

Constitutional review committee:

Cynthia Messenger
Bill Nelson
Dennis Patrick
Helen Rodd
Luc Tremblay
Jun Nogami (Chair)

We have had meetings on Nov 8, Nov 23, Jan 12, Feb. 14, Mar. 18, and April 11. In addition, the committee has received input from Council members by e-mail and in small group meetings. We have also made presentations at UTFA Council meetings in January, February, and March.

It was decided in November, 2010 that the committee would restrict the scope of changes in the constitution and by-laws to address specific points raised in the recommendations of last year's Nominating Committee, although input on other issues would be collected for consideration by CRCs in the future.

Outline of the Areas of Change

The general areas of change suggested by last year's Nominating Committee were as follows:

- [1.] In the spirit of renewal, the issue of possible term limits for both the Executive Committee and the President
- [2.] the possibility of the extension of terms for Executive members from one to two year, and the plans for succession for any member of the Executive, or for the Presidency.
- [3.] the manner in which the members of the Nominating Committee are selected, and the guidelines that they are given to follow.
- [4.] (a) the issue of the role of retired members on the Executive Committee, and (b) whether, in the spirit of encouraging new people to serve on the Executive Committee, it would be possible, under certain conditions, to include one person, who is not a member of Council on the Executive Committee as a member-at-large
- [5.] the role of the Office Committee.
- [6.] the rotation of the Chair for Executive Committee meetings.

Motions to UTFA Council

Points 1 and 2 were judged to be fundamental changes, and so the CRC went to UTFA council on February 18 with motions to get an indication of their support on these issues.

The motions on Feb. 18 were as follows:

“The constitutional review committee moves that the terms of service of the members of the Executive Committee be extended from one year to two years. Any member of the Executive can choose to serve for a one year term rather than a two year term.”

PASSED

“The constitutional review committee moves that term limits be established for the President and members of the UTFA Executive.”

PASSED

In addition, there was a vote by ballot on the preferred duration of the term limits. The most popular choice was six years, with no possibility of extension.

With this in mind, the CRC has revised the UTFA Constitution and the By-laws accordingly. All the revisions have been checked by UTFA legal counsel.

Summary of changes to Constitution

The following Articles in the revised Constitution have been changed with respect to the current version (which was approved in 2005). Note that any articles that are new or revised are in a different font than the rest of the document.

Article V: President

- 5.3 establishes a term limit of six consecutive years for the president [1]

Article VI: Other Officers

- allowing for one- or two-year terms [2]

Article VII: Executive Committee

- allowing for one- or two-year terms [2]
- allowing for the possibility of one member at large to be a non-Council member under certain conditions [4]
- noting that it is customary to have one member-at-large be a retired member [4]
- 7.3 establishes a term limit of six consecutive years in any one position for the members of the Executive Committee [1]

Article IX: Nominations and Elections

- outlining the appointment of the Nominating Committee. One member of the Nominating Committee will be elected by Council (whereas the prior practice was to have the entire committee selected by the Executive). [3]

Summary of changes to Bylaws to address points [2-6]

The following Articles in the revised Bylaws have been changed with respect to the current version (which was approved in 2007). Note that any articles that are new or revised are in a different font than the rest of the document.

Article 2.7: formation of an Office Staff Relations Committee

- the committee would include the President, Vice-President Grievances, Vice-President Salary & Benefits, the Treasurer, and one other member of the executive appointed by the Executive Committee. This committee would formalize what has been an ad hoc Office Committee [5]

Article 3.8

- allows for someone other than the President to chair Executive Committee meetings. This formalizes current practice [6]

Article 10: Terms of Reference for the Nominating Committee

- There have been extensive changes to reflect point [3] and to be consistent with point [2].

Article 11: Release times and stipends for the President and members of the Executive

- This is a new article that will make the assignment of release time and stipends more transparent, and will also facilitate the operation of the Nominating Committee [3]

Since, for some of these issues, the changes in the constitution and the by-laws are linked, we will put forward several separate motions as follows:

A) Term limits

“The Constitutional Review Committee moves that term limits be established for the President and members of the UTFA Executive Committee, as follows: A President may serve for more than one two-year term but not more than six consecutive years. No member of the Executive Committee may serve in any one position on the Executive for more than six consecutive years. In both cases, the term limit includes consecutive time served prior to July 1, 2011. These term limits will take effect July 1, 2011, but will initially apply to affect members of the Executive to be elected in 2012.”

B) One- or two-year terms on the Executive Committee

“The Constitutional Review Committee moves that the terms of service of the members of the Executive Committee be extended from one year to two years, as per the relevant language in Articles VI and VII of the revised UTFA Constitution dated April 12, 2011. Any member of the Executive can choose to serve for a one-year term rather than a two-year term. This change will take effect July 1, 2011 and will affect members of the Executive to be elected in 2012.”

C) Other changes to the Executive Committee

“The constitutional review committee moves that the rules governing the composition of the Executive Committee be changed as per the language in Article VII of the revised UTFA Constitution dated April 12, 2011. This change will take effect July 1, 2011 and will affect members of the Executive Committee to be elected in 2012.”

