



Minutes of the Annual General Meeting December 5, 2022

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 5th day of December, 2022.

Present: Colleen Baldwin, Leanna Barwick, David Belous, David Binet (Investment Committee Chair), Elizabeth Dipchand, Alea Drain, Dave Forestell, Jules Goss, Lalit Guglani, Mark Hanrahan, Brenda Hogan (Board Chair), Richard Hunt, Abel Juarez, Simone Jones, Roma Khanna, Mia Lamia, Jarret Leaman (BBDC Chair), Gail Lee (AFRC Chair), Hillary Marshall, Colleen McCleery, Mohsen Mortada (PRCAC Chair), Heather Robson, Ana Serrano (President), and Virginia Trieloff.

In Attendance: Tanya Bowes, Board Secretary & Director, Strategic Planning, Deanne Fisher, Vice-President, Students & International (VPSI), Stephen Foster, Interim Vice-President, Research and Dean, Graduate Studies (VPR), Peter Fraser, Director of Finance, Bobby Hrehoruk, Manager, Special Projects and Advisor to the President, Mary Koutsoubos, Executive Director, Advancement (EDA), Caroline Langill, Vice-President, Academic & Provost (VPAP), Alan Simms, Vice-President, Finance & Administration (VPFA), and Laura Wood, Executive Director, Institutional Analysis and Budget Planning (EDIABP), and Adam Wiendels, Executive Director, Marketing & Communications (EDMC).

Regrets: Julie Di Lorenzo, Kevin Reid-Morris, and Jaime Watt.

1. Welcome and Constitution of Meeting

Brenda Hogan, Chair, welcomed members via videoconference to OCAD University's Annual General Meeting, which was duly constituted with quorum present.

2. Declaration of Conflicts of Interest

The Chair asked for declarations of conflicts of interest for any agenda items from Board members. David Binet, Mohsen Mortada and Brenda Hogan declared a conflict for item 7. No other conflicts were declared.



3. Approval of AGM Agenda for December 5, 2022

On motion made by Mohsen Mortada, seconded by Simone Jones and adopted, it was resolved that the Board of Governors approve the agenda of the December 5, 2022 Annual General Meeting, as presented.

4. Approval of minutes of the December 6, 2021 Annual General Meeting

On motion made by Leanna Barwick, seconded by Mohsen Mortada and adopted, it was resolved that the Board of Governors approve the minutes of the December 6, 2021 Annual General Meeting, as presented.

5. Appointment of Auditors for 2022/2023

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 Simone Jones, 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 2022/2023.

6. Overview of Annual Report for 2021/2022

As part of the advanced materials for this meeting, Board members received a briefing note with a link to the annual report.

The President provided the overview of the Annual Report for 2021/2022. She presented the report, noting that it is available through the OCAD U website. The President explained how the report included all OCAD University award winners including GradEx medal winners, staff and faculty award winners, and research awards. The President noted that the design of the report will change in subsequent years in order to align with feel and presentation of the new six-year Academic and Strategic Plan.

The EDMC shared that the report can be found at ocadu.ca/annualreport.



7. Election of Chair and Vice-Chairs

Elizabeth Dipchand Chair Designate for agenda item 7, noted that nominations were declared open at the October 3, 2022 Board of Governors meeting for the positions of Chair and Vice-Chairs of the Board of Governors for one-year terms, beginning at the Annual General Meeting on December 5, 2022. She noted that the slate of proposed nominees were recommended by the Executive Committee, acting in its nominating role, and was approved by the Board at that meeting and are as follows: Brenda Hogan as Chair nominee, David Binet as First Vice-Chair nominee, and Mohsen Mortada as Second Vice-Chair nominee.

Ms. Dipchand 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. Mr. Binet, Mr. Mortada, and Ms. Hogan were present at the meeting and confirmed their consent orally.

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

Board members expressed their appreciation for the nominees' leadership over the past year.

On motion made by Gail Lee, seconded by Lalit Guglani and adopted, it was resolved that the Board of Governors approve the election of Brenda Hogan as Chair of the Board of Governors, David Binet as First Vice-Chair of the Board of Governors and Mohsen Mortada as Second Vice-Chair of the Board of Governors, each for a one-year term, commencing on December 5, 2022.

8. Termination of AGM



On motion made by Lucy Song, seconded by Heather Robson and adopted, it was resolved that the Board of Governors terminate the Annual General Meeting at 4:49 p.m.

[Original Signed]

Brenda Hogan, Board Chair

[Original Signed]

Tanya Bowes, Board Secretary