

# Terms of Reference

## UOIT Alumni Association

**Draft for discussion and approval:**

**Alumni Association Council**

**November 2018**

## Table of Contents

Article 1: Name and Purpose .....	2
Article 2: Definitions .....	3
Article 3: General Membership .....	4
Article 4: Meetings of General Members.....	5
Article 5: Alumni Association Council .....	7
Article 6: Meetings of Council Members.....	10
Article 7: Committees .....	12
Article 8: Networks.....	15
Article 9: Amendments .....	16
Article 10: Effective Date .....	18
Appendix A: Proxy Form .....	19

## Article 1: Name and Purpose

The name of the organization shall be the UOIT Alumni Association, hereinafter referred to as the “Association”. At the highest level, the purpose of the Association is to represent the alumni community and support the University. The Association’s Council mission and vision statements are:

### *Mission Statement*

Inspire UOIT’s global alumni community to feel connected and supported through programs and services designed to promote the spirit of life-long success and alma mater pride.

### *Vision Statement*

Connect. Engage. Succeed. Celebrate.

### Core Values

- Integrity and Respect – We embrace honesty, inclusivity, and equity in all that we do
- Honesty and Accountability – Our actions reflect our values, and we are accountable for both
- Dedication to Quality and Intellectual Rigour – We strive for excellence with energy, commitment and passion
- Pursuit of Innovation – We cultivate creativity, adaptability and flexibility in our students, faculty and staff

## Article 2: Definitions

- a) “Alumni Association Council” or “Council” shall mean the governing body of the Association, as detailed in Article 5: Alumni Association Council.
- b) “Council Member” shall mean a General Member who has been elected to serve on the Alumni Association Council.
- c) “Network” shall mean a group of alumni sanctioned by the Alumni Association Council.
- d) “Committee” shall mean those bodies established by the Alumni Association Council on an ad-hoc basis or for a continuous period of time.
- e) “Homecoming” shall mean the major annual reunion of alumni at the University campus.
- f) “General Member” shall mean alumni, as defined in Article 3: General Membership, and shall include alumnae.

## **Article 3: General Membership**

### **3.1 Entitlement to General Membership**

The General Members of the Association shall either be a Full General Member or Honorary General Member as set out below:

- a) Full General Members are individuals who have earned a degree approved by the University's Academic Council. This excludes those who may hold an honorary degree from the University.
- b) Honorary General Members are:
  - a. Individuals who have received an Honorary degree from the University;
  - b. Individuals upon whom the Alumni Association Council confers Honorary Membership as a single honour for outstanding contributions to the welfare of the Association or the University.

### **3.2 General Membership Fees**

There shall be no membership fees payable by any General Member.

### **3.3 Period of General Membership**

General Membership is not transferable and ceases to exist upon:

- a) Death;
- b) Written resignation addressed to the Association Chair; or
- c) Termination by a resolution of the Alumni Association Council at a meeting of which the person has been granted notice.

### **3.4 Full General Membership Rights**

Full General Members may, in accordance with these Terms of Reference:

- a) Vote in elections of Council Members, Annual Meetings of General Members, and Special Meetings of General Members;
- b) Sign petitions of the Association;
- c) Nominate candidates for election to the Alumni Association Council;
- d) Stand for election to the Alumni Association Council; and
- e) Generally receive the other benefits of Full Membership as determined by the Alumni Association Council.

### **3.5 Honorary General Membership Rights**

Honorary General Members shall receive the benefits of Honorary General Membership as determined by the Alumni Association Council.

## **Article 4: Meetings of General Members**

### **4.1 Annual Meeting of General Members**

The Annual Meeting of General Members shall be held at Homecoming each year at a time and place determined by the Alumni Association Council.

The purpose of the meeting shall be to:

- a) Receive and review the annual report from the Alumni Association Council;
- b) Receive and review other committee reports;
- c) Elect representatives to the Alumni Association Council; and
- d) Transact such other business as may be properly brought before the meeting in accordance with the Terms of Reference.

