



Minutes of the Board of Governors Meeting Monday, June 17, 2024

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 in Room 322, 3rd Floor Boardroom, 230 Richmond Street, OCAD University and via videoconference at 4:00 p.m. on the 17th of June, 2024.

Present: Colleen Baldwin, David Belous (Human Resources Committee Chair (HRC Chair)), David Binet (Investment Committee Chair), Alea Drain, Luciana Gomes Da Silva, Julian (Jules) Goss (Senate Chair), Mark Hanrahan, Brenda Hogan, Richard Hunt, Abel Juarez, Roma Khanna, Lanita Layton (Board Chair), Gail Lee (Audit, Finance and Risk Committee Chair (AFRC Chair)), Ernesto Ramirez, Kevin Reid-Morris, Heather Robson, Ana Serrano (President), Virginia Trieloff, and bh Yael (items 4-22 only).

In Attendance: Connie Arezes-Reis, Director, People Strategies (DPS) (items 1-5 and 9-19 only), Tanya Bowes, Board Secretary & Director, Strategic Planning, Louise Engelmann, Office of the President (items 1-19 only), Deanne Fisher, Vice-Provost, Students & International (VPSI) (items 9-19 only), Peter Fraser, Director, Finance (items 9-19 only), Caroline Langill, Vice-President, Academic & Provost (VPAP) (items 7(1) and 9-19 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 9-19 only), and Laura Wood, Executive Director, Institutional Analysis & Budget Planning (items 9-19 only).

Regrets: Elizabeth Dipchand, Dave Forestell, Lalit Guglani, Jarret Leaman, Hillary Marshall, Mohsen Mortada, Lucy Song, and Jaime Watt.

1. Welcome, Constitution of Meeting, and Opening Remarks

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

The Board Chair noted that the Board meeting would be immediately followed by a year-end dinner for Board members and the Executive Team.

2. Approval of Board Agenda for June 17, 2024

On motion made by Julian Goss seconded by Heather Robson and adopted, it was resolved that the Board of Governors approve the agenda of the June 17, 2024 regular meeting, as presented.



On motion made by Brenda Hogan, seconded by David Belous and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 4:10 p.m.

3. 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 other conflicts were declared.

4. Presidential Performance Review and Leadership Update (without the President)

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

The Board met without the President to consider and discuss the recommendation from the Presidential Performance Review Committee (the Review Committee) pertaining to a second five-year term for OCAD U's President and Vice-Chancellor.

The Board discussed this matter.

The Board then made a decision.

5. Presidential Performance Review and Leadership Update (with the President)

The Board Chair invited the President to re-join the meeting to discuss the decision of the Board and to provide her with feedback.

6. Governance and Nominating Committee Report

(1) Nominating Strategy Update

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

The BSDSP provided an update on upcoming vacancies on the Board, as well as an update on the outcome of the Alumni-at-Large elections.

The Board then made some decisions.

7. Executive Committee Report



The Board Chair provided a report to the Board on the Executive Committee meeting held on June 7, 2024.

(1) Academic Administrative Matters

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

The President and VPAP presented the recommendations for five academic administrative appointments.

The Board then made a decision.

8. Academic Matters

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

The President and VPAP informed the Board of the academic matters for approval.

The Board then made a decision.

On motion made by Heather Robson, seconded by Richard Hunt and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 4:42 p.m.

9. Chair Remarks for Public Portion of the Meeting

The Board Chair 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.

The Board Chair congratulated staff, faculty and students on the wonderful Convocation ceremonies at Roy Thomson Hall on Friday, June 14, 2024.

In response to a question from a Board member, the Board Chair explained who could attend the public portion of the meeting. She noted that space limitations, and health and safety considerations, limited in-person public attendance, but that public attendance via livestream was available.

10. 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.



11. 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 May 13, 2024

Consent agenda information items:

3. Information report from the Senate Chair
4. AFRC information reports:
 - a. Statutory Remittances Report
 - b. Security Services Annual Report
 - c. Health and Safety Annual Report
5. IQAP Final Assessment Report and Implementation Plan (Printmaking & Publication)

On motion made by Colleen Baldwin, seconded by David Belous and adopted, it was resolved that the Board of Governors approve the minutes of the May 13, 2024 meeting.

