



GPOP | PGBDG

Governance and President's Office Professionals

Terms of Reference

1. Purpose of the Association

Governance and President's Office Professionals (GPOP) is dedicated to elevating the level of expertise held by governance and president's office professionals in Canadian post-secondary education institutions.

It provides networking, mentoring and other professional development opportunities that benefit individual members and their institutions.

Member benefits: Members receive access to:

- the GPOP network of governance and president's office professionals across Canada;
- the members' only section of the GPOP website where information on resources and best practices is housed;
- professional development opportunities, including our annual conference;
- awards and grants specific to GPOP; and
- leadership opportunities by participating on the Board and/or Committees.

2. Membership

- a) **Eligibility:** Membership status is open to individuals who serve in the position of governance professional and/or assistant; executive assistant; chief of staff; director; or comparable President's assistant role, reporting to or working directly with the chief executive officer (CEO) or Vice President, who has a Board support function, of any Canadian college, institution, cégep, university, or other organization specifically in the Canadian post-secondary education sector.

- b) **Term:** Membership is ongoing unless a Member resigns or leaves their position as described in Section 2a) Eligibility above.
- c) **Process to become a Member:** Membership is obtained by completing a GPOP Membership Application Form housed on the GPOP website and is assessed by the Membership and Communications Committee based on the above stated eligibility criteria.
- d) **Removal of a Member:** A Member can be removed with a minimum of two-thirds of the Board of Directors vote, at any time, for actions or conduct detrimental to the best interests of GPOP.

3. Meetings of Members

- a) **Annual General Meeting:** An Annual General Meeting (AGM) of the members shall be held for the transaction of business, which would include the election of Directors and Officers; receiving financial statements and committee reports; and any other business referred by the Executive, on such date as determined by the Chair in consultation with the Board of Directors. Meetings will typically be held in late spring.
- b) **Special Members Meeting:** A special members meeting may occur at the call of the Chair at any time to consider business recommended by the Directors.
- c) **Notice of Meetings:** The Board of Directors shall electronically publish to the GPOP website, notice of a specific AGM or Special Members Meeting, stating the place, date, hour and meeting format and the purpose(s) for which the meeting is called, not less than ten (10) days before the date of the meeting. Such publication shall be undertaken by, or at the direction of, the Chair. Meetings will be held by teleconference, virtual platforms, or in-person at the annual Colleges and Institutes Canada (CICan) Conference at the discretion of the Directors.
- d) **Voting:** Voting at an AGM shall be conducted by registered Members in attendance at an AGM or Special Meeting, and by proxy. A Member wishing to vote by proxy shall download the "Proxy Vote Form" from the GPOP website and return the completed form by email to the Officer indicated on the form. All such Proxy Vote Forms shall be presented at the meeting, and votes shall be cast according to the directions contained on each Member's Proxy Vote Form.
- e) **Quorum:** Quorum shall be at least 10% of the votes entitled to be cast at an AGM or Special Members Meeting for the transaction of any business.

Board of Directors

a) **Purpose:** The Board of Directors of GPOP is responsible to manage the association on behalf of the membership. Directors' will receive no compensation.

Directors endeavour to offer professional development opportunities; plan an annual conference; manage the website, the listserv, the finances, and an awards program; and seek sponsorships/donations.

b) **Membership:** The Board of Directors of GPOP shall consist of no less than seven (7) nor more than twelve (12) members who are elected for two three-year terms. Members completing their two three-year terms are not eligible for re-election to the Board for three years. If a Director needs to take a hiatus from the Board for any reason following a first term, they are eligible for re-election in future to complete their second term.

The Past Chair shall be an ex-officio voting director of the board even if their two three-year terms have been served.

A slate of Members nominated for office by the Nominating Committee shall be prepared and published to the GPOP website in advance of the AGM, and formally voted on at the AGM. Consideration will be given to balancing Board Office and President Office representation as well as regional representation. No more than one individual from an institution shall be a Director on the Board at a given time. Members need not be in attendance at an AGM in order to be elected to the Board of Directors.

If a Director resigns from the Board, the vacant position need not be filled until the next AGM unless the number of Directors falls below seven, at which time an immediate election for a new Director will be held by the Board and confirmed at the AGM.

c) **Resource Members:** Individuals who have agreed to assist the Board in completing its work will be invited to attend board meetings in a non-voting capacity.

d) **Meetings:** The Directors shall meet by conference call, virtually, or in-person when possible. Meetings are scheduled at a minimum of twice annually and at the call of the Chair. The Chair presides over the meetings and sets the agenda. A Director present at a meeting will record the minutes. Quorum is 50 per cent of the total number of elected Directors. Decisions are made by adoption of motions.

