Minutes of the Board of Governors Meeting
May 13, 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 4:33 p.m. on the 13th day of May 2019.

Present: Lillian Allen (via teleconference), Alvaro Araya, David Binet (via teleconference; left the meeting after item 9), Maggie Broda, Dave Forestell, Myrna Francis, Andre De Freitas, Sara Diamond (President), Claude Galipeau (via teleconference); Brenda Hogan (left the meeting during item 10), David Holland (AFRC Chair), Lanita Layton (left the meeting during item 10), Jarret Leaman, Robyn McCallum, Charles Reeve, Mark Robert, Paul Rowan, Martin Shewchuk, Roshan Thiruchelvam, Jaime Watt (Board Chair), Carol Weinbaum and b.h. Yael.

In Attendance: Carole Beaulieu, Vice-President, Advancement (VPA), Tanya Bowes, Board Secretary & Director, Strategic Planning (Board Secretary), Nicky Davis, Director, Human Resources (HR Director) (items 1-4 only), Deanne Fisher, Vice-President, Students & International (VP S&I), Peter Fraser, Director of Finance (Director of Finance), Amanda Hotrum, Director of Office of Diversity Equity and Sustainability Initiatives (Director of ODESI), Simone Jones, Associate Professor, Faculty of Art, Caroline Langill, Vice-President, Academic & Provost, Robert Luke, Vice-President, Research & Innovation, Yinnie Ng-Klee, Executive Assistant, Office of the Vice-President, Finance & Administration and Vice-Provost, Students & International, Alan Simms, Vice-President, Finance & Administration (VP F&A) and other members of the OCAD U community.

Regrets: Salah Bachir, Matthew Grimm, Samantha Matters, Idris Mootee, Mohsen Mortada
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 introduced new members, Dave Forestell and Maggie Broda, and the incoming Chair of Senate, Simone Jones. He thanked Virginia Trieloff for her tenure on the Board.

The Board Chair invited the President to say a few words regarding a current matter before OCAD U. The President reaffirmed the university’s commitment to equity, and noted the conditions surrounding the handling of a student complaint in accordance with university policies and procedures. She noted that the university would take a closer look at its policies and procedures and the ways in which the university has and would offer consultation on its policies and procedures going forward. She explained that the university would retain an independent third party to conduct an independent review of the university’s process in handling the complaint.

On a point of order, a Board member asked that a motion be put forward to move item 10 from *in camera* to the public portion of the meeting. The Board member also asked questions about the handling of confidential Board materials. The Board Chair allowed for discussion on the motion. The Board discussed transparency regarding financial matters, commercial and government relations sensitivities related to *in camera* materials, and the confidential nature of *in camera* materials. After the discussion, the Board member withdrew his motion.

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 March 18, 2019

**Consent agenda decision items:**

2. Approval of updated 2018/2019 Board Committee assignments
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
6. Information report from the Vice-President, Finance & Administration
7. Information report from the Vice-President, Research & Innovation
8. Senate information reports
   a. Information report from the Senate Chair
   b. Senate memorandum regarding government cuts to CCC
9. AFRC information reports
   a. OCAD U Cyber Security Update

A Board member asked that an amendment be made to the March 18 minutes to reflect his suggestion to add an additional staff member to the Board’s composition under item 8.

On motion made by David Holland, seconded by Myrna Francis and adopted, it was resolved that the Board of Governors approve the minutes of the March 18, 2019 meeting of the Board of Governors, as presented and amended.

On motion made by Myrna Francis, seconded by Brenda Hogan 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.

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 April 25, 2019.

(1) Approval of the OCAD U CO Entity

The AFRC Chair noted that the AFRC held several joint meetings with the Ad Hoc Brand and Business Development Committee (BBDC) to discuss and review the OCAD U CO entity.

