

COLLEGE OF ELECTORS

CONSTITUTION

I AUTHORITY

Pursuant to the provisions of *The University of Toronto Act, 1971*, the Governing Council approved the recommendations of the Directorate of the University of Toronto Alumni Association (UTAA) of October 28th, 1971 to establish a College of Electors. The Governing Council, on June 20th, 1974 gave a continuing mandate to the College of Electors to elect the alumni members of the Governing Council and the Chancellor.

II INTERPRETATION

1. In this Constitution and in all other resolutions of the College of Electors of the University of Toronto, unless the context otherwise requires, words and expressions have the same meaning as defined in *The University of Toronto Act, 1971*, as amended.
2. In the event of conflict between any provision of this Constitution and the provisions of *The University of Toronto Act, 1971*, as amended, the provisions of the *Act* prevail.

III DUTIES

The College of Electors shall be responsible for the election of the Chancellor and the alumni members of the Governing Council of the University of Toronto. It is essential that highly competent individuals be elected as the Chancellor or alumni governors. Consequently, the College must ensure that well-qualified persons are nominated and elected. In considering the suitability of candidates, the College shall be guided by the approved Governing Council statement on the Attributes of Governors (see Appendix A). The College should satisfy itself that it is electing candidates who, at the minimum, possess the characteristics specified by the Governing Council as required of all external members of Governing Council¹ and that the College's work contributes to the attainment of the diversity objectives established by Governing Council for its own composition.²

It is also essential that the College consult formally with the Chair of the Governing Council and the President of the University and the President of the Alumni Association on the general requirements for the positions to be filled and also on the requirements most in need in any particular year. When the Chair of the Governing Council indicates that candidate(s) with one of the specific skills identified in the Attributes of Governors statement³ are highly desirable in a given year, the College shall exercise its best efforts to identify and elect such individual(s).

¹ See Section 1 of Appendix A.

² See Section 2 of Appendix A.

³ See Section 3 of Appendix A.

IV COMPOSITION

1. There shall be a College of Electors for the alumni of the University of Toronto.
2. The College of Electors shall be created by the Governing Council and be composed of members from the constituent alumni associations of the University of Toronto Alumni Association. (A constituent alumni association is defined as a group of alumni of a college, faculty, school or other academic division of the University which has authority to recommend the awarding of a degree or post-secondary diploma or certificate.)
3. The College of Electors shall be formed on the basis of a modified representation by population⁴ from each constituent alumni association. A constituent association shall be entitled to elect a member or members to the College of Electors on the following basis:

<u>Number of Alumni</u>	<u>Number of Electors</u>
Up to 15,000	1
Between 15,001 - 30,000	2
Between 30,001 - 45,000	3
Beyond 45,001	4

The population figures of the constituent alumni association will be up-dated annually on the basis of the official records of the University. Any change in the number of seats on the College will be communicated to the pertinent constituent association by the Secretary of the College of Electors immediately upon receipt of the up-dated figures.

4. Each constituent association shall be represented by persons experienced in and knowledgeable of University affairs, such as present or former members of an association's executive committee.
5. Election of the member(s) to the College of Electors will be carried out, as necessary, at a regular meeting of each constituent association, duly publicized, and held in accordance with its constitution.
6. Term of office will be at the discretion of the constituent association but shall not exceed four (4) consecutive years. The term shall commence on July 1st.
7. Following the election and no later than each September, the constituent association shall advise the Secretary of the College of Electors of its representative(s) on the College.
8. The Vice-President - University Governance of the University of Toronto Alumni Association shall be a member of the College of Electors and shall be its Chair. The Chair shall take office as of July 1st.
9. There shall be a Vice-Chair to be elected annually by the College from among the members.

⁴ The population of each constituent alumni association shall be determined by counting the number of living graduates who have been awarded a degree or post-secondary diploma or certificate.

IV COMPOSITION (cont'd)

10. There shall be an Executive Committee composed of the Chair of the College as Chair, the Vice-Chair and three other members elected by and from among the members of the College of Electors, whose duties shall be
 - (a) to advise the Chair with respect to procedures employed from time to time in the election of alumni governors or the Chancellor, and
 - (b) to undertake duties as specified elsewhere in this Constitution or as may be assigned from time to time by the College of Electors.
11. There shall be a permanent Secretary appointed by the Secretary of the Governing Council, who will keep a record of the proceedings of the College and the Executive Committee and perform such other duties as may from time to time be assigned by the College or by the Chair thereof.
12. In the event that a vacancy occurs in the College of Electors, such vacancy may be filled by an appointee of the appropriate constituency executive for a term expiring not later than the next regular meeting of the association. Following such appointment, the constituent association shall, in writing, advise the Secretary of the College of Electors of the new representative.
13. In the event that a member of the College of Electors is nominated for membership on the Governing Council or for Chancellor, the member shall resign from the College of Electors or shall decline to stand for election.

