Minutes of the Board of Governors Meeting
March 6, 2023

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 4:30 p.m. on the 6th day of March 2023.

Present: Colleen Baldwin, Leanna Barwick, David Belous, David Binet (Investment Committee Chair), Elizabeth Dipchand, Alea Drain, Dave Forestell (items 1-9 only), Jules Goss, Lalit Guglani (items 7-16 only), Mark Hanrahan, Brenda Hogan (Board Chair), Richard Hunt (items 5-16 only), Abel Juarez, Simone Jones, Roma Khanna (items 7-16 only), Jarret Leaman (BBDC Chair)(items 5-16 only), Gail Lee (AFRC Chair), Hillary Marshall, Mohsen Mortada (PRCAC Chair), Heather Robson, Ana Serrano (President), Lucy Song (items 1-12 only), and Virginia Trieloff.

In Attendance: Tanya Bowes, Board Secretary & Director, Strategic Planning (BSDSP), Deanne Fisher, Vice-President, Students & International (VPSI) (items 1-10 only), Stephen Foster, Interim Vice-President, Research and Dean, Graduate Studies (VPR)(items 5-10 only), Peter Fraser, Director of Finance (items 1-10 only), Mary Koutsoubos, Executive Director, Advancement (EDA) (items 5-10 only), Caroline Langill, Vice-President, Academic & Provost (VPAP) (items 1-10 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 1-10 only), and Laura Wood, Executive Director, Institutional Analysis and Budget Planning (EDIABP) (items 1-10 only).

Jutta Treviranus, Professor, Faculty of Design and the Director of the Inclusive Design Research Centre (items 1-5 only)

Recording Secretary: Phil Bergeron, Acting Governance & Administrative Officer, Office of the President

Regrets: Julie Di Lorenzo, Kevin Reid-Morris, Mehnaz Lamia, Colleen McCleery and Jamie 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 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.

3. Approval of Board Agenda for March 6, 2023

On motion made by Gail Lee seconded by Mohsen Mortada and adopted, it was resolved that the Board of Governors approve the agenda of March 6, 2023 regular meeting, as presented.

4. Consent Agenda

The following consent agenda materials were distributed in advance of the meeting:

<u>Consent Agenda Table of Contents</u>
1. Summary of pending action items
2. Approval of minutes of December 5, 2022

Consent agenda information items:
3. Information report from the Senate Chair
4. AFRC information reports
   a. Statutory Remittances Report
5. IQAP Final Assessment Report and Implementation Plan

On motion made by David Binet, seconded by Colleen Baldwin and adopted, it was resolved that the Board of Governors approve the minutes of the December 5, 2022 regular meeting, as presented.

On motion made by Simone Jones, seconded by Jules Goss and adopted, it was resolved that the Board of Governors approve the consent decision items, and to accept the consent agenda information reports, as presented.

5. Faculty Spotlight

The Board Chair introduced and welcomed Jutta Treviranus, Professor, Faculty of Design and Director of the Inclusive Design Research Centre (IDRC).

The Board viewed a video showcasing Professor Treviranus' work at the IDRC, a place she described as "unlike any other research centre within a university". Following the video presentation, Professor Treviranus discussed how her work encompasses a wide range of fields in the public and private sectors and how she is currently assisting the Government of Canada in developing a regulatory standard for legislation related to accessibility. Professor Treviranus spoke about her current work in the field of Artificial Intelligence (AI).

The Board thanked Professor Treviranus for her presentation and expressed support for her contributions to making OCAD U stand out in the global design market and for bringing attention to current issues related to AI. The Board asked questions regarding Professor Treviranus' approach to inclusive design; the ways in which the IDRC benefits from being within OCAD U ecosystem; and how the IDRC contributes to OCAD U's representation within the hard sciences in higher education.

6. President's Update

The President provided an oral update to the Board. She informed the Board of the upcoming annual Democracy Exchange event that will take place from March 23 to 25, 2023. She noted that one of the keynote speakers at the event is Maria Ressa, the 2022 Noble Peace Prize laureate.

As part of the advanced materials for this meeting, Board members received the 2021/22 scorecard with the Q3 results. The President provided the Board with comments on items on the institutional scorecard marked yellow.