The VP F&A presented a briefing note which was provided as advanced materials. He presented the financial projections for the entity. He also provided the Board with an overview of the structure, the two foundations, and the slate of directors for OCAD U CO. The VP F&A briefly discussed the four core agreements: promissory notes, space licence, trademark licence and services agreements. He noted that checks and balance had been put in place and that “significant influence” testing had
been conducted by KMPG.

A Board member requested that the VP F&A’s reply to several of his questions posed before the Board meeting concerning OCAD U CO be circulated to the Board after the meeting. The Board member also asked for clarification on university staff secondment to OCAD U CO.

On motion made by Myrna Francis, seconded by Lanita Layton and adopted, it was resolved that the Board of Governors authorize Management to take all steps necessary or desirable to give legal effect to the following:

a) The formation of the corporations and trusts required to give effect to the structure set out in this Briefing Note.

b) The election of the individuals noted in this Briefing Note who have been identified to serve as the first directors of the corporate trustee of OCAD U CO, for a two year initial term.

c) The entry into of the agreements noted in this Briefing Note, including, without limitation, the Services Agreement, the Trademark Licence and Space Licence.

d) The funding of the investments required to operationalize OCAD U CO, by way of loans evidenced by Promissory Notes as more particularly set out in this Briefing Note.

(2) Ancillary and Miscellaneous Fees

a. Laptop Fees

The Director of Finance presented on the laptop fees briefing note that was provided in advance of the meeting. The Director of Finance explained the laptop fee increase and how the increase corresponds with the university’s commitment to support students after they graduate, including extended access to software. The Board discussed this item and then made a decision.

On motion made by David Holland, seconded by Sara Diamond and adopted, it was resolved that the Board of Governors to approve the revised Laptop Program Fees for 2019/20, as presented, and as recommended by the Audit, Finance and Risk Committee.

b. Ancillary Fees
The Director of Finance presented the briefing note which was provided as advanced materials. He noted that the fee revision was the result of a new provincial government mandate. It also provided an opportunity to reclassify some existing fees. The Director of Finance thanked the OCAD Student Union Finance Manager and the Xpace Manager for their effort as part of the Ancillary Fees Committee, which had approved the fees.

On motion made by David Holland, seconded by Sara Diamond and adopted, it was resolved that the Board of Governors to approve the proposed non-tuition related ancillary fees as per Appendix 1, as presented.

(3) 285 Dundas Street

The VP F&A provided background on the offer to purchase the 285 Dundas Street property, as described in the briefing note that was provide as advanced materials. He confirmed that the university had received an unconditional offer for the property. The AFRC recommended accepting the offer, taking into account the leaseback option that would allow Continuing Studies to remain in the building for an additional six to twelve months.

On motion made by Carol Weinbaum, seconded by Robyn McCallum and adopted, it was resolved that the Board of Governors accept the offer to purchase university property at 285 Dundas Street as described in this Briefing Note.

4. Human Resources Committee (HRC) Report

(1) Respectful Work and Learning Environment Policy

The President provided some introductory comments on the revised Respectful Work and Learning Environment Policy (RWLEP). The Director of ODESI presented a PowerPoint presentation on the review process, training, and consultations that were undertaken in order to update the policy. She noted that additional legal reviews and consultations were also undertaken and that sexual violence had been added to the revised policy.

The Director of ODESI noted some key changes in the revised policy including its goal of being a resource, protections against reprisal, and some expanded sections on reporting and confidentiality. The policy also included guidelines and outcomes, and roles and responsibilities of all OCAD U community members.
The Board discussed whether the RWLEP would apply to contractors and third party service delivery. The Board also discussed other considerations such Indigenous rights and the applicability of the policy in the federal territories when working with Indigenous contractors.

On motion made by Mark Robert, seconded by Lilian Allen and adopted, it was resolved that the Board of Governors approve the updated Respectful Work and Learning Environment Policy, as presented and as recommended by the Human Resources Committee.

5. Second review of Board by-law changes

The Board Secretary & Director, Strategic Planning presented the Board by-law changes which were provided as advanced materials. She outlined the minor by-law changes noting that these were the same minor changes that the Board reviewed at its last meeting.