### **4.2 Special Meeting of General Members**

A Special Meeting of General Members may be called:

- a) By the Alumni Association Council; or
- b) When 50 General Members request that a meeting be held. The request must be given either to the Chair or Vice-Chair of the Alumni Association Council.

### **4.3 Notice of Meetings**

Notice of a Meeting of General Members shall be given at least thirty (30) days prior to the date on which the meeting is to be held by sending such notice by mail or electronically. Electronic communications may include email to their last-known address (if any), the University website, or social media. The notice shall set out the business to be transacted thereat. A Special Meeting of General Members shall be called for a time not later than sixty (60) days after the Chair or Vice-Chair received the requisition.

### **4.4 Attendance at Meetings of General Members**

In addition to General Members, attendance will be open to presenters, University employees from the Office of External Relations and Advancement, and those persons invited by the Alumni Association Chair or his/her designate.

### **4.5 Quorum**

At any Meeting of General Members, 20 General Members shall constitute a quorum for the transaction of business.

### **4.6 Chairperson of the Meeting**

The Chairperson of a Meeting of General Members will be the Chair of the Alumni Association Council. In the absence of the Chair, the Vice-Chair of the Alumni Association Council will chair the meeting.

### **4.7 Procedure at Meetings of Members**

The rules of procedure at meetings of Members shall be those described in the most recent edition of Robert's Rules of Order.

## **4.8 Adjournment**

The Chairperson may adjourn a Meeting of General Members via resolution of the General Members in attendance. General Members that are not in attendance do not need to be notified of such adjournment. A second meeting time and place must be set prior to adjournment to deal with any outstanding business.

## **4.9 Voting**

At any Meeting of General Members, every resolution shall be decided by the majority of the votes duly cast on the question.

## **4.10 Proxies**

Every General Member entitled to vote at a Meeting of General Members may appoint one other General Member as his or her nominee to attend and act for him or her at the Meeting. Any General Member attending may bear only one proxy and vote only one proxy in addition to his or her own vote. An instrument appointing a proxy shall be in writing executed by the appointer following the form attached in Appendix A, and ceases to be valid six months from its date or as specified in the written instrument appointing such proxy. See Appendix A for form.

## Article 5: Alumni Association Council

### 5.1 Duties of the Alumni Association Council

The Alumni Association Council shall, but are not limited to:

- a) Represent the interests of the General Members;
- b) Establish and review long-term plans and strategies;
- c) Approve the annual Association budget;
- d) Oversee and support, through its Committees and Networks and the University Alumni Office, the programs of the Association;
- e) Act as the official voice of General Members to the University;
- f) Sanction Networks and establish committees;
- g) Elect representatives to the University bodies, if applicable;
- h) Approve/make any amendments to governance documents, including the Terms of Reference; and
- i) Remove themselves from voicing opinions, suggestions, or otherwise voting on items which they may have a conflict of interest may exists in fact or perception.

### 5.2 Composition of the Alumni Association Council

The Alumni Association Council shall consist of the following ten (10) Council Members, ratified by the General Members in accordance with Article 5.5 Rotation of Council Members, to serve a two-year term, including a Chair and Vice-Chair elected in accordance with Article 6.6 Chairperson of Council Meetings.

In addition, the Alumni Association Council will consist of the following ex-officio, non-voting Council Members:

- a) The University Manager of Alumni Relations, or designate, to serve as Chief Administrative Officer of the Association;
- b) One senior staff representative, as appointed by the University;
- c) The Alumni Association immediate Past-Chair or Past Vice-Chair, if applicable; and
- d) A board secretary responsible for taking minutes.

If the Council faces a rotation error due to a Council Member leaving their position early, **Schedule A: Council Rotation Correction Proposal** shall be implemented.

### 5.3 Remuneration of Council Members

Council Members will serve as such without remuneration. However, Council Members shall be reimbursed for reasonable travel expenses incurred in the performance of their duties, in accordance with the Alumni Association Council Travel Expense Policy effective October 1, 2014 and approved July 14, 2014 and the University travel expense and reimbursement policy.

