

Minutes of the Board of Governors Meeting

March 9, 2015

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & Design University (OCAD U) held in Room 322, 3rd Floor Boardroom, 230 Richmond Street, at 4:39 p.m. on the 9th day of March 2015.

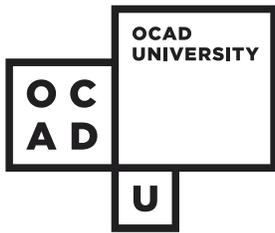
Present: Maggie Broda, Alf Chaiton (via teleconference)(left the meeting after item 8), Scott Clark (via teleconference), Miranda Corcoran (joined the meeting during item 2), JJ Davis (left the meeting after item 7), Chancellor Kiki Delaney, Dr. Sara Diamond (President), Michel Frappier (Board Chair), Tracy Gordon, David Holland (Audit, Finance and Risk Committee (AFRC) Chair), Helen Kearns, Raja Khanna, Steve Quinlan, Dr. Carol Roderick, Naseer Roopani, Dr. John Semple (Vice Chair), Dr. Dot Tuer (joined the meeting during item 3), Matthew Vincent, John Vivash and Carol Weinbaum.

In Attendance: Matt Apedaile, student representative (items 1-7 only); Carole Beaulieu, Associate Vice-President, University Relations and Board Secretary (AVP, University Relations & Board Secretary) (via teleconference) (items 1-7 only); Valerie De Souza, Manager, University Relations; Peter Fraser (Director of Finance)(items 1-7 only); Simran Kaur, OCAD Student Union (OCADSU) representative and student Senator (items 1-7 only); Jeffrey Litwin, Chief Campaign Officer and Vice-President, Development (items 1-7 only); Kiri Piotrowski, student Senator; Emily Rouke, OCADSU representative (items 1-7 only); Alan Simms, Vice-President, Finance & Administration (VP F&A); Margaux Smith, student Senator; and other members of the OCAD U community.

Regrets: John Albright, Sharifa Khan, Karen Prentice, and Keith Rushton

1. Welcome and Constitution of Meeting

Michel Frappier, Board Chair, welcomed members and the OCAD U community to the Board meeting, which was duly constituted with quorum present. He extended a special welcome to new Board member, Raja Khanna, CEO, Television and Digital, Blue Art Media, who was attending his first Board meeting. He noted that on January 29, 2015 the Board had a good dialogue with Senate about bicameral governance at OCAD U with many of the similar themes raised as in previous dialogues. He indicated that a copy of the summary report from that meeting was included as an appendix to the President's consent information report for this meeting. He also extended a welcome to the students who had joined the meeting and would be giving a presentation to the Board later in the meeting.



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 December 15, 2015 Board of Governors' meeting
3. Approval of Laptop Program specific fees for 2015/2016 (item was removed from the agenda)
4. Approval of contract for architectural services for 199 Richmond St. W. professional gallery

Consent agenda information items:

5. Information report from the President
6. Information report from the Vice-President, Academic
7. Information report from the Chief Campaign Officer and Vice-President, Development
8. Information report from the Vice-President, Finance & Administration
9. Information report from the Associate Vice-President, Research & Dean, Graduate Studies
10. Information report from the Associate Vice-President, University Relations
11. Information report from Senate Chair
12. Information report from the Executive Committee Chair

The Board Chair noted that management has asked that consent decision item 3 (approval of the Laptop Program fees) be removed from the consent agenda for this meeting for some revisions, which will be brought forward to AFRC and the Board for their next meetings.

On motion made by David Holland, seconded by Dr. John Semple, and carried, it was resolved that the Board of Governors approve all the consent agenda decision items, including the minutes of the December 15, 2014 meeting of the Board of Governors, and to accept the consent agenda information reports, as presented.

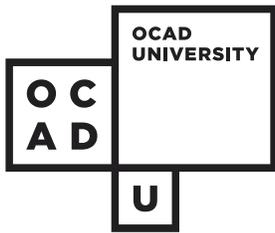
As a result, the following consent decisions, in addition to the approval of the minutes, were made by the Board:

- **Approval of the awarding of the contract for architectural services to Baird Sampson Neuert Architects, not to exceed \$140,120, to design and implement a new Category A professional gallery in a street level unit of 199 Richmond St W, Toronto, ON, as recommended by the Audit, Finance and Risk Committee.**

3. President's Report

The President presented her report, including reporting on (1) the third quarter results on the institutional scorecard for 2014/2015, and (2) other matters.

