

## **Minutes of the Board of Governors Meeting**

### **December 9, 2013**

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & Design University (OCAD U) held in Room 284, 100 McCaul Street, at 5:00 p.m. on the 9<sup>th</sup> day of December 2013.

**Present:** John Albright, Maggie Broda, Alf Chaiton (via teleconference), Scott Clark (via teleconference), Miranda Corcoran (joined the meeting during item 2), Sally Cumming (joined the meeting during item 2), Kiki Delaney (Chancellor), Dr. Sara Diamond (President) (items 2.1-8 only), Michel Frappier (Vice-Chair), Sharifa Khan (via teleconference, joined during item 2), Helen Kearns, Richard Kostoff, Hadi Mahabadi, Robert Montgomery, Karen Prentice (via teleconference), Steve Quinlan, Dr. Carol Roderick, Naseer Roopani, Keith Rushton (Senate Chair), Dr. John Semple, Ian Tudhope (Board Chair), Dr. Dot Tuer (joined the meeting during item 2), and Matthew Vincent.

**In Attendance:** Carole Beaulieu, Associate Vice-President, University Relations and Board Secretary (Board Secretary); Nicky Davis, Director, Human Resources; Valerie De Souza, Manager, University Relations; Yi Jang, iCat Presenter (items 6-8 only); Petra Kassun-Mutch, Executive Director, Imagination Catalyst (IC Executive Director) (items 6-8 only); Mike Lovas, iCat Presenter (items 6-8 only); Dr. Helmut Reichenbacher, Associate Vice-President, Research and Dean, Graduate Studies (items 3-8 only); Alan Simms, Interim Vice-President, Finance & Administration (items 3-8 only).

**Regrets:** Tony Belcourt, JJ Davis, David Holland and John Vivash

#### **1. Welcome and Constitution of Meeting**

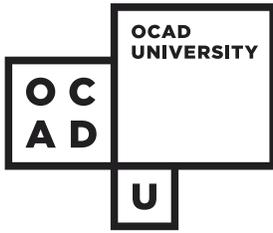
Ian Tudhope, Board Chair welcomed members to the Board meeting.

He welcomed the newest Board member, David Holland, President and CEO of Torstar Corporation, who was appointed to the Board by the Lieutenant-Governor-in-Council (LGIC) on November 20, 2013, but due to a scheduling conflict, was unable to attend this meeting.

The Board Chair acknowledged the resignation of Tony Belcourt from the Board due to the difficulty of travelling to Toronto from the United States where he now spends the fall and winter months. (Mr. Belcourt has served on the Board since his LGIC appointment in March 2012.) Mr. Belcourt will continue to serve as a member of the OCAD University Aboriginal (Indigenous) Education Council.

In addition, he noted that Sally Cumming, alumni representative on the Board, will end her term in January 2014. (Ms. Cumming has served on the Board since January 2008.)

He thanked Mr. Belcourt and Ms. Cummings for their contributions to the Board and noted that the Nominating Committee will work on filling these vacancies in the New Year.



The Board Chair then provided some remarks on some key events in the last month, namely:

- on November 16, 2013: a productive Board Retreat at the Art Gallery of Ontario, with good presentations and discussions on fundraising (along with a special Board meeting and Annual General Meeting);
- on November 19, 2013: University Day @ Queens Park, an educational exchange with the Minister of Training, Colleges and Universities (MTCU) to understand deficiencies and challenges of universities as well as the Ministry's challenges and constraints; and
- on December 9, 2013: an abbreviated presentation of the draft Strategic Mandate Agreement (SMA) by the President to Minister Duguid during his brief campus tour.

**On motion made by Scott Clark, seconded by Helen Kearns and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 5:08 p.m.**

## **2. Presidential Renewal of Appointment Process and Timelines**

The Board met *in camera* without the President and with the Board Secretary, Director of Human Resources and Manager, University Relations to discuss the presidential term review process and timelines.

The Board had an in-depth discussion on this matter and agreed to the updated presidential renewal of appointment process and timelines. It was confirmed that the Board Chair would communicate the details to the OCAD University community in his role as the spokesperson for the Board of Governors.

### **2.1 Appointment of Interim Dean**

The President joined the meeting for this item.

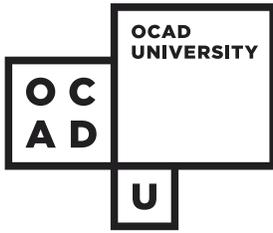
The Board received confidential materials in advance of the meeting for this item.