The President provided a brief update regarding actions that were discussed during the January Board Retreat, including follow up actions management would be pursuing related to revenue generation, government advocacy and the University's customer profile.

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

The AFRC Chair provided a report to the Board on the AFRC meeting held on February 23, 2023.

(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 January 31, 2023.

The VPFA presented the University's financial trends as of January 31, 2023. He noted that the University is tracking toward a small surplus and its liquidity metrics are good. The Director of Finance noted that the main driver of the positive results is international student enrolment.

(2) Operating Budget Assumptions 2023/24

As part of the advanced materials for this meeting, Board members received a briefing note regarding 2023/24 Operating Budget Assumptions.

The VPFA provided a high-level review of the FY 2023/2024 operating budget based on certain key assumptions, most notably inflation, enrolment and domestic tuition rate increases. He noted that there still remains significant uncertainty around the provision for salary settlements and compensation matters, which are key assumptions for which no forecast is currently available.

The Board discussed and asked questions regarding the volatile nature of the current budgeting process. The President stressed that OCAD U is considering multiple scenarios for the University's Multi-Year Forecast in order to inform the operating budget for the next fiscal year.

(3) Tuition and Ancillary Fees

a.   Domestic Tuition Fees (Spring/Summer)

As part of the advanced materials for this meeting, Board members received a briefing note regarding the increase by 0% for FY 2023/2024 of the Spring/Summer undergraduate and graduate eligible domestic tuition fees.

The VPFA reminded Board members that each year management brings forward a recommendation to approve the tuition fees for the next academic year. The provincial government announced a one-year 2022/23 policy of 0%, which has expired and there has been no new announcement for 2023/24. The VPFA explained that, at this time, management is only bringing forward a recommendation for Domestic Tuition with respect to the 2023/2024

Spring/Summer term, and a recommendation will be proposed for the Fall/Winter term once the Ontario government's policy has been clarified. He added that the International Tuition Increase was already approved last year.

On motion made by David Binet, seconded by David Belous and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the Spring/Summer undergraduate and graduate eligible domestic tuition fees increase by 0% for FY 2023/2024, as presented.

b. Laptop Program Fees for 2023-24

As part of the advanced materials for this meeting, Board members received a briefing note regarding the revised Laptop Program Fees for 2023/2024.

The VPFA explained that management was bringing forward its annual recommendations on setting Academic Program Laptop Fees for approval. The VPSI noted that, due to the nature of OCAD U's agreement with Adobe, the licensing fee for software is on a per person basis that does not take into account a student's courseload. She added that it is an issue worth examining and could be raised when the agreement with Adobe is next up for negotiation.

The Board discussed and asked questions regarding the lack of a prorated system for laptop fees, namely for part-time students who are currently charged the same as those who are enrolled full-time. The Board suggested that, in the name of transparency, a breakdown of the laptop fees should appear on each student's invoice.

On motion made by Simone Jones, seconded by Alea Drain and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the revised Laptop Program Fees for 2023/2024, per Appendix A, as presented.

c. School of Graduate Studies Completion Fee

As part of the advanced materials for this meeting, Board members received a briefing note regarding a completion fee for Graduate Studies equivalent of a 0.5 credit in the applicable programs.

The VPR explained that some Graduate students do not complete their final degree requirements in the required five terms. Graduate students who do not complete their program in this period will be charged a completion fee that allows them to register for up to two additional terms. These students will have already

paid the full regular five term tuition for their program. This domestic or international fee will be set at the equivalent of a 0.5 credit course in each program instead of a full course payment to help relieve the financial burden. He added that the completion fee is consistent with standards set at other universities.

The Board asked questions regarding fixed international graduate fees for a two-year program. The VPFA explained this could also apply to domestic students and added that the matter is currently being analyzed and a motion regarding any increase will be brought forward next year.

On motion made by David Binet, seconded by David Belous and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve a completion fee for Graduate Studies equivalent of a 0.5 credit in the applicable programs, as presented.

