



Minutes of the Board of Governors Meeting Monday, October 2, 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 in Room 322 (3rd Floor Boardroom), 230 Richmond Street West and via videoconference at 4:30 p.m. on the 2nd day of October 2023.

- Present:** Colleen Baldwin, David Belous (Human Resources Committee (HRC) Cha, David Binet (Investment Committee Chair), Elizabeth Dipchand (Governance and Nominating Committee (GNC) Chair), Luciana Gomes Da Silva, Mark Hanrahan, Alea Drain, Jules Goss, Brenda Hogan (Board Chair), Richard Hunt, Abel Juarez, Jarret Leaman (Brand and Business Development Committee (BBDC) Chair) (items 1-9 only), Gail Lee (Audit, Finance and Risk Committee (AFRC) Chair), Hillary Marshall, Kevin Reid-Morris, Ernesto Ramirez, Ana Serrano (President) (items 1-17 only), and Virginia Trieloff.
- In Attendance:** Tanya Bowes, Board Secretary & Director, Strategic Planning (BSDSP), Deanne Fisher, Vice-President, Students & International (VPSI) (items 1-11 only), Peter Fraser, Director of Finance (items 1-11 only), Julie Nantais, Governance & Information/ Privacy Officer (items 1-16 only), Mary Koutsoubos, Executive Director, Advancement (EDA) (items 9 only), Caroline Langill, Vice-President, Academic & Provost (VPAP) (items 1-11 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 1-11 & 15 only), Satoshi Uyede, Executive Director, People and Culture (EDPC) (item 8 only), Adam Wiendels, Executive Director, Marketing & Communications (EDMC) (items 1-11 only), Laura Wood, Executive Director, Institutional Analysis and Budget Planning (EDIABP) (items 1-11), and other members of the OCAD U community.
- Katya Koroscil, Student, Faculty of Design (items 1-5only).
- Regrets:** Julie Di Lorenzo, Dave Forestell, Roma Khanna, Mohsen Mortada and Jaime Watt.



1. Welcome, Constitution of Meeting, and Opening Remarks

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

She acknowledged the ancestral and traditional territories of the Mississaugas of the Credit, the Haudenosaunee, the Anishinaabe and the Huron-Wendat, who are the original owners and custodians of the land on which OCAD U stands.

The Board Chair welcomed new Board members Luciana Gomes Da Silva and Ernesto Ramirez. She then welcomed everyone to the public portion of the meeting.

The Board Chair also acknowledged that this is her final meeting as Board Chair. She fondly reflected on her time as Board Chair and expressed word of thanks to Board members, the Board Secretariat, and the President.

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 October 2, 2023

On motion made by Richard Hunt, seconded by Hillary Marshall and adopted, it was resolved that the Board of Governors approve the agenda of the October 2, 2023 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 June 12, 2023

Consent agenda information items:

3. Information report from the Senate Chair
4. OCAD University Freedom of Expression Annual Report 2023
5. Annual report on the Policy on Prevention and Response to Sexual and Gender-Based Violence



On motion made by Elizabeth Dipchand, seconded by Colleen Baldwin and adopted, it was resolved that the Board of Governors approve the minutes of the June 12, 2023 regular meeting, as presented.

On motion made by David Binet, seconded by Hillary Marshall 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 Katya Koroscil, an Industrial Design student from the Faculty of Design and the Managing Creative Director of DESIGNwith, an inclusive, design-centered lab created in partnership between Cadillac Fairview and OCAD U. The Board viewed a video showcasing Ms. Koroscil's work with DESIGNwith.

Following the presentation of the video, Ms. Koroscil delivered brief remarks, explaining the background for her interest in industrial design, how design can be used to make spaces more inclusive, and how the DESIGNwith lab is used to find sustainable ways to divert waste products and how it aims to bring together communities that are not otherwise invited to the design table. Ms. Koroscil informed the Board that her final year thesis is centered around food; in particular, vertical farming, sustainability, and cultural expression through food, specifically in Toronto.

