

Minutes of the Board of Governors Meeting October 2, 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 4:36pm on the 2nd day of October, 2017.

Present: Alvaro Araya, Andre De Freitas, Sara Diamond (President), Bob Finlay (joined during item 3 via teleconference), Myrna Francis, Claude Galipeau, Eric Hanson, David Holland (Vice Chair and Audit, Finance & Risk Committee (AFRC) Chair), Helen Kearns (Investment Committee Chair), Sharifa Khan (Vice Chair), Idris Mootee, Charles Reeve, Mark Robert, Paul Rowan (joined during item 3 via teleconference), John Semple (Board Chair), Virginia Trieloff, Jaime Watt (via teleconference), and b.h. Yael.

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)(items 1-9 only); Peter Fraser (Director of Finance)(items 1-7 only); Robert Luke, Vice-President, Research & Innovation (VP R&I)(items 1-9 only); Gillian (Jill) Siddall, VP, Academic & Provost (VP A&P)(items 1-9 only); Alan Simms, Vice-President, Finance & Administration (VP F&A)(items 1-9 only); Winnie Wong (Chief Marketing Officer)(items 1-3q only); Laura Wood (Manager; Institutional Analysis)(item 1-4 only), and other members of the OCAD U community.

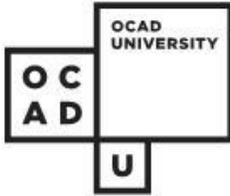
Bobbi-Jean White, Partner; KPMG LLP (KPMG) (items 1-7 only)

Regrets: John Albright, Salah Bachir, Raja Khanna, Lanita Layton, Daniel Sawaya, and Carol Weinbaum.

1. Welcome, Constitution of Meeting, and Opening Remarks

Dr. John Semple, Board Chair, welcomed members to the first regular meeting of the Board of Governors for the fiscal year, 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.



He extended congratulations for the grand opening of the new Onsite Gallery and Nuit Blanche events that happened at the University in September 2017. He congratulated Vice Chair Sharifa Khan on her nomination for the TELUS Trailblazer Award for the 2017 RBC Canadian Women Entrepreneur Awards program.

He announced the 2017 Council of Chairs Conference of Ontario University Board Members to be held in Toronto on November 16 and 17, 2017 and encouraged Board members to attend.

Finally, he noted that this was his last regular Board meeting as Board Chair with the new Board leadership being elected at the Annual General Meeting and Board Retreat on November 11, 2017.

In terms of the agenda for the meeting, he noted that at the request of Board members, a preliminary discussion on the Ipsos Brand Tracking and Reputation Study and Next Steps will be added to the agenda as item 3a, with further discussion on this research at the Board Retreat.

2. Consent Agenda

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

Consent Agenda Table of Contents

1. Summary of pending action items

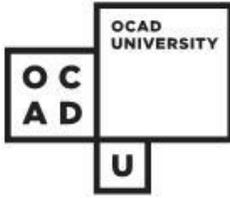
Consent agenda decision items:

2. Approval of minutes of June 12, 2017 Board of Governors meeting
3. Approval of minutes of August 23, 2017 special Board of Governors meeting

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 Executive Committee Chair

On motion made by Myrna Francis, seconded by Sharifa Khan, and adopted, it was resolved that the Board of Governors approve the consent agenda decision items, including the minutes of the June 12, 2017 regular meeting and the August 23, 2017 special meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.



3. Strategic Mandate Agreement 2017-2020 (SMA2) Update

The President, along with the Manager of Institutional Analysis, presented to the Board the SMA2, which is being finalized for signature, with the aid of a PowerPoint presentation that discussed:

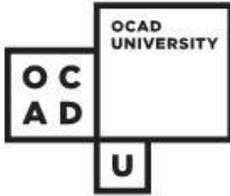
- the background, purpose and process of the SMA2;
- priorities, initiatives and metric details;
 - 1. Student experience;
 - 2. Innovation in teaching and learning excellence;
 - 3. Access and equity;
 - 4. Research excellence and impact;
 - 5. Innovation, economic development and community engagement;
- Enrolment and corridor midpoint;
 - 1. SMA2 undergraduate enrolment;
 - 2. SMA2 graduate allocation;
 - 3. Corridor midpoint and funding value;
 - 4. International enrolment strategy and collaboration;
- Academic areas of program strength and growth, including new programs to be introduced;
- Partnerships – institutional collaborations and partnerships with industry, government, cultural and creative sector, and academic institutions;
- SMA2 and OCAD U funding.

The Board asked questions on the presentation, including discussing proposed areas of enrolment growth at the undergraduate and graduate level and potential for changes in program development amongst current and new programs, with the President and the VP A&P responding to their questions.

3a. Ipsos Brand Tracking and Reputation Study

The VP A&BS and the Chief Marketing Officer made a presentation to the Board on the Ipsos Brand Tracking and Reputation Study and Next Steps. The VP A&BS introduced this matter noting this is a preliminary discussion on this topic with more to come at the Board Retreat. Then the Chief Marketing Officer spoke to the Board about using the brand research to build on key market and data insights with the aid of a PowerPoint presentation that discussed:

- reasons for doing the Ipsos brand research and awareness study;
- brand awareness study highlights (background, methodology, executive summary, awareness and reputation, drivers of intent and trust, interaction, and impressions and intent);
 - key findings, including (1) reputation benchmarks, (2) opinions of OCAD U, and (3) drivers of behaviour of potential students and influencers



- Ipsos study recommendations; and
- Current and next steps in the brand strategy.

The Board started a discussion on this matter, which will be continued at the Board Retreat.