The President provided a brief overview of the candidate's profile for the position of Interim Dean of the Faculty of Liberal Arts and Sciences and the School of Interdisciplinary Studies, the selection process with her recommendation on this appointment after which time the Board endorsed the President's recommendation.

**On motion made by Dr. Sara Diamond, seconded by Naseer Roopani and adopted, it was resolved that the Board of Governors give final approval of the appointment of Dr. Caroline Langill as the Interim Dean of the Faculty of Liberal Arts and Sciences and the School of Interdisciplinary Studies effective January 2, 2014, for a term of January 2 to June 30, 2014, which may be extended if necessary, as approved by the Senate Executive Committee on recommendation by the Search Committee and the President.**

**On motion made by Helen Kearns, seconded by Dr. John Semple and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 5:27 p.m.**

The public portion of the meeting started.



### 3. Consent Agenda

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

- 1) Use of consent agenda briefing note
- 2) Summary of pending action items

**Consent agenda decision items:**

- 3) Approval of minutes of September 23, 2013 Board of Governors' Meeting
- 4) Approval of minutes of November 16, 2013 Board of Governors' Special Meeting
- 5) Approval of Board Committee Assignments for 2013/2014
- 6) Approval of Health & Safety Policy
- 7) Approval of Smoke Free Policy
- 8) Approval of Purchasing Policy and related procedural amendments for accessible procurement

**Consent agenda information items:**

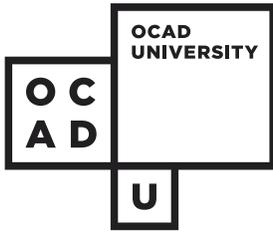
- 9) Information report from the President
- 10) Information report from the Vice-President, Academic
- 11) Information report from the Vice-President, Development & Alumni Relations
- 12) Information report from the Vice-President, Finance & Administration
- 13) Information report from the Associate Vice-President, Research & Graduate Studies
- 14) Information report from the Associate Vice-President, University Relations
- 15) Information report from Senate Chair
- 16) Information report from the Executive Committee Chair

In response to a request from a Board member at the Board Retreat, the Board Chair mentioned the expanded use of the consent agenda to include routine decision matters as well as information items in order to allow more time for discussion of strategic topics at Board meetings.

**On motion made by Helen Kearns, seconded by Kiki Delaney and adopted, it was resolved that the Board of Governors approve all the consent agenda decision items, including the minutes of the September 23, 2013 and special November 16, 2013 meetings 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 2013/2014, as presented and as recommended by the Executive Committee;**
- **approval of the revised Health and Safety Policy for 2013/2014, as presented and as recommended by the Audit, Finance and Risk Committee;**
- **approval of the new Smoke Free Policy as presented and as recommended by the Audit, Finance and Risk Committee;**
- **approval of the addition of section 4.12 to the Purchasing Policy and the relevant changes to the purchasing procedures, as presented for compliance with the AODA legislation, and as recommended by the Audit, Finance and Risk Committee.**



#### 4. Audit, Finance and Risk Committee (AFRC) Report

Scott Clark, AFRC Chair gave a brief introduction on the AFRC meeting held on November 21, 2013.

(1) Approval of Capital Budget Allocation for 2014/2015

The Interim Vice-President, Finance & Administration briefly introduced this item, referring to the materials presented in the meeting package for this item.

**On motion made by Dr. Sara Diamond, seconded by Michel Frappier and adopted, it was resolved that the Board of Governors approve the capital budget allocation of \$1,395,000 for 2014/2015, as recommended by the Audit, Finance and Risk Committee.**

(2) Approval of Enterprise Risk Management (ERM) Policy

The Interim Vice-President, Finance & Administration briefly introduced this item and noted that the annual review of the risk registry would be provided in February 2014.

**On motion made by Dr. Sara Diamond, seconded by Michel Frappier and adopted, it was resolved that the Board of Governors approve the Enterprise Risk Management Policy as presented and as recommended by the Audit, Finance and Risk Committee.**

(3) Approval of Expanded Laptop Program Fees

The Interim Vice-President, Finance & Administration briefly introduced this item and noted that there were extensive consultations on this matter, which was approved by Senate, and is an initiative of the Innovation, Productivity and Sustainability Task Force. The President added that this program will be extended to new undergraduate programs and graduate programs. She added that tenured and tenured-track faculty will also receive laptops.

