Minutes of the Board of Governors Meeting
October 3, 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 in Room 322 (3rd Floor Boardroom), 230 Richmond Street West and via videoconference at 4:30 p.m. on the 3rd day of October 2022.

Present:	Leanna Barwick, David Belous, David Binet (Interim AFRC Chair) (items 1-11 and 13-19 only), Maggie Broda (HRC Chair) (items 5-19 only), Elizabeth Dipchand, Alea Drain, Dave Forestell, Jules Goss, Lalit Guglani (items 1-14 and 16-19 only), Brenda Hogan (Board Chair) (items 1-11 and 13-19 only), Richard Hunt, Simone Jones, Roma Khanna, Mia Lamia, Jarret Leaman (BBDC Chair), Gail Lee, Hillary Marshall, Colleen McCleery, Mohsen Mortada (items 1-11 only), Kevin Reid-Morris, Heather Robson, Ana Serrano (President) (items 1-17 only) and Lucy Song (items 1-10 only).
In Attendance:	Tanya Bowes, Board Secretary & Director, Strategic Planning (BSDSP), Deanne Fisher, Vice-President, Students & International (VPSI) (items 1-13 only), Peter Fraser, Director of Finance (items 1-13 only), Christina Huang, Governance & Administrative Officer, Office of the President (items 1-16 only), Mary Koutsoubos, Executive Director, Advancement (EDA) (items 1-13 only), Caroline Langill, Vice-President, Academic & Provost (VPAP) (items 1-13 only), Alan Simms, Vice-President, Finance & Administration (VPFA) (items 1-13 only), Adam Wiendels, Executive Director, Marketing & Communications (EDMC) (items 1-13 only), Laura Wood, Executive Director, Institutional Analysis and Budget Planning (EDIABP) (items 1-13 only), and other members of the OCAD U community.
	Herman Pi'ikea Clark, Professor, Faculty of Design and Interim Chair, Advertising (items 1-5 only)
	Regan Travers, Senior Manager, KPMG LLP (items 1-13 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 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 Hillary Marshall, Lucy Song and Richard Hunt. She then welcomed everyone to the public portion of the meeting.

2. Declaration of Conflicts of Interest

The Board Chair asked for declarations of conflicts of interest for any public agenda items from Board members. David Binet, Mohsen Mortada and Brenda Hogan declared a conflict for item 12. Messrs. Binet and Mortada and Ms. Hogan departed for that portion of the meeting. No other conflicts were declared.

3. Approval of Board Agenda for October 3, 2022

On motion made by Dave Forestell, seconded by Colleen McCleery and adopted, it was resolved that the Board of Governors approve the agenda of the October 3, 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 June 20, 2022

Consent agenda information items:
3. Information report from the Executive Committee Chair
4. Information report from the Senate Chair
5. AFRC information reports
    a. Statutory Remittances Report
6. OCAD University Freedom of Expression Annual Report 2022
7. Annual report on the Policy on Prevention and Response to Sexual and Gender-Based Violence

On motion made by Leanna Barwick, seconded by Dave Forestell and adopted, it was resolved that the Board of Governors approve the minutes of the June 20, 2022 regular meeting, as presented.

On motion made by Gail Lee, seconded by Mohsen Mortada 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. Faculty Spotlight

The Board Chair introduced and welcomed Professor Herman Pi'ikea Clark, Faculty of Design and Interim Chair, Advertising.

The Board viewed a video showcasing Professor Clark's experience in Hawaii and how Hawaii inspires his work. Following the presentation of the video, Professor Clark delivered brief remarks. He showcased his work as a commercial designer and how he translates Hawaiian culture through his designs related to fashion and architecture.

The Board thanked Professor Clark for his presentation and asked questions regarding how Indigenous knowledge is integrated into the design curriculum; Professor Clarke's observation of how Indigenous communities and culture are supported in Canada as compared to other jurisdictions; and Professor Clarke's prior work with OCAD U on decolonization issues prior to joining the OCAD U faculty.