V GENERAL RULES AND REGULATIONS

1. The College shall meet at the call of the Chair, the Vice-Chair or a quorum of the College. One-half (1/2) of the membership of the College shall constitute a quorum. The Executive Committee shall meet at the call of the Chair. The quorum for the Executive Committee shall be three members.
2. The College shall meet at least two times during each academic year, as follows:
 - (a) Prior to the opening of the nomination periods the College shall meet to
 - (i) elect a Vice-Chair and members of the Executive Committee, as provided in Section IV (9) and (10);
 - (ii) review the procedures for the forthcoming election(s);
 - (iii) consult with the senior officers of the University and the Alumni Association, as provided in Section III; and
 - (iv) transact any other business that may be required at that time.
 - (b) At its second meeting, the College may interview candidates for alumni governor, receive reports from bodies established by this Constitution or by the College itself, and/or conduct election(s). The date for such meeting(s) shall be established by the Chair of the College after consultations with the Executive Committee.

V GENERAL RULES AND REGULATIONS (cont'd)

3. Notice of all meetings shall be given a minimum of fourteen (14) days in advance of such meetings.
4. The date for the continuation of a recessed meeting shall either be determined by a quorum at such meeting, or called in accordance with the provisions of section (1) and (3) above.
5. The Secretary shall be responsible for notifying all members of meetings and for distributing agendas.
6. Each member of the College, including the Presiding Officer, is entitled to vote and only members present may vote on any question. In the case of a tie, the Presiding Officer is not entitled to a second deciding vote.
7. Matters discussed by the College during any meeting or part of any meeting held *in camera* are confidential unless the College agrees otherwise in specific instances. All meetings will be open to the public unless or until the Chair declares to the contrary following the passing of a motion to that effect or when candidates are being discussed or interviewed.

VI ELECTION OF THE ALUMNI MEMBERS OF THE GOVERNING COUNCIL

A. Nominations

1. Candidates for alumni members of the Governing Council shall be alumni of the University of Toronto as defined by *The University of Toronto Act, 1971, as amended*. As required by the *Act*, they shall be Canadian citizens.
2. A call for nominations shall be placed on or before January 31st in publications of the University of Toronto Department of Public Affairs, or its successor, or in other media where appropriate, and in writing to the presidents or other appropriate executives of constituent organizations. Should the notice fail to appear in the publications of the Department of Public Affairs, it shall be placed in appropriate newspapers.
3. Each nomination must be in writing and signed by at least ten (10) alumni, none of whom shall be current members of the College of Electors, giving faculty, year of graduation or years of attendance, name on diploma (if different from name on nomination form), address and telephone number of each nominator. A nominator may nominate no more persons than there are positions vacant.
4. The consent in writing of each candidate, indicated over the candidate's signature, shall be obtained by the nominators.
5. A biographical sketch of each candidate shall be obtained from the candidate or prepared by the nominators and sent to the Secretary with the nomination and consent.
6. The Secretary shall have the candidate and the nominators verified by the Division of University Advancement as being eligible University of Toronto alumni. The Secretary shall rule upon the validity of nominations assisted by such legal counsel or such other advice he or she may wish to employ.

College of Electors Constitution

A. Nominations (cont'd)

7. The deadline for close of nominations will be on or before February 28th.
8. Nominations shall be confidential to the College.
9. An appeal with respect to the validity of a nomination shall lie to the Executive Committee of the College of Electors, any three of whom shall constitute a quorum, assisted by such legal counsel it may wish to employ. The Executive Committee shall appoint one of its members to act as secretary during the appeal proceedings.
10. The Secretary shall inform the candidate for election of the grounds for the candidate's ineligibility by means of letter, commonly used electronic means of communication, or telephone with subsequent written confirmation and the said notice shall contain within it a date, time and place for the hearing if the candidate desires to appeal, which appeal shall be heard by the Executive Committee within five (5) working days of the date of the notice.
11. An appeal to the Executive Committee shall not lie if the candidate does not communicate by telephone, letter, or commonly used electronic means of communication to the Secretary at least forty-eight (48) hours prior to the time set for the appeal in the notice his or her desire to have an appeal.
12. The candidate, Secretary of the College, and any other interested persons may present evidence to the Executive Committee as to the candidate's eligibility to stand for election.
13. The decision of the Executive Committee of the College of Electors on an appeal shall be final.
14. As soon as possible after the close of nominations, the Secretary shall distribute the validated nomination papers of all candidates who have been duly nominated and have consented to stand. Biographies or sections thereof will not be distributed, if statements contained therein, in the opinion of the Secretary, in consultation with the Chairman, assisted by such legal counsel as he or she may wish to employ, might render the University liable to a suit for libel.