On motion made by Julian Goss, seconded by David Belous 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.

12. President's Update

As part of the advanced materials for this meeting, Board members received the 2023/2024 institutional scorecard with the fourth quarter (Q4) results, as well as a copy of a PowerPoint presentation documenting the OCAD U community's collaborations and achievements for the past academic year (Year in Review).

The President provided the Board with comments on those items on the institutional scorecard that were marked in yellow or red for Q4.

The Board discussed the Q4 results and asked about the possibility of (1) making some refinements to the scorecard to better reflect completed items versus those items that are on track to be completed by the end date of the Academic Strategic Plan (ASP) in 2028 and (2) using key performance indicators to track aspirational objectives in the ASP.



The President informed the Board that the Year in Review slide deck listing the University's collaborations and achievements has been included in the meeting agenda package for their reference.

13. Approval of 2024/2025 Institutional Scorecard

As part of the advanced materials for this meeting, Board members received a briefing note with the 2024/25 institutional scorecard template attached.

The President reviewed the 2024/25 institutional scorecard with the Board, noting that the University has completed two years of the six-year ASP. She highlighted the University's accomplishments over the first two years, and how the goals set by management for year three will further advance the ASP's objectives.

On motion made by David Binet, seconded by Julian Goss and adopted, it was resolved that, upon recommendation of the Executive Committee, the Board of Governors approve the Institutional Scorecard FY 2024-25, as presented.

14. Board Retreat Report Back

As part of the advanced materials for this meeting, Board members received a briefing note with an update on matters discussed at the Board's January 2024 retreat, as well as a brief review of the context for revenue diversification and the additional actions being taken to advance revenue diversification efforts at the University.

The President thanked the Board for their participation in the Board retreat and input on how the University can improve its revenue diversification efforts, including having evidence-based goals and outcomes.

The VPFA provided a post-retreat update on the University's revenue diversification efforts to date. He also provided a brief review of the context for revenue diversification and the actions being taken to advance revenue diversification at other universities in Ontario.

The Board discussed and asked questions regarding (1) OCAD U CO and whether it was projecting a profit for FY 2023-24 and (2) whether revenue generating ideas included an investment management strategy. Management also clarified that OCAD U CO and the Waterfront Campus do not have a direct relationship and that the Waterfront Campus would feature more prominently as an event space for the University.

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



The AFRC Chair provided a report to the Board on the AFRC meeting held on June 6, 2024. The AFRC Chair noted that, following the June 6th meeting, based on the AFRC's discussion of the *Travel, Meal and Hospitality Policy* (the TMHP), she had requested additional clarification of the wording in the policy's hospitality provisions, which will be further explained by the VPFA.

(1) Finance Policies

(a) Travel, Meal and Hospitality Policy

As part of the advanced materials for this meeting, Board members received a briefing note regarding revisions to the TMHP, with the following attachments: (i) draft revised TMHP, (ii) P-Card Acknowledgement Form and Purchasing Card Policy, (iii) P-Card Procurement Policy, (iv) P-Card Scotiabank Insurance Documents, (v) Individual Expense Reimbursement Form (Non-Research & Research), (vi) Declaration of Lost Receipt Form, and (vii) Research Hospitality Form.

The VPFA presented the draft revised TMHP to the Board, noting the policy had undergone a significant rewrite following the last changes that were approved by the Board in December 2023 and that legal counsel had reviewed the changes. He highlighted the changes to the TMHP based on feedback from the AFRC. In response to the AFRC Chair's opening comments, he also highlighted the additional change made to section 5(iv)(a) of the TMHP to add the word "reasonable" in reference to business and research-related hospitality.

On motion made by Heather Robson, seconded by Gail Lee and adopted, it was resolved that, the Board of Governors approve the revised Travel, Meal and Hospitality Policy, as recommended by the Audit, Finance and Risk Committee and with amendments to section 5(iv)(a), as attached in Appendix A.

