



Minutes of the Board of Governors Meeting December 5, 2022

Minutes of the regular 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 4:50 p.m. on the 5th day of December 2022.

Present: Colleen Baldwin, Leanna Barwick, David Belous, David Binet (Investment Committee Chair)(items 1-9 only), Elizabeth Dipchand, Alea Drain, Dave Forestell, Jules Goss, Lalit Guglani, Mark Hanrahan, Brenda Hogan (Board Chair), Richard Hunt, Abel Juarez, Simone Jones, Roma Khanna(items 1-5 and 14 only), Mia Lamia, Jarret Leaman (BBDC Chair), Gail Lee (AFRC Chair), Hillary Marshall, Colleen McCleery, Mohsen Mortada (PRCAC Chair), Kevin Reid-Morris, Heather Robson, Ana Serrano (President) (items 1-14 only), Lucy Song, and Virginia Trieloff.

In Attendance: Tanya Bowes, Board Secretary & Director, Strategic Planning (BSDSP), Deanne Fisher, Vice-President, Students & International (VPSI) (items 1-11 only), Stephen Foster, Interim Vice-President, Research and Dean, Graduate Studies (VPR)(items 1-11 only), Peter Fraser, Director of Finance (items 1-11 only), Bobby Hrehoruk, Manager, Special Projects and Advisor to the President (items 1-13 and 16 only), Mary Koutsoubos, Executive Director, Advancement (EDA) (items 1-11 only), Caroline Langill, Vice-President, Academic & Provost (VPAP) (items 1-11 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 1-11 only), and Laura Wood, Executive Director, Institutional Analysis and Budget Planning (EDIABP) (items 1-11 only).

Mark Krzepis, Faculty of Design, Illustration Student (items 1-5 only)

Regrets: Julie Di Lorenzo and Jaime Watt.

1. Welcome, Constitution of Meeting, and Opening Remarks

Brenda Hogan, Board Chair, welcomed members via videoconference to the second regular meeting of the Board of Governors of the academic year, which was duly constituted with quorum present.

Ms. Hogan 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 work, stand and create.



The Board Chair welcomed new Board members Mark Hanrahan and Virginia Trieloff.

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.

3. Approval of Board Agenda for December 5, 2022

On motion made by Leanna Barwick, seconded by Colleen McCleery and adopted, it was resolved that the Board of Governors approve the agenda of the December 5, 2022 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 October 3, 2022
3. Approval of minutes of October 26, 2022

Consent agenda information items:

4. Information report from the Senate Chair
5. AFRC information reports
 - a. Statutory Remittances Report
6. Research Ethics Board Annual Report for Academic Year 2021-2022
7. IQAP Final Assessment Report and Implementation Plan

On motion made by Alea Drain, seconded by Heather Robson and adopted, it was resolved that the Board of Governors approve the minutes of the October 3, 2022 regular meeting, as presented.

On motion made by Gail Lee, seconded by Jules Goss and adopted, it was resolved that the Board of Governors approve the minutes of the October 26, 2022 special meeting, as presented.

On motion made by Hillary Marshall, seconded by Colleen McCleery 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. Student Spotlight

The Board Chair introduced and welcomed Mark Krzepis, Faculty of Design, Illustration student.

The Board viewed a video showcasing Mr. Krzepis's recent exhibit of his illustrations at his debut art show *Burnout*, which took place shortly after a personal tragedy. Following the video presentation, Mr. Krzepis explained how the personal tragedy has informed his experience as a student, his art, and the positive support he received from the OCAD U community. Mr. Krzepis discussed his recent exhibit and his journey in mounting his debut art show and the in healing and growing as an artist through this experience.

The Board thanked Mr. Krzepis for his presentation and expressed support for his contributions to building community at OCAD U. The Board asked questions regarding the connection between Mr. Krzepis's personal experiences and his artwork; his future artistic aspirations; and the ways in which he is expanding his audience.