6. President's Update

The President delivered her review of recent accomplishments and celebrations of the OCAD U community through her *Brilliance in Action* PowerPoint presentation. She highlighted faculty and student events to kick off the new academic year; showcased the addition of new faculty and senior academic appointments; reviewed the 2021/22 teaching awards, 2022 employee recognition awards, and alumni awards and achievements; and celebrated impactful new University and community partnerships.

7. Launch of OCAD University Academic and Strategic Plan 2022- 2028

As part of the advanced materials for this meeting, Board members received a briefing note regarding the launch of the OCAD U Academic and Strategic Plan 2022-2028 (ASP).

The President presented the ASP website design with the aid of a PowerPoint presentation. She informed the Board that the website will be dynamic and reviewed how the ASP will be illustrated online. The President explained the rollout timeline of the website noting the following dates:

1. October 3: ASP presentation to the Board;
2. October 4: ASP presentation to the Senate;
3. Mid-October: Public launch of the website;
4. Mid-October: Internal/external stakeholder and public dissemination, and promotion of the ASP; and
5. Late Fall: ASP print version is made available.

The VPAP reminded the Board of the extensive community consultations that took place in developing the ASP and ensuring that a broad range of members of the OCAD U community were involved in the ASP development process.

The President added that the website is geared towards generating excitement amongst the OCAD U community and University partners in the future academic and strategic direction of the University over the next six years.

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

The Interim AFRC Chair provided a report to the Board on the AFRC meeting held on September 22, 2022. He noted the helpful impact of the pandemic on the University's finances to start the current academic year.

(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 August 31, 2022.

The VPFA presented the University's financial trends for the period of June 1, 2022 to August 31, 2022. He noted that, since the majority of the University's revenues and expenditures are captured after the current reporting period, it is premature to project major revenue and expense variance patterns at this time. The VPFA presented the cash flow update and informed the Board that the University's cash flow, liquidity and net debt metrics remains favourable.

(2) Budget Process Update

As part of the advanced materials for this meeting, Board members received a briefing note with an update on the budget planning process for FY 2023/24.

The EDIABP presented the budget process update. She informed the Board that the budgeting process that was introduced last year continues to be refined. The EDIABP confirmed that adjustments from last year's process will be introduced this year,

including the (1) integration of the priorities based on the ASP and (2) distribution of templates to unit holders on an earlier timeline to allow a longer period for units to prepare their budget materials. With the aid of a PowerPoint presentation, the EDIAP presented the budget process timeline and emphasized that the adjustments to the budgeting process would have no effect on management's reporting timelines to the Board.

(3) Award of Contract for Safety and Security Services per Request for Proposal (RFP) process

As part of the advanced materials for this meeting, Board members received a briefing note regarding the awarding of a contract for the University's safety and security services.

By way of background, the VPFA informed the Board that the security services contract was last tendered in 2016 for a 3-year term, which upon expiry of the term was renewed for a further 3-year term. The current contract now expires on October 31, 2022.

The VPFA provided an overview of the RFP process, which included a panel of OCAD U employees that evaluated four proposals. The VPFA explained that Paragon Protection Limited (Paragon), scored highest when rated by the RFP panel and is the security company currently contracted by the University.

The VPFA presented the financial implications of the service contract to the Board, noting the $864K bid exceeds the FY 2022/23 budget for security services by $164K. He explained that, although Paragon had a higher price point on their bid, the amount will be reduced for FY2022/23, as the contract is in effect as of November 1, 2022. He informed the Board that the University has a good working relationship with Paragon. The University's security team meets with Paragon on a monthly basis to ensure effective oversight of Paragon's performance.

The Board discussed the diversity and sustainability requirements in the RFP. The Board asked questions regarding the $164K cost variance in the budget. Management briefly explained the bid evaluation process, including where and how the pricing of security services are evaluated in the process, as well as how other considerations such as quality of service, staffing levels and location are taken into account.