- (1) The President gave an overview of the third quarter results on the institutional scorecard for 2014/2015 providing commentary to objectives that were marked red or yellow.
- (2) In terms of other matters, the President:



- thanked Carol Weinbaum and the Jack Weinbaum Family Foundation for their \$500K gift to the Faculty of Art at OCAD U;
- noted that the Senate Ad Hoc Committee presented its report on the President's renewal action plan to Senate at its February 23, 2015 meeting, including the four pillars of trust chart (see Appendix 2 to the President's consent information report), and she commented that it was a rich and productive experience and she mentioned the next stages;
- discussed the summary report on the full Board-Senate meeting on January 29, 2015 (see Appendix 3 to the President's consent information report), including the sampling of participants' action ideas; and noted that as a follow-up her Executive Team approved the engagement of a second legal opinion on the roles, responsibilities and jurisdictions of the Board, Senate and President be conducted by Cassels Brock and Blackwell LLP for the Senate;
- provided an update on the Globe & Mail article of February 14, 2015, noting that although several letters to the editor were sent, including by the Board Chair and Chancellor, none were published; she thanked the Board Chair, Chancellor and Executive Committee for their support in this process; and
- finally, she confirmed and congratulated Alan Simms on his ongoing appointment as Vice, President, Finance & Administration.

The President then responded to some Board members' questions on her report.

4. AFRC Report

David Holland, AFRC Chair gave a brief introduction on the AFRC meeting held on February 26, 2015 to discuss all the matters before the Board at this meeting.

The following consent information reports were presented by the VP F&A noting the following:

- (1) Project Chroma Update – project is on time and on budget;
- (2) Statutory Remittance Report – all in compliance; and
- (3) Waterfront development strategic partnership with the Daniels Corporation – just an option to be further explored.

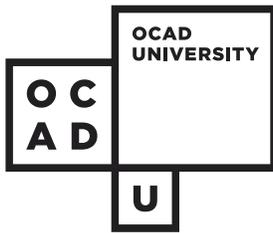
Then the following discussion reports were heard:

- (4) 2014/2015 Budget Variance Report

The Director of Finance provided the Board with an overview of the 2014/2015 operating budget variance projection to the end of the current fiscal year with a comparison of actual to budget to date noting a projected deficit of \$3 million after extraordinary items with some planned remedial action to try to partially reduce the deficit for the current year.

- (5) 2015/2016 Preliminary Financial Forecast

As part of the first step in the budget preparation process, the Director of Finance provided the Board with an overview of the 2015/2016 preliminary financial forecast, including summaries of revenues, expenses and enrolment trends; key assumptions, and forecasting tools (including



revenue and expense continuity schedules). The VP F&A added that the 2015/2016 projected budget is showing a need to find \$3 million in remedial action to balance the budget for next year, but he reported that management is working to create some budgetary remedial action to reduce the amount of this projected deficit. He informed the Board that he is working with the OCAD U Consolidated Budget Advisory Committee to develop the 2015/2016 operating budget and that this committee will be guided by the general principles of protecting the student learning experience, maintaining academic excellence, and avoiding across-the-board cuts. He noted that management will bring forward the budget for Board approval at its June 2015 meeting with additional information at the May 2015 meeting.

The VP F&A and the President responded to Board members' questions on this matter, including how management plans to deal with the deficit for next year, future longer term revenue-generating ideas brought forward through the New Ventures Fund, enrolment-based equality asks from government to recognize OCAD U's differentiation, and enrolment projections for next year based on flat enrolment.

(6) 2015/2016 Tuition Fee Approval

The VP F&A noted that the preliminary financial forecast discussion set the context for the discussion and recommendation on tuition fee increases for next year. The Director of Finance then explained to the Board the reasons for the proposed tuition fee increases for domestic undergraduate and graduate tuition fees for 2015/2016 noting that no increases were being brought forward this year for international tuition fee changes as the Board had approved these changes for two years last year.

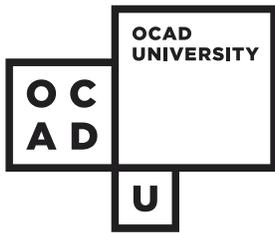
On motion made by Dr. John Semple, seconded by John Vivash, and carried, it was resolved that the Board of Governors approved that domestic undergraduate student tuition fees increase in 2015/2016 by the maximum allowable (3%) per the provincial government tuition fee framework guidelines published in April 2013, as recommended by the Audit, Finance and Risk Committee.

On motion made by Dr. John Semple, seconded by John Vivash, and carried, it was resolved that the Board of Governors approved that domestic graduate student tuition fees increase in 2015/2016 by the maximum allowable (3%) per the provincial government tuition fee framework guidelines published in April 2013, as recommended by the Audit, Finance and Risk Committee.

