

Minutes of the Board of Governors Meeting

December 15, 2014

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & Design University (OCAD U) held in Room 8322, 3rd Floor Boardroom, 230 Richmond Street, at 5:05 p.m. on the 15th day of December 2014.

Present: Maggie Broda, Alf Chaiton (via teleconference)(items 1-6 only), Scott Clark (via teleconference), Miranda Corcoran, JJ Davis, Chancellor Kiki Delaney, Dr. Sara Diamond (President), Michel Frappier (Board Chair), Tracy Gordon (joined the meeting during item 6), David Holland (Audit, Finance and Risk Committee (AFRC) Chair), Helen Kearns, Sharifa Khan, Steve Quinlan, Dr. Carol Roderick, Keith Rushton (Senate Chair) (items 1-8 and 10 only), Dr. John Semple (Vice Chair), and Matthew Vincent.

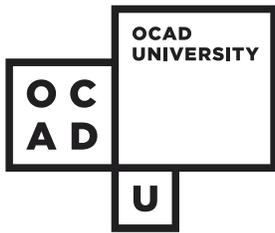
In Attendance: Carole Beaulieu, Associate Vice-President, University Relations and Board Secretary (AVP, University Relations & Board Secretary); Valerie De Souza, Manager, University Relations; Deanne Fisher, Associate Vice-President, Students (AVP, Students) (items 7-13 only); Peter Fraser (Director of Finance) (items 4-8 only); Jeffrey Litwin (Chief Campaign Officer and Vice-President, Development) (items 7-13 only); Gayle Nicoll, (Dean of Design and Acting Vice-President, Academic) (items 7-13 only); Alan Simms, Vice-President, Finance & Administration (VP F&A) (items 4-13 only), and other members of the OCAD U community.

Regrets: John Albright, Karen Prentice, Naseer Roopani, Dr. Dot Tuer, John Vivash, and Carol Weinbaum

1. Welcome and Constitution of Meeting

Michel Frappier, Board Chair welcomed members to his first Board meeting as Board Chair, which was duly constituted with quorum present.

He noted that the Board had a good Board Retreat and Annual General Meeting on November 1st, 2014, including a productive discussion on bicameral governance with some Senators in the morning session. He directed Board members to view a copy of the summary report from this session produced by the facilitator as part of the consent agenda items for this meeting. He noted that Board member feedback indicated that that this was a good overture discussion with Senators and that more interactions with Senate are required. He mentioned the full Board-Senate event on January 29, 2015 to further discuss effective collaboration between the Board and Senate.



Finally, he noted that as Board meetings have been having more content, it is proposed that the meetings be extended by 30 minutes and that Board members will be polled to see if they want to start meetings earlier or stay later.

On motion made by Chancellor Kiki Delaney, seconded by Dr. Carol Roderick, and carried, it was resolved that the Board of Governors take the meeting *in camera* at 5:10 p.m.

2. Nominating Strategy Update

The Board met *in camera* to discuss the nominating strategy update, including the end of term of Rick Kostoff, who served on the Board of Governors as an external member by virtue of his position as OCAD University Foundation Board Chair.

After discussion on this matter, the Board made some decisions.

3. Academic Matters

The Board met *in camera* to discuss academic matters with the President.

After discussion on this matter, the Board made a decision.

4. Joint Venture Arrangement (JVA)

The VP F&A and the Director of Finance joined the meeting for this item. The AFRC Chair provided an introduction to this JVA matter as discussed at the last AFRC meeting. The VP F&A then gave an oral presentation on the details of this matter to the Board. The Board discussed the matter and the VP F&A responded to their questions after which the Board made a decision.

5. Review of 2014/2015 Budget Variance

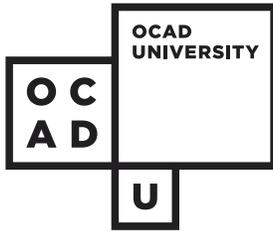
For greater transparency, this item was discussed during the public portion of the meeting as part the Audit, Finance and Risk Committee Report (item 8).

6. Communication Strategy Update

The AVP University Relations & Board Secretary made a presentation to the Board on this matter and distributed some confidential materials at the table.

On motion made by David Holland, seconded by Miranda Corcoran, and carried, it was resolved that the Board of Governors take the meeting out of *in camera* at 6:14 p.m.

The Board Chair welcomed the OCAD University community members to the public portion of the meeting.



7. 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 October 6, 2014 Board of Governors' meeting
- 3) Approval of Board Committee assignments for 2014/2015
- 4) Approval of sole sourcing of architectural services for 100 McCaul Street
- 5) Approval of Department of Canadian Heritage Cultural Spaces Fund grant application

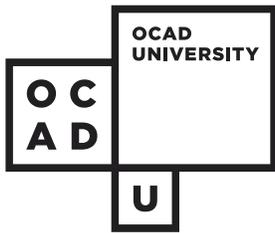
Consent agenda information items:

- 6) Information report from the President
- 7) Information report from the Acting Vice-President, Academic
- 8) Information report from the Chief Campaign Officer and Vice-President, Development
- 9) Information report from the Vice-President, Finance & Administration
- 10) Information report from the Associate Vice-President, Research & Dean, Graduate Studies
- 11) Information report from the Associate Vice-President, University Relations
- 12) Information report from Senate Chair
- 13) Summary report from November 1, 2014 Board Retreat