On motion made by David Binet, seconded by Simone Jones and adopted, it was resolved that, upon recommendation of the Audit, Finance and Risk Committee, the Board of Governors approve the award of the university's security services contract to Paragon Protection Limited effective November 1, 2022 (i) for a term of three years with an additional three (1) year renewable

terms and (ii) at a pre-tax cost of up to $864,000 annually, which is subject to yearly review of scope and scale of services to be provided.

(4) <u>Approval of Draft Audited Financial Statements</u>

As part of the advanced materials for this meeting, Board members received a briefing note on the 2021/22 audited financial statements with the following attachments:
- Draft FY 2021/22 Audited Financial Statements;
- Management's Report on the Financial Operations of OCAD University; and
- Management's Report on Financial Trends and Ratios.

The VPFA reviewed the draft audited financial statements (balance sheet, statement of operations and unrestricted net assets, and the notes to the financial statements) along with the management financial report. With the aid of a PowerPoint presentation, he reviewed the motion for approval and highlighted some key items pertaining to this year's audited financial statements including:
- the expenditures in FY 2020/21 are significantly lower due to the COVID-19 pandemic;
- the student tuition fee and revenues increased by $2.8M;
- the Provincial Grant revenues decreased by $2.0M because the FY 2021/22 financial statements reflected a one-time COVID-19 relief grant from the Ministry of Colleges and Universities; and
- the increase of the Internally Restricted Net Assets (IRNA) of $6,090,307 per note 10 of the Audited Financial Statements.

The VPFA explained that the amounts transferred from the IRNA will support the Student Experience Fund (SEF), as previously set out in the FY 2022/23 operating budget. The SEF has been established to support various initiatives that enhance the student experience in support of the new six-year ASP. The VPFA added that the Board will review and approve terms of reference for the SEF, as well as the Financial Sustainability Fund that was created in FY 2020/21.

KPMG LLP informed the Board of a clean audit for FY 2021/22.

The Board had a robust discussion on the draft audited financial statements. The Board asked questions regarding the forthcoming terms of reference that will create the financial guidelines for the Financial Sustainability Fund and the spending plan for the SEF; whether student fees are based on course load and whether fees are pro-rated by credit; whether the prior year's COVID-19 pandemic relief grant from the provincial government was allocated based on a specific metric (e.g. small versus large universities) and whether the grant will be offered in the current fiscal year; how stakeholder engagement will be built into those projects that are tied to the SEF; clarification on how the adjustments made to the Strategic Mandate Agreement to

account for the pandemic will impact the University's performance based funding in the current fiscal year; and whether the University plans to conduct a student survey to capture additional feedback on student experience beyond feedback provided by the student government.

The President reminded the Board that the University has not yet reached the financial sustainability goals established by the third party external review. Although the University is making progress against the plan established by the third party reviewers, there is still work to be done to ensure the University achieves financial sustainability.

On motion made by David Binet, 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 following:
1. **the FY2021/2022 Draft Audited Financial Statements, as presented;**
2. **the net increase in the Internally Restricted Net Assets of $6,090,307 per Note 10 of the FY2021/2022 Draft Audited Financial Statements;**
3. **the re-appointment of KPMG LLP as the external auditors for OCAD University for FY2022/2023; and**
4. **the transfer as required of up to $1M from the Internally Restricted Net assets to the FY 2022/23 Operating Budget specifically in respect of the Student Experience Fund as previously set out in the approved FY 2022/2023 Operating Budget.**

9. **Brand and Business Development Committee (BBDC) Report**

The BBDC Chair provided a report to the Board on the BBDC meeting held on September 27, 2022.

(1) 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 informed the Board that the University's fundraising goal for FY 2022/23 is $2.3M, which is based on the prospective donor pipeline. She informed the Board that the Advancement Department has been working closely with the Deans and faculty members to identify donors in their pool in order to build the donor list. With the aid of a PowerPoint presentation, the EDA presented a table illustrating the FY 2022/23 fundraising goals, as well as the fundraising progress report.

