya, and Carol Weinbaum.
1. Welcome and Constitution of Meeting

Dr. John Semple, Board Chair, welcomed members to the meeting, which was duly constituted with quorum present. He welcomed the following new Board members to their first Board meeting:

- Lanita Layton, Managing Director, HUGO BOSS Canada (external Board member position);
- Eric Hanson, 3rd year student in Advertising program for the Bachelor of Design (Undergraduate Student position); and
- Dr. Charles Reeve, Associate Professor, Faculties of Liberal Arts & Sciences/School of Interdisciplinary Studies and Art (Senate-appointed faculty member position).

In response to Board members’ requests for more strategic discussion time at Board meetings, he commented on the new structure of Board meetings with strategic topics discussed at the start of each meeting with ample time for strategic discussions.

He encouraged Board members to participate in the 2016 Council of Chairs of Ontario Universities Conference of Ontario University Board Members on October 28-29, 2016 as an opportunity for networking with Board members of other Ontario universities and to learn about topics on current university governance and sector-wide trends.

Finally, he noted that OCAD U’s current chancellor, Kiki Delaney, will be completing her 2nd term of office on June 1, 2017 and the process for the search for a new chancellor has started with the call for nominations going out to the OCAD U community on September 30, 2016. He stated that members of the OCAD U community are invited to submit their nomination/suggestions for this position directly to the executive search firm, Odgers Berndston, who is helping the Chancellor Appointment Committee in this search process.

2. Vision and Mission Presentation and Approval

The President introduced this item to the Board providing some highlights of the OCAD University Vision and Mission Process Report, which set out the methodology, comparative analysis, consultation and research conducted by the consultants, Kinetic Café, and the Vision and Mission Advisory Group in the development of the revised vision and mission for OCAD University. Then the President along with members of the Vision and Mission Advisory Group (Lillian Allen, Ryan Murphy and Natalie Waldburger) presented the new vision and mission statements.
The Board discussed the new vision and mission statements providing comments on:

- risk-taking in a responsible way, and provoking change respectfully;
- empowering Indigenous people, not just respecting Indigenous people and ideas;
- the YOU mission statement is not as powerful as the other three mission statements and needs an explanation that YOU is more than just students; and
- diversity is a key, cutting-edge visceral statement that underlies what OCAD U is and if OCAD U is to be transformative and challenging, it should be clearly stated.

The President noted that the Vision and Mission Advisory Group will take the Board's comments and refine the vision and mission statements.

On motion made by Claude Galipeau, seconded by Kiki Delaney, and adopted, it was resolved that the Board of Governors approve the vision and mission statements of OCAD University in principle.

3. Academic Plan Progress Update and Enrolment Strategy Discussion

The VP A&P provided the Board with an update on the development of the new academic plan for OCAD University. She noted that the academic plan process has been consulting with vision and mission process and are aligning the same emerging themes. She provided an update on the various stages of the development process for the academic plan, noting that the draft academic plan will be released soon to the OCAD U community for this next consultation stage in the process. She noted that once feedback was received in this consultation phase, then the academic plan would be revised and finalized for presentation to the Senate and Board.

The Vice-Provost then presented the Board with OCAD University's enrolment strategy with the aid of a PowerPoint presentation that commented on:

- strategic enrolment management process,
- 2016 enrolment results to date for graduate vs. undergraduate, domestic vs. international and by faculty;
- factors affecting undergraduate intake (applications, portfolio submission rates and scores, acceptance rate, conversion to registration);
- the areas of challenge (application, portfolio, acceptance rate, conversion, retention) and the strategies to address those areas; and
- enrolment planning for 2017-2020.
The Board discussed the enrolment strategy and asked questions which the Vice-Provost responded to including on such topics as:

- reasons for decline in enrolment in faculty of design;
- reasons for decrease in first choice applications and migration of potential students to Ryerson University and Sheridan College;
- how success is measured and the telling of alumni success stories;
- ways to promote OCAD U’s differentiators and “selling the sizzle and excitement” of OCAD U;
- portfolio review and assessment process (difficulties and challenges compared to other universities/colleges in the admissions process, and different ways the quality of students could be assessed) and the decrease in offers of admission;
- net tuition and scholarships being offered by OCAD U compared to other universities;
- application to conversion rates compared to other universities; and
- a different type of student comes to OCAD U compared to other general arts & sciences universities.