D) Nominating Committee

“ The Constitutional Review Committee moves that the article governing the Nominating Committee read as follows:

9.2 There shall be a Nominating Committee consisting of five members including either a member of the current Executive Committee or, failing that, a Past-President of the Association. Council must approve the Nominating Committee. The Nominating Committee shall compile a slate of nominees for the following positions where there is an upcoming vacancy, including those resulting from the expiration of a term of office: non-Presidential members of the Executive Committee (the three Vice-Presidents, the Treasurer, the Chairs of the Standing Committees, and the members-at-large).”

E) By-law changes

“ The Constitutional Review Committee moves that the UTFA By-laws be changed in accordance with the revised language dated April 12, 2011. These changes will take effect July 1, 2011 and will affect the operation of the Nominating Committee and the members of the Executive Committee to be elected in 2012.”

Constitution
University of Toronto Faculty Association

(As approved at the Annual General Meeting – April 20, 2005, with revisions dated April 12, 2011)

Article I - Name

1.1 The name of the Association is: University of Toronto Faculty Association.

Article II - Purpose

2.1 The purpose of the Association is to promote the welfare of the current and retired faculty, librarians, and research associates of the University of Toronto, the University of St. Michael's College, the University of Trinity College, and Victoria University, and generally to advance the interests of teachers, researchers and librarians in Canadian universities.

Article III - Membership

3.1 There shall be two classes of membership in the Association, regular membership and associate membership.

3.2 Regular membership in the Association is open to all full-time and part-time members of the faculty, full-time and part-time professional librarians, and full-time and part-time research associates of the universities mentioned in Article II, and persons who have retired from service as members of the faculty, professional librarians, or research associates and who are members of the Association at the time of their retirement, or who have previously belonged to the Association for at least five years, or who are members of the Association at the time of enactment of this Constitution.

3.3

- (i) Associate membership in the Association is open to all Clinical faculty.
- (ii) Upon the establishment of procedures and/or representative bodies that address the academic freedom of Clinical faculty, and offer an agreed upon dispute resolution mechanism, the Clinical faculty associate membership category will be terminated.

3.4 Associate members may attend but not vote at a general meeting and may not vote for the President.

Article IV - Council

4.1 There shall be a Council of the Association, consisting of the elected members and the Officers (who may or may not be elected members), responsible for

establishing and carrying out the Association's policies, and for carrying on its business subject to the provisions of this Constitution and to such directions as may be given at any Annual or other General Meeting of the Association.

4.2 The Council may recommend changes to the Constitution and the By-Laws for approval at a general meeting.

4.3

(i) The Council shall consist of at most sixty regular members elected by the regular membership of the Association.

(ii) Four elected members of the Council shall represent the retired members of the Association.

(iii) For the purposes of apportioning active members of the Association into constituencies, each regular member shall be allocated to one of the following eight sections, with a total of up to 56 elected members:

1. Faculty of Arts and Science and those in the St. George Colleges, Graduate School, centres and institutes who would be eligible for appointment in this faculty, except those at the University of Toronto at Mississauga and the University of Toronto at Scarborough;

2. University of Toronto at Mississauga;

3. University of Toronto at Scarborough;

4. Faculty of Applied Science and Engineering and those in the Graduate School, centres and institutes who would be eligible for appointment within this faculty;

5. Faculty of Medicine and those in the Graduate School, centers and institutes who would be eligible for appointment within this faculty;

6. OISE-UT and those in the centres and institutes who would be eligible for appointment within this faculty;

7. Professional faculties that lack a departmental structure;

8. Librarians on all campuses, including central, college and departmental libraries.

(iv) The number of constituencies to be assigned to each section of active members shall be roughly proportional to the number of regular members within that section. Before this Constitution takes effect, and each six years thereafter, Council shall appoint an Apportionment Committee, consisting of one regular member from each section plus a Chair, which shall recommend an assignment of the number of seats for each section for each election in the ensuing six years. This committee shall first report to Council, which will either accept the report and forward it to the next Annual General Meeting with a recommendation for acceptance or

refer it back to the committee for revisions. The Annual General Meeting may either enact the report or refer it back to the committee for revisions and subsequent presentation at a general meeting.

- (v) The Apportionment Committee shall subdivide each of the eight sections into electoral constituencies on a roughly proportional basis. Only regular members within each constituency shall vote for their Council representative(s).

4.4

- (i) Subject to Article 4.4 (iii) hereof, the active members of the Council shall be elected by the regular members of the Association in their respective constituencies for a term of three years commencing on July 1st of the year of election and shall be eligible for re-election.
- (ii) The four retired members of Council shall be elected by retired regular members of the Association for a term of three years beginning on July 1 of the year of election, and shall be eligible for re-election.
- (iii) The Council may provide for the retirement of not more than one third of its members each year under such a system of rotation as it may prescribe. No more than two of the four retired members should have their three-year term end in any one year.
- (iv) When the boundaries of a constituency are changed under section 4.3(iii), the term of any member previously elected from an affected constituency shall end on the following June 30. Council may through by-elections fill vacancies for one or two or three years to maintain the intended rotation mix.
- (v) A Councillor who is unable to attend meetings for a period not exceeding one year for reasons of health or academic leave may propose an alternate to serve instead. Such an alternate must be a regular member and be accepted by a vote of Council as the representative of that Councillor's constituency for a stated term. A Councillor who is unable to serve for a period exceeding a year shall be deemed to have resigned. A Councillor who has resigned shall be replaced for the remainder of the term through a by-election in that constituency.
- (vi) In the event that a Council member has not been in attendance either for three consecutive Council meetings or for more than half of the meetings held in the previous twelve months, the President shall bring this to the attention of Council. Council may table a motion to remove the member from office, but shall not vote on it before the affected member is informed at least 30 days in advance and is given the opportunity to appear before Council and speak to the issue.