### 5.4 Term of Office

Each Council Member's term of office begins at the conclusion of the Annual Meeting of General Members at which he or she is elected by the General Membership and continues until the end of the



second Annual Meeting of General Members thereafter (approximately two years). These Council Members may not serve for more than four consecutive years, unless permission is granted via resolution passed at an Annual Meeting of General Members.

### **5.5 Rotation of Council Members**

The Alumni Association is governed by a rotating Council to provide an appropriate balance of experience and renewal. Each Council Member serves a two-year term, unless they are an Acclaimed Member. Each year, the term of office of some of the Council Members will expire and, at the Annual Meeting of General Members, the same number will be ratified upon recommendation of the Governance Committee, in accordance with Article 7.3 Governance Committee Terms of Reference.

### **5.6 Duties of the Chair**

The Chair shall:

- a) Chair meetings of the Alumni Association Council and Meetings of General Members;
- b) Act as the official spokesperson of the Association on behalf of the Alumni Association Council;
- c) Vote in the event of a tie;
- d) Lead the Alumni Association Council in planning and direction-setting process;
- e) Ensure resolutions of the Alumni Association Council are carried out;
- f) Liaise with the University on behalf of the Alumni Association Council; and
- g) Perform duties as assigned by the Alumni Association Council; and
- h) Fulfill expectations as a Council Member, as described in Section 5.8.

### **5.7 Duties of the Vice-Chair**

The Vice-Chair shall:

- a) Assume the Chair's responsibilities in his/her absence;
- b) Serve as the Alumni Association Council's principal liaison with the Association's Networks and Class Chairs;
- c) Ensure notices for all meetings of the Alumni Association Council are duly issued;
- d) Perform duties as assigned by the Alumni Association Council; and
- e) Fulfill expectations as a Council Member, as described in Section 5.8.

### **5.8 Expectations of Council Members**

Council Members are expected to:

- a) Regularly attend meetings of the Alumni Association Council;
- b) Act with diligence, honesty, good faith, and in the best interests of the Association; and
- c) Recruit General Members to participate in the projects, events and services of the Association.

Council Members should disclose to other members all perceived conflicts of interest. If a member feels they are unable to participate ethically in any discussion, vote, or otherwise offer their opinion in an unbiased manner, the member should withdraw from discussion. Council Members secluding themselves from discussion as a result of conflict of interest shall be noted in the meeting minutes.



## **Article 6: Meetings of Council Members**

### **6.1 Convening Meetings of Council**

A meeting of the Alumni Association Council may be convened by the Chair, Vice-Chair, or any two Council Members at any time.

### **6.2 Place of Council Meetings**

The Alumni Association Council may hold its meetings wherever it determines, including meetings via teleconference and online audio/visual technology.

### **6.3 Regularly Scheduled Meetings**

The Alumni Association Council shall meet no less than quarterly (once every three months) during their term in office. The Council shall establish a schedule of regular Council meetings each year. A copy of any date and time of regular meetings of the Council shall be sent to each Council Member forthwith after being passed and no other notice shall be required for any such regular meetings. The proposed agenda, and materials pertaining to the proposed agenda, will be sent electronically at least one (1) week in advance of the meeting, but failure to do so shall not invalidate the meeting.

### **6.4 Attendance at Council Meetings**

In addition to Council Members, attendance will be open to General Members, but may be closed if the Council is dealing with details it deems to be considered in-camera using its reasonable discretion. As the Council's primary resource, the University's Manager of Alumni Relations is expected to attend all meetings.

### **6.5 Quorum**

The quorum for Council meetings shall be the smallest whole number that is not less than fifty (50) percent of the Council Members then in office.