B. Election

1. Candidates may be invited to appear before the College, or a group of members of the College, for personal interviews, as the College determines. The interviews will be held *in camera* and discussed only with members of the College.
2. If the full College conducts interviews, any member of the College of Electors who has not been present for all the interviews in their entirety shall not vote. That member may, however, participate in discussion.
3. Election shall be by secret ballot.
4. The alumni governors shall be elected one at a time. All names will appear on the ballot. To be elected, a candidate must receive the support of a majority of those voting, abstentions included. If no one is elected on a particular ballot, the candidate(s) with the fewest number of votes will be removed from the ballot. Following the election of a candidate, all remaining names shall be returned to the ballot.

B. Election (cont'd)

5. The candidates shall be informed by the Chair of the results of the election.
6. After notifying the candidates, the Chair shall give in writing the names of successful candidates to all candidates, to the Chair of the Governing Council, the President, the Director of the Department of Public Affairs or its successor, and to the President of the University of Toronto Alumni Association.

C. By-Elections

By-elections shall take place as necessary, under the rules and regulations governing regular elections, except that the Chairman, in consultation with the Executive Committee, may place in nomination names of candidates remaining from the previous regular election without the candidate or candidates undergoing re-nomination procedures, should they be willing to stand.

VII ELECTION OF A CHANCELLOR

A. Nominations

1. Candidates for Chancellor shall be Canadian citizens, pursuant to *The University of Toronto Act, 1971, as amended*.
2. In years when an election of the Chancellor is required, a call for nominations shall be placed on or before January 31st in publications of the University of Toronto Department of Public Affairs or its successor, or in other media where appropriate, and sent in writing to the presidents of constituent alumni associations.
3. Nominations shall be submitted in writing to the Secretary of the College of Electors and must be signed by a nominator and a seconder who are alumni of the University. Subject to VII (B) (3) below, nominations will be held in confidence. Letters of support may be submitted and will form part of the documentation placed before members of the College. Candidates for the position may also be identified and nominated by the Search Committee. Such nominations must have the support of at least two members of the Search Committee who are alumni of the University.
4. Nominations shall close on or before March 31st, as determined by the College.

B. Procedure for Review of Nominations

1. In carrying out its duties under Sections VII (B) (2) and (3) below, the Executive Committee of the College shall co-opt the President of the University and the Chair of the Governing Council as assessor members, and this group shall form the Chancellor Search Committee.
2. The Chancellor Search Committee shall prepare a Report on the nominations received for Chancellor, including at least the following:
 - (a) An analysis of the general requirements of the position of Chancellor, any specific requirements appropriate for the incoming Chancellor and of the qualities appropriate to the position. Particular attention shall be given to the discussion of the position at the first meeting of the College.

B. Procedure for Review of Nominations (cont'd)

- (b) One recommended candidate for Chancellor submitted, with supporting documentation.
- 3. The Chancellor Search Committee shall have the option to
 - (a) Obtain or ask nominators to obtain biographical or other information about the nominees.
 - (b) Meet with individual nominees to discuss the nature of the position, and obtain additional information that would be of assistance to the College.
- 4. Prior to submitting the Report to the College, the Chancellor Search Committee shall determine the willingness of the recommended candidate to stand as Chancellor.
- 5. At least fourteen (14) days notice shall be given of a meeting of the College at which the report of the Chancellor Search Committee is to be received and discussed.
- 6. The President and the Chair of the Governing Council will be invited to attend any meeting of the College at which the work or report of the Chancellor Search Committee is discussed.
- 7. After receiving and discussing the report of the Chancellor Search Committee the College shall either proceed to the election or direct the Chancellor Search Committee to obtain additional information or to give further advice on individual nominees. This may involve meetings with one or more nominees, which shall be undertaken by the Committee on behalf of the College.
- 8. If the report of the Chancellor Search Committee is returned to the Committee by the College, the Committee shall meet within seven (7) days of the receipt of its returned report. It shall submit a new report to the College that may contain names previously suggested and/or additional names.

