

Minutes of the Board of Governors Meeting

October 6, 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 322, 3rd Floor Boardroom, 230 Richmond Street, at 5:00 p.m. on the 6th day of October 2014.

Present: John Albright, Maggie Broda (joined the meeting during item 3), Alf Chaiton, Scott Clark, Miranda Corcoran, JJ Davis, Chancellor Kiki Delaney, Dr. Sara Diamond (President) (joined the meeting during item 3), Michel Frappier, Vice Chair, Tracy Gordon, David Holland, Helen Kearns, Sharifa Khan, Richard Kostoff, Hadi Mahabadi (joined the meeting during item 2), Robert Montgomery, Karen Prentice (via teleconference), Steve Quinlan, Dr. Carol Roderick, Naseer Roopani, Keith Rushton, Senate Chair (items 2, 3 and 5 only), Dr. John Semple, Vice Chair, Ian Tudhope (Board Chair), Dr. Dot Tuer, Matthew Vincent and John Vivash.

In Attendance: Carole Beaulieu, Associate Vice-President, University Relations and Board Secretary (Board Secretary); Dr. Christine Bovis-Crossen, Vice-President, Academic (VPA)(items 4, 6-10 only); Valerie De Souza, Manager, University Relations; Deanne Fisher, Associate Vice-President, Students (AVP, Students)(items 4, 6-10 only); Peter Fraser (Director of Finance) (items 4, 6-10 only); Alan Simms, Vice-President, Finance & Administration (VP F&A)(items 4, 6-10 only) and other members of the OCAD U community.

Martha Tory, Partner, Ernst & Young LLP (item 6 only)

Regrets: None.

1. Welcome and Constitution of Meeting

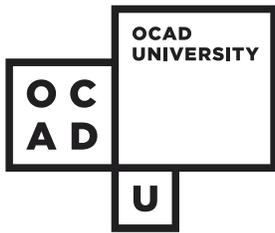
The Board Chair welcomed members to the first Board meeting for 2014/2015, which was duly constituted with quorum present.

On motion made by Scott Clark, seconded by Chancellor Kiki Delaney, and carried, it was resolved that the Board of Governors take the meeting *in camera* at 5:05 p.m.

2. Presidential Performance Review and Leadership Update (without the President)

The Board met *in camera* without the President and with the Board Secretary and Manager, University Relations to discuss the presidential performance review and leadership update.

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



On motion made by Dr. John Semple, seconded by Scott Clark, and carried, it was resolved that the Board of Governors approve the President's renewal contract for the term July 1, 2015 to June 30, 2020, as recommended by the Executive Committee.

The next item discussed was item 5, while the President was on route to the meeting, but the minutes are presented in the order of the agenda for ease of reference to the materials.

3. Nominating Committee Update

The President joined the meeting for this *in camera* item.

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

On motion made by Dr. Sara Diamond, seconded by Helen Kearns, and carried, it was resolved that the Board of Governors take the meeting out of *in camera* at 5:54 p.m.

The Board Chair welcomed the OCAD U community members and Martha Tory, Partner, Ernst & Young LLP to the public portion of the meeting.

4. 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:

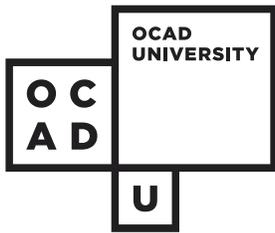
2) Approval of minutes of July 3, 2014 Board of Governors' special meeting

Consent agenda information items:

- 3) Information report from the President
- 4) Information report from the Vice-President, Academic
- 5) Information report from the Executive Director, Development & Alumni Relations
- 6) Information report from the Vice-President, Finance & Administration
- 7) Information report from the Associate Vice-President, Research & Graduate Studies
- 8) Information report from the Associate Vice-President, University Relations
- 9) Information report from Senate Chair
- 10) Information report from the Executive Committee Chair

A Board member noted that it should be clarified in the minutes that the President personally paid to attend the dinner in honour of Hon. Michael Couteau, MPP on September 29, 2014 as noted in the President's consent information report.

A Board member commented that there were academic administrative appointments made by the Executive Committee over the summer and that the full Board should be notified in advance of this process. It was agreed that this would occur in the future.



A Board member asked about OCAD U's practices on security around violence against women on campus. The President reported that OCAD U has strong policies and practices and that these would be reviewed by the Board's Human Resources Committee.

A Board member inquired about the current human rights case and the President noted that such cases have not yet been brought to the Audit, Finance and Risk Committee, but that they will be in the future as part of the risk assessment process.

On motion made by Miranda Corcoran, seconded by Helen Kearns, and carried, it was resolved that the Board of Governors approve the minutes of the July 3, 2014 special meeting of the Board of Governors and to accept the consent agenda information reports, as presented with the one revision noted above.

Actions arising from this discussion:

ACTION: Management to provide the Board with advance notice of process for significant appointments.

5. Call for Nominations of Chair and Vice-Chairs

This item was discussed after item 2.

The Board Secretary noted that as per the OCAD University by-laws, the call for nominations was declared open 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. She described the nomination process.