The Board thanked Ms. Koroscil for her presentation and asked questions regarding Ms. Koroscil's experience as a student during the pandemic. Ms. Koroscil expressed to the Board the challenges she faced during the pandemic in terms of access to materials, spaces to work and wellness supports.

6. President's Update

The President thanked the Board Chair for her support and dedication to her role as chair.

The President began her update with a review of the first quarter results for the 2023/2024 institutional scorecard. The President provided the Board with comments on those items on the institutional scorecard that were marked in yellow and red for the first quarter.

The Board discussed the first quarter results and asked questions regarding the student housing objectives, and the prospect of government funding and assistance.



The President discussed the recent reports in the media regarding affordability and student visas and how this was impacting OCAD U. She confirmed that affordability and housing continue to be top-of-mind issues. She noted that these issues require government support and funding, which presents difficulties. The President discussed areas where the University has been advocating for students, including government advocacy and partners to fund student scholarships and bursaries.

Finally, the President delivered her review of recent accomplishments and celebrations of the OCAD U community through her *A New Year: Building Momentum, Embracing Possibilities* PowerPoint presentation. She highlighted faculty and student events to kick off the new academic year; showcased teaching awards, new faculty, employee recognition, and several important events and milestones, such as the \$2.5 million donation from the Delaney family. She specifically expressed thanks to Board member Alea Drain, who is leading Project Prism.

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

The AFRC Chair provided a report to the Board on the AFRC special meeting held on September 26, 2023.

(1) Approval of Draft Audited Financial Statements

As part of the advanced materials for this meeting, Board members received a briefing note on the 2022/23 audited financial statements with the following attachments: (i) FY 2022/23 Draft Audited Financial Statements for approval; (ii) Management's Supplementary Report on the Financial Operations of OCAD University; and (ii) Management's Report on Financial Trends and Ratios. The Board also received a briefing note with final budget variance amounts arising out of the year end audit financial statements.

With the aid of a PowerPoint presentation, the VPFA reviewed the motion for approval and highlighted some key items pertaining to this year's audited financial statements including:

- the University's statement of financial position as at May 31, 2023;
- the University's statement of operations and unrestricted net assets for the year ended May 31, 2023; and,
- the OCAD U multi-year financial forecast (MYFF) as of April 2023.

The VPFA explained that the audited financial statements represent the financial operations of the University for the period of June 1, 2022 to May 31, 2023, as audited by KPMG LLP. He noted that the statements have been reviewed and approved without qualification by the University's auditors.



The VPFA informed the Board that the University is currently in a healthy financial position, but is facing a challenging financial future. The VPFA explained the steps management was taking – involving the transfer of funds to internally restricted net assets as part of the approval of the audited financial statements – in order address the very real potential for ongoing multi-year deficit projections.

The President acknowledged that the faculty, staff and students have all worked hard to get the University on more stable financial footing, and the University is heading in the right direction. That being said, the current business model projects the OCAD U's expenses to continue to exceed revenues.

The Board had a robust discussion on the draft audited financial statements and the University's financial position. The Board asked questions regarding whether assistance from the provincial government would be forthcoming in light of the University's financial prudence; how to balance building the University's reserves and delivering services, and where the balance lies; the terms of reference for the internally restricted net assets; the impact of the retro pay to OCADFA on the financial statements; and the extent to which management has been able to make inroads to address the accumulated deficit previously projected in the third party review of the University's operations that was completed in late 2020.

The AFRC Chair expressed her sincere thanks to the VPFA, Director of Finance and their team for all their hard work in support the FY 2022/23 audit process.

On motion made by Alea Drain, seconded by Mark Hanrahan and adopted, it was resolved that upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the following:

- 1. The FY 2022/23 Draft Audited Financial Statements, as presented;**
- 2. The net increase in the Internally Restricted Net Assets of \$5,790,859 per Note 10 of the FY 2022/23 draft audited statements, which represents increases in the Financial Sustainability Fund, Student Experience Fund, and creation of a Revenue Diversification Seed Fund; and**
- 3. Re-appointment of KPMG LLP as the external auditors for OCAD University for FY 2023/24.**

8. Human Resources Committee (HRC) Report

The HRC Chair provided a report to the Board on the HRC meeting held on September 14, 2023.