- 4.5 The President shall call a meeting of the Council (i) at regular intervals during the academic year, upon at least seven days' notice to its members, and (ii) by written request to the President from at least ten members of Council, upon at least seven days' notice to its members, and (iii) in the event that the Executive

- Committee declares the necessity of an emergency meeting, upon notice of at least one full working day by both telephone and electronic mail, and (iv) as soon after the Annual General Meeting as is deemed convenient to elect Officers, other than the President, as described in Article IX.
- 4.6 The Executive Committee shall prepare for each meeting an agenda that Council is free to adopt or amend. The agenda shall contain, among other items, any item which ten or more members of Council at least seven days in advance of the meeting request the President in writing to have included.
- 4.7 Council may appoint a Speaker, who shall not be entitled to vote on any motion. In the absence of the Speaker, the President shall chair the Council meeting, but may pass the Chair to a member of the Executive when presenting a report. In any case, the President may cast a vote only to break a tie.
- 4.8 A quorum for meetings of the Council shall be twenty elected or appointed members.
- 4.9 The Council shall fill any vacancies arising by resignation or otherwise in the offices of the Association, and in the membership of any standing committee.
- 4.10 Notwithstanding anything in this Article, the Past-President of the Association, and any person who is an Officer of the Association or the Chair of any standing committee of Council and is not otherwise a member of Council, shall be a member *ex officio*, with all the voting privileges of the elected members.

Article V – President

- 5.1 The President shall be elected by the regular members of the Association and shall serve as President for two years, from July 1 immediately following the date of election.
- 5.2 The President must be a regular member of the Association.
- 5.3 A President may serve for more than one two-year term but not more than six consecutive years. This includes consecutive time served prior to July 1, 2011.
- 5.4 The President shall serve as Past-President for succeeding presidential term(s).
- 5.5 The President shall serve on the Executive Committee.
- 5.6 If the President becomes unable to serve during the period to June 30 immediately following the election, a by-election shall be held to determine a replacement. If the President becomes unable to serve during the first presidential year, then Council shall appoint an interim President to serve until the following June 30 and shall call an election for a new President to serve a two-year term from the following July 1.

- 5.7 The President serves as the representative and spokesperson of the Association in all dealings with outside bodies. Whenever the President is unavailable, Council may delegate this responsibility to someone else.
- 5.8 The President may be removed from office by a two-thirds vote to that effect of regular members present and voting at a general meeting. (Article 10.2 prescribes the four mechanisms for calling a general meeting.)

Article VI - Other Officers

- 6.1 The Association shall have the following other Officers: Vice-President (Salary, Benefits and Pensions); Vice-President (Grievances); Vice-President (University and External Affairs); and Treasurer.
- 6.2 Each non-Presidential Officer must be a regular member of the Association.
- 6.3 The term of office of each non-Presidential Officer shall be a two-year term. However, a one year term will be allowed for each non-Presidential Officer who requests it, in accordance with the process and timelines, if any, established in the bylaws.
- 6.4 Each non-Presidential Officer shall be eligible for re-appointment.

Article VII - Executive Committee

- 7.1 There shall be an Executive Committee of the Council consisting of the President and other Officers of the Association specified in Article 6.1, Chairs of any additional standing committees of the Association established pursuant to Article 8, and up to three members-at-large appointed by Council for renewable one or two-year terms.
- 7.2 At least two of the members-at-large must be elected or appointed members of Council during their term of office on the Executive Committee. If a majority of the members appointed to the Executive Committee aside from the members-at-large are also on UTFA Council (by virtue of representing a constituency), Council may appoint a third member-at-large from the UTFA membership who is not a member of Council. The appointment of members-at-large will take place after the appointment of other members of the Executive Committee, where necessary to give effect to this provision.
- 7.3 It will be customary to have one member-at-large who is a retired person.
- 7.4 The term of office of each Member-at-Large Executive Committee member, *and of the Chair of any additional standing committees of the Association established pursuant to Article 8*, will be a two-year term. However, a one-year term will be allowed for such members-at-large *or additional Standing*

- Committee Chairs* who request it, in accordance with the the process and timelines, if any, established in the bylaws.
- 7.5 No member of the Executive Committee may serve in any one position on the Executive Committee for more than six consecutive years. This includes consecutive time served prior to July 1, 2011
- 7.6 The Executive Committee shall meet at the call of the President, or within one week of a call for a meeting by any two members of the Committee.
- 7.7 A quorum for the Executive Committee shall be a majority of its voting members, including the President or the President's designate.
- 7.8 The Executive Committee shall carry out such duties as may be delegated to it by the Council.