### **6.6 Chairperson of Council Meetings**

The Chair, or Vice-Chair in his/her absence, shall act as Chairperson of the Council meeting. The Chair and Vice-Chair will be elected from amongst the voting Council Members at its first meeting following the Annual General Meeting for a term of 1 year, up until and including the following Annual General Meeting, but otherwise not to exceed their existing term.

### **6.7 Procedure at Council Meetings**

The rules of procedure at Council meetings shall be those described in the most recent edition of Robert's Rules of Order.

### **6.8 Ineligibility**

The office of a Council Member shall automatically be vacated if the Council Member:

- a) Misses more than 1/3 of available meetings of the Alumni Association Council, without adequate notice (7 days);
- b) Misses three (3) consecutive meetings of the Alumni Association Council;
- c) Ceases to be a General Member of the Association;
- d) Submits a written resignation; or

e) Upon death.

A Council Member who misses a meeting due to illness, weather, or otherwise informed absence (for example, vacation), shall not be recorded as an unexplained absence or inadequate notice.

If there are fewer Council Members than the number of Association positions available, the Governance Committee shall seek additional candidates to fill the remaining positions. These members shall be referred to as Acclaimed Members, Acclaimed Members shall be appointed for a term up and including the next AGM, at which point the Acclaimed Members will be presented for confirmation through a vote as described in Section 4.9. Acclaimed Members shall be considered acclaimed once presented by the Governance committee to the Association, and approved via a majority vote amongst the Association. The Committee Chair will vote in the event of a tie.

## **6.9 Removal from Office**

A Council Member may be removed from office prior to the normal end of the term of office if a resolution is passed by at least two-thirds (2/3) of the votes cast at a Meeting of General Members. Notice of any of the meetings provided for above must specify the intention to pass such a resolution. The Council Member sought to be removed shall have a right to be heard at the meeting.

## **6.10 Inclement Weather/Hazardous Conditions**

Scheduled meetings which are impacted by inclement weather shall be cancelled. If there is a pressing issue that must be voted on, this shall be done by way of email, Skype/Google Hangouts, or conference call within 24-48 hours of the cancelled meeting.

Inclement weather/ hazardous conditions include snow storm, ice storm, tornado, road flooding, etc.

## Article 7: Committees

The Council may from time to time constitute committees to assist the Council Members in carrying on the affairs of the Association. The Council will prescribe the duties of such committees. These committees report to the Council. At its first meeting following the Annual General Meeting, the Council will appoint a Chair and at least two additional Council Members for each of the following standing committees from amongst the Council Members:

- a) Engagement Committee;
- b) Finance Committee; and
- c) Governance Committee.

In addition, the Council may strike ad-hoc committees from time to time to address and focus on new initiatives and/or issues as they may arise. The Council will develop terms of reference for all committees to outline their respective duties in further detail. If a committee cannot reach a decision on a matter, for whatever reason, the committee will delegate that decision to the council as a whole.

### 7.1 Engagement Committee Terms of Reference

The name of the committee shall be the UOIT Alumni Association Engagement Committee, hereinafter referred to as the “Engagement Committee”. At the highest level, the purpose of the Engagement Committee is to engage alumni and undergraduates through Networks, mentorship programs, various communication materials, communication technologies, and events. Additionally, the Engagement Committee will recognize alumni through its yearly awards program. Specifically, the Engagement Committee will:

1. Conduct an annual awards program that recognize outstanding alumni.
2. Develop and support alumni Networks nationally and internationally.
3. Encourage alumni to participate in the mentorship program and engage undergraduates in mentorship opportunities.
4. Assist the Alumni office with the coordination of alumni receptions.
5. Develop and publish a bi-yearly alumni magazine.

The Engagement Committee shall consist of but not be limited to three council members. At the Association’s first meeting of the fiscal year, the council will appoint the Engagement Committee Chair. The Committee Chair will oversee the activities performed by committee members and act as the official spokesperson on behalf of the Engagement Committee. General members may volunteer to be on the Engagement Committee.