**On motion made by Naseer Roopani, seconded by Keith Rushton and adopted, it was resolved that the Board of Governors approve the fees for the expanded Laptop Program, as recommended by the Audit, Finance and Risk Committee, effective beginning in the 2014/2015 Academic Year, as follows:**

**1) That all students who are currently participating in the Laptop Programs have their fees lowered from \$139 annually to \$125 annually for the Mobile Computing Fee and that the base Software Fee be lowered from \$160 annually to \$118 annually.**

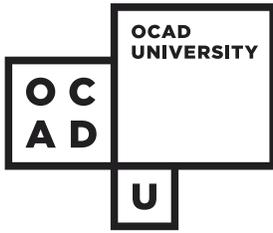
**2) All new incoming students, including advanced standing students, through participation in the Expanded Laptop Program, pay a \$125 annual Mobile Computing Fee and a \$118 annual base Software Fee.**

(4) 2013/2014 Enrollment and Revenue Variance Report

Report received without comment.

(5) Project Chroma Update

Report received without comment.



(6) Statutory Remittance Report

Report received without comment.

## 5. President's Report

(1) Report on Minister Duguid Visit to OCAD University

The President noted the Minister Brad Duguid, MTCU had a short but productive visit to the OCAD U campus this morning, including a brief tour of Digital Futures e-Leo exhibit. She noted that a follow-up meeting with the Minister has been requested.

(2) 2013/2014 Second Quarter Scorecard Report

The President provided a detailed update on the OCAD U dashboard results for the second quarter of 2013/2014 highlighting matters that were shown as red or yellow. Board members discussed the report, asked questions, and the President and her Cabinet members provided responses on the following matters:

- recruitment and retention challenges, potential underlying sources, responsive actions, and planned initiatives;
- strategic enrolment management plan (to be brought to the Board); and
- brand awareness campaign (to be launched in 2014).

(3) Preliminary Revised Strategic Mandate Agreement (SMA)

The President gave a presentation on the SMA with the aid of a PowerPoint Presentation, including MTCU key objectives, SMA timelines, three-year plan and five-year enrolment targets. She outlined the draft SMA with the three OCAD U priorities, the six differentiation policy framework components, and the three key supports for differentiation. She commented that the Senate reviewed and discussed this draft SMA at their meeting on December 2, 2013 and approved the draft in principle with requests for some clarifications to be incorporated in the SMA before submission.

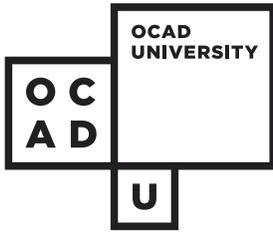
The Board discussed the SMA and the President's presentation and the President responded to their questions. Finally, she thanked everyone who wrote letters for the graduate seats funding campaign.

**On motion made by Naseer Roopani, seconded by Miranda Corcoran and adopted, it was resolved that the Board of Governors approve in principle the preliminary revised Strategic Mandate Agreement dated November 29, 2013.**

## 6. Imagination Catalyst

The IC Executive Director joined the meeting with two iCat presenters; Mike Lovas, and Yi Jang.

Dr. Helmut Reichenbacher, Associate Vice-President, Research and Dean, Graduate Studies briefly introduced the IC Executive Director and noted that the Imagination Catalyst is a strategic topic that the Board had asked to hear more about.



The IC Executive Director then made a presentation on the Imagination Catalyst, with the aid of a PowerPoint presentation, in which she highlighted:

- the four incubator/accelerators at OCAD U (Mobile Experience Innovation Centre (MEIC) ,Inclusive Design Research Centre, Strategic Innovation Lab (sLab) and Imagination Catalyst);
- the 43 incubators in Toronto and the value-added approach of the Imagination Catalyst;
- the intellectual property policy under development (which the President noted will be brought to the Board in May 2014); and
- 11 measures of success and the growth wheel.

It was announced that Board member John Albright’s company – Relay Ventures will provide seed funding to companies in the Imagination Catalyst as well some operating support.

The IC Executive Director then introduced the first iCat presenter, Mike Lovas, Co-Founder and Chief Design Officer, PUSH, who gave a presentation to the Board on his company and its product – a device that gives you real-time feedback on your workout performance. He also spoke about what the Imagination Catalyst taught him about being a successful entrepreneur.

Yi Jang of YiREGO Corp. gave a presentation to the Board on his company’s product – a front load foot-pedal washing machine for personal delicacies – and what he learned through the Imagination Catalyst about developing a start-up business.

The Board received the presentations with great interest.

## 7. Other Business

No other business was discussed.

The Board Chair wished everyone all the best for the holiday season and noted that the next meeting of the Board is scheduled for February 24, 2014.

## 8. Termination

**On motion made by Naseer Roopani, seconded by Michel Frappier, and adopted, it was resolved that the meeting be terminated at 7:35 p.m.**

[Original signed]

---

Ian Tudhope, Board Chair

---

Carole Beaulieu, Board Secretary