On motion made by David Holland, seconded by Miranda Corcoran, and carried, it was resolved that the Board of Governors approve all the consent agenda decision items, including the minutes of the October 6, 2014 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 Board committee assignments for 2014/2015, as presented;**
- **approval of the sole sourcing of further design work to Diamond Schmitt Architects up to \$50,000, as recommended by the Audit, Finance and Risk Committee; and**
- **approval of the submission of a grant application for \$750,000 of funding from the Department of Canadian Heritage's Canadian Cultural Spaces Fund to enhance the Onsite [at] OCAD U professional gallery, as recommended by the Audit, Finance and Risk Committee.**



8. AFRC Report

David Holland, AFRC Chair gave a brief introduction on the AFRC meeting held on December 4, 2014 to discuss all the matters before the Board at this meeting.

The Director of Finance provided an overview of the 2014/2015 Budget Variance Report (item 5) and the VP F&A responded to Board members' questions. The President noted that the proposed measures to address the budget deficit will not affect student experience.

The following consent information reports were received without comment:

- (1) Project Chroma Update; and
- (2) Statutory Remittance Report

Then the following discussion reports were heard:

- (3) Approval of the new Design for Health Graduate Program

The AFRC Chair and President noted their enthusiasm in presenting this new Design for Health Graduate Program forward to the Board for approval.

On motion made by David Holland, seconded by Keith Rushton, and carried, it was resolved that the Board of Governors approve the MDes in Design for Health degree program, based on the financial projections as presented and as recommended by the Audit, Finance and Risk Committee, and as approved by Senate as to its academic program and content on October 27, 2014 and further subject to the requisite ministerial approvals.

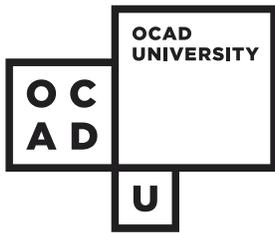
The Dean of Design and Acting Vice-President, Academic was congratulated on this achievement.

- (4) Approval of New Ventures Initiative and New Ventures Fund

The AFRC Chair thanked the VP F&A for developing this new model to increase growth of the University's non-tuition based revenues in a profitable and risk-assessed manner.

On motion made by David Holland, seconded by Keith Rushton and carried, it was resolved that the Board of Governors approve the endorsement of the New Venture Initiative and the creation of the New Ventures Fund, as presented, and as recommended by the Audit, Finance and Risk Committee.

The next item discussed was item 10, but the information is presented in these minutes in the order of the agenda for ease of reference to the materials.



9. President's Report

The President presented her report, including reporting on (1) the Joint Board-Senate Liaison Committee meeting on November 27, 2014 and (2) the second quarter results on the institutional scorecard for 2014/2015.

- (1) The President reported that the November 27th meeting was a productive one, in which the committee discussed its role for better Board-Senate relations, a committee workplan for the year and having quarterly committee meetings. She also noted that it was agreed that the January 29, 2015 meeting be extended to the full Board and full Senate with legal counsel present to discuss their legal opinion along with a facilitated discussion on steps forward.
- (2) The President then gave an overview of the second quarter results on the institutional scorecard for 2014/2015 providing commentary to objectives that were marked red or yellow.

10. Strategic Enrolment Management Plan Update

The AVP Students gave a presentation on the strategic enrolment management plan update, including:

- updated November 1st enrolment data with projected undergraduate enrolment data,
- institutional strengths, challenges and pivot strategy, and
- immediate actions and longer term actions.

The Board discussed this matter, including:

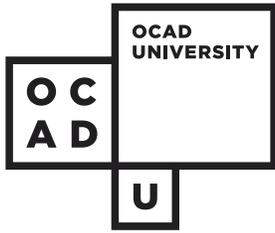
- enrolment versus retention strategies;
- first year undergraduate intake targets by faculty or program areas;
- landing webpages in key languages to target the parents of potential international students; and
- campaign on education tourism with Ontario government.

11. Campaign Update

The Chief Campaign Officer and VP Development gave a presentation on the fundraising campaign update including:

- campaign goals;
- use of funds;
- campaign progress, including campaign leadership (and the gratitude of the University for the efforts of these great volunteer leaders); and
- next steps in fundraising campaign, including donor pipeline expansion.

The Board celebrate the success of the strategy that has led to \$8 million in new gifts to OCAD University, which included \$3 million from Rosalie and Isadore Sharp, \$2 million from the Delaney Family Foundation and \$3 million from the Slight Family Foundation. The President and the Board also warmly thanked Chancellor Delaney for her family's generous gift to OCAD U, which will support scholarships for



undergraduate and graduate visual artists and the Indigenous Visual Culture program and indigenous research at the University.

12. Other Business

A Board member noted that nominations were still open for the 2015 Alumni of Influence Award, which celebrates the University's most accomplished and recognized alumni for their outstanding professional and artistic achievements as well as their service to the community. She noted that the award would be presented at GradEx 100 in May 2015.

The Board Chair wished the Board and all members of the OCAD University community all the best for the holiday season and best wishes for 2015.

The next Board meeting is to be held on March 9, 2015.

13. Termination

On motion made by Sharifa Khan, seconded by Helen Kearns, and adopted, it was resolved that the meeting be terminated at 7:25 p.m.

Michel Frappier, Board Chair

Carole Beaulieu, Board Secretary