6. President's Update

The President provided an oral update regarding two recent Ontario Auditor General (AG) Reports on the university sector and Laurentian University. She noted how both AG reports have provided valuable insights as OCAD University continues to work towards financial sustainability. President Serrano informed Board members that the University has already been addressing many of the recommendations referenced in the reports. In addition, the University has been in touch with the Council of Ontario Universities who has been working with the Ministry of Colleges and Universities the tracking and measuring of financial metrics within the university sector.

The Board discussed and asked questions regarding how the Audit, Finance and Risk Committee could be involved in reviewing the recommendations in the reports; the impact of organizational failures at Laurentian University on the university's ultimate financial default; how OCAD U can benefit from the learnings in the reports.

The VPFA provided brief comments on the additional financial risk mitigation measures undertaken by the University, including the recent engagement of Moody's to obtain a quantitative and qualitative credit rating.

The President provided the Board with an oral update on the recent meeting of the Indigenous Education Council (IEC), noting the IEC's discussion of OCAD U's Indigenous Learning Outcomes and the University's possible partnership with a for-profit Indigenous organization in support of Indigenous student housing.



7. Approval of 2022/23 Institutional Scorecard

As part of the advanced materials for this meeting, Board members received a briefing note, including the 2022/23 institutional scorecard template.

The President informed the Board that the language used in the scorecard is aligned with the priorities and objectives in the new Academic and Strategic Plan 2022-2028 (the Plan), with an emphasis on those objectives that pertain to the Board's oversight role on operational matters. She noted that Office of the Vice-President, Academic and Provost and Senate Secretariat would be focused on the objectives related to academic matters. The President concluded her remarks with a review of the operational goals that would be measured and tracked against the scorecard for fiscal year 2022-23.

The Board discussed and asked questions regarding the objectives and those goals selected for 2022-23, including the objective and goal related to student housing; how the University will assess how well it is performing against the "Centre the Student Journey" priority within the Plan; and whether the Board will have an opportunity to be informed of how the University is performing against the academic objectives and goals in the Plan.

On motion made by Jarrett Leaman, seconded by Lucy Song and adopted, it was resolved that the Board of Governors approve the Institutional Scorecard – FY2022-2023, as presented.

8. Second Review of Board By-Law Changes

As part of the advanced materials for this meeting, Board members received a briefing note outlining proposed amendments to the General By-Law No. 1 of the Ontario College of Art & Design University (the By-Law) and the following attachments:

- 1) Proposed Amendments to OCAD University General By-Law No. 1 (chart);
- 2) General By-Law No. 1 of the Ontario College of Art & Design University (track changes);
- 3) Draft Governance and Nominating Committee Terms of Reference (track changes);
- 4) Investment Committee Terms of Reference (track changes); and
- 5) Brand and Business Development Committee Terms of Reference (track changes).

The Board Chair reminded Board members that they were provided with notice and the opportunity for the first review of proposed changes to the Board's By-Law at the



special Board meeting held on October 26, 2022. She added that the Board is provided with a second review of the changes at today's meeting. The BSDSP outlined the minor additional changes that were incorporated into the By-Law following the first review.

On motion made by Lalit Guglani, seconded by Hillary Marshall and adopted, it was resolved that, upon recommendation of the Executive Committee, the Board of Governors approve the revisions to General By-Law No. 1 of the Ontario College of Art & Design University, as presented.

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

The AFRC Chair provided a report to the Board on the AFRC meeting held on November 24, 2022.

(1) Fiscal Year 2022/23 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 2022/23 operating budget variances and (ii) briefing note regarding the University's cash on hand and debt position as of October 31, 2022.

The VPFA presented the University's financial trends for the period of June 1, 2022 to October 31, 2022. He noted the University's strong liquidity position.

(2) Terms of Reference for Specific Restricted Funds: Financial Sustainability Fund and Student Experience Fund

As part of the advanced materials for this meeting, Board members received a briefing note regarding proposed Terms of Reference for the Financial Sustainability Fund and the Student Experience Fund.

