

## 6<sup>th</sup> Annual General Meeting

**Meeting Date:** May 30, 2019

**Meeting Time:** 10:00am Pacific / 11:00am Mountain / 12:00pm Central / 1:00pm Eastern /  
2:00pm Atlantic

**Location:** To be held virtually via WebEx

### A G E N D A

ITEM	Tab #
<b>1.0 CALL TO ORDER AND CHAIR'S REMARKS – C. McMurray</b>	
<b>2.0 APPROVAL OF AGENDA</b>	<b>Tab 1</b>
<i>Recommended Motion</i>	
<i>THAT the membership approve the agenda for the 6<sup>th</sup> Annual General Meeting of May 30, 2019 as presented</i>	
<b>3.0 MINUTES OF THE ANNUAL GENERAL MEETING OF MAY 31, 2018 – (attached)</b>	<b>Tab 2</b>
<i>Recommended Motion</i>	
<i>THAT the membership approve the minutes of the 5<sup>th</sup> Annual General Meeting of May 31, 2018 as presented</i>	
<b>4.0 OFFICER AND COMMITTEE REPORTS</b>	
<b>4.1 Chair – (attached) – C. McMurray</b>	<b>Tab 3</b>
<i>Recommended Motion</i>	
<i>THAT the membership receive the Chair's report as information</i>	
<b>4.2 Financial Statement – (attached) – L. Dailey</b>	<b>Tab 4</b>
<i>Recommended Motion</i>	
<i>THAT the membership receive the Financial Report as information</i>	
<b>4.3 Membership and Communications Committee – (attached) – M. Pringle</b>	<b>Tab 5</b>
<i>Recommended Motion</i>	
<i>THAT the membership receive the Membership &amp; Communications Committee Report as information</i>	
<b>4.4 Conference and PD Committee – (attached) – L. Birkbeck</b>	<b>Tab 6</b>
<i>Recommended Motion</i>	
<i>THAT the membership receive the Conference &amp; PD Committee Report as information</i>	
<b>4.5 Awards and Recognition Committee – (attached) – C. Pinchin</b>	<b>Tab 7</b>
<i>Recommended Motion</i>	
<i>THAT the membership receive the Awards &amp; Nominations Committee Report as information</i>	

<b>4.6 Nominating Committee – (attached) – J. Forestell</b>	<b>Tab 8</b>
Recommended Motion	
<i>THAT the membership receive the Nominating Committee Report as information</i>	
<b>4.7 Strategic Planning &amp; Partnerships Committee – (attached) – C. McMurray</b>	<b>Tab 9</b>
Recommended Motion	
<i>THAT the membership receive the Strategic Planning &amp; Partnerships Committee Report as information</i>	
<b>5.0 NEW BUSINESS – J. Forestell</b>	
<b>5.1 GPOP 2019-2020 Board and Committee Structure – (attached)</b>	<b>Tab 10</b>
Recommended Motion	
<i>THAT the membership approve the GPOP 2019-2020 Board and Committee Structure as presented</i>	
<b>5.2 By-Laws – (attached)</b>	<b>Tab 11</b>
Recommended Motion	
<i>THAT the membership approve the amended By-Laws as presented</i>	
<b>5.3 Executive Committee Terms of Reference – (attached)</b>	<b>Tab 12</b>
Recommended Motion	
<i>THAT the membership approve the amended Executive Committee Terms of Reference as presented</i>	
<b>5.4 Nominating Committee Terms of Reference – (attached)</b>	<b>Tab 13</b>
Recommended Motion	
<i>THAT the membership approve the amended Nominating Committee Terms of Reference as presented</i>	
<b>6.0 CLOSING REMARKS – C. McMurray</b>	
<b>7.0 ADJOURNMENT – C. McMurray</b>	
 <b>Attachments:</b>	
• <b>WebEx Sign On Information</b>	<b>Tab 14</b>
• <b>Proxy Vote Form</b>	<b>Tab 15</b>