On motion made by Scott Clark, seconded by Rick Kostoff, and carried, it was resolved that the Board of Governors receive the reported recommendation from the Executive Committee, acting in its nominating role, of Michel Frappier as Chair nominee, Dr. John Semple as First Vice Chair nominee and Sharifa Khan as Second Vice Chair nominee for the Chair and Vice Chair elections to take place at the annual general meeting on November 1, 2014.

6. AFRC Report

Scott Clark, AFRC Chair gave a brief introduction on the AFRC meeting held on September 10, 2014 to discuss all the matters before the Board at this meeting.

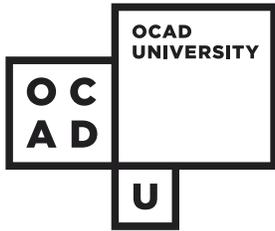
The following consent information reports were received:

- (1) Project Chroma Update (with the AFRC Chair noting it is on time and on budget): and
- (2) Statutory Remittance Report

Then the following discussion reports were heard:

- (3) Approval of Audited Financial Statements for Fiscal Year 2013/2014

The VP F&A provided an introduction to the audited financial statements for the 2013/2014 fiscal year noting that the University ended the year with an operating surplus, which was part of an



overall plan to build a surplus to face some upcoming challenges. The Director of Finance noted that different audits took place (enrolment audit, facilities renewal program audit, pension audit and university financial statements audit). He provided highlights of his report on the financial operations of OCAD U noting that there were two major changes in the financial statements this year result from the wind-up of the OCAD U Foundation and the accounting for expenses incurred for Project Chroma, the new enterprise resource planning initiative.

Martha Tory then provided some comments on Ernst & Young LLP's audit results report with an unqualified audit opinion.

On motion made by Naseer Roopani, seconded by John Vivash, and carried, it was resolved that the Board of Governors approve:

- 1. the 2013/2014 audited financial statements; and**
 - 2. the net transfer of \$34K from unrestricted net assets to internally restricted net assets per Note 9 of the audited financial statements;**
- as recommended by the Audit, Finance and Risk Committee.**

The VP F&A thanked Martha Tory, who will be retiring from Ernst & Young LLP, on behalf of the Board and OCAD University for her long service as lead audit partner for OCAD University.

(4) Unrestricted Net Assets for 2013/2014

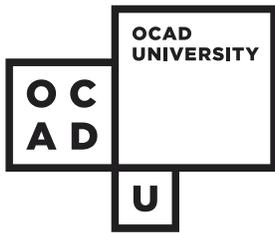
This report was received without comment.

(5) Preliminary Enrolment Information for 2014/2015

The Director of Finance noted the timing of the enrolment figures and the shortfalls, emphasizing that these are preliminary numbers and retention figures will be key. The VP F&A presented a few slides on the 2014/2015 to 2015/2016 operating budget projections with budgetary remedial action to take into account the financial effects of the enrolment shortfall. He noted that more detailed information will be provided to the Board as the year unfolds. The President added that the student experience will not be impacted by any planned actions, instead management will look at cutting discretionary spending. The Board discussed this matter and the President and VPA and VP F&A responded to their questions asking for clarifications/explanations.

7. President's Report

The President gave an oral presentation on the first quarter results on the institutional scorecard for 2014/2015 providing commentary to objectives that were marked red or yellow. She remarked about the good news regarding the Campus-Linked Accelerator funding received by the University. She introduced Jeff Litwin, the new Chief Campaign Officer and Vice-President, Development and thanked Rose Ann McCants, Executive Director, Development for all her development work in the interim. She then referred Board members to her consent agenda report in which she reported on her third term action plan and provided more details on the Strategic Mandate Agreement options in



her discussion report. The Board discussed her report and the President responded to their questions.

8. Strategic Enrolment Management (SEM) Plan

The AVP Students provided the Board with an initial discussion on SEM noting that a more in-depth discussion will be provided to the Board at the Board Retreat. She spoke to SEM in general, enrolment goals and areas of projected enrolment growth, and the recruitment and marketing strategy. The Board discussed this matter in detail, including asking questions about outreach to more high schools, the changes to the recruitment and marketing strategy from prior years, improvements to the SEM loop, improving the misleading information and attitude towards careers in art and design, and factors that have led to students not accepting offers of admission.

Actions arising from this discussion:

ACTION: At the Board Retreat, management to provide the Board with best, worst and midrange enrolment projects and the preliminary survey results from National Survey of Student Engagement.

9. Other Business

A Board member raised some comments on proposed by-law revisions that identified a need to review the role of the Executive Committee. Management committed to looking at these areas and to provide recommendations to the Board for consideration as part of the by-law review for this year.

The President reminded Board members about the University's open house called *Look Inside* to take place on October 25, 2014.

The Board Chair noted that this meeting would be immediately followed by a welcome dinner for Board and Executive Team members at the home of the President.

The next Board meeting is the Board Retreat and Annual General Meeting to be held on November 1, 2014.

10. Termination

On motion made by Dr. John Semple, seconded by Steve Quinlan, and adopted, it was resolved that the meeting be terminated at 7:19 p.m.

[Original signed]

[Original signed]

Michel Frappier, Board Chair

Carole Beaulieu, Board Secretary