Article VIII - Committees

- 8.1 There shall be Standing Committees of the Council on (i) Salary, Benefits and Pensions, on (ii) Grievances, on (iii) University and External Affairs, and such other standing and special committees as the Council may establish from time to time.
- 8.2 The committees shall have such duties and powers as may be assigned to them by the Council.
- 8.3 The Council, from the regular membership of the Association, shall appoint the members of each committee.
- 8.4 The Vice-President (Salary, Benefits and Pensions) shall be the chair of the Standing Committee on Salary, Benefits and Pensions, the Vice-President (Grievances) shall be the chair of the Standing Committee on Grievances, the Vice-President (University and External Affairs) shall be the chair of the Standing Committee on University and External Affairs, and the chair of every other committee shall be appointed by the Council from the membership of the Association.

Article IX - Nominations and Elections

- 9.1
- (i) Each candidate for President shall be nominated from the regular membership of the Association by two regular members of Council or by 10 regular members of the Association. Nominations open no later than March 1st of the year of election and close on March 15th of the same year.
 - (ii) If more than one person is nominated for President, the President shall be elected from among those nominated by a mail ballot of the membership

of the Association conducted during the twenty-one days next following the close of nominations.

(iii) Council, by regulation, shall establish guidelines for conduct of the election.

9.2 There shall be a Nominating Committee consisting of five members including either a member of the current Executive Committee or, failing that, a Past-President of the Association. Council must approve the Nominating Committee. The Nominating Committee shall compile a slate of nominees for the following positions where there is an upcoming vacancy, including those resulting from the expiration of a term of office : non-Presidential members of the Executive Committee (the three Vice-Presidents, the Treasurer, the Chairs of the Standing Committees, and the members-at-large)..

9.3 The Council, from the regular membership of the Association, shall appoint the three Vice-Presidents, Treasurer and Chairs of all Standing Committees, in addition to the members-at-large on the Executive Committee who shall be appointed pursuant to Article 7. These appointments should occur at the first meeting of the Council after the Annual General Meeting.

Article X - Meetings

10.1 The Annual General Meeting of the Association shall be held each year as soon as practical after the twenty-ninth day of March. In an election year this will occur after the President has been elected.

10.2 The President shall call other general meetings of the Association (i) as directed by the Annual General Meeting, (ii) as directed by the Council, (iii) as directed by the Executive Committee or (iv) at the written request to the President of fifty regular members of the Association, the request to be accompanied by the proposed agenda of the meeting.

10.3 The agenda for any general meeting of the Association shall be approved in advance by Council, except if the meeting is called by the Executive, in which case the agenda for the meeting shall be approved by the Executive, and except if the meeting has been called at the request of fifty regular members, in which case the agenda shall be as proposed in the members' request.

10.4 The President shall give at least one week's notice to the members of any general meeting of the Association.

10.5 The membership of the Association at any meeting may pass and amend By-Laws for the efficient operation of the Association by majority vote of regular members, present and voting, except as otherwise specified in this constitution. By-Laws may be amended at any general meeting provided either (i) notice is given on the agenda, or (ii) amendments are proposed at the general meeting and confirmed only after the meeting has been adjourned and reconvened after at least one week or a mail ballot of the membership has been held.

- 10.6 The Council shall designate from time to time a regular member of the Association who shall preside at general meetings of the Association.
- 10.7 One hundred regular members shall constitute a quorum at general meetings.
- 10.8 Robert's Rules of Order, where not inconsistent with the Constitution or the By-Laws, shall govern the conduct of meetings of the Association.

Article XI - Fees

- 11.1 The annual membership fees shall be proposed by the Council and approved at a general meeting of the Association by a majority of those regular members present and voting. The fees shall become payable on July 1st of each year.

Article XII - Finances

- 12.1 The Council shall have charge of the finances of the Association, and, subject to such directions as may be given at the Annual or any General Meeting, all expenditures shall be authorized or approved by the Council.
- 12.2 Both the Treasurer and the President shall exercise day-to-day financial oversight. Council must be informed of any anticipated or actual financial income shortfall or expenditure overrun as soon as is known to the Treasurer or President.
- 12.3 Once each academic year, the Treasurer shall present to Council, for approval, a detailed budget for the Association setting out actual income and expenses, including Officer stipends (if any), for the current fiscal year as well as predicted income and proposed expenses for the next fiscal year. From time to time, as is necessary, the Treasurer shall present to Council an interim or revised budget.
- 12.4 All money received by the Association shall be deposited to an account in its name, and cheques thereon shall be drawn on the signature of any two of the President, Vice- President (Salary, Benefits and Pensions), Vice-President (Grievances), Vice-President (University and External Affairs) and Treasurer, provided the expenditure has been approved by the President or the Treasurer.
- 12.5 The Treasurer shall present an audited financial report to the Annual General Meeting.

Article XIII - Constitution Amendments

- 13.1 Amendments to this Constitution may be made at the Annual General Meeting, or at any general meeting called for this purpose by Council, with the approval of two-thirds of the regular members present and voting. Notice of proposed amendments shall be given in the notice of the meeting.