(b) Financial Whistle-blower Policy

As part of the advanced materials for this meeting, Board members received a briefing note with the background information on the draft *Financial Whistle-blower Policy* (the Policy), with a copy of the draft Policy attached.

The VPFA presented the draft Policy to the Board. He explained that this is a new policy and that management would review the Policy in 18 months to make any required changes, if needed. He explained the purpose of the Policy is to allow individuals to submit concerns about fraud without fear of retaliation. The Director, Finance added that, as OCAD U does not have an Internal Audit Department, the disclosure form would be directed to the BSDSP, and that the VPFA would report annually to the AFRC on all complaints submitted.



The Board discussed and asked questions regarding the confidential nature of the process and the ability to submit anonymous complaints; the vetting process for complainants in order to identify those that are frivolous or vexatious; and the annual reporting of complaints to the AFRC.

On motion made by Colleen Baldwin, seconded by David Belous and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, motion made for the Board of Governors to approve the Financial Whistle-blower Policy, as presented.

(2) Bill S-211: Fighting Against Forced Labour and Child Labour in Supply Chains Act Report

As part of the advanced materials for this meeting, Board members received a briefing note with information pertaining to OCAD University's annual report pursuant to Bill S-211, *Fighting Against Forced Labour and Child Labour in Supply Chains Act*, for the fiscal year ended May 31, 2023, including a copy of the annual report.

The VPFA informed the Board that the federal government passed Bill S-211, *Fighting Against Forced Labour and Child Labour in Canadian Supply Chains Act* (the Act), effective January 1, 2024. He explained that the purpose of the Act is to implement Canada's international commitment to contribute to the fight against forced labour and child labour through the imposition of reporting obligations on entities producing goods in Canada or elsewhere or in importing goods produced outside Canada. The VPFA provided a brief overview of the reporting obligations and the University's submission, noting that the report must be approved by the University's governing body on an annual basis and published on its website in addition to completion of a questionnaire.

The Board discussed and asked questions regarding how the federal government will address those entities who report running afoul of legislative prohibitions pertaining to forced and child labour.

On motion made by Ana Serrano, seconded by Richard Hunt and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve:

- 1. OCAD University's annual report pursuant to Bill S-211, Fighting Against Forced Labour and Child Labour in Supply Chains Act, for the fiscal year ended May 31, 2023; and**
- 2. that Management be authorized to complete the required attestation to the Minister of Public Safety as required by Bill S-211 that, having exercised reasonable diligence, the information in the annual report pursuant to Bill S-211 for the 2022-23 fiscal year is true, accurate and complete in all material aspects.**



(3) Great Gulf Gehry Project: Section 37 Agreement for Purchase and Sale

As part of the advanced materials for this meeting, Board members received a briefing note with background information pertaining to the approval of an Agreement of Purchase and Sale within the East Tower of the Great Gulf Gehry Project (GGG Project), including copies of a site plan, renderings and site photos.

The President provided the Board with background information as to the University's involvement in the GGG Project at 266 King Street West, which predated her appointment as President. She explained that this was an excellent opportunity for OCAD U and reviewed how the proposed space would be used, including as a possible location to properly house the University's art collection. The President noted that OCAD U would need to raise the capital to outfit the almost 25,000 square foot space, which was previously estimated at \$10M.

With the aid of slides, the VPFA provided an overview of the project and the space OCAD U would occupy. He explained that the Agreement for Purchase and Sale was a legal formality without any financial commitment required at this time, and that if any party chose not to close, there would be no resulting damages. He emphasized that the Board was not approving a business plan, the final programming, or the estimated \$10M fit-out costs for the space at this time.

The Board discussed and asked questions regarding the estimated \$10M fit-out costs; the possible uses for the space and options for naming rights; and whether OCAD U programming could be ported into the GGG Project, with the idea being that the Waterfront Campus would eventually be sold. The Board sought clarification on the University's commitment to the GGG Project at this time, and whether there was any financial commitment; how the ongoing and operational costs for the space, once up and running, would be covered; how management would ensure there is regular reporting on the status of the GGG Project to the AFRC; and whether the University had the rights to sublet the space.