On motion made by Myrna Francis, seconded by b.h. Yael and adopted, it was resolved that the Board of Governors approve the revisions to General By-Law No. 1 of the Ontario College of Art & Design University, as presented and as recommended by the Executive Committee.

6. Brand and Business Development Committee Terms of Reference

The Board Secretary & Director, Strategic Planning introduced the Terms of Reference (ToR) for the Brand and Business Development Committee which was provided as advanced materials. She briefly explained the purpose of the ToR and the review process.

On motion made by Myrna Francis, seconded by bh Yael and adopted, it was resolved that the Board of Governors approve the Brand and Business Development Committee Terms of Reference, as presented and as recommend by the Executive Committee.

7. Ignite Imagination Campaign

The VPA provided an update on the Ignite Imagination Campaign presentation which she had presented at an earlier Board meeting. She discussed the fundraising numbers to date for the fiscal year and the preparations for the next stage of fundraising. The VPA expressed confidence in setting the goal of $10 million in gifts for the next fiscal year.
The Board discussed the various assumptions in the fundraising goal, how the raised funds would be used, and the role of development in raising funds for the operating budget. The Board also asked questions on the strategy for the next fiscal year, the stewardship plan for the funds, and the strategy for finding new donors. The VPA answered the Board’s questions.

The Board discussed exploring innovative thinking in development, including finding ways to tap into social impact investments in the Indigenous community, as well as adding new voices to the university’s fundraising committee. The Board discussed the importance of receiving quarterly fundraising reports in writing.

The Board Chair encouraged Board members to introduce anyone who may want to make their mark on civil society and work on a great campaign to the development team.

8. President’s Report

The President provided commentary to the Board on the Q4 and year-end institutional scorecard results for fiscal year 2018/2019, highlighting items marked red (objective not met). In particular, she remarked on the following annual objectives:

- Undergraduate enrolment targets;
- Develop and administer student, faculty and staff self-identification surveys;
- Grow visitors to the gallery system on 20,000;
- Receive ministry approval for 3 new programs;
- Domestic graduate enrolment targets; and
- Gift pledges of $5 million.

The President noted that most of the aforementioned objectives were one month off from achieving their Q4 target.

The Board discussed prioritizing and streamlining the existing objectives for the next fiscal year and, in light of the university’s fiscal challenges, ensuring the objectives are matched against the university’s strategic plan. There was also discussion of the Board receiving regular reports on the actions taken by management to track how successfully objectives are moving forward.

The Board also discussed financial reporting at Board meetings going forward and expanding the size of the AFRC.
9. Other Business

There was no other business.

On motion made by Roshan Thiruchelvam, seconded by b.h. Yael and adopted, it was resolved that the Board of Governors take the meeting in camera at 6:20 p.m.

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

The AFRC Chair introduced the AFRC in camera items.

(1) Leveraging Assets

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

The Board discussed the item and then made a decision.

(2) 2018/19 Budget Update and Preliminary 2019/20 Operating Budget

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

The Board discussed the preliminary budget information presented by the VP F&A.

(3) Approval of Updated Financing Plan for Fabrication Studios

The VP F&A presented the confidential briefing note, which was provided as advanced materials.

The Board discussed this item and then made a decision.

11. Nominating Committee Update

After brief comments by the Board Chair, the Board made a decision.

12. Academic Administrative Matters

As part of the advanced materials for this meeting, Board members received confidential materials for this item. The Senate Chair spoke about the academic administration appointment candidates. The Board then made a decision.
13. Termination

On motion made by motion made by Sara Diamond, 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 7:30 p.m.

On motion made by Andre De Freitas, seconded by Myrna Francis and adopted, it was resolved that the Board of Governors terminate the meeting at 7:30 p.m.

**Next meeting:** The next meeting of the Board is to be held on June 17, 2019

[Original Signed]

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Jaime Watt, Board Chair

[Original Signed]

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Tanya Bowes, Board Secretary & Director, Strategic Planning