Management took the Board’s comments away for further consideration.

To accommodate presenters’ schedules, the next item discussed was item 7, but these minutes are presented in the order of the original agenda for ease of reference to the materials.

4. President’s Report

The President then gave her report to the Board.

(1) **2016/2017 1st Quarter Institutional Scorecard Results**

The President provided commentary to the Board on the first quarter institutional scorecard results for fiscal year 2016/2017 discussing items marked red (objective not met) or yellow (delayed).

(2) **Ignite Imagination**

The VP A&BS provided the Board with an update on the Ignite Imagination Campaign with the aid of a PowerPoint presentation that addressed:

- the plans for phase two of the fundraising campaign,
- campaign progress to date for both the public and private fundraising goals and results,
- capital projects and the funding raised to date privately and publicly for them, and
• key highlights of the communications plan, including communications objectives.

The Board discussed this report and the President responded to their questions for further understanding on matching requirements for the government funding of the capital projects.

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

David Holland, AFRC Chair introduced the AFRC Report noting that the AFRC discussed all these matters at their September 22, 2016 meeting. He noted that AFRC met with the external auditors, KPMG LLP, and had a good discussion with them on the audit process and their audit findings report. He added that the external auditors were present at the meeting to respond to questions from the Board. He also noted that management needs to continue to work on bringing the capital project commitments to the Board as well as financial health analysis and metrics.

Discussion Reports:

(1) Approval of Audited Financial Statements for Fiscal Year 2015/2016

The VP F&A provided the Board with an overview of the audited financial statements for fiscal year 2015/2016 with the aid of a PowerPoint presentation, including noting:
• the unqualified audit opinion from KPMG LLP,
• the project accumulated surplus that ended in an actual accumulated deficit and the reasons for it,
• the financial analysis and metrics forthcoming,
• the internally restricted net assets, and
• the internal restriction of cash, cash equivalents and short-term investments against debt.

After this discussion on the audited financial statements, the Board made its decision.

On motion made by Claude Galipeau, seconded by Myrna Francis and adopted, it was resolved that the Board of Governors approve the following:
1. the fiscal year 2015/16 draft audited financial statements;
2. the internally restricted net assets at $7,407,972 for fiscal year 2015/16 as set out in Note 11 of the financial statements; and
3. internal restriction of $13,634,028 of cash and cash equivalents and short-term investments for future debt repayments of the loan facility or
swap breakage used to finance a portion of the acquisition of 230/240 Richmond Street in March 2010 (per note 3 of the fiscal year 2015/16 financial statements), as recommended by the Audit, Finance and Risk Committee.

(2) 2016/2017 Updates on Preliminary Enrolment and Budget

The VP F&A continued his PowerPoint presentation with an update on the 2016/2017 fiscal year budget and the effects of the preliminary enrolment numbers on the budget along with a preliminary remedial action plan.

The Board discussed the preliminary remedial action plan and the VP F&A responded to their questions for clarification.

The VP F&A continued with an update on the major capital projects at OCAD University, including 115 McCaul Street renovation, Creative City Campus, Campus for the Connected World and the capital strategy and discussion paper under development.

(3) Approval of Award of Safety and Security Services Contract

The VP F&A provided a brief update on this safety and security services contract award for Board approval and then the Board made its decision.

On motion made by Claude Galipeau, seconded by Mark Robert and adopted, it was resolved that the Board of Governors approve the awarding of the contract for Safety and Security Services to Paragon Protection Ltd. for $658,656.02 (HST excluded) annually for a term of three years with two one-year renewal options, as recommended by the Audit, Finance and Risk Committee.

Consent Information Reports:

(4) Project Chroma (Enterprise Resource Planning) Update Report

This report was received by the Board without comment.

(5) Capital Projects Report

This report was received by the Board without comment.
(6) Statutory Government Remittance Report

This report was received by the Board without comment.