April 12, 2011

University of Toronto Faculty Association
General By-Laws

(As approved at the Annual General Meeting, April 24, 2007 with revisions dated
April 12, 2011)

Article 1: Interpretation

- 1.1 Where there is a conflict between the University of Toronto Faculty Association Constitution and the University of Toronto Faculty Association By-Laws, the Constitution shall take precedence.
- 1.2 For purposes of these By-Laws, 'communication' shall be understood to mean transmission through both written and electronic media.

Article 2: The Executive Committee

- 2.1 The Executive Committee of the Association shall consist of the President, three Vice-Presidents, Treasurer, and Chairs of all Standing Committees plus up to three members-at-large. The President normally chairs the Executive Committee.
- 2.2 At the discretion of the President, a Counsel engaged by the Association may be an *ex officio* non-voting member of the Committee.
- 2.3 The Executive Committee is charged with carrying out the responsibilities of the Association, as formulated by Council, under the leadership of the President and put into effect by the Vice-Presidents and committees of the Association.
- 2.4 The Executive Committee solicits advice, when necessary, from committees and members, considers resolutions passed by committees, and makes recommendations to Council.
- 2.5 The Executive Committee meets at the call of the President (normally, every two weeks from September to June) to conduct the business of the Association on behalf of the Council. A quorum shall consist of a majority of its voting members, including the President or the President's designate.
- 2.6 The Executive Committee is accountable to the President of the Association and to Council.
- 2.7 An Office Staff Relations Committee shall be formed as a sub-committee of the Executive Committee. The committee shall consist of the President, Vice-President Grievances, Vice-President Salary & Benefits, the Treasurer, and one other member of the Executive Committee appointed by the Executive Committee. The Office Staff Relations Committee shall consider a variety of personnel matters as they arise including hiring, job descriptions, contract terms, performance reviews and terminations. Decisions will be determined by a majority vote. The Committee shall meet and report to executive on a regular basis, at least twice each academic term. The goal of the Committee is to ensure

that best practices are employed in the above-mentioned tasks and that the office is meeting the needs of the Association.

2.8 Members of the Executive Committee shall be indemnified and saved harmless from actions arising from or related to their authorized conduct as representatives of the Association.

Article 3: Terms of Reference for the President

3.1 The President of the Association is responsible for representing the Association's views to the people of Ontario, the governing bodies of the province, the University of Toronto Administration, appropriate labour and professional agencies, and the media on behalf of the Association.

3.2 The President is responsible for articulating the philosophy and policies that are promoted through the statements and actions of the Association. This responsibility includes the interpretation of Association positions on issues that affect the entire Association and its relations with other agencies within and beyond the University.

3.3 The President is responsible for the maintenance of accurate and timely minutes and the efficient tabulation and availability of all motions passed by General Meetings and Council.

3.4 The President is a principal signing Officer for the Association. Every payment in excess of \$10000 must be approved and signed by the President, and one other signing Officer.

3.5 The President shall monitor the fiscal health of the Association. This responsibility includes consulting with the Treasurer to create and maintain a responsible budget for all authorized Association business. The President must be consulted about all proposed budgets and changes to budget lines prior to their submission to the Executive.

3.6 The President or the President's designate has authority to speak for the Association. This normally includes approving the content of Association newsletters, media releases and websites that communicate the Association's views on issues of concern.

3.7 As the principal officer of the Association, the President has authority over the office staff and the day-to-day functioning of the Association.

3.8 At Executive Committee meetings, the President may chair or may ask a member of the Executive to be Chair. At Council Meetings, the President shall chair only in the absence of a Speaker. In both Council and Executive Council meetings, the Chair may vote only to break a tie.

3.9 The President is an *ex officio* member of all Association committees and of all negotiating teams.

3.10 The President represents the Association on the Joint Committee and, as required, attends meetings of the Governing Council, Academic Board, Business Board, the Pension Advisory Committee and other University bodies.

3.11 The President is responsible for informing his/her successor about current activities and policies of the Association, and for maintaining accurate written records of all actions and correspondence (including facsimile and electronic-mail) within her/his portfolio as well as for transmitting this information in an organized and timely fashion to a successor, in order to insure a smooth transition when the President completes the term of office.

3.12 The President shall not serve concurrently as President of CAUT, OCUFA or RALUT.

Article 4: Terms of Reference for the Past-President

4.1 Following the completion of the term of office, a President of the Association shall serve as Past-President during the succeeding presidential term(s).

4.2 The Past-President serves as an *ex officio* member of Council during the succeeding presidential term(s).

4.3 At the request of the President, and in the absence of a president-elect, the Past-President may act as the President's deputy during temporary absences of the President.

4.4 The Past-President may serve in special capacities at the request of the President, the Executive Committee or Council.

Article 5: Terms of Reference for the Vice-President, Salary, Benefits and Pensions

5.1 The Vice-President, Salary, Benefits and Pensions is responsible for identifying and negotiating improvements (under Article 6 of the Memorandum of Agreement) in salary, benefits and pensions for members of the Association.

5.2 The Vice-President chairs the Salary, Benefits and Pensions Committee, which oversees past and present salary, benefits and pension agreements at the University and monitors such agreements at other universities.

5.3 The Salary, Benefits and Pensions Committee shall include two retired members.

5.4 Upon consultation with the Committee, the Vice-President compiles a bargaining platform for salary, benefits and pension improvements for members of the Association, communicates this information to the Executive Committee, and presents it to Council for confirmation. Members of the Committee, as representatives of Council, shall maintain confidentiality on all negotiating matters.