(4) Capital Projects Update

As part of the advanced materials for this meeting, Board members received a briefing note regarding the (a) Renovation and Refresh Projects Update concerning the (i) FY 2023/24 Facilities Renewal Program Project List and (ii) Butterfield Park Project and (b) Dark Horse Café lease at 230 Richmond Street West.

a. Renovation and Refresh Projects Update

(i) FY 2023/2024 Facilities Renewal Program (FRP) Project List

The VPFA began with a brief overview of the facilities renewal program project list. He noted that two projects that previously came under the Renovation and Refresh (R&R) Projects umbrella – i.e. the library redesign in 113 McCaul and the refresh of the 100 McCaul lobby entrance – will no longer be framed as R&R projects due to various budget constraints and costly interventions. Instead, portions of these projects will proceed as part of the facilities renewal program for FY 2023/24.

The VPFA informed the Board that the University's proposed Total Project list of FRP projects for government FY 2023/2024 must be submitted to the province by March 31, 2023. The University will be submitting a list comprised of projects that are estimated to total $5M and, pending a formal announcement from the provincial government in March 2023, the anticipated amount of the grant is for $2.5-$3M. The VPFA stressed that it is a normal part of the process to ask for more in order to have some flexibility in the event of scheduling or supply chain disruptions that could affect the completion of each project. He outlined how the

list is broken down into four areas: Sustainability, Community Experience, Deferred Maintenance, and IT/AV Infrastructure. The VPFA remarked that feedback from faculty, staff and students was sourced when building the list and determining priorities.

(ii) Butterfield Park Project

The VPFA informed the Board that planning and design is underway to renovate Butterfield Park in order to optimize its potential for the OCAD U community and downtown community, in general, and cited new ways in which the renovated park could be utilized. The VPFA added that the construction cost is currently estimated to be $3.0M and that significant private sector donations have been received to date. He noted that the Advancement office is optimistic that further fundraising initiatives will enable the project to be realized.

The Board discussed and asked questions about regarding the progress of the fundraising for the Butterfield Park Project; how the renovations would enhance University activities and events; the renderings provided in the advanced materials for the renovated Butterfield Park site; and the costs associated with maintain the park once renovations are completed.

On motion made by Mohsen Mortada, seconded by Gail Lee 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 2023/2024 FRP Project List, as presented.

On motion made by Leanna Barwick, seconded by Simone Jones 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 Butterfield Park Project, as presented.

b. **Dark Horse Café Lease 230 Richmond Street West**

As part of the advanced materials for this meeting, Board members received a briefing note regarding the lease for the Dark Horse Café at 230 Richmond Street West.

The VPFA provided the Board with an update on the work management has undertaken to develop a social hub at 230 Richmond St. W at street level in partnership with the owner/operator of the Dark Horse Espresso brand, New Skew (Dark Horse). He described the space as a "social hub masquerading as a coffeehouse" that will ultimately be a gathering space for the OCAD U community

and its interaction with the public. He added that his team is at the stage of finalizing the lease with Dark Horse and that a Start-up Working Group has been established to set out how the collaboration with Dark Horse will work. The VPFA invited Board Members to attend a pop-up scheduled for March 21, 2023 which will be a unique opportunity for students and alumni to showcase and sell their work. He added that, on this occasion, feedback would be solicited for programming and space design ideas.

The Board discussed and asked questions regarding the viability of a coffeeshop in the area and asked for clarification on the structure of the lease agreement. The VPFA explained that the lease would be based on a percentage rate which gives the University more incentive to create interesting programming and make the space attractive and dynamic. Board members also requested more details about the pop-up event on March 21, 2023.

On motion made by Leanna Barwick, 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 lease for the Dark Horse Café at 230 Richmond Street West, as presented.

(5) Health and Wellness Operational Review RFP

As part of the advanced materials for this meeting, Board members received a briefing note with background and a procurement process overview supporting the award of the SWC Service Design Review contract.

The VPFA invited the VPSI to provide the Board with an overview of the service design review contract for Student Wellness Centre (SWC).

The VPSI pointed to the growth of the Student Wellness Centre over the years and how this expansion and an increased student demand now warrants significant changes to the physical space and to the way in which staff work together and engage within that space. The VPSI added that the proposal submitted by the service design company 'The Moment' scored highest as rated by the Request for Proposal panel, primarily on the strength of its student and user engagement strategies.