4. Strategic Plan Update 2017-2022

The President gave an update to the Board of the strategic planning process for 2017-2022 with the aid of a PowerPoint presentation that discussed:

- the strategic planning process to date and the timeline moving forward, including community consultations;
- the strategic plan being a concise document that summarizes the other key university documents, which has four strategic priorities based on the new vision and mission statements of the university as well as a set of strategic enablers necessary for achieving the strategic objectives; and
- information on the strategic priorities and enablers.

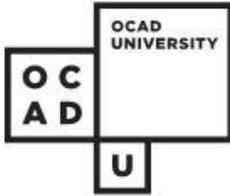
The Board discussed this matter and provided the following feedback:

- simplify language in strategic plan to be more populist, like in the new OCAD U viewbook, and in one unified voice;
- consider fiscal constraints of adding new programs;
- consider adding link to student success and employment after graduation, including the skills and experiences students acquire from an education at OCAD U that can be applied to various types of employment after OCAD U; and
- consider narrowing the objectives for each strategic priority in the strategic plan.

5. Business Innovation Studio Update

The VP R&I gave an update on the Business Innovation Studio (BIS) to the Board with the aid of a PowerPoint presentation that discussed:

- BIS offerings, including courses for individuals, courses for organizations, solutions workshops and research and evaluation to deal with design thinking, strategic foresight, digital futures and inclusive design;
- work status (plan, people, customer discovery and market research, program development and products in market);
- program structure (that is, conspicuous contribution, sales and marketing, content/community/communication, and community of professional practice in a format that engages the head, heart and hands); and



- Campus for the Connected World space design, which includes flex space, industry interaction transit space, circulation and back of house, and innovation studio and sprint space.

6. President's Report

The President gave her report to the Board, which included a review of the first quarter results for the 2017/2018 institutional scorecard. She provided explanations on the two areas of the scorecard marked yellow. Her reported was received without comment.

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

David Holland, AFRC Chair, provided a report to the Board on the AFRC meeting held on September 11, 2017. He noted that the key matter discussed was the draft audited financial statements and he introduced Bobbi-Jean White, from OCAD U's external auditors, KPMG LLP. He mentioned that the AFRC also discussed management improving controls in the financial system.

Discussion Reports:

- (1) 2017/2018 Updates on (i) Preliminary Enrolment and (ii) Budget**
- (2) Approval of Audited Financial Statements for Fiscal Year 2016/2017**

Then the VP F&A gave a high level presentation, with the aid of a PowerPoint, on the multi-year operating budget and remedial action plans update and 2016/2017 audited financial statements with the external auditor, KPMG LLP, present to respond to questions.

On motion made by David Holland, seconded by Myrna Francis, and adopted, it was resolved that the Board of Governors approve the following:

- 1. the fiscal year 2016/17 draft audited financial statements; and**
- 2. the internally restricted net assets of \$3,855,210 for fiscal year 2016/17 as per Note 10 of the financial statements as recommended by the Audit, Finance and Risk Committee.**

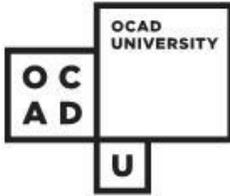
Consent Information Report

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

This information report was received without comment.

(4) Capital Projects Report

This information report was received without comment.



(5) Statutory Government Remittance Report

This information report was received without comment.

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

The Board Chair, as per the OCAD U by-laws, 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. The VP A&BS explained the process, which was detailed in the briefing note, including the proposed slate of candidates.

On motion made by David Holland, seconded by Sharifa Khan, and adopted, it was resolved that the Board of Governors approve the election of Jaime Watt as Chair nominee, Myrna Francis as First Vice Chair nominee and Claude Galipeau as Second Vice Chair nominee for the Chair and Vice Chair elections to take place at the annual general meeting on November 11, 2017, as recommended by the Executive Committee acting in its nominating role.

Jaime Watt, Myrna Francis and Claude Galipeau abstained from voting on this matter due to conflict of interest.

9. Other Business

No other business was discussed.

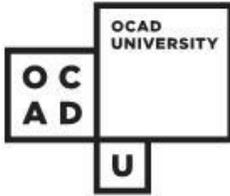
On motion made by David Holland, seconded by Myrna Francis and adopted, it was resolved that the meeting be taken *in camera* at 7:07 pm.

10. Nomination Strategy Update

The Board Chair noted that the Executive Committee, in its nominating role, looked at the Board membership. After a brief update from the VP A&BS, the Board made some decisions.

On motion duly made, seconded and adopted, it was resolved that the Board of Governors approve the re-election of Carol Weinbaum as an external Board member for a second three-year term commencing November 1, 2017, as recommended by the Executive Committee acting in its nominating role.

On motion duly made, seconded and adopted, it was resolved that the Board of Governors approve the re-election of Raja Khanna as an external Board member for a second three-year term commencing December 1, 2017, as recommended by the Executive Committee acting in its nominating role.



11. Academic Matters

The President gave the Board an updated on this academic matter, explaining the process and expressing satisfaction with the due diligence conducted, after which the Board made a decision.

On motion duly made, seconded and adopted, it was resolved that the Board of Governors give final approval of the faculty promotion of rank recommendation as presented, on the recommendation of the President, and as recommendation by the University Peer Review Appeal Committee.

12. Termination

On motion made by Helen Kearns, seconded by Myrna Francis and adopted, it was resolved that the meeting be taken out of *in camera* and terminated at 7:13 pm.

Next meeting: The next meeting of the Board is scheduled to be on November 11, 2017 Annual General Meeting (AGM) & Board Retreat 8:30 am – 6:30pm at OCAD University. The AGM includes the election of Chair and Vice-Chairs, receipt of annual report, and appointment of auditors

[Original signed]

Dr. John Semple, Board Chair

[Original signed]

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