On motion made by Colleen Baldwin, seconded by Jules Goss and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, Board of Governors approve:

- (a) the Agreement for Purchase and Sale between the OCAD University and Great Gulf Gehry Duncan Inc. (GG Duncan) pertaining to the acquisition by OCAD University of approximately 25,000 sq.ft. within the Great Gulf Gehry Project pursuant to a Section 37 arrangement with the City of Toronto and GG Duncan, as presented, and;**



(b) that project reporting, including both update and contingency planning, be presented to every subsequent meeting of the Audit, Finance and Risk Committee (AFRC) until determined unnecessary by the AFRC.

(4) Strategic Mandate Agreement Update

As part of the advanced materials for this meeting, Board members received a briefing note containing an update on the status of the current Strategic Mandate Agreement (SMA) and associated performance-based funding with an appendix of SMA performance metrics including targets and performance for the first four years of the SMA attached.

The EDIABP informed the Board that FY 2023/24 was the first year in which performance-based funding (10% of total funding) was linked to performance on the SMA metrics. She noted that, with the slip year in funding reductions, any loss of funding—while assessed in FY 2023/24—will not occur until the 2024/25 fiscal year. The EDIABP explained that, due to the University not achieving allowable performance targets for two metrics (Institutional Strength/Focus and Research Revenue from Private Sector), OCAD U's performance-based funding will be reduced by \$12,939.07. At the same, \$3,515.72 will be added due to redistribution of funds from other institutions not reaching targets, resulting in the total performance-based funding being reduced by \$9,423.35.

The EDIABP also explained that Year 5 (FY 2024/25) was the final year of the current SMA and that details about the next SMA cycle had not yet been made available.

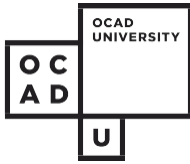
16. Governance and Nominating Committee Report

(1) Second Review – 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); and
- 3) Brand and Business Development Committee Terms of Reference.

The BSDSP reminded Board members that the Board was provided with notice and opportunity to complete a first review of the proposed changes to the By-Law at its meeting on May 13, 2024. She added that the Board is provided with a second review of the changes at today's meeting. The BSDSP reviewed the proposed By-Law changes.



A Board member asked a question regarding section 9.14(b) of the By-Law pertaining to public attendance and the space limitation concerns, as well as options for the public to attend meetings virtually. The Board Chair suggested that the matter be discussed at a future meeting of the Governance and Nominating Committee.

On motion made by Julian Goss, seconded by David Belous, and adopted, it was resolved that, upon recommendation of the Governance and Nominating Committee, the Board of Governors approve the revisions to General By-Law No. 1 of the Ontario College of Art & Design University, as presented.

(2) Approval of Board Schedule of Meetings and Governance Workplan for 2024/2025

As part of the advanced materials for this meeting, Board members received a briefing note regarding the proposed Board of Governors' meeting schedule and work plan for 2024/2025 with the meeting schedule, work plan and Board training schedule attached.

The BSDSP provided an overview of the schedule of meetings and Board work plan. She noted that all committee meetings will be held virtually next year in recognition of attendance patterns for committee meetings over the past two years. She added that all Board meetings will be held in-person with the expectation that Board members make every effort to attend in-person, with the continued option for virtual attendance available for those who cannot attend in-person due to extenuating circumstances.

On motion made by David Belous, seconded by David Binet and adopted, it was resolved that, upon recommendation of the Governance and Nominating Committee, the Board of Governors approve the 2024/2025 Board of Governors' work plan and 2024/2025 schedule of meetings, as presented.

17. Human Resources Committee (HRC) Report

The HRC Chair provided a report to the Board on the HRC special meeting held on May 29, 2024.