5. Capital Planning Update

The VP F&A provided the Board with an update on capital planning at OCAD U with the aid of a PowerPoint presentation. His presentation included discussion on:

- the student space experience (short-term fixes that have been undertaken to improve the student space experience and selected work in progress initiatives for studio/thesis space and student gathering space as well as collaborations between management and students on further space improvements);
- an overview of the OCAD U campus in the heart of Ontario's cultural corridor with both the current context and future plans, including 115 McCaul New Centre for Experiential Learning



(Rosalie Sharp Pavilion Revitalization Project), 100 McCaul Street expansion, 49/51 McCaul, 52/60 McCaul thesis space, 230/240 Richmond Street West joint venture, Onsite Professional Gallery move to 199 Richmond Street West (section 37 benefit), 205 Richmond Street West, Princess of Wales Visual Arts Centre at OCAD University (section 37 benefit), George Brown College waterfront collaboration and Daniels at the Waterfront, and that the student residence is on the radar.

The President and VP F&A responded to questions from the Board and the OCAD U community on the capital plan.

6. Student Presentation on Increased Access to Work, Learning and Studio Space

The Board Chair noted that the Board welcomed this discussion with students noting that everyone is here to work to improve the student experience at OCAD U.

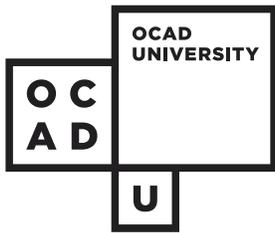
The student presenters, Emily Rourke, Simran Kaur, and Matt Apedaile, gave a presentation to the Board, with the aid of a PowerPoint presentation, on access to work, learning and studio space, including the results of a student survey on their ideas on space prioritization, and their two-phased proposal of solutions (short-term and long-term) supported by Senate at its February 23, 2015, and noting the need for collaboration between students, management and university decision-makers to implement immediate solutions. The Board discussed the presentation with the students.

A draft motion was tabled by JJ Davis and seconded by Dr. Dot Tuer. After Board discussion amendments were proposed with due process and duly accepted by the original mover and seconder before being put to a vote and carried as follows:

On motion made by JJ Davis, seconded by Dr. Dot Tuer, and carried, it was resolved that the OCAD University Board of Governors acknowledges that student involvement in the running of the University is a foundational element in fostering a culture of satisfied student experience;

the Board of Governors further resolves to instruct University management to strike a Working Group (including students, administration, staff, and a Board of Governors representative) for the purpose of implementing immediate and strategic steps that prioritize student access to spaces at OCAD University with the Working Group reporting back to the Board of Governors with their findings in advance of the June 2015 Board meeting.

ACTION: The Board asked that an electronic version of the student survey that was tabled at the meeting be circulated to all Board members.



7. Other Business

The Board discussed the following matters under other business:

- Jeff Litwin, Chief Campaign Officer and Vice-President, Development encouraged Board members to purchase or sell tickets for Project 31, a fundraising live art auction of faculty-donated art, to be held on March 26, 2015.
- The VP F&A responded to a Board member's question on the source of the additional funding needed to finish the 199 Richmond Street West professional gallery noting that management is seeking solicitation of private fundraising to bridge the gap.
- Finally, the Board Chair announced that nominations were now open for internal representatives of the Board for the Permanent Manager and Permanent Staff positions with the nomination forms and process on the Board of Governors' election webpage. He added that the election of the student representatives on the Board has been moved from the spring to the fall this year to better engage students in the governance process and to hold student elections at the same time as the Senate.

This concluded the public portion of the meeting.

On motion made by Helen Kearns, seconded by Naseer Roopani, and carried, it was resolved that the Board of Governors take the meeting *in camera* at 7:00 p.m.

In addition, the Board agreed to extend the Board meeting to address the remaining agenda items.

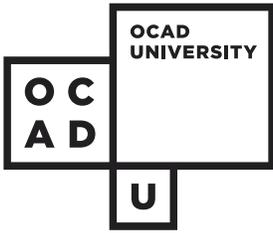
8. Nominating Strategy Update

The President gave the Board an overview of the nominating strategy update, including the filling of external and internal vacancies on the Board after which time the Board made some decisions.

9. Joint Venture Arrangement Update

The VP F&A gave a presentation to the Board, with the aid of a PowerPoint presentation, on the process for the joint venture arrangement.

The Board discussed this matter in detail and asked management to provide more information on several due diligence matters for the special meeting of the Board to review the decision for this item prior to the next regular Board meeting.



10. Termination

On motion made by Chancellor Kiki Delaney, seconded by Dr. John Semple, and adopted, it was resolved that the meeting be taken out of *in camera* and terminated at 7:57 p.m.

The next regular Board meeting is to be held on May 4, 2015.

[Original signed]

Michel Frappier, Board Chair

[Original signed]

Carole Beaulieu, Board Secretary

[Original signed]

Valerie De Souza, Recording Secretary