

Minutes of the Board of Governors Meeting Monday, March 3, 2025

Minutes of the regular meeting of the Board of Governors (Board) of the Ontario College of Art & 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 3rd day of March, 2025.

Present: Colleen Baldwin (Physical Resources and Capital Assets Committee Chair)(items 1-16 only), David Belous (People and Culture Committee Chair), Maggie Broda, Glenda Crisp, Aly Damji, Brian Davis (Investment Committee Chair), Elizabeth Dipchand (Governance and Nominating Committee Chair (GNC Chair)), Abel Escobar (items 1-9 only), Dave Forestell, Stephanie Holko, Jugraj Khinda, Lanita Layton (Board Chair), Gail Lee (Audit, Finance and Risk Committee Chair (AFRC Chair)), Hillary Marshall (items 5-19 only), Neal Prabhu, Heather Robson, Ana Serrano (President)(items 1-17 only), Nancy Snow (items 7-19 only), Samantha Sykes, and Annie Yan.

In Attendance: Connie Arezes-Reis, Interim Executive Director, People and Culture (EDPC)(items 7-15 only), Angela Bains, Associate Professor, Faculty of Design (items 8-11 only), Tanya Bowes, Board Secretary, Kerry-Ann Douglas-Powell, Director, Workplace Culture (DWC) (items 7-9 only), Deanne Fisher, Vice-Provost, Students & International (VPSI) (items 1-13 only), Peter Fraser, Director, Finance (items 5-13 only), Mary Koutsoubos, Executive Director, Advancement (EDA) (item 12 only), Miriam Kramer, Executive Director, Government & Community Relations & Public Policy (EDGCRPP) (items 1-6 only), Ashok Mathur, Vice-President, Research, and Dean, School of Graduate Studies (items 8-13 only), Khellon Roach, Manager, Board Governance and Privacy (items 1-16 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 1-13 only), Adam Wiendels, Executive Director, Marketing and Communications (EDMC) (items 1-6 only), Laura Wood, Executive Director, Institutional Analysis & Budget Planning (EDIABP) (items 1-13 only).

Regrets: Nadia Galati, Luciana Gomes Da Silva, Julian (Jules) Goss, Lalit Guglani, Mark Hanrahan, and Jaime Watt.



1. Welcome, Constitution of Meeting, and Opening Remarks

Lanita Layton, Board Chair, welcomed members to the third regular Board meeting, which was duly constituted with quorum present.

She acknowledged the ancestral territories of the Mississaugas of the Credit, the Haudenosaunee, the Anishinaabeg and the Huron-Wendat, who are the original owners and custodians of the land on which we live, work, and create.

2. Declaration of Conflicts of Interest

The Board Chair asked for declarations of conflicts of interest for any public agenda items from Board members. No conflicts were declared for public agenda items.

3. Approval of Board Agenda for March 3, 2025

On motion made by Dave Forestell, seconded by Heather Robson, and adopted, it was resolved that the Board of Governors approve the agenda of the March 3, 2025 regular meeting, as presented.

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
2. Approval of minutes of December 2, 2024

Consent agenda information items:

3. Information Report from the Senate Chair
4. AFRC information reports
 - a. Statutory Remittances Report

On motion made by Elizabeth Dipchand, seconded by Glenda Crisp and adopted, it was resolved that the Board of Governors approve the minutes of the December 2, 2024 regular meeting, as presented.

On motion made by Dave Forestell, seconded by Gail Lee 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.

5. President's Update



As part of the advanced materials for this meeting, Board members received the 2024/2025 institutional scorecard with the third quarter (Q3) results. The President advised the Board that the majority of the goals of the University's six-year Academic and Strategic Plan are on track. For those items on the institutional scorecard that were marked in yellow for Q3, the President provided the Board with comments.

The Board discussed and asked questions regarding the (1) progress on the goal for the University to be recognized in the Canada Top Employer survey and (2) likelihood that the management will meet all of the goals in the scorecard by the end of the FY 2024/2025.