(1) Sexual Misconduct Policy



As part of the advanced materials for this meeting, Board members received a briefing note regarding the proposed Sexual Misconduct Policy.

The EDPC presented the proposed Sexual Misconduct Policy (the Policy) to the Committee, which is a requirement of the Ontario government under Bill 26. He explained key requirements of the Policy: (1) the Policy is focused on allegations of sexual misconduct toward a student of the University, (2) the legislation provided a standard definition of sexual misconduct to be used by all academic institutions and (3) the legislation requires the elimination of non-disclosure agreements with employees who are found to committed sexual misconduct and that the offending employee may not be re-hired by the institution. The EDPC noted that the Policy reflects other policies already in place at the University, such as: (1) Respectful Work & Learning Environment Policy, (2) Response to Violent or Threatening Behaviour Policy, (3) Policy on Conflict of Interest in Faculty-Student Relationships, and (4) Policy on Prevention and Response to Sexual and Gender-based Violence.

The Board discussed and asked for clarification on (i) whether OCAD U is required to proactively notify other universities, or as part of as reference check or some other outreach from another school, if someone has been dismissed as a result of sexual misconduct and (ii) whether it was a legislative requirement that someone who has been found to have committed sexual misconduct could not be rehired by the University. The Board also asked for clarification on what constitutes a finding of misconduct and the due process afforded employees due to the serious employment ramifications.

On motion made by Jules Goss, seconded by Ernesto Ramirez and adopted, it was resolved that upon recommendation of the Human Resources Committee, the Board of Governors approve the Sexual Misconduct Policy, as presented.

9. Brand and Business Development Committee (BBDC) Report

The BBDC Chair provided a report to the Board on the BBDC meeting held on September 20, 2023.

(1) Enrolment Strategy Update

As part of the advanced materials for this meeting, Board members received a briefing note received a briefing note regarding the preliminary data on new student intake and overall enrolment for the 2023/24 year.

The VPSI informed the Board the University's enrolment is currently projected to exceed budget targets slightly. She cautioned that various enrolment risks could presented themselves going forward, including continued affordability issues,



Canada-India diplomatic relations, and issues surrounding the process of international student visas. The VPSI concluded by reviewing the steps the University is taking to address each of the enrolment risks identified.

The Board discussed and asked questions regarding the criteria surrounding trusted institution status. The VPSI informed the Board that student housing is important and represents a weak point for the institution.

ACTION ITEM: The Board asked management to report on the conversation rate for international students who are offered admission at OCAD University at the next Board meeting.

(2) Recruitment Marketing Campaign Update

As part of the advanced materials for this meeting, Board members received presentation deck with the 2023 marketing campaign.

The EDMC presented the FY 2023/24 recruitment marketing campaign with the aid of a PowerPoint presentation. He highlighted the success of the former campaign, which focused on subway posters and social media targeted ads and amassed a roster of 24 alumni. He then explained that the new campaign will focus on broadening the target audience and building awareness. The EDMC noted that, according to data, the University is still perceived as providing lower employability than its competitors. He presented the new ad campaign, explaining that it will continue to highlight successful alumni, but will be edgier and will feature more sophisticated taglines.

The Board discussed and asked questions on how and where the ad campaign will be deployed including whether any ads would be placed in overseas markets; what metrics will be used to measure how well the ads are performing; in what ways the ads are targeted to specific groups such as transfer students or international students; how the ads serve to drive traffic and interest in the University's website; and the ads are used to showcase the myriad of ways an OCAD U degree can be used to gain employment in a variety of fields within and without the creative sector.