(7) Office 365 Report

This report was received by the Board without comment.

6. Call for Nominations of Chair and Vice Chair(s)

As part of the advanced materials for this meeting, Board members received a brief note on this matter.

The Board Chair declared open the call for nominations for the positions of Chair and Vice Chairs of the Board of Governors, each for a one-year term beginning at the OCAD University annual general meeting as per the OCAD U General By-Law #1.

The VPA&BS then briefly described the process for the nomination and election process of these positions which will occur at the annual general meeting on November 19, 2016.

7. Student Experience Working Group (SEWG) Progress Update

The Co-Chairs of SEWG, Deanne Fisher and Tori Maas presented an oral update report to the Board on the work of SEWG. Tori Maas spoke to the Board about the history behind the creation of SEWG, the members of SEWG, a recap of past priority areas and some key successes from last year including:

- digitizing OCAD U money with the use of a digital point-of-sale system for material purchases;
- payment of fees by wire transfer for international students,
- interactive wayfinding with a touch-screen digital kiosk in the lobby of 100 McCaul Street,
- furniture in the Great Hall, and
- 24/7 access for students to non-workshop spaces at 100 McCaul Street and 115 McCaul Street.

She then spoke about the current year’s projects, actions and next steps of SEWG.

The Board commented on the good news for students with the 24/7 access and digitizing of OCAD U material purchases.
8. 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 June 13, 2016 Board of Governors meeting
3. Approval of updated 2016/2017 Board governance workplan
4. Approval of updated 2016/2017 Board Committee assignments

Consent agenda information items:
5. Information report from the President
6. Information report from the Vice-President, Academic & Provost
7. Information report from the Vice-President, Advancement & Board Secretariat
8. Information report from the Vice-President, Finance & Administration
9. Information report from the Vice-President, Research & Innovation
10. Information report from the Executive Committee Chair
11. Updated 2016/2017 Board/Board Committee Meeting Schedule
12. 2016 Council of Chairs of Ontario Universities’ Conference of Ontario University Board Members (October 28-29, 2016) – registration notice and preliminary program

On motion made by Jaime Watt, seconded by Helen Kearns and adopted, it was resolved that the Board approve all the consent agenda decision items, including the minutes of the June 13, 2016 meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.

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

- approval of the revisions to the 2016/2017 Board governance workplan, as presented and as recommended by the Executive Committee; and
- approval of the updated interim 2016/2017 Board Committee Assignments, as presented.

A Board member inquired about the consent agenda items and the grouping of information and decision items, as well as the procedure for asking questions on the consent agenda. The VP A & BS commented that the purpose of the consent agenda is to approve minutes, routine matters, and decisions that are procedural as well as information reports that do not need discussion to free up time on the meeting agenda for strategic discussions. She noted that Board members should always have their questions answered and added that questions can be submitted
in advance on consent agenda items so that staff can address the questions before the Board meeting. She remarked that consent agenda questions can also be requested to be put on the agenda if the Board member wants the discussion noted in the public record.

9. Other Business

The Board thanked and recognized departing Board member, Maggie Broda, who completes her term on the Board at the end of the month, in her position as the President of the OCAD U Alumni Association.

Next meeting:
The next meeting of the Board is to be held on November 19, 2016 with the annual general meeting and board retreat. The annual general meeting will include the election of Chair and Vice-Chairs, receipt of annual report, and appointment of auditors.

On motion made by Nicole Collins, seconded by David Holland and adopted, it was resolved that the Board of Governors take the meeting in camera at 7:22pm.

10. Academic Matters from the President and Senate

The President described the process and recommendation for the academic administrative appointment after which the Board made a decision.

11. Chancellor Emerita/Emeritus

The President briefly presented the purpose, scope, process and reasoning in developing a Chancellor Emerita/Emeritus title and policy at OCAD University and then the Board made a decision.

12. Termination

On motion made by Helen Kearns, seconded by Sharifa Khan and adopted, it was resolved that the meeting be taken out of in camera and terminated at 7:27 p.m.

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