5.5 The Vice-President recommends the composition of the Negotiating Team to Council. The Vice-President normally serves as Chief Negotiator; if not, the Vice-President should maintain close contact with the Chief Negotiator.

5.6 The Vice-President is responsible for presenting an accounting of the success of current negotiations to the Executive Committee and Council and, where appropriate, calling for confirmation of settlement terms by Council.

5.7 The Vice-President represents the Association at the Joint Committee, the University's Presidential Advisory Committee on Pensions, and the OCUFA Collective Bargaining Committee.

5.8 The Vice-President is a signing Officer for the Association.

5.9 The Vice-President reports to the Executive Committee and to Council.

5.10 The Vice-President is responsible for maintaining accurate written records of all actions and correspondence (including facsimile and electronic-mail) within her/his portfolio, and for transmitting this information in an organized and timely fashion to the President and, ultimately, to a successor.

5.11 The Vice-President shall not serve concurrently as President of CAUT, OCUFA or RALUT.

Article 6: Terms of Reference for the Vice-President, Grievances

6.1 The Vice-President, Grievances monitors and seeks remedies for violations of existing University of Toronto policies and terms of the Memorandum of Agreement.

6.2 The Vice-President chairs the Grievances Committee that oversees the grievance work of the Association. The Vice-President ensures the training and coordinating of staff and volunteers working on grievance cases.

6.3 The Vice-President consults with individual members of the Association about the process and probable outcomes of grievance procedures at various levels.

6.4 The Vice-President oversees initiating and maintaining case files and, where appropriate, consults with a Counsel engaged by the Association.

6.5 The Vice-President represents the Association at the Joint Committee and any other relevant University committees.

6.6 The Vice-President is a signing Officer for the Association.

6.7 The Vice-President reports to the Executive Committee and to Council.

6.8 The Vice-President is responsible for maintaining accurate written records of all actions and correspondence (including facsimile and electronic-mail) within his/her portfolio, and for transmitting this information in an organized and timely fashion to the President and, ultimately, to a successor.

6.9 The Vice-President shall not serve concurrently as President of CAUT, OCUFA or RALUT.

Article 7: Terms of Reference for the Vice-President, University and External Affairs

7.1 The Vice-President, University and External Affairs is responsible for monitoring matters pertaining to the Association's relationship with CAUT, OCUFA and other faculty associations, and advising appropriate committees within the Association regarding any matter which may have implications for the well-being of Association members.

7.2 The Vice-President chairs the University and External Affairs Committee, which oversee matters arising from the Policies and Procedures of the University of Toronto, and issues concerning the relationship between members and bodies outside the University.

7.3 The Vice-President informs the committees within the Association, which monitor specific areas within the policies and procedures, of changes in University policies for consideration by these committees.

7.4 The Vice-President represents the Association's position to government officials as well as advocacy groups and coalitions whose interests are of importance to the University.

7.5 The Vice-President represents the Association at OCUFA and CAUT, and the Joint Committee and at any other relevant University committees.

7.6 The Vice-President is a signing Officer for the Association.

7.7 The Vice-President reports to the Executive Committee and to Council.

7.8 The Vice President is responsible for maintaining accurate written records of all actions and correspondence (including facsimile and electronic-mail) within her/his portfolio, and for transmitting this information in an organized and timely fashion to the President and, ultimately, to a successor.

7.9 The Vice-President shall not serve concurrently as President of CAUT, OCUFA or RALUT.

Article 8: Terms of Reference for the Treasurer

8.1 The Treasurer assists the President, Executive Committee and Council with long-term financial planning and control of the Association's monies and assets.

8.2 The Treasurer is a principal signing Officer for the Association.

8.3 The Treasurer oversees the preparation of the annual budget, in consultation with the President, Officers and committee chairs. An interim budget shall be presented for discussion at the June Council meeting. The final budget shall be presented for approval by Council no later than October 31st following.

8.4 The Treasurer is responsible for the Association's financial assets, including bonds, money market accounts and other financial instruments; oversees the investments of the Association to ensure that they are made prudently; and maintains sound relations with banks and other financial organizations.

8.5 The Treasurer maintains a record of money budgeted, received, owing and spent. A summary statement of the Association's fiscal status shall be provided for each regular meeting of Council.

8.6 The Treasurer oversees the annual audit of the Association's accounts. The audited financial statements of the Association's revenues and expenditures for the preceding fiscal year shall be submitted to the membership at the Annual General Meeting.

8.7 The Treasurer reports to the Executive Committee and to Council.

8.8 The Treasurer is responsible for maintaining accurate written financial records and correspondence (including facsimile and electronic-mail) within her/his portfolio, and for transmitting this information in an organized and timely fashion to the President and, ultimately, to a successor.

8.9 The Treasurer shall not serve concurrently as President of CAUT, OCUFA or RALUT.

Article 9: Terms of Reference Applicable to Committees

9.1 Committees are responsible for carrying on the work of the Association. Committees may reflect specific concerns of members of the Association, or they may be charged with responsibility for a specified segment of University Policies and Procedures, or they may be given responsibility for Association activities.