The Board discussed and asked questions regarding whether the Advancement Department measures and tracks the gifts and donation to the University on a quarterly basis to ensure the institution is on track to meet its targets; whether a

dedicated staff member has been assigned to help support faculty-specific fundraising programs and events; and the fundraising breakdown for FY 2021/22 between major gifts of $25K or more ($1.7M) and annual givers of a gift of under $25K ($335K).

(2) Undergraduate and Graduate Enrolment Updates

As part of the advanced materials for this meeting, Board members received a briefing note regarding the undergraduate and graduate enrolment updates.

The VPSI informed the Board that, despite the disruptions caused by the COVID-19 pandemic, first year undergraduate student intake exceeded budget projections for 2022. She explained that undergraduate intake is above target presently, with the primary variance in the international student intake. She noted that, while international application numbers declined in 2022, the conversion on offers of admission is strong, resulting in greater intake than predicted. The VPSI explained that the major risk that impacts international students is delays in international visas, as students are required to be on campus for the current academic year. The source country that is the most impacted by the visa issue is India. The VPSI added that, for the graduate intake numbers, the University has met the target due to the higher number of international applications.

The VPSI reviewed the enrolment strategy for 2023, which includes deploying a new Indigenous outreach and recruitment officer. She also noted the various strategies that the University will deploy to diversify the international recruitment pool in order to mitigate the risk of the heavy reliance on recruitment from China. The VPSI reviewed the learnings from the pandemic that have been implemented in the 2023 enrolment strategy.

The Board discussed and asked questions regarding (i) the growing interest of the University's graduate programs from international students versus domestic students and (ii) how the fluctuating currency rate in various jurisdictions is impacting international students, including those who have had to defer accepting their offers of admission until 2023.

(3) Recruitment Marketing Campaign Update

As part of the advanced materials for this meeting, Board members received a briefing note with the FY 2022/23 marketing campaign.

The EDMC presented the FY 2022/23 recruitment marketing campaign with the aid of a PowerPoint presentation. He explained that, similar to last year, the idea behind the media campaign is "to get paid to do what you love" where six alumni in different fields are showcased. As a marketing research study concluded that prospective students are interested and concerned about job prospects after their degree, the EDMC

explained that the campaign was created to showcase successful alumni. He reviewed the creative alumni ad campaign showcasing the following alumni:

1. Alicia Coutts, Director and Head Conservator, Toronto Art Restoration;
2. Tay Huynh, Creative Director at UHN Openlab and Editor-in-Chief of the local magazine;
3. Michael Lambie, designer, artist and owner of Michael Lambie Interiors;
4. Lindsey Lickers, Community Safety Liaison at Ontario Native Women's Association, Artist and Arts Administrator;
5. Adam Seidmann-Essop, Product, Development Consultant at Canadian Tire; and
6. Kayla Buium, Artist.

The EDMC informed the Board that the campaign ads will be featured on the TTC and billboards across the Greater Toronto Area, along with google ads and social media ads. He also noted that the University received a $50K grant to increase ads targeted to IBPOC students in Ottawa, Hamilton, London and Toronto.

The Board discussed and asked questions regarding the perception that OCAD U offers lower employability prospects due to the lack of awareness of available career paths in art and design.

10. Approval of updated Non-Academic Misconduct Policy

As part of the advanced materials for this meeting, Board members received a briefing note regarding the policy review process and outcomes with the following attachments: (1) draft Non-Academic Misconduct Policy (clean and track changes) and (2) Rubin Thomlinson Feedback Chart.

The President informed the Board that the University has been reviewing the Non-Academic Misconduct Policy as part of a response from an independent investigative review by Rubin Thomlinson LLP of the University's policies and practices for processing complaints. She also noted that the other two policies that are part of the review—the Response to Violent and Threatening Behaviour Policy and Respectful Work and Learning Environment Policy—are under the purview of the Human Resources Committee and will be presented for approval in the next agenda item.