**Members present:**

1. Angie Axford, Nova Scotia Community College
2. Peggy Baldwin, Keyano College
3. Marlene Beaulieu, College of New Caledonia (Director)
4. Lianne Birkbeck, Lambton College (Director)
5. Nicole Blanchette, Norquest College (Director)
6. Jane Bradford, New Brunswick Community College
7. Joanna Campbell, Okanagan College (Director) (**Recorder**)
8. Maureen Clarke, Grande Prairie Regional College
9. Laureen Dailey, Douglas College (Director)
10. Jenny Forestell, New Brunswick Community College (**Chair**)
11. Holly Larden, Northern Lights College
12. Margaret Johnson, Okanagan College
13. Alice Hsu, Langara College
14. Dianne Marcellus-Kerr, Lethbridge College (Chair)
15. Heather Martin, Camosun College
16. Wanda Moen, Grand Prairie Regional College
17. Kathy McDowell, Medicine Hat College
18. Lisa McIntyre, Fanshawe College
19. Cheryl McMurray, Fanshawe College (Director)
20. Joanne O'Neill, Nova Scotia Community College
21. Christabell Pinchin, Nova Scotia Community College (Director)
22. Rachel Reid, North Island College
23. Sandi White, Holland College (Director)
24. Susan Woods, College of the Rockies

**Proxy forms received from:**

1. Sue Bate, North Island College
2. Michelle McFadden, Fleming College
3. Melissa Pringle, Durham College (Director)

## **MINUTES**

**1.0 CALL TO ORDER AND CHAIR'S REMARKS**

There being a quorum, the Board Chair called the meeting to order at 2:05 p.m.(AST).

**2.0 APPROVAL OF AGENDA**

The Chair presented the agenda for review and approval.

It was moved, seconded and resolved:

***THAT the membership approves the agenda for the 5th Annual General Meeting of May 31, 2018 as presented.***

***All in favour. CARRIED***

### **3.0 MINUTES OF THE ANNUAL GENERAL MEETING OF APRIL 30, 2017**

The Chair presented the minutes of the April 30, 2017 AGM for review and approval. It was noted that there was no business arising from the minutes.

It was moved, seconded and resolved:

***THAT the membership approves the minutes of the 4th Annual General Meeting of April 30, 2017 as presented.***

***All in favour. CARRIED***

### **4.0 OFFICER AND COMMITTEE REPORTS**

#### **4.1 Chair's Report**

In addition to items noted in the Chair's Report, the Chair acknowledged the commitment and hard work of all directors over the past year. She also highlighted the contributions made by Shelagh Donnelly and Dianne Marcellus-Kerr, both of whom have now left the Board.

It was moved, seconded and resolved:

***THAT the membership receive the Chair's Report as information.***

***All in favour. CARRIED***

#### **4.2 Financial Statements**

The financial statements were reviewed and it was noted that we are in a positive financial situation. The only source of income over the last year has been from registration fees for the annual meeting.

It was moved, seconded and resolved:

***THAT the membership receive the Financial Report as information.***

***All in favour. CARRIED***

#### **4.3 Membership and Communications Committee Report**

The Chair commended the committee for the work undertaken in the last year. Membership has grown to 95 members, representing 57 institutions across Canada. Interest has been expressed from individuals that are not CIG members. This issue will be addressed in the proposed By-law changes.

Over the next year, the committee plans to work on an infographic about GPOP.

It was moved, seconded and resolved:

***THAT the membership receive the Membership and Communications Committee Report as information.***

***All in favour. CARRIED***

#### **4.4 Conference and Professional Development Committee Report**

The conference was once again well attended, with both new and returning members. It was noted that the speaker was very informative. The results of a survey conducted following the conference will be available shortly.

The recommendation by the committee to move the AGM away from the day of the conference was received well.

It was moved, seconded and resolved:

**THAT the membership receive the Conference and Professional Development Committee Report as information.**

**All in favour. CARRIED**

#### **4.5 Awards and Recognition Committee**

The Committee Chair noted that no awards were presented this year. This has provided an opportunity for the committee to reflect on the awards and implement changes to the award criteria.

It was moved, seconded and resolved:

**THAT the membership receive the Awards and Recognition Committee Report as information.**

**All in favour. CARRIED**

#### **4.6 Nominating Committee**

The Chair noted there are no vacant Board positions at this time. She also noted that all GOP members are encouraged to get involved by joining a committee as you do not have to be a director to be a committee member. This is also a good opportunity to identify future leaders and directors.