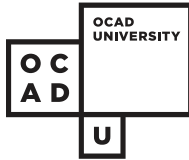
The President also provided an update to Board members as it relates to the development of the Strategic Considerations following the Board retreat on January 18, 2025. The President informed the Board that management will explore the possibility of developing a web-based tool to track the progress made on various initiatives using the Strategic Considerations.

The President also provided an update on the last meeting of the Indigenous Education Council on February 7, 2025. The President informed the Board that (1) progress has been made in the search for an Executive Director, Indigenous Engagement; (2) Indigenous students were given the opportunity to raise concerns around proper website citation for a recent exhibition they held; and (3) consultation occurred regarding a proposal for free tuition for Indigenous students, specifically for students from the Mississaugas of the Credit and the Six Nations of the Grand River.

The Board discussed and asked questions related to the scope of free tuition for Indigenous students; whether other forms of financial aid were available for Indigenous students outside of the free tuition program; and the role the provincial government plays in providing financial support to students directly through the Indigenous band councils. A Board member inquired whether OCAD U assists in placing Indigenous students in any work integrated learning placements.

The President thanked Board members Aly Damji and Neal Prabhu for their role in supporting OCAD U's student housing goal. Mr. Prabhu provided a quick summary of the project whereby students from OCAD U were given a paid opportunity to work alongside senior professionals in helping to share ideas on design and space utilization on a student housing proposal. Mr. Damji added that the hope is for the project on "housing for students, by students" to become globally recognized and emulated, and ultimately to provide cost effective and quality housing for students.

6. Government Relations Update



As part of the advanced materials for this meeting, the Board members received a briefing note summarizing OCAD University's implementation of the Government of Ontario's directives related to Bill 166, *Strengthening Accountability and Student Supports Act, 2024* and student housing data reporting requirements detailed in Bill 185, *Cutting Red Tape to Build More Homes Act, 2024*.

The President advised the Board that the University is in compliance with the newly instituted regulatory frameworks under each bill related to student housing, cost of educational materials, and student mental health, as well as how post-secondary institutions are addressing racism and hate. The President thanked the EDGCRPP and the Marketing and Communications team for the quick work to ensure that OCAD U is compliant with the requirements under each piece of legislation. The President also advised the Board that the University will be required to report on the four aforementioned items on an annual basis. It is anticipated that once the Provincial elections are concluded and a government is elected, the University will be informed as to the criteria and format of the annual reporting required.

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

The AFRC Chair provided a report to the Board on the AFRC meeting held on February 20, 2025.

(1) Fiscal Year 2024/25 Financial Review

a. Operating Budget Variances

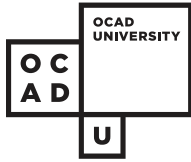
b. Cash Flow Forecast/Management

As part of the advanced materials for this meeting, Board members received a (i) briefing note regarding the FY 2024/25 operating budget variances and (ii) briefing note regarding the University's cash on hand and debt position as of January 31, 2025.

The VPFA presented the University's financial trends for the reporting period, noting that the deficit is now projected at \$3.8M based on current enrolment projections and the recent arbitration award for faculty compensation.

The VPFA advised the Board that the cash flow projections continue to show positive cash on hand. He noted that projected cash flow takes into consideration the upcoming retroactive payment to faculty – which would begin on March 1, 2025 – arising out of the recent arbitration award.

(2) Operating Budget Assumptions



As part of the advanced materials for this meeting, Board members received a briefing note outlining the current working assumptions for the FY 2025/26 operating budget.

The VPFA set the context for the Board and explained that most of the assumptions used for the operating budget are similar to those used in the multi-year forecast that was presented to the Board in December 2024.

The EDIABP briefly reviewed the key assumptions related to inflation, the University's contingency, recent salary settlements with faculty, enrolment, enrolment-based government grants, performance-based government funding, tuition rate increases, international student support, and special allocations.

The VPFA added that because some of the operating budget assumptions are fluid, and as a result might change over the course of the coming weeks, the University's FY 2025/26 operating budget will be presented to the Board at the June meeting, as opposed to May. This would provide management with more time to work on mitigation efforts to reduce the projected deficit.