#### 7.1.2 Nomination Process for Homecoming Alumni Chair

1. Alumni Association Council, in and amongst themselves, will seek a Homecoming Alumni Chair Position. In the event an appropriate Homecoming Alumni Chair is not found, the Alumni Association Council in conjunction with the Alumni office will conduct an open recruitment and accept applications from Alumni who are interested in the Homecoming Alumni Chair Position.
2. Alumni Office will encourage Alumni Association to suggest Alumni to be nominated

3. Applications received will be reviewed by the Engagement Committee and will be evaluated based on answers of skills sets and experience that are provided and/or evaluation tools to be determined.
4. Upon review of applications, the Engagement Committee will propose a minimum of 3 (three) and a maximum of 10 applications (dependant on submissions of Alumni) to the Alumni Association Council for a vote to decide who will be selected as Homecoming Alumni Chair.
5. Alumni office will contact the selected Homecoming Alumni Chair to inform them that they were the successful candidate and confirm acceptance of position. Should the Homecoming Alumni Chair no longer be interested, the position shall be offered to the individual receiving the second highest number of votes in the previous process.

## **7.2 Finance Committee Terms of Reference**

The Finance Committee is a committee of the Alumni Association council whose purpose is to:

- 1) Develop the annual budget and present to council for approval.
- 2) Monitor spending and quarterly/annual performance.
- 3) Identify and recommend new sources of funding.
- 4) Make recommendations on any required controls.
- 5) Work in conjunction with the other committees to support mutual goals/projects (e.g., Engagement Committee to select and price merchandise).

The Finance Committee shall consist of a minimum of three members who will elect a Chair amongst themselves via a vote amongst the Finance Committee members. In the event of a tie, the Finance Committee will ask Council to elect the Chair via a vote amongst Council.

## **7.3 Governance Committee Terms of Reference**

The Governance Committee is a committee of the Alumni Association council whose purpose is to:

- 1) Conduct a semi-annual review of the Terms of Reference.
- 2) Coordinate an annual Council and Self-Evaluation process.
- 3) Coordinate an annual Strategic Planning Retreat.
- 4) Update Network Development policies as required.
- 5) Work in conjunction with the other committees/UOIT Alumni Office to support mutual goals/projects (e.g., assistance with Terms of Reference queries, annual Council and Self-Evaluation).

6) Oversee the Nominations and Elections Process as follows:

- a. Review and propose edits of the nominations and elections policy and package to the AAC
- b. Appoint the Electoral Officer in May of each year, external to the council's membership, to oversee the nominations and elections process leading up to and including the AGM in September
- c. Actively promote the nominations and elections process through maximizing geographic, faculty, class and overall diversity in seeking nominees
- d. Conduct interviews of AAC nominees in order to gauge suitability for council
- e. Recommend slate of candidates running for council to the AAC for presentation and approval at the AGM
- f. Recommend nominees for appointment to the AAC for vacancies that occur between AGMs, due to reasons outlined in Section 4.11 of the Terms of Reference

The Governance Committee shall consist of a minimum of three members who will elect a Chair amongst themselves via a vote amongst the Governance Committee members. In the event of a tie, the Governance Committee will ask Council to elect the Chair via a vote amongst Council.

The Governance Committee may elect a sub-committee for the nominations and elections process described in Section 7.3, sub-section 6 ("Nominations and Elections Sub-Committee). Nominations and Elections Sub-Committee shall consist of up to six General Members, not standing for election within the same calendar year, of whom, three members are Council Members as described in Article 2: Definitions. The Committee Chair will vote in the event of a tie and the University Advancement office Manager or designate will be a non-voting member of the Committee.

## **Article 8: Networks**

### **8.1 Sanctioning of Networks**

Any group of alumni may apply to the Council to associate as a Network of the Association, under the guidance of the Council Engagement Committee. None of the benefits outlined in 9.2 shall be conferred until the group has been formally recognized by the Council. No such approval shall be granted unless the group agrees that:

- a) The mission of the Network shall be such that it enhances the mission of the Association;
- b) Upon dissolution, all property of the Network shall become the property of the Association;
- c) No function or program that has not first received the approval of the University Manager of Alumni Relations shall be undertaken;
- d) No fundraising on behalf of the University shall be undertaken without the written approval of the University Advancement office; and
- e) The Association and University shall be saved harmless from any act or omission of the Network, the occurrence of which may be unilaterally determined by any of the foregoing and as consequences of which the resolution approving the Network may be rescinded forthwith without notice.