It was moved, seconded and resolved:

**THAT the membership receive the Nominating Committee Report as information.**

**All in favour. CARRIED**

#### **4.7 Strategic Planning and Partnerships Committee**

This committee was established a year ago and is currently outlining its role and identifying ways to support the group and the Board.

It was moved, seconded and resolved:

**THAT the membership receive the Strategic and Partnerships Committee Report as information.**

**All in favour. CARRIED**

### **5.0 NEW BUSINESS**

#### **5.1 GOP Board and Committee Structure**

The Chair identified the need for a Secretary Treasurer as this role is currently vacant. She asked interested candidates to contact her directly.

It was moved, seconded and resolved:

**THAT the membership approve the GOP 2018-2019 Board and Committee Structure as presented.**

**All in favour. CARRIED**

## **5.2 By-Laws**

As reported by the Membership and Communications Committee, enquiries have been received from individuals from governance and president offices whose institutions are not members of CIGan. Proposed changes to the By-laws will allow some of these individuals to join GOP. A member suggested clarifying the wording to identify those working for Vice-Presidents who have a governance role. It was also suggested that the term “*education sector*” be expanded to state “*post-secondary education sector*”.

After discussion, the following wording was agreed:

*“Active membership status in GOP shall be open to people 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.”*

It was moved, seconded and resolved:

**THAT the membership approve the amended By-Laws as noted above.**

**All in favour. CARRIED**

## **5.3 Membership Fees**

It was proposed that a workshop be arranged during next year’s conference to discuss membership fees. It was suggested that a poll of members be conducted prior to the workshop.

It was moved, seconded and resolved:

**THAT the membership approve that a substantive discussion take place at the 2019 GOP conference to consider all implications of potentially implementing an annual membership fee at some time in the future.**

**All in favour. CARRIED**

## **6.0 CLOSING REMARKS**

Closing remarks were provided by Nicole Blanchette the incoming Chair.

## **7.0 ADJOURNMENT**

There being no further business, the Chair thanked members for their contributions throughout her term and welcomed new Chair, Nicole Blanchette. The Chair adjourned the meeting at 2:55 p.m. (AST).

## 2018/19 CICan GPOP Chair's Report to the Board

Respectfully submitted by Cheryl McMurray, Acting Chair  
May 23, 2019

---

On behalf of the Governance and President's Office Professionals' (GPOP) Board of Directors, I am pleased to present the 2019 AGM agenda package.

I've just assumed the role as Acting Chair from Nicole Blanchette, who accepted a position outside of the post-secondary sector and has stepped away from GPOP. We wish her all the best and are truly grateful for her significant contribution.

Following the success of last year's Virtual AGM, the GPOP Board of Directors have once again decided to hold a virtual meeting to ensure all of our members have an opportunity to participate. It is very important to the Board that we are as inclusive as possible, and that we continue to look for opportunities to engage our full membership, and I encourage all members to fully participate in our AGM.

### 2018-2019 BOARD OF DIRECTORS

1. Marlene Beaulieu, College of New Caledonia
2. Lianne Birkbeck, Lambton College
3. Joanna Campbell, Okanagan College
4. Laureen Dailey, Douglas College
5. Diana Falcon, Langara College
6. Jenny Forestell, New Brunswick Community College
7. Cheryl McMurray, Fanshawe College
8. Christabell Pinchin, Nova Scotia Community College
9. Melissa Pringle, Durham College
10. Sandi White, Holland College

Nicole Blanchette has left the sector and Dianne Marcellus-Kerry retired and therefore have resigned from our Board.

### GPOP'S MISSION

*"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."*

### ACKNOWLEDGEMENTS AND APPRECIATION

Thank you to our Directors for their commitment and leadership throughout the year. Due to our dedicated and hardworking directors, our members who continue to use the listserv to respond to queries, and those who participate in the annual conference, GPOP remains a valuable resource along our professional journey.

I am grateful for the tremendous support and friendship of our Directors and committee members as I have moved into my new role. It has been a pleasure.

