



## **Minutes of the Annual General Meeting Monday, December 4, 2023**

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 via videoconference at 4:30 p.m. on the 4<sup>th</sup> day of December, 2023.

- Present:** Colleen Baldwin, David Belous (Human Resources Committee Chair, David Binet (Investment Committee Chair), Elizabeth Dipchand (Governance and Nominating Committee Chair (GNC Chair)), Alea Drain, Jules Goss, Brenda Hogan (Board Chair), Richard Hunt (items 6-8 only), Abel Juarez, Lanita Layton, Jarret Leaman (Brand and Business Development Committee Chair (BBDC Chair)), Gail Lee (Audit, Finance and Risk Committee Chair (AFRC Chair)), Hillary Marshall, Kevin Reid-Morris, Heather Robson, Ana Serrano (President), Virginia Trieloff, and b.h. Yael.
- In Attendance:** Tanya Bowes, Board Secretary & Director, Strategic Planning, Deanne Fisher, Vice-President, Students & International, Julie Nantais, Governance and Information/Privacy Officer, Alan Simms, Vice-President, Finance & Administration (VPFA), and Laura Wood, Executive Director, Institutional Analysis and Budget Planning.
- Regrets:** Luciana Gomes Da Silva, Dave Forestell, Lalit Guglani, Mark Hanrahan, Roma Khanna, Mohsen Mortada, Ernesto Ramirez, Lucy Song, and Jaime Watt.

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

Brenda Hogan, 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 members Lanita Layton and Heather Robson.

### **2. Declaration of Conflicts of Interest**

The Board asked for declarations of conflicts of interest for any agenda items from Board members. Lanita Layton and Gail Lee declared a conflict for item 7. Ms. Layton and Ms. Lee departed for that portion of the meeting. No other conflicts were declared.



### **3. Approval of AGM Agenda for December 4, 2023**

**On motion made by Kevin Reid-Morris, seconded by Gail Lee and adopted, it was resolved that the Board of Governors approve the agenda of the December 4, 2023 Annual General Meeting, as presented.**

### **4. Approval of Minutes of the December 5, 2022 Annual General Meeting**

**On motion made by Ana Serrano, seconded by David Belous and adopted, it was resolved that the Board of Governors approve the minutes of the December 5, 2022 Annual General Meeting, as presented.**

### **5. Appointment of Auditors for 2023/2024**

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 AFRC 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 concurred that the Finance Office was satisfied with the auditor's performance this year.

**On motion made by Colleen Baldwin, 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 2023/2024.**

### **6. Overview of Annual Report for 2022/2023**

As part of the advanced materials for this meeting, Board members received a briefing note with a copy of the OCAD U Annual Report 2022/2023 attached.

The President provided the overview of the Annual Report for 2022/2023.

### **7. Election of Chair and Vice-Chairs**

The Board Chair noted that nominations were declared open at the October 2, 2023 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 4, 2023. She also noted that the slate of proposed nominees for these positions, as recommended by the Governance and Nominating Committee, was approved by the Board at that



meeting and are as follows: Lanita Layton as Chair nominee, Gail Lee as First Vice-Chair nominee, and Roma Khanna as Second Vice-Chair nominee.

The Board Chair 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 BSDSP noted that although Roma Khanna 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 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.

The President expressed her deep thanks to the outgoing Board Chair for her extraordinary dedication and temerity in leading the Board during two year tenure as Chair. She acknowledged the outgoing Board Chair's role in bringing new and innovative ideas to Board governance at the University. The President reminded Board members that the outgoing Board Chair will continue to serve as a Board member until June 2024.

The Board Secretariat presented the Board Chair with flowers on behalf of the Board.

**On motion made by David Binet, seconded by Jules Goss 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 Roma Khanna as Second Vice-Chair of the Board of Governors, each for a one-year term, commencing on December 4, 2023.**

## **8. Termination of AGM**

The outgoing Board Chair congratulated Lanita Layton as new Board Chair.

Lanita Layton as new Board Chair then said a few words on accepting her new role and thanked Brenda Hogan as outgoing Board Chair and David Binet and Mohsen Mortada as outgoing Board Vice-Chairs. She noted that she was looking forward to working with Gail Lee and Roma Khanna as new Board Vice-Chairs.

No other business was discussed.

**On motion made by David Belous, seconded by Kevin Reid-Morris and adopted, it was resolved that the Board of Governors terminate the Annual General Meeting at 4:51 p.m.**



*[Original Signed]*

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Lanita Layton, Board Chair

*[Original Signed]*

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Tanya Bowes, Board Secretary