### **8.2 Benefits to Networks**

Networks sanctioned by the Association shall be awarded the following benefits:

- a) The right to use the name of the University and its Alumni Association;
- b) Access to Alumni office staff for support;
- c) Access to reasonable resources and facilities of the Alumni office; and
- d) Access to funding if available and in-kind support from the Alumni Association.



## **Article 9: Board of Governors Meetings**

### **11.1 Attendance**

The Council shall be represented at every Board of Governors meeting; Meetings shall be attended based on each member's position in the Council, subject to their availabilities:

- A) Chair
- B) Vice-Chair
- C) Committee Chair
- D) Council Member

**11.1.1** If no Council Member is able to attend the Board of Governors meeting, an invite shall be made to appointed members to attend on the council's behalf, at least 1 month in advance of the meeting.

**11.1.2** If the Council is unsuccessful in obtaining an appointed member or a past member an invite shall be made to the general alumni community.

### **11.2 Choosing the appointed representative**

The Council shall evaluate the individual based on their historical participation with the Council. In the event that the prospective representatives have not participated in events in the past, the Council shall evaluate the individuals in accordance with the "Best Candidate Practice".

## **Article 10: Amendments**

Council Members may propose amendments to the Terms of Reference at any meeting, for approval by the Alumni Association Council. In addition, General Members may direct proposed amendments through any Council Member, for discussion and approval by the Alumni Association Council.

## Article 11: Effective Date

The signature of the following Council Members certifies that the above Terms of Reference was approved by the Alumni Association Council at a properly constituted meeting of the Council Members held on \_\_\_\_\_.

\_\_\_\_\_  
Chair, Alumni Association

\_\_\_\_\_  
Date

\_\_\_\_\_  
Vice-Chair, Alumni Association

\_\_\_\_\_  
Date

## Schedule A: Council Rotation Correction Proposal

The following options can be utilized by the council to correct the Council rotation:

1. Subject to approval at the Annual General Meeting, an existing Council Member's term, shall be extended by 1 year.

**Implemented:** There are 4 seats up for nomination, all 4 members whose term expires have served 4 years on the Council. Sean seeks to return for 2 years to correct the rotation, the Council approves Sean's return. Following elections, there are 4 newly appointed members. At the AGM, Sean is approved to return, there will now be 11 members on the council.

2. At the next general elections, rather than 6 seats be open for nominations, only 5 seats will be offered. Opening up an extra seat for nomination, therefore having 11 members for a short period of time.

**Implemented:** There are 4 seats up for nomination, rather than offer 4 seats offer 5.

3. In the event that a Council Member from the greater year (6-year) group is unable to complete their term, an appointed council member shall fill the seat for the intervening year.
4. During the 6 year nominations, 1 member shall be appointed for a 1 year term. 5 Council Members shall then be nominated for a 2-year term.

## Appendix A: Proxy Form

The undersigned General Member of the UOIT Alumni Association hereby appoints \_\_\_\_\_  
(General Member of Alumni Association to attend Meeting) \_\_\_\_\_ (his/her alumni  
card number) as the proxy of the undersigned to attend and act at the meeting of the General Members  
of the said Alumni Association to be held on the \_\_\_\_ day of \_\_\_\_\_, 20<\_\_> and at  
any adjournments thereof in the same manner, to the same extent and with the same power as if the  
undersigned were present at the meeting.

Dated this \_\_\_\_ day of \_\_\_\_\_, 20<\_\_>.

\_\_\_\_\_

(Signature of General Member)

\_\_\_\_\_

(Alumni card number)