



Minutes of the Annual General Meeting Monday, December 2, 2024

Minutes of the annual general meeting of the Board of Governors (Board) of the Ontario College of Art and Design University (OCAD U or the University) held in Room 322, 3rd Floor Boardroom, 230 Richmond Street, OCAD University and via videoconference at 4:30 p.m. on the 2nd day of December, 2024.

Present: Colleen Baldwin (Physical Resources and Capital Assets Committee Chair), David Belous, Maggie Broda, Glenda Crisp, Aly Damji, Brian Davis (Investment Committee Chair), Elizabeth Dipchand (Governance and Nominating Committee Chair (GNC Chair)), Nadia Galati (items 7 and 8 only), Julian (Jules) Goss, Lalit Guglani (items 5-6 only), Stephanie Holko, Jugraj Khinda (items 7 and 8 only), Lanita Layton (Board Chair), Gail Lee (Audit, Finance and Risk Committee Chair (AFRC Chair)), Neal Prabhu, Heather Robson, Ana Serrano (President), Nancy Snow, Samantha Sykes, and Annie Yan.

In Attendance: Tanya Bowes, Board Secretary, Deanne Fisher, Vice-Provost, Students & International (VPSI), Peter Fraser, Director, Finance, Mary Koutsoubos, Executive Director, Advancement (EDA) (items 5-8 only), Miriam Kramer, Executive Director, Government & Community Relations & Public Policy (EDGCRPP), Caroline Langill, Vice-President, Academic and Provost (VPAP), Jennifer Robinson, Dean of Students (DS), Alan Simms, Vice-President, Finance & Administration (VPFA), Laura Wood, Executive Director, Institutional Analysis & Budget Planning (EDIABP).

Regrets: Luciana Gomes Da Silva, Dave Forestell, Mark Hanrahan, Abel Juarez, Hillary Marshall and Jaime Watt.

1. Welcome and Constitution of Meeting

Lanita Layton, Board Chair, welcomed Board members to OCAD University's Annual General Meeting, which was duly constituted with quorum present.

The Board Chair welcomed new Board member Glenda Crisp.

2. Declaration of Conflicts of Interest

The Board Chair asked for declarations of conflicts of interest for any agenda items from Board members. The Board Chair and Gail Lee declared a conflict for item 7.



The Board Chair and Ms. Lee departed for that portion of the meeting. No other conflicts were declared.

3. Approval of AGM Agenda for December 2, 2024

On motion made by Heather Robson, seconded by Julian Goss and adopted, it was resolved that the Board of Governors approve the agenda of the December 2, 2024 Annual General Meeting, as presented.

4. Approval of Minutes of the December 4, 2023 Annual General Meeting

On motion made by Ana Serrano, seconded by Colleen Baldwin and adopted, it was resolved that the Board of Governors approve the minutes of the December 4, 2023 Annual General Meeting, as presented.

5. Appointment of Auditors for 2024/2025

As part of the advanced materials for this meeting, Board members received a briefing note on the re-appointment of the auditors.

The AFRC Chair noted that the Audit Finance and Risk Committee reviewed and discussed the external audit and the audit findings report with KPMG LLP and indicated satisfaction with the auditor's performance this year.

The VPFA also concluded that the Finance Office was satisfied with the auditor's performance this year.

On motion made by Aly Damji, seconded by Gail Lee and adopted, it was resolved that upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the re-appointment of KPMG LLP Auditors as OCAD University's external auditors for the FY 2024/2025.

6. Annual Report for 2023/2024

As part of the advanced materials for this meeting, Board members received a briefing note with a copy of the OCAD U Annual Report 2023/2024 attached.

The Annual Report 2023/2024 was received without comment.

7. Election of Chair and Vice-Chairs



The Board Chair Designate took over the proceedings and noted that nominations were declared open at the October 7, 2024 Board meeting for the positions of Chair and Vice-Chairs of the Board for one-year terms, beginning at the Annual General Meeting on December 2, 2024. She also noted that the slate of proposed nominees for these positions, as recommended by the Governance and Nominating Committee, were approved by the Board at that meeting and are as follows: Lanita Layton as Chair nominee, Gail Lee as First Vice-Chair nominee, and Hillary Marshall as Second Vice-Chair nominee.

[Editorial Note: The Board Chair Designate experienced technical difficulties online due to a faulty connection, and as such, the Board Secretary continued with the election process, until the Board Chair Designate reentered the meeting online.]

The Board Secretary asked if there were any other nominations being put forth, and hearing none, she turned to the nominees to confirm their consent to these nominations. Ms. Layton and Ms. Lee were present at the meeting and confirmed their consent orally. The Board Secretary noted that although Hillary Marshall was unable to be present at the meeting she had provided her written consent to the nomination in advance to the Board Secretariat.

After the consents to the nominations were heard, the Board Chair Designate closed the nomination process. Following the closing of the nomination process, the nominees for Board Chair and First Vice-Chair recused themselves from agenda item 7 and left the meeting for the remainder of agenda item 7.

On motion made by Glenda Crisp, seconded by Annie Yan and adopted, it was resolved that the Board of Governors approve the election of Lanita Layton as Chair of the Board of Governors, Gail Lee as First Vice-Chair of the Board of Governors and Hillary Marshall as Second Vice-Chair of the Board of Governors, each for a one-year term, commencing on December 2, 2024.

8. Termination of AGM

The Board Chair re-entered the boardroom and thanked the OCAD U Board for their confidence in her leadership.

No other business was discussed.

On motion made by Julian Goss, seconded by Neal Prabhu and adopted, it was resolved that the Board of Governors terminate the Annual General Meeting at 4:43 p.m.



[Original Signed]

Lanita Layton, Board Chair

[Original Signed]

Tanya Bowes, Board Secretary