The VPFA provide an overview of the proposed Terms of Reference for the Financial Sustainability Fund and the Student Experience Fund (the Funds) consistent with the Board's motions originally creating the Funds.

The Board discussed and asked questions regarding the impact of larger class sizes on the student experience as the University works to build a 'rainy day fund' for financial stability; the year-over-year carry over for the Financial Stability Fund; clarification of "Miscellaneous Student Initiatives" referenced in the preamble of the



Student Experience Fund; and whether new initiatives proposed by students could access the Student Experience Fund.

On motion made by Alea Drain, seconded by Leanna Barwick and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the (i) Financial Sustainability Fund Terms of Reference and (ii) Student Experience Fund Terms of Reference, as presented.

(3) External Review Tracking

As part of the advanced materials for this meeting, Board members received a briefing note regarding the external review tracking to the 2022-23 annual operating budget.

The EDIABP informed the Board that a variety of external review recommendations were moved forward as part of OCAD U's Go Forward Roadmap of Actions for FY 2021-22 and that total savings associated with these actions in 2021-22 were estimated to be almost \$2M. She noted that the external review recommendations continue to move forward for 2022-23.

The Board discussed and asked questions regarding whether metrics are being used to track the reduction of sections and the increase in the number of non-studio classes, as opposed to tracking the number of students per class as presented in the briefing note.

(4) Multi-Year Forecast FYs 2022-23 to 2026-27

As part of the advanced materials for this meeting, Board members received a briefing note regarding the Multi-Year Financial Forecast (MYF) for the period Fiscal Year (FY) 2022-23 to 2026-27 with an attached summary of MYF FY 2022-23 to FY 2026-27.

The VPFA explained that the MYF serves as a high-level financial planning tool that can paint a picture of the overall financial position of a university over a specified time period based on conservative enrolment and expenditure assumptions. It subsequently is the foundation for developing next year's operating budget in the spring. The VFPA reviewed the core assumptions of the MYF. He explained OCAD University's deficit position, including projection scenarios, and explained how contingency funds were important for the University's financial stability.

The President commented on unpredictable landscape related to labour negotiations, government relations, inflation, post-pandemic concerns and other external drivers and how they must be continuously considered with the assistance of tools such as



the MYF. She noted that revenue diversification needs to be a core part of key planning decisions.

The Board discussed the tuition rate scenario assumptions. The Board also discussed how the University's 'rainy day fund' is invested; the University's target goal of 30% for international student enrolments and the risks associated with exceeding the target, including geopolitical tensions; the supports offered to international students as their numbers increase; how hybrid learning across higher education will impact domestic and international enrolments at OCAD U; the opportunities and challenges in executing a hybrid learning environment successfully; the physical and capital plant limitations presented by increased student numbers; and how the learnings from the COVID-19 pandemic has presented the University with the opportunity to expand its reach to learners in different communities.

(5) Semi-Annual Risk Register Report

As part of the advanced materials for this meeting, Board members received a briefing note regarding the semi-annual risk register for November 2022.

The VPFA referred to the report and noted no significant changes to the report.

The Board discussed how the risks associated with achieving the goals of the Academic and Strategic Plan 2022-2028 are tracked within the semi-annual risk register report.

(6) New Research Centre: Global Centre for Climate Action

As part of the advanced materials for this meeting, Committee members received a briefing note regarding a new OCAD U research centre, Global Centre for Climate Action (GCCA) with an attached proposal for the GCCA and spreadsheets detailing the Inclusive Design Research Centre and Canada Research Chair Awards FY2019-20 to 2021-22.

The VPR presented the new Global Centre for Climate Action (GCCA) proposal. Using data from spreadsheets attached to the briefing note, he explained the objectives of research success at OCAD U and how the University's research centres receive financial support through merit-based government grants. The VPR highlighted information about the GCCA's overhead costs and the potential of receiving research funding in the climate action space from the private and public sectors.