9.2 Committees may be given a fixed term or may be given a continuing mandate.

9.3 A Chair, whose appointment is confirmed by Council, shall head each committee.

9.4 Committees consist of regular members of the Association, and must be approved by Council. A committee will normally consist of no more than twenty members.

9.5 Committees are responsible for advising the President and Vice-Presidents about issues relating to current policies and procedures (including appointments and work conditions), violations of those policies and procedures, and proposals for improvements that can be obtained through grievances and/or salary, benefits and pensions negotiations.

9.6 Committees provide members with access to the services available from the Association. Committees can answer queries directly, use queries to formulate policy recommendations for consideration by the Executive, or direct the members to the Grievances Committee.

9.7 Committee Chairs are responsible for seeing that issues from their portfolios are dealt with in timely fashion. This includes ensuring that the Executive Committee and Officers of the Association deal appropriately with questions and suggestions. This also includes ensuring that individuals, who have raised an issue, are kept informed of its progress and outcome.

9.8 Committee Chairs shall report regularly to the Executive Committee. Where action is recommended, this information will be presented to Council.

9.9 Committee Chairs are responsible for maintaining accurate written records of all actions and correspondence (including facsimile and electronic-mail) within her/his portfolio, and for transmitting this information in an organized and timely fashion to the President and, ultimately, to a successor.

Article 10: Terms of Reference for the Nominating Committee

10.1 A Nominating Committee will be struck in the following manner. The Executive Committee will suggest a slate of four names not later than five business days before the January Council meeting. One of those on the list will be a member of the Executive (or failing this, a Past-President) and one or two on the list will have been members of the Nominating Committee the previous year. Council will elect a fifth member of the Nominating Committee at the January Council meeting. The Nominating Committee will be approved by Council at that January meeting. The committee shall choose one of its members as Chair.

10.2 The Nominating Committee shall be appointed no later than February 1, allowing at least eighty (80) days to follow for deliberations and submission of the Committee's slate of Executive nominees by no later than May 1.

10.3 The Chair of the Nominating Committee will ask those members of the Executive whose terms are expiring, but who have not reached the six-year limit for their positions, if they would like to continue for another term. If they are interested in continuing in that position, incumbents may be nominated according to the rules and procedures set out in this Article and Article 9 of the Constitution. The Chair of the Nominating Committee will

inform Council of the decisions of the current Executive, so that members of Council have ample time to recruit those UTFA members who are interested in running for any of the positions on the Executive Committee.

- 10.4 In compiling a slate of nominees pursuant to Article 9.2 of the Constitution, the Nominating Committee shall solicit and consider recommendations from the incumbent President and Executive Committee members, as well as Council.

The nominees will be colleagues who can be relied upon to be effective, responsive, creative and dedicated and also have the understanding of what it takes to have a responsible position in a collegial organization and to help enhance trust among colleagues. The Nominating Committee will make every effort to ensure that the proposed slate of nominees reflects the diversity of the Association's membership as far as possible with respect to employment category, discipline, campus and recognized equity groups. As part of that process, the Nominating Committee will attempt to recruit new people to the Executive Committee. The Nominating Committee will make every effort to ensure that there are at least sufficient nominees to fill all vacancies.

- 10.5 To enable the Nominating Committee to have clear discussions with the potential nominees about the positions, the Nominating Committee will provide information about (i) what the position entails based, for example, on comments from the incumbent, (ii) any description of the position that occurs in the Constitution and By-Laws, and (iii) the release time and stipend normally or likely to be associated with the position (but subject to change as permitted in Article 11).
- 10.6 The Nominating Committee provides an important communication and feedback mechanism supplementing the work of Council and the Executive Committee and, as a result, the Nominating Committee is encouraged to make suggestions relating to the work of the Nominating Committee, to be considered by Council the following year (e.g. through a Constitutional Review Committee).
- 10.7 A slate of nominees from the Nominating Committee shall be communicated in writing and by electronic-mail to all members of Council no later than May 1. In no way shall the recommendations of the Nominating committee be interpreted as other than recommendations. After the Nominating Committee has communicated the slate of nominees, nominations will be accepted until May 10, allowing members of Council time to propose additional nominations in writing. A minimum of two members of Council shall be required to nominate any additional Executive nominees (i.e. other than nominees proposed by the Nominating Committee). All nominees are

- expected to supply a short (maximum of one page) statement that outlines their goals for serving on the Executive Committee in that position (alternatively, the nominee may describe their goals orally at the May Council meeting). After the close of nominations, the full list of nominees (i.e. including the slate proposed by the Nominating Committee and any additional nominees), shall be communicated in writing and by electronic mail to all members of Council. Council shall retain the sole authority to elect the Executive Committee.
- 10.8 A candidate for an Executive Committee position (other than the President) may choose to serve for a one-year or a two-year term, but must declare his or her intention (one- versus two-year term) prior to May 1 for a candidate being considered for recommendation by the Nominating Committee, and prior to May 10 for any additional candidates.
- 10.9 At the first meeting of Council (no earlier than May 18) after the Annual General Meeting, Council shall appoint the Executive Committee (by ballot when necessary) from the slate of Nominating Committee nominees as presented no later than May 1 and nominees as received from members of Council by May 10.
- 10.10 Council, by regulation, shall establish guidelines for conduct of the Executive Committee appointments.

