Minutes of the Board of Governors Meeting
October 1, 2018

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 4:32pm on the 1st day of October, 2018.

Present: Alvaro Araya, Bonnie Devine, Sara Diamond (President), Myrna Francis (Vice Chair), Claude Galipeau (joined via teleconference 4:35pm to 4:54pm), David Holland (Vice Chair and Audit, Finance & Risk Committee (AFRC) Chair), Brenda Hogan, Helen Kearns (Investment Committee Chair), Sharifa Khan (Vice Chair), Lanita Layton, Jarret Leaman, Samantha Matters, Idris Mootee, Mohsen Mortada, Charles Reeve, Mark Robert, Paul Rowan, Martin Shewchuk, and b.h. Yael.

In Attendance: Carole Beaulieu, Vice-President, Advancement & Board Secretary (VP A&BS); Sanya Sidhu, Board Governance Officer; Deanne Fisher, Vice-Provost, Students & International (Vice-Provost)(items 1-9 only); Peter Fraser (Director of Finance)(items 1-9 only); Robert Luke, Vice-President, Research & Innovation (VP R&I)(items 1-9 only); Caroline Langill, VP, Academic & Provost (VP A&P)(items 1-9 only); Alan Simms, Vice-President, Finance & Administration (VP F&A)(items 1-9 only); Kevin Morris (Managing Director, Business Innovation Studio) (items 1-9 only), Winnie Wong (Chief Marketing Officer)(items 1-9 only); Laura Wood (Manager; Institutional Analysis)(item 1-9 only), and other members of the OCAD U community.

Bobbi-Jean White, Partner; KPMG LLP (KPMG) (items 1-9 only)

Regrets: Jaime Watt (Board Chair), Virginia Trieloff, Andre Der Freitas, Salah Bachir, Roshan Thiruchelvan, and Carol Weinbaum.

1. Welcome, Constitution of Meeting, and Opening Remarks

Myrna Francis, Vice-Chair, welcomed members to the first regular meeting of the Board of Governors for the fiscal year, which was duly constituted with quorum present.

She 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.
She welcomed new Board members: Brenda Hogan, Mohsen Mortada, Martin Shewchuk, Jarret Leaman, Samantha Matters and Roshan Thiruchelvan.

2. Consent Agenda

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

Consent agenda decision items:
1. Approval of minutes of June 18, 2018 Board of Governors meeting

Consent agenda information items:
2. Information report from the President
3. Information report from the Vice-President, Academic & Provost
4. Information report from the Vice-President, Advancement & Board Secretariat
5. Information report from the Vice-President, Finance & Administration
6. Information report from the Vice-President, Research & Innovation
7. Information report from the Vice-Provost, Students & International
8. Information report from the Executive Committee Chair

On motion made by Sara Diamond, seconded by Lanita Layton, and adopted, it was resolved that the Board of Governors approve the minutes of June 18, 2018 Board of Governors meeting, as presented.

On motion made by David Holland seconded by Mohsen Mortada, 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. Strategic Topic: OCAD U CO and Waterfront Update

The Managing Director, Business Innovation Studio, presented to the Board the OCAD U CO and Waterfront update with the aid of a PowerPoint presentation that discussed:

- the background;
- priorities, initiatives and offerings;
- strategy for value proposition delivery;
- Partnerships – institutional collaborations and partnerships with industry cultural and creative sector, and academic institutions

The Board asked questions on the presentation, including discussion of competitors, financial forecasting, market reliability and revenue targets, with the Managing Director responding to their questions.
4. President’s Report

The President gave her report to the Board, which included a review of the first quarter results for the 2018/2019 institutional scorecard. She provided explanations on the areas of the scorecard marked yellow. Her report was received without comment.

The President also updated the Board about the Freedom of Expression Statement and indicated that as next steps the statement will be transformed into a Policy.

The President concluded her update with providing a brief summary of the Ernst & Young Report on the deficit reduction strategy.

The Board asked questions and requested that there be time set aside for a discussion on government positioning in this sector and OCAD U’s strategy, during the December 2018 meeting.

On motion made by Helen Kearns, seconded by Sharifa Khan, and adopted, it was resolved that the Board of Governors approve the Freedom of Expression Statement as presented.

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

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 2017/2018 audited financial statements with the external auditor, KPMG LLP, present to respond to questions.

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

1. the fiscal year 2017/18 draft audited financial statements;
2. the internally restricted net assets of $2,190,588 for fiscal year 2017/18 as per Note 10 of the financial statements; and
3. the restriction of cash of $4,250,000 received from the 205 Richmond Street Joint Venture towards future capital improvements and additions

On motion made by Myrna Francis seconded by Sharifa Khan and adopted, it was resolved that the Board of Governors approve the re-appointment of KPMG LLP as the external auditors for OCAD University for the 2018/19 fiscal year.

6. Enrolment Update

The VP S&I gave a presentation, with the aid of a PowerPoint, on the domestic and international enrolment update. She highlighted that there is a qualitative research initiative underway to understand in detail the reason for the decline in domestic enrollment.
The Board asked questions and requested that there be time set aside for an in-depth discussion on enrollment, the university’s strategy to engage Aboriginal students and student retention.

7. Other Business

No other business was discussed.

On motion made by David Holland, seconded by b.h. Yael and adopted, it was resolved that the meeting be taken in camera at 6:47 pm.

8. 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.

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.

In-Camera session Begins without the President

9. Presidential Search Policy

HR Director provided confidential briefing note to the committee with presidential search policy in advance of this meeting. The HR director presented the presidential search policy with the Committee for approval.

10. Termination

On motion made by Mohsen Mortada, seconded by Helen Kearns 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 and Annual General Meeting (AGM) is scheduled to be on December 3, 2018 Annual General Meeting (AGM) from 4:30pm to 7:00pm at OCAD U Waterfront Campus. The AGM includes the election of Chair and Vice-Chairs, receipt of annual report, and appointment
of auditors.

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