C. Election

- 1. The election shall be by secret ballot.
- 2. To be elected a candidate must receive support from a majority of those members present and voting. (See Section VI (B) (4) for the voting procedures.)
- 3. The Chair of the College of Electors and the President of the University shall ask the successful candidate to serve. The Chair and the Secretary of the College shall satisfy themselves that the successful candidate is a Canadian citizen.
- 4. The name of the successful candidate shall be held in confidence until the Chair of the College of Electors provides notification in writing to the nominators of other candidates, the Chair of the Governing Council, the President, the Director of the Department of Public Affairs or its successor, and to the President of the University of Toronto Alumni Association that the candidate has been elected.

VIII RE-ELECTION OF A CHANCELLOR

A. Review

1. No later than eight months prior to the end of his/her term, the Chancellor will be informed by the Chair of the Governing Council and the Chair of the College of Electors of the pending review process.
2. A Chancellor Search Committee as described in Section VII (B) (1) shall act as a Chancellor Review / Search Committee.
3. A review of the position profile and an evaluation of the performance of the incumbent Chancellor, using pre-defined parameters, will be conducted by the President of the University, the Chair of the Governing Council, and the Chair of the College of Electors prior to the Call for Nominations, and will be reported in confidence to the incumbent Chancellor and to the Chancellor Review /Search Committee.

B. Nomination Process

1. The nomination process for the re-election of the Chancellor will include, at a minimum, the following:
 - a defined nomination period of at least four weeks, including a specified deadline for the close of nominations;
 - a written nomination;
 - consent of nominee to stand for election;
 - a specified number of nominators;
 - biographical information for candidate
 - authority for the Chancellor Review/Search Committee to proceed with a call for nominations without actively seeking other candidates, if the review of the performance of the incumbent is positive, and if the incumbent is willing to stand for re-election.
2. The Chancellor Review/Search Committee shall prepare a report for the College including at a minimum, the following:
 - summary of the review process and the resulting conclusions;
 - a recommendation for Chancellor with appropriate supporting documentation.

C. Election

The Election will follow the process described in Section VII C above, amended as necessary.

Revisions approved by University Affairs Board March 25, 2008
Revisions approved by Governing Council February 10, 2005
Minor revisions approved by Executive Committee March 7, 1994
Revisions approved by Governing Council December 17, 1992

Appendix A

University of Toronto - Attributes of Governors

(1) **Required characteristics.** All external persons elected/appointed to the Governing Council of the University of Toronto should have a breadth of vision, a record of personal accomplishment, and the personal attributes and skills to rise to various leadership positions in Governing Council.

More specifically, all external members must:

- have a genuine interest in the welfare of the University of Toronto and in the fulfillment of its mission to be an internationally significant research university with undergraduate, graduate and professional programs of excellent quality;
- support the basic principles which guide the University's pursuit of its mission:
 - respect for intellectual integrity, freedom of enquiry and rational discussion;
 - promotion of equity and justice within the University and recognition of the diversity of the University community;
 - a collegial form of governance;
 - fiscal responsibility and accountability;
- be willing to learn about the University's inner workings;
- be prepared to invest the time required;
- be known as persons of good judgement;
- meet the statutory requirement of Canadian citizenship (unless repealed); and
- have broad community interests.

(2) **Diversity.** It is desirable that the Governing Council membership, as a whole, reflect the diversity of the University's local, provincial and national communities; in addition, in the selection of members, particular attention should be paid to gender balance within the Governing Council and to equitable representation of those groups traditionally underrepresented on university governing bodies, including persons with disabilities, Aboriginals, francophones, and visible minorities. The ability to represent a particular community or group, while highly desirable, must also be accompanied by the possession of the general characteristics listed above and by specific experience that is relevant to the demands on a governing board of a complex professional organization.

(3) **Specific skills.** The specific required skills vary from time to time, but the following are major skills which must be present collectively in the Governing Council:

- broad experience in public affairs;
- experience in progressive business management;
- financial and administrative experience sufficient to oversee the efficient use of public and private funds;
- the ability to build bridges with local, provincial and national communities;
- the ability to assist in the achievement of specific short and medium term University priorities;
- fund-raising ability.