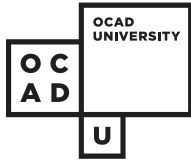
(3) Facilities Renewal Program – FY 25/26

As part of the advanced materials for this meeting, Board members received a briefing note with an attachment concerning the FY 2025/26 Facilities Renewal Program Project (FRP) List.

The VPFA began with a brief overview of the facilities renewal program project list, including the four areas of focus: (1) Sustainability; (2) Community Experience; (3) Deferred Maintenance; and (4) IT/AV Infrastructure. He noted that although the project estimates totaled \$4.5M, notwithstanding that the anticipated provincial government grant is approximately \$3M. He explained that the higher allocation on the list allows for some flexibility in the event of scheduling or supply chain disruptions that might impair the start or completion of a project on the list.

The Board had a robust conversation about the FY 2025/26 FRP List and asked questions related to (1) how management arrived at the current list of projects under consideration, (2) what was the criteria used for selecting the identified projects, and (3) how management calculated any savings to be realized by the University as a result of the investments made under the renewal program. A Board member also asked about the possibility of placing the repair of washrooms higher on the list of priorities based on feedback from the student community.

After considerable discussion on the matter, particularly as it relates to the logic used to prioritise items placed on the FY 2025/26 FRP List, it was decided that the Board will approve the FY 2025/26 FRP List with the condition that management provide



the rationale for selecting the identified projects on the FY 2025/26 FRP List at the next board meeting.

On motion made by Jugraj Khinda, seconded by Dave Forestell and adopted, it was resolved that the Board of Governors amend the motion to approve the FY 2025/26 Facilities Renewal Program List to include the following: “and that management come back to the Board with details on prioritization of items on the FY 2025/26 Facilities Renewal Program List and the rationale for their prioritization by the Board meeting in May 2025.”

On motion made by Dave Forestell, seconded by Elizabeth Dipchand and adopted, it was resolved that, upon recommendation of the Physical Resources and Capital Assets Committee and the Audit, Finance and Risk Committee, the Board of Governors approve the FY 2025/26 Facilities Renewal Program List, as presented, and that management come back to the Board with details on prioritization of items on the FY 2025/26 Facilities Renewal Program List and the rationale for their prioritization by the next Board meeting in May 2025.

(4) Revenue Diversification Fund Request

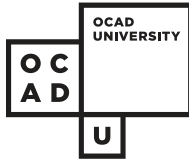
As part of the advanced materials for this meeting, Board members received a briefing note outlining three proposed allocations from the Revenue Diversification Seed Fund (RDSF).

The VPFA advised that proposed allocations from the RDSF must obtain board approval. The VPFA explained to the Board that the Round One request from the RDSF would support three initiatives which are meant to test and confirm the revenue diversification potential of the following three investments: (i) Third-Party Event Space Rentals at OCAD U (\$60 K); (ii) OCAD U E-Commerce Store (\$65 K); and (iii) Media and Learning Hub (\$75 K). The VPFA briefly described the goal of each initiative and their connection to advancing the University’s mission and brand.

On motion made by Glenda Crisp, seconded by Ana Serrano and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve Round One allocations totaling \$200,000 from the Revenue Diversification Seed Fund (RDSF), as presented.

(5) Undergraduate and Graduate Enrolment Updates

As part of the advanced materials for this meeting, Board members received a briefing note outlining the total enrolment for the current year as well as a preliminary indication of new student intake for 2025-26.



The VPSI explained to the Board that the predictions made concerning total enrolment for the current year were accurate. In particular, the VPSI noted that international enrolment on both the undergraduate and graduate sides are below target (-4.7% and -29.1% respectively), which has a disproportionate impact on the budget given the fee differential. The VPSI identified long visa processing times and visa refusals as one of the major factors impacting enrolment.