Article 11: Release times and stipends for the President and members of the Executive

- 11.1 So that potential candidates for positions on the Executive Committee will know the release times associated with those positions, the Executive Committee will establish the allocation of release time associated with each position on the Executive Committee including the President. This allocation will be subject to approval, with or without alteration, by Council. Every effort will be made to finalize the allocation applicable for the upcoming year no later than the February Council meeting. It is the expectation that the approved allocation will apply for the next academic year (i.e. commencing July 1), unless there are exceptional circumstances leading the Executive Committee to recommend, and Council to approve, the alteration of the previously approved in-year allocation of release time. Release time for any Executive Committee position will not normally exceed 0.8, except in exceptional circumstances and upon Council approval.
- 11.2 Stipends will continue in effect for individual Executive Committee positions, but are subject to adjustment by Council. Any such adjustment will normally not take effect until the next academic year (i.e. commencing July 1).

Article 12: Terms of Reference for Council

12.1 Council has responsibility for management of the Association, subject to Article 4.1 of the Constitution.

12.2 Council shall normally approve Association positions, goals and objectives of all matters applicable to the membership concerning: salary, benefits and pensions, appointments, and conditions of employment requiring negotiation with the Administration.

12.3 Council shall ratify all agreements made between the Association and the Administration, subject to Article 4.1 of the Constitution. The terms of all salary, benefits and pensions agreements shall be communicated to all members of the Association at least two weeks prior to Council's ratification meeting.

12.4 Council shall appoint all non-Presidential members of the Executive Committee (the three Vice-Presidents, the Treasurer, the Chairs of the Standing Committees, and the three members-at-large), and approve the membership of all Committees and Negotiating Teams.

12.5 Council normally meets monthly during the academic term (September to June).

12.6 Members of Council shall be indemnified and saved harmless from actions arising from or related to their authorized conduct as representatives of the Association.

Article 13: Terms of Reference for Council Members

13.1 Council members represent the interests of their constituencies in committees and Council meetings, and keep constituency members informed about important Association matters.

13.2 Council members are eligible for re-election.

13.3 Council members shall work to increase membership in their constituencies and to improve the services offered by the Association to those members.

13.4 Council members should attend all meetings of Council, and the Annual and other general meetings of the Association.

13.5 During their term of office, Council members will normally serve on at least one Association committee or the Executive Committee.

Article 14: Membership in the Association

14.1 Membership in the Association shall be signified by signing a statement of intent and by paying the prescribed fees. Membership for active members is normally continuing, without annual renewal. Membership for retired members is renewed upon payment of appropriate fees.

14.2 Active regular members of the Association shall pay annual fees based on a percentage of their salary. The percentage (also known as a "mil rate") shall be approved at a general meeting.

14.3 Fees for retired regular members shall be approved at a general meeting.

14.4 Fees for associate members shall be approved at a general meeting.

14.5 The Association shall inform all members of the Association of the actions of the Association on their behalf, including changes in University policies and the results of salary, benefits and pensions negotiations.

Article 15: Conflict of Interest

15.1 The terms of reference of Council; the Executive Committee; Salary, Benefits and Pensions Committee; Grievances Committee; University and External Affairs Committee; and every other committee constituted by the Association shall include, or be deemed to include the following provision: The Council/Committee shall be conscious of and sensitive to the issues of conflict of interest and apprehension of bias. A Council/Committee member who perceives an issue of possible conflict of interest or apprehension of bias on their own, or on the part of another member, whether it arises from a personal involvement or through the involvement of the member's constituency, shall raise it. The matter shall be discussed and then resolved by the remaining members of the Council/Committee who may direct the member to absent himself/herself, impose specified limitation on the member's involvement, or conclude that no action needs to be taken.

Article 16: Civility

16.1 Members of Council and all of its Committees and sub-committees have a duty to respect the rights of other members and to engage in discussion of Association business in a civil manner and in accordance with the rules of procedure as set out in Robert's Rules of Order

Article 17: Executive Director and Business Officer

17.1 The Executive Director (ED) is the senior administrative officer of UTFA and Chief of Staff, the PIPEDA coordinator, the Chief Returning Officer, a non-voting member (*ex-officio*) of UTFA committees, and Executive Officer of the Executive Committee and Council.

17.2 The Executive Director is responsible for supervising the Association's operations and for implementing policies in accordance with the Constitution and By-Laws, as directed by the President.

17.3 The Executive Director supports elected officers of the Association in the execution of their duties; advises the Association on policy matters; conducts all Association elections and maintains custody of the ballots and results; and is responsible for the preparation and custody of minutes of meetings of Council and the Executive. The Executive Director may delegate the practical or mechanical aspects of these duties to staff members. The Executive Director shall deliver regular reports to Council.

17.4 The Executive Director is selected by the Office Committee and may be dismissed only by a vote of the Executive Committee. The President shall be a member of this selection committee. This committee is responsible for a)

creating a detailed job description and advertisement for the position and b)
conducting a formal search.

17.5 The Business Officer reports to the Executive Director. He or she assists the Executive Director and is responsible for the day-to-day supervision and training of non-professional staff in the UTFA office.