The Board discussed and asked questions regarding the financial risks associated with the GCCA proposal and other costs involved in running research centres



generally; the internal governance oversight of the University's research centres through the Senate; and the strategic, revenue and graduate enrolment opportunities presented by creating a climate action-focused research centre.

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 proposal for the new research centre: Global Centre for Climate Action, as presented and approved by the Senate.

(7) 230 Richmond Street West Ground Floor Social Hub

As part of the advanced materials for this meeting, Committee members received a briefing note with information on the development of a social hub at 230 Richmond St West.

The VPFA informed the Board that the social hub at 230 Richmond Street West is part of the suite of capital projects discussed with the Physical Resources and Capital Assets Committee in support of the "Centre the Student Journey" priority within the Academic and Strategic Plan 2022-2028 and improving the student and community experience. He explained that the social hub will take over the newly vacated space on the ground floor of 230 Richmond Street West following the relocation of the Admissions and Recruitment department to 115 McCaul Street. The social hub will include a coffeehouse run by an established and experienced café operator, New Skew Inc., as well as serving as a gathering space for the OCAD U community. He outlined the next steps to move forward with the project, with a planned opening for the café in fall 2023. With the Audit, Finance and Risk Committee's recommendation, management was seeking the Board's approval to move forward with the project.

The Board discussed and asked questions regarding the timeline for any decisions related to OCAD U merchandising on campus or other Dark Horse café locations. Board members expressed support to utilize the café opportunity to enhance the University's brand.

On motion made by David Belous, seconded by Mohsen Mortada and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, OCAD University enter into a Memorandum of Understanding setting out the vision and key terms for development and operation of a café by New Skew Inc at 230 Richmond St. W., subject to subsequent execution of a sub-lease for the space that will also be subject to approval of the Board of Governors.

10. Brand and Business Development Committee (BBDC) Report



The BBDC Chair provided a report to the Board on the BBDC meeting held on November 2, 2022.

(1) Advancement Report

As part of the advanced materials for this meeting, Board members received a briefing note regarding the advancement report on the Advancement department's fundraising activities.

With the aid of a PowerPoint presentation, the EDA reported on the Advancement department's progress towards the FY 2022-23 fundraising goal of \$2.3M goal, noting that \$597K has been raised to date which is 26% or \$215K less than reported in November 2021. The EDA reviewed the Advancement departments major gift activity, including proposals, proposals/discussions in progress, and donor cultivation activity.

The EDA reviewed the upcoming Staff/Faculty fundraising campaign that will launch in winter 2023, as well as recent Alumni relations and engagement events to support engagement and donor support among OCAD U graduates.

Board members commented on the Advancement department's positive developments. Board members asked questions regarding the historical success rate of the University's solicitations awaiting response, as well as the University's corporate prospects.

11. Other Business

No other business was discussed.

The Board Chair wished the OCAD U community a happy holiday.

Following the discussion, management left the meeting.

On motion made by Simone Jones, seconded by Heather Robson and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:55 p.m.

12. Declaration of Conflicts of Interest

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

13. Nominating Strategy Update



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

The BSDSP provided a nominating strategy update.

The Board made a decision.

14. *In Camera* Session

The Board met *in camera*.

15. *In Camera* Session without Management

The Board met *in camera* without the President.

On motion made by Simone Jones, seconded by Colleen Baldwin and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 7:28 p.m.

16. Termination

On motion made by Simone Jones, seconded by Colleen Baldwin and adopted, it was resolved that the Board of Governors terminate the meeting at 7:28 p.m.

Next meeting: The Board Retreat is scheduled to be held on Saturday, January 21, 2023 at the Waterfront Campus.

[Original Signed]

Brenda Hogan, Board Chair

[Original Signed]

Tanya Bowes, Board Secretary