In terms of undergraduate applications for next year, the VPSI informed the Board that applications for domestic and international undergraduate students have declined by 12.5% from last year as of the current date last year. She noted that international applications continue to be negatively impacted by the damage to the Canadian education brand, geopolitical issues, and federal policy changes. She added that graduate application deadlines are later in the cycle. However, early indications suggest that international graduate applications continue to be negatively impacted by the same issues as the undergraduate applications.

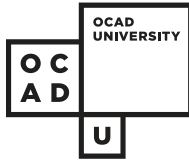
The VPSI confirmed that, for next year, OCAD U has been allocated a sufficient number of Provincial Attestation Letters (PAL) – as required for all international undergraduate and graduate applications – to meet the University's intake projections, as well as allow the University to mount a substantial January 2026 undergraduate intake.

The Board discussed the undergraduate and graduate enrolment updates and asked whether management had an insights on whether OCAD U was losing international students to domestic competitors, as opposed to overseas markets; how the PAL allocation would benefit OCAD U for next year's enrolment; how OCAD U would benefit from the changes to the postgraduate work permit, as most of its programs still qualify for the program; and whether the annual course load per student takes into account section cuts. The Board also asked management questions regarding the cap on the allocation of PALs for FY 2025/26.

ACTION ITEM: Management committed to report back on whether the annual course load per student takes into account section cuts at the next Board meeting.

8. Investment Committee Report

The Investment Committee Chair provided a report to the Board on the Investment Committee's regular meeting held on January 28, 2025 and special meeting held on February 5, 2025, including reference to the performance of OCAD U's primary investment manager, Nexus Investment Management ULC (Nexus), brief reference to the performance GMO LLC (GMO) and its Climate Change Fund. The Investment Committee Chair notified the Board of the Investment Committee's near term priority of the selection of new investment managers.



(1) 2024/25 Endowment Payout Rate Recommendation

As part of the advanced materials for this meeting, Board members received a briefing note regarding the recommended FY 2024/2025 endowment payout rate, with an Endowment Fund Payout Survey attached.

The VPFA explained that, on an annual basis, the University will recommend a payout of income earned by the University's Endowment Fund (the Fund) to be used to support the University's endowment commitments for bursaries, scholarships and other programs. He stated that management is recommending a 4.0% payout for FY 2024/2025, which is slightly more than the 3.5% payout rate that was approved for FY 2023/2024. The VPFA advised the Board that, given the balance and the consistent returns of the Fund, the 4% payout is warranted.

The Board questions regarding the duration of OCAD U's relationship with Nexus (20 years) and Nexus (5 years).

On motion made by Brian Davis, seconded by Dave Forestell and adopted, it was resolved that, upon recommendation of the Investment Committee, the Board of Governors approve a payout rate of 4.0% of the June 1, 2024 beginning balance of the University's Endowment Fund (the "Fund") in order to meet commitments of donation and gifting agreements under the Fund.

9. People and Culture Committee (PCC) Report

The PCC Chair provided a report to the Board on the People and Culture Committee's regular meeting held on February 12, 2025.

(1) Report on the Composition of OCAD U's Workforce

As part of the advanced materials for this meeting, Board members received a briefing note regarding the 2024 data pertaining to the composition of OCAD University's workforce in response to the 2017 Presidential Task Force on the Under-Representation of Racialized and Indigenous Faculty and Staff.

With the aid of slides, the DWC presented an overview of the University's workforce survey from 2022 to 2024. The overview included data on the percentage of employees in each labour category who identify as Indigenous or racialized and the overall response rate of the workforce survey.

The Board discussed the University's workforce survey and asked questions related to the availability of student benchmark data and some of the areas for improvement looking ahead.



10. Strategic Mandate Agreement 4

As part of the advanced materials for this meeting, Board members received a briefing note containing information about the Strategic Mandate Agreement (SMA4) process for the next SMA cycle (2025-2030).