The President provided an overview of the two-year policy review process, which included regular meetings with OCAD U stakeholders, the policy holders and Hicks Morley Hamilton Stewart Storie LLP (Hicks Morley). She informed the Board that OCAD U stakeholders requested that the timeline for the review process be extended in order to allow for continued consultations with additional members of the community, including the Indigenous Education Council. The President noted the assistance of Hicks Morley throughout the review process to ensure all three policies under review were aligned.

The Board asked questions regarding the process and the involvement of Hicks Morley and how the OCAD U community will be notified of, and trained on the use of, the three revised policies.

The Board had an in-depth discussion on the issue of a perceived lack of due process provisions in the three revised policies. The Board agreed to grant the Board's Executive Committee delegated authority to provide final approval for all three revised policies, including a final review to address the due process concerns.

On motion made by David Binet, seconded by Jarret Leaman and adopted, it was resolved that, upon recommendation of the Executive Committee, the Board of Governors provide conditional approval of the revised Non-Academic Misconduct Policy, as presented and subject to final review and approval by the Executive Committee to address due process.

11. Human Resources Committee (HRC) Report

The HRC Chair provided a report to the Board on the special HRC meeting held on September 15, 2022.

(1) Approval of updated (a) Response to Violent and Threatening Behaviour Policy and (b) Respectful Work and Learning Environment Policy

As part of the advanced materials for this meeting, Board members received a briefing note with a summary of the policy review process and outcomes with the following attachments:
- Draft Respectful Work and Learning Environment Policy (clean and track changes);
- Draft Response to Violent or Threatening Behaviour Policy (clean and track changes); and
- Rubin Thomlinson Feedback Chart.

The Board thanked management for their work on the revised policies and proposed the same amendments to the motion as item 10.

On motion made by Alea Drain, seconded by Leanna Barwick and adopted, it was resolved that, upon recommendation of the Human Resources Committee, the Board of Governors provide conditional approval of the (i) revised Respectful Work and Learning Environment Policy and (ii) revised Response to Violent or Threatening Behaviour Policy, as presented and subject to final review and approval by the Executive Committee to address due process.

12. Notice of Elements of Annual General Meeting and Call for Nominations of Chair and Vice- Chair(s)

As part of the advanced materials for this meeting, Board members received a briefing note on the nomination and election process for the Board Chair and Vice-Chairs.

Board Chair Designate Elizabeth Dipchand 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.

When asked, the BSDSP confirmed that the slate of candidates have been consulted and have agreed to stand for nomination, as referenced in the briefing note.

On motion made by Colleen McCleery, seconded by Gail Lee and adopted, it was resolved that, upon recommendation of the Executive Committee, acting in its nominating role, the Board of Governors approve the election of Brenda Hogan as Chair nominee, David Binet as First Vice-Chair nominee and Mohsen Mortada as Second Vice-Chair nominee for the Chair and Vice-Chair elections to take place at the Annual General Meeting on December 5, 2022.

Following the vote, Brenda Hogan, David Binet and Mohsen Mortada re-joined the meeting.

13. Other Business

No other business was discussed.

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

14. 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.

15. Nominating Strategy Update

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

The BSDSP provided the nominating strategy update.

The Board made some decisions.

16. Academic Matters

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

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

The Board discussed and made a decision.

17. *In Camera* Session

The Board met *in camera*.

18. *In Camera* Session without Management

The Board met *in camera* without the President.

On motion made by Dave Forestell, seconded by Jules Goss and adopted, it was resolved that the Board of Governors take the meeting out of *in camera* at 7:40p.m.

19. Termination

On motion made by Dave Forestell, seconded by Jules Goss and adopted, it was resolved that the Board of Governors terminate the meeting at 7:40 p.m.

Next meeting: Monday, December 5, 2022.

[Original Signed]   *[Original Signed]*
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Brenda Hogan, Board Chair   Tanya Bowes, Board Secretary