(1) Revised Appointment and Reappointment Policies

As part of the advanced materials for this meeting, Board members received a briefing note regarding amendments to the following three appointment and reappointment policies: 1) *Policy on the Appointment and Reappointment of Senior Administrators*; 2) *Policy on the Appointment and Reappointment of Deans and Associate Deans*; and 3) *Policy on the Appointment and Reappointment of Chairs, Associate Chairs, Graduate Program Directors, and Positions of Equivalent Levels (the Policies)*. Board members were also provided with track changes copies of the Policies.



The DPC informed the Board that, due to the commonality in terms of general principles, legislative requirements and search processes, the Policies were brought forward for review at the same time. She provided a high-level overview of the proposed changes in each policy, noting that the proposed changes aim to increase flexibility in support of leadership continuity, streamline internal processes and expand the candidate pool for chair and graduate program director (GPD) positions.

The DPC informed the Board that the revised policy for deans and associate deans and the revised policy for chair and GPD positions require review and approval by both the Senate and Board, and that Senate had approved the revisions to these two policies at its last meeting on May 22, 2024.

On motion made by Ana Serrano, seconded by bh Yael and adopted, it was resolved that, upon recommendation of the Human Resources Committee, motion made for the Board of Governors to approve the revised:

- 1. *Policy on the Appointment and Reappointment of Senior Administrators*, as presented, on the recommendation of the Executive Team; and**
- 2. *Policy on the Appointment and Reappointment of Deans and Associate Deans and Policy on the Appointment and Reappointment of Chairs, Graduate Program Directors, and Positions of Equivalent Levels*, as presented and as approved by Senate, on the recommendation of the Executive Team.**

18. Update on Reports of the Ontario Auditor General Findings regarding University Sector and in respect of Laurentian University

As part of the advance materials for this meeting, Board members received a briefing note with a summary review of recommendations made in the Ontario Auditor General's report in November 2022 regarding the university sector and a special report on Laurentian University.

The VPFA reminded the Board that, at the Board meeting held on October 2, 2023, management had previously presented a summary of how the University has already addressed or will address the finance and governance-related recommendations in the November 2022 Ontario Auditor General's (AG) report regarding the university sector and a special report on Laurentian University. He then provided the Board with an update on any outstanding finance-related matters from the October 2023 Board meeting. The BSDSP followed with a similar update on the outstanding governance-related matters.

A Board member noted the AG report's recommendation for smaller Boards and how this is would be perceived in the university sector and at OCAD U.

19. Other Business



As part of other business, the Board Chair thanked the following departing Board members for their contributions to the University through their service on the Board: (1) Brenda Hogan, (2) Richard Hunt, (3) Jarret Leaman, (4) Mohsen Mortada, (5) Ernesto Ramirez, (6) Kevin Reid-Morris, (7) Lucy Song, (8) Virginia Trieloff and (9) bh Yael.

The President provided personal reflections for each departing Board member, including highlighting their contributions to OCAD U.

The Chair then addressed the student guests who attended the Board meeting in-person and who had provided a copy of the OCAD Community for Palestine (OC4P) petition management. She invited the student guests to say a few words to the Board.

The students expressed that they represented OCAD U's community support of Palestine during the current Israel-Palestine conflict. Each student said a few words regarding the demands in the OC4P petition, as well as comments regarding the issues on the OCAD U campus related to the conflict. The students thanked the Board for their time and expressed their desire for further dialogue on this issue.

The Board Chair wished the OCAD U community a safe and enjoyable summer. She also reminded Board members of the Council of Ontario Universities' Virtual Workshop for Ontario University Board members on June 20, 2024.

On motion made by Ana Serrano, seconded by David Binet and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:35 p.m.

20. *In Camera* Session

The Board met *in camera*.

21. *In Camera* Session without Management

The Board met *in camera* without the President.

On motion made by David Belous, seconded by Julian Goss and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 7:00 p.m.

22. Termination



On motion made by Colleen Baldwin, seconded by Richard Hunt and adopted, it was resolved that the Board of Governors terminate the meeting at 7:00 p.m.

Next meeting: Monday, October 7, 2024

[Original Signed]

Lanita Layton, Board Chair

[Original Signed]

Tanya Bowes, Board Secretary