(3) Advancement Report

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

The EDA provided an update on Advancement's fundraising efforts. informed the Board of the success of the Kiki Delaney Onsite Gallery event, celebrating the generous \$2.5M donation from the Delaney family. She noted that in 2022-23, Advancement raised over \$4M, with \$2.5M coming from the Delany family gift. The



EDA explained that Advancement would be keep its fundraising goal for 2023-24 at \$2.3M, as this still represents a stretch goal for the University.

The EDA was pleased to report that the University has secured a renewal of a \$1M contribution by RBC for OCAD U's Centre for Emerging Artists and Designers. She also confirmed that the Butterfield Park revitalization project continues to remain a fundraising priority, in addition to raising more funds for student scholarships and bursaries. She concluded by encouraging Board members to attend the Project 31 fundraising auction on November 28, 2023.

10. Research Presentation

As part of the advanced materials for this meeting, Board members received a briefing note and PowerPoint presentation deck with an update on recent, current and upcoming research at OCAD U.

The VPR introduced himself to the Board. and provided a brief overview of the research department at the University. With the aid of a PowerPoint presentation, he provided a brief overview of the Research Department; discussed the different groups within the OCAD U community who conduct research; and outlined how research is supported at the University, including an explanation of Tri-Council grants. He also highlighted how research at OCAD U benefits from the contributions of the talented student body and how research activities have provided significant student employment opportunities. The VPR concluded his presentation with an overview of the Research department's FY 2023/24 goals.

The Board asked questioned regarding the benchmarking of the University's output against other universities, including comprehensive schools.

11. Other Business

No other business was discussed.

On motion made by Elizabeth Dipchand, seconded by Richard Hunt and adopted, it was resolved that the Board of Governors take the meeting *in camera* at 6:40 p.m.

12. Declaration of Conflicts of Interest

The Board Chair asked for declarations of conflicts of interest for any agenda items from Board members. No other conflicts were declared.

13. Executive Committee Report:



(1) Administrative Appointment

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

The President presented her recommendation for an administrative appointment.

The Board made a decision.

14. Governance and Nominating Committee (GNC) Report:

The GNC Chair provided a report to the Board on the GNC meeting held on September 19, 2023. She informed the Board of a correction to the record for the Nominating Strategy and Call for Nominations for the Chair and Vice-Chairs briefing notes in the agenda package, noting that the Board Chair's name was listed in error under "Consultations" in error in both briefing notes.

(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 a summary of upcoming vacancies on the Board and its committees and proposed candidates.

The Committee made some decisions.

(2) Notice of elements of Annual Meeting and Call for Nominations for Chair and Vice-Chair(s)

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

Board Chair declared open the call for nominations for the positions of Chair and Vice-Chairs of the Board, each for a one-year term beginning at the University's annual general meeting. The BSDSP explained the nomination and election process, which was detailed in the briefing note, including the proposed slate of candidates.

The Board made a decision.



15. Ontario Auditor General Reports Review

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

The AFRC Chair provided a brief report to the Board on the special AFRC meeting on September 26th, where the AFRC discussed the finance-related recommendations in the Ontario Auditor General's (AG) report in November 2022 regarding the university sector and a special report on Laurentian University (the Reports). The GNC Chair provided a report to the Board on the GNC meeting held on September 19th where the GNC discussed the governance-related recommendations in the Reports.

The VPFA provided the Board with an update on any outstanding matters reviewed at the special AFRC and the regular meeting of the GNC to consider the subject AG findings.

ACTION ITEM: The Board asked management to present management's review of the 2022 Auditor General reports and recommendations during the public portion of a future Board meeting.

16. *In Camera* Session

The Board met *in camera*.

17. *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 7:22 p.m.

18. Termination



On motion made by Ernesto Ramirez, seconded by Jules Goss and adopted, it was resolved that the Board of Governors terminate the meeting at 7:23 p.m.

Next meeting: Monday, December 4, 2023.

[Original Signed]

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Lanita Layton, Board Chair

Tanya Bowes, Board Secretary