On motion made by Leanna Barwick, seconded by Roma Khanna and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the award of the Student Wellness Centre (SWC) service design review contract, not to exceed $178,460 (not including applicable taxes), to 'The Moment', as presented.

8. Brand and Business Development Committee (BBDC) Report

The BBDC Chair provided a report to the Board on the BBDC meeting held on February 1, 2023.

(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 OCAD U has raised 58% of the fiscal year's fundraising goal.

The EDA outlined the key Fundraising Priorities for OCAD University 2022-2028 and how they align with OCAD U's strategic plan. She noted that Project 31, the University's annual faculty fundraiser, is on hiatus and has been postponed until the fall of 2023.

Board members commented on the Advancement department's positive developments and asked questions regarding Project 31. The President noted that the event is being designed this spring and that a save-the-date card will be sent out before the summer break. Board members requested more information regarding the Advancement Office's process for prioritizing fundraising priorities.

(2) Undergraduate and Graduate Enrolment Updates

As part of the advanced materials for this meeting, Board members received a briefing note providing an update on enrolment for the 2022-23 fiscal year and preliminary indications of new student intake for 2023-24.

The VPSI provided the Board with an update on the University's enrolment management plan and noted that, despite the disruptions caused by the COVID-19 pandemic, first year intake exceeded budget projections in both 2020 and 2021 and met projections in 2022. She stressed that OCAD U is in very good shape and has landed the year above the target that was set in accordance with the FY2022-23 operating budget. The VPSI added that international enrolment is at 28.8% with a goal of 30% and noted some attrition in graduate enrolment due to an ongoing risk around study permits.

Board members discussed and asked questions regarding the key factors behind successful programs such as the BFA in Experimental Animation and whether the VPSI's office does an in-depth analysis to understand their popularity and replicate that success in other areas; the ability for students from certain countries to attend OCAD U remotely and how that might affect the University's rates of international enrolment; the deciding factors in targeting a specific country to promote OCAD U abroad.

9. Investment Committee Report

The Investment Committee Chair provided a report to the Board on the Investment Committee meeting held on January 24, 2023.

(1) Approval of Annual Payout Policy

As part of the advanced materials for this meeting, Board members received a briefing note regarding the annual pay-out rate recommendation.

The VPFA informed the Board that, on an annual basis, the University will recommend a payout of income earned by the endowment fund to be used to support the University's endowment commitments for bursaries, scholarships and other programs. He stated that management is recommending a 3.5% payout this year, which is consistent with OCAD U's past payout pattern of 3.5% - 4% over the past few years. He added that a pay-out rate of 3.5% translates to a $696,400 payout.

On motion made by Jules Goss, seconded by Leanna Barwick and adopted, it was resolved that, upon recommendation of the Investment Committee, the Board of Governors approve a payout rate of 3.5% of the June 1, 2022/23 beginning balance of the university's Endowment Fund (the "Fund") in order to meet commitments of donation and gifting agreements under the Fund, as presented.

10. Other Business

No other business was discussed.

The Board Chair thanked the OCAD U community for attending.

Following the discussion, non-Board members left the meeting.

On motion made by Gail Lee, seconded by Hillary Marshall and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:40 p.m.

11. Declaration of Conflicts of Interest

No conflicts were declared.

12. Governance and Nominating Committee (GNC) Report

The GNC Chair provided a report to the Board on GNC Committee meeting held on February 7, 2023.

(1) Nominating Strategy Update

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

The Board made some decisions.

13. Executive Committee Report

(1) Administrative Update

The Executive Committee Chair provided an administrative update.

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 Richard Hunt, seconded by Jules Goss and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 7:08 pm.

16. Termination

On motion made by Simone Jones, seconded by Elizabeth Dipchand and adopted, it was resolved that the Board of Governors terminate the meeting at 7:08 p.m.

Next meeting: May 15, 2023.

[Original Signed]

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Brenda Hogan, Board Chair

[Original Signed]

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Tanya Bowes, Board Secretary