4. Executive and Officers:

The officers of the association shall consist of the Chair, Chair Elect, and Treasurer.

- a) The Chair is elected for a two-year term unless they are in their final year of their second term of office as a Director, in which case their term would be for one year.
- b) The Chair Elect will act as Chair in the Chair's absence and is expected to transition into the role of Chair when vacated.
- c) The Treasurer is responsible for the finances.

Appendix A describes the role of the officers in more detail.

5. Standing and Ad Hoc Committees

The Executive may create whatever committees it deems appropriate at any time to assist it in doing its work. Standing Committees will be chaired by a Director and have Terms of Reference (ToR) approved by the Board.

Directors will serve on a minimum of one Committee annually. Chairs of Committees are responsible to review the Committee ToR annually, act as mentor to encourage succession within their committees, and report on business at each Directors meeting. A list of Committees, their membership, and ToR are maintained on the GPOP website.

The current committees of the Board are described in Appendix B

6. Amendment to the GPOP Terms of Reference

Terms of Reference of GPOP are amended upon approval at a membership meeting upon the recommendation of the Board of Directors.

The Appendices may be updated as required by the Board of Directors.

APPROVED AT GPOP ANNUAL GENERAL MEETING JUNE 3, 2021

Cheryl McMurray

CHERYL McMURRAY, CHAIR, BOARD OF DIRECTORS

July 30, 2021

DATE

Appendix A

Duties of the Chair

The Chair shall be the chief executive officer of GPOP and, subject to the overall guidance and supervision of the Board of Directors, give active direction and have control of the affairs of GPOP.

In general, the Chair shall perform all duties incident to the office of Chair, and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall also preside at the Annual General Meetings of GPOP and the Board of Directors. The Chair shall also appoint all committees with the approval of a majority of the Board of Directors, and may serve as a non-voting ex-officio member of all committees. The Chair welcomes all new members through correspondence.

The Chair shall keep the minutes of the meetings of the Board of Directors electronically housed on a secure place on the GPOP website, and shall see that all notices are duly given in accordance with the provisions of these Terms of Reference.

Duties of the Chair Elect

The Chair Elect shall shadow the Chair and assists with the general business of GPOP. The Chair Elect performs the duties of the Chair in the absence of the Chair. The Chair Elect may serve as a non-voting ex-officio member of all committees

Duties of the Treasurer

Finances are managed and administered through Douglas College's Financial Department with the Douglas College GPOP member's assistance.

Standing Subcommittees of GPOP

Awards and Recognition Committee

There shall be an Awards and Recognition Committee appointed by the Chair which, with the advice and consent of the Board, shall solicit nominations and make recommendations on recipients for awards presented by GPOP.

Conference Committee

There shall be a Conference Committee appointed by the Chair which, with the advice and consent of the Board, shall plan and execute the annual GPOP conference.

Executive Committee

There shall be an Executive Committee. Membership of the Executive Committee is comprised of the GPOP Chair (who shall be the Committee Chair) and the Chair Elect. In the absence of a Chair Elect, the Past Chair will be invited to participate as a full member.

The Executive Committee supports the CICan Governance and President's Office Professionals Board of Directors by conducting the day-to-day affairs of GPOP between meetings.

Membership and Communications Committee

There shall be a Membership and Communications Committee appointed by the Chair which, with the advice and consent of the Board, shall:

- promote the association to external audiences and facilitate the dissemination of information to the existing membership;
- manage and populate the website;
- develop initiatives to attract new members, retain current members, and re-engage past members; and
- manage and maintain the Listserv, adds and removes members to ensure the listserv is current. Advise the GPOP Chair when new members are added.

Nominating Committee

There shall be a Nominating Committee. Membership of the Nominating Committee shall comprise the Chair (who shall be the Committee Chair) and the Chair Elect. The Past Chair will be invited to participate as a Committee member in an ex officio capacity. The Nominating Committee will nominate individuals as candidates for the Board of Directors and Officer positions, with the advice and consent of the Board. An effort shall be made to have diverse representation.

Professional Development Committee

There shall be a Professional Development Committee appointed by the Chair which, with the advice and consent of the Board, shall plan and execute webinars, virtual roundtables and encourage the membership to arrange their own “hot topic” consultations through the listserv.

The Professional Development Committee will identify and advise the Membership of additional opportunities for professional development via the website.

Strategic Planning and Partnerships Committee

There shall be a Strategic Planning and Partnerships Committee (SPPC) appointed by the Chair which will make recommendations to the GPOP Board of Directors on matters pertaining to attracting donor and partner investments in GPOP activities and other priority needs of GPOP.