## **BOARD NOMINATIONS**

As noted in the 2019 Nominating Committee Report, there are two vacant positions on the Board at this time. There was expressed interest in the two vacancies and these are outlined in the Nominating Committee Report.

## **BY-LAWS**

We are suggesting slight changes to the By-Laws to clarify the membership of the Executive and Nominating Committees and around the Secretary/Treasurer responsibilities, as well as a few cosmetic changes. These are contained in the agenda package.

## **HICKS MORLEY FELLOWSHIP**

This year we were delighted to award the second Hicks Morley Fellowship Grant. The deserving recipient was Alice Schuda (please go to [gpop.ca](http://gpop.ca) for photos).

The Board would like to remind everyone that application for this \$1,000 Fellowship is open to all members. Please look for communications in late 2019/early 2020 with information on the application process. In addition to the \$1,000 Fellowship, CIGan have historically waived the GOP registration fee for Fellowship recipients. This financial incentive is intended to assist a GOP member to attend our annual conference.

I would also like to acknowledge Hicks Morley Hamilton Stewart Storie LLP for their continued support. Hicks Morley have committed to provide this Fellowship for five years (2018-2022).

## **PROFESSIONAL ACHIEVEMENT AWARD**

It was exciting and very much deserved that Jenny Forestell, Executive Assistant, Board of Governors, New Brunswick Community College, receive the Award for Professional Achievement. Jenny, who is past Chair of GOP, was presented with her award at the recent GOP conference in Niagara Falls. The Award for Professional Achievement recognizes current and past members who have made significant contributions to the realm of higher education or who have achieved professional success due, in part, to their experiences as a governance and/or president's office professional.

## **MEMBERSHIP FEE**

This matter was discussed at last year's AGM and at Board of Directors' meetings the previous year. At this point, the Board is not pursuing this option. Before the item is returned to a future AGM for further discussion, there would need to be a more substantive review, which has not taken place.

## **SIGNIFICANT PROGRESS**

We are proud that the GOP membership continues to grow. Our Committees have been working hard for the entire membership, which is evident as you read through their reports. We are thankful too for the support and encouragement of Denise Amyot, President & CEO, Colleges & Institutes Canada (CIGan) and her staff and look forward to new opportunities and ways to partner.

This year, for the first time, our Conference Networking reception was sponsored through the generosity of the Fanshawe College Alumni Association. Alumni association boards and colleges and institutes senior leadership teams work together to engage our graduates, offering many opportunities and services. GOP sincerely thanks the Fanshawe Alumni Association for recognizing the roles we play to support the associations and our proud Alumni.

## **CLOSING COMMENTS**

Since assuming the Acting Chair role, I've been even more impressed with my GOP Colleagues. Many have reached out to assist and offer support and even more special than that is the friendship they offer and their willingness to assist me through this transition. It's been a busy but also rewarding time, and I owe a heartfelt thank you to my colleague and mentor, Past Chair Jenny Forestell ... sincere thanks.

In closing, I encourage you to continue to visit the GOP website, share your questions through the listserv, and become involved. There are many opportunities to do so. Stay connected and have a wonderful and safe summer.

With thanks,

**Cheryl McMurray**

**Acting Chair**

**CICan Governance & President's Office Professionals (GOP)**

**DOUGLAS COLLEGE**  
**Special Projects - Fund 50 Summary by Account Category**  
**For the period ended March 31, 2019**

			P5004
Account Category	Acct	Acct Name	CiCan:GPOP
Opening Balance	5391	Unrestricted Opening Revenue	3,372.04
<b>Opening Balance Total</b>			<b>3,372.04</b>
Revenue	5346	Contract Revenue - Other	2,936.64
<b>Revenue Total</b>			<b>2,936.64</b>
Other Expenditures	7102	Supplies - General	(274.23)
	7120	Supplies - Software Departmental	(17.00)
	7402	Hospitality & Catering	(738.32)
	7404	Mileage	(69.08)
	7406	Travel: Per Diems & Meals	(44.81)
	7414	Hotels & Accommodations	(817.51)
	7720	Facility Rentals	-
<b>Other Expenditures