Minutes of the Board of Governors Meeting
March 18, 2019

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 4:30 p.m. on the 18th day of March, 2019.

Present: Lillian Allen, Alvaro Araya, Andre De Freitas, Sara Diamond (President), David Binet, Brenda Hogan, David Holland (AFRC Chair), Matthew Grimm (joined the meeting during item 3), Jarret Leaman, Samantha Matters, Robyn McCallum, Mohsen Mortada, Charles Reeve, Martin Shewchuk, Roshan Thiruchelvam (left the meeting during item 7), Virginia Trieloff, Jaime Watt (Board Chair), and b.h. Yael.

In Attendance: Carole Beaulieu, Vice-President, Advancement (VPA) (items 1-10 only), Tanya Bowes, Board Secretary & Director, Strategic Planning, Nicky Davis, Director, Human Resources (HR Director) (items 1-10 and 12 only), Deanne Fisher, Vice-President, Students & International (VP S&I) (items 1-10 only), Peter Fraser, Director of Finance (Director of Finance) (items 1-10 only), Caroline Langill, Vice-President, Academic & Provost (items 1-10 only), Robert Luke, Vice-President, Research & Innovation (items 1-10 only), Kevin Morris (Managing Director, OCAD U CO.) (items 1-4 only), Alan Simms, Vice-President, Finance & Administration (VP F&A) (items 1-10 only) and other members of the OCAD U community.

Regrets: Salah Bachir, Claude Galipeau, Sharifa Khan, Idris Mootee, Paul Rowan, Carol Weinbaum

1. Welcome, Constitution of Meeting, and Opening Remarks

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

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

The Board Chair welcomed new board member, Robyn McCallum.

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 3, 2018 Board of Governors Annual General Meeting
2. Approval of minutes of December 3, 2018 Board of Governors meeting

**Consent agenda decision items:**

3. Approval of updated 2018/2019 Board Committee assignments
4. Approval of Payout Policy

**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
8. Information report from the Vice-President, Finance & Administration
9. Information report from the Vice-President, Research & Innovation
10. Information report from the Senate Chair
11. AFRC information reports
   a. OCAD U Cyber Security Update
12. IQAP Final Assessment Reports and Implementation Plans

On motion made by Sara Diamond, seconded by Brenda Hogan and adopted, it was resolved that the Board of Governors approve the minutes of the December 3, 2018 Annual General Meeting and the regular meeting, as presented.

On motion made by Charles Reeve, seconded by David Binet 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.

The Board discussed some of the information reports, in particular, the VP F&A report, to seek clarification on the criteria to measure employee satisfaction at the university.

3. **Audit, Finance and Risk Committee (AFRC) Report**

The AFRC Chair provided some introductory comments on the last meeting of the AFRC that occurred on February 28, 2019.

**1) Financial Context Update**

The VP F&A provided the Board with information on the financial context and multi-year cash flow projections with the aid of a PowerPoint presentation that highlighted points raised in the briefing note. The Board discussed this report and the VP F&A responded to their questions.

**2) Enrolment Strategic Plan**
With the aid of a PowerPoint presentation, the Vice-Provost, Students and International provided an update on the multi-year enrolment strategic plan, which contained more of a focus on progress and metrics, and reporting more frequently to meet annual objectives. The strategic plan also focused on diversifying international markets, telling the stories of OCAD U graduates, and OCAD U’s commitment to providing post-graduation support to supporting graduates.

(3) Approval of Tuition Fees

The Director of Finance presented the briefing notes on the undergraduate and graduate domestic tuition fees, the undergraduate international and graduate international tuition fees, and recognition of the Jay Treaty for tuition fee purposes. The Board discussed these tuition fees and then made some decisions.

On motion made Mohsen Mortada, seconded by David Binet and adopted, it was resolved that the Board of Governors approve that:
1) Fall/Winter undergraduate and graduate eligible tuition fees decrease by 10% per year for the year 2019/20 and 0% for 2020/21 per the Provincial government tuition fee framework guidelines announced in January 2019; and
2) Summer undergraduate and graduate eligible tuition fees increase by 0% for the year 2019/20 and decrease by 10% for the year 2020/21; as recommended by the Audit, Finance and Risk Committee.

On motion made Mohsen Mortada, seconded by David Binet and adopted, it was resolved that the Board of Governors approve that ineligible student tuition fees increase by 8% for 2019/20 and 6% for 2020/21 ($1,720 and $1,395 increase per year for a full-time student), as recommended by the Audit, Finance and Risk Committee.

On motion made by Mohsen Mortada, seconded by David Binet and adopted, it was resolved that the Board of Governors approve that:
1) international student tuition fees increase by 8% for 2019/20 and 6% for 2020/21 for the CCP, CADN, IAMD, SFI and Design for Health programs; and
2) International student tuition fees increase by 8% for 2019/20 and 8% for 2020/21 for the Digital Futures and Inclusive Design programs; as recommended by the Audit, Finance and Risk Committee.

On motion made by Martin Shewchuk, seconded by Lillian Allen and adopted, it was resolved that the Board of Governors approve that OCAD University declares Native Americans from the United States of America admitted to OCAD U’s degree programs eligible to pay tuition fees at the domestic rate, as recommended by the Audit, Finance and Risk Committee.

4. OCAD U CO Update
Kevin Morris, Managing Director, OCAD U CO provided an update on OCAD U CO, including a review of the business case overview and the deal map and mechanics. The Board was updated on the current slate of the corporate trustee board members.

The VP F&A provided a summary of the legal background for the creation of the OCAD U CO entity, the governance relationship with OCAD U, and the core agreements.

5. Review and Approval of Tender Award for CCC Fabrication Project

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

The VP F&A described the different tenders for approval, including how approving the tenders would save funding and minimize the number of distractions on campus. He also discussed the built-in contingency for each tender award.

On motion made by David Holland, seconded by David Binet and adopted, it was resolved that the Board of Governors approve the award of construction contracts for tenders regarding:
1. Fabrication Studios renovations to a maximum of $5.5M including - 15% contingency;
2. Mechanical Systems and Rooftop work related to the Fabrication Studios to a maximum of $2.6M including - 15% contingency; and
3. Renovations to the Drawing and Painting Studios structure on level 4 of 100 McCaul, to a maximum of $750K including - 15% contingency; as recommended by the Audit, Finance and Risk Committee.
6. 285 Dundas Street

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

The VP F&A provided the Board with background information on the 285 Dundas property, which had been declared surplus to the university’s current and longer term capital needs. He also explained the process to sell the property.

7. Ignite Imagination Campaign Update

As part of the advanced materials for this meeting, Board members were provided with a PowerPoint slide deck for this item.

The VPA provided the Board with an update on the Ignite Imagination Campaign. The campaign had exceeded their original goal of $70M and had stretched the goal to $100M. The VPA provided the Board with the breakdown of the goal priorities and the expansion of the campaign cabinet. The VPA also introduced the members of the Advancement team, and discussed various tactical projects such as Project 31.

8. First review of Board by-law changes

As part of the advanced materials for this meeting, Board members received a summary briefing note and the proposed changes to the OCAD U General By-Law.

The Board Secretary and Director, Strategic Planning noted that this is the first review of the minor Board by-law changes that had previously been reviewed by the Executive Committee. The Board Secretary and Director, Strategic Planning described the minor by-law changes and that the by-law revisions would come back to the Board at its May 2019 meeting for final review and approval.

A Board member asked for consideration to be given to amending the by-law to add an additional staff member to the Board composition.

9. President’s Report

The President gave her report to the Board, which included a review of the third quarter results for the 2018/2019 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 the reworking of budgets to reflect the 10% tuition cut.
10. Other Business

As part of other business, the Board Chair and the President thanked departing Board members Sharifa Khan for her valuable commitment and contributions to the university throughout her six-year tenure on the Board of Governors.

The Board then concluded the public portion of the meeting.

On motion made by motion made by Charles Reeve, seconded by Brenda Hogan and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:52 p.m.

11. Nominating Committee Updates

As part of the advanced materials for this meeting, Board members received confidential briefing materials for this item. After a brief update from the Board Secretary and Director, Strategic Planning, the Board made some decisions.

12. Academic Administrative Matters

As part of the advanced materials for this meeting, Board members received briefing notes and CVs for the candidates for (1) faculty tenure and promotions and (2) academic administrative appointments. The President presented these academic matters to the Board, which they discussed, and then the Board made some decisions.

13. Presidential Search Committee

The HR Director provided a confidential briefing note to the Board with the composition of the Presidential Search Committee and an update on the Presidential Search timeline. The Board discussed the briefing note and then made some decisions.
14. Termination

On motion made by motion made by David Binet, seconded by David Holland and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* and terminate the meeting at 7:15 p.m.

**Next meeting:** The next meeting of the Board is to be held on May 13, 2019

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Jaime Watt, Board Chair     Tanya Bowes, Board Secretary &
                            Director, Strategic Planning