The EDIABP explained to the Board that the University is in its final year of its SMA3. In this context, the EDIABP advised the Board that is wrapping up all commitments to the SMA3 and have already begun discussions with the Ministry of Colleges and Universities (the Ministry) about the SMA4. The EDIABP also advised the Board that discussions were going well thus far with the Ministry reducing the number of performance metrics from 8 to 10 and maintaining performance-based funding at 25% of total operating funding for the first two years (2025-26 and 2026-27). During this time, the Ministry will be reviewing the funding formula with potential changes occurring in 2027/2028.

11. Research Presentation

As part of the advanced materials for this meeting, Board members received a briefing note with a PowerPoint presentation attached, outlining an overview of the Office of Research and Innovation (ORI), its partnerships and agreements, research ethics, project management support, and its communication and outreach strategy.

With the aid of slides, the Vice-President, Research and Dean, School of Graduate Studies, together with the Director, Research Services, and Special Advisor to the VPR on Innovation, Outreach and Commercialization (the Special Advisor) discussed the range of services provided by the ORI, the various OCAD U community stakeholders that receive research support and/or collaborate with the office, the ways in which the ORI is funded and a breakdown of its revenues over the past five years. The Special Advisor briefly discussed her recent research collaboration with the City of Richmond Hill as an example of OCAD U working with businesses to solve real world problems.

The Board asked questions related to the potential of research services to generate income for the University and the importance of specialized research in the area of art and design to build a strong reputation and brand which can help OCAD U be recognized globally.

12. Advancement Report

As part of the advanced materials for this meeting, Board members received a briefing note outlining the progress of fundraising activities of the Advancement Department.



With the aid of slides, the EDA advised the Board that the Advancement Department has achieved 45% of its \$3M fundraising target thus far for FY 2024/25. She reported noted that OCAD U has been making significant strides in building strong partnerships and relationships to support its fundraising activities.

The EDA also shared with the Board that tables and sponsorship packages for OCAD U's inaugural Fundraising Gala are almost sold out.

The President and the EDA thanked Board members Aly Damji, Abel Escobar, Colleen Baldwin and Dave Forestell for their support in purchasing tables for the Gala.

13. Other Business

As part of other business, the Board Chair thanked outgoing Board member Dave Forestell for his contributions to the University through his service on the Board.

The President also expressed a few words of gratitude to the departing Board member.

On motion made by Dave Forestell, seconded by Aly Damji and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:55pm.

14. Declaration of Conflicts

The Board Chair asked for declarations of conflicts of interest for any *in camera* agenda items from Board members. No other conflicts were declared.

15. Executive Committee Report

The Board Chair provided a report to the Board on the regular Executive Committee meetings held on January 15, 2025 and February 12, 2025, and also the special Executive Committee meeting held on February 26, 2025.

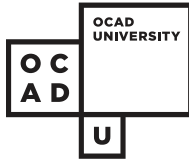
(1) Administrative Matter

As part of the advanced materials for this meeting, Board members received confidential briefing materials for this item.

The President informed the Board of the academic matter for approval.

The Board then made a decision.

(2) Presidential Leadership Update



The Board Chair provided the Board with a brief Presidential Leadership Update.

16. Governance and Nominating Committee (GNC) Report

The GNC Chair took over the proceedings as Board Chair Designate and provided a report to the Board on the GNC meeting held on February 18, 2025.

(1) Nominating Strategy Update

As part of the advanced materials for this meeting, Board members received confidential briefing materials for this item.

The Board Secretary provided a summary of upcoming vacancies on the Board, as well as Board committee assignments.

The Board then made some decisions.

17. *In Camera* Session

The Board met *in camera*.

18. *In Camera* Session without Management

The Board met *in camera* without the President.

On motion made by Dave Forestell, seconded by Jugraj Khinda and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 7:27 p.m.

19. Termination

On motion made by Annie Yan, seconded by Neal Prabhu and adopted, it was resolved that the Board of Governors terminate the meeting at 7:27 p.m.

Next meeting:

The next meeting of the Board of Governors is Monday, May 12, 2025.

[Original Signed]

Lanita Layton, Board Chair

[Original Signed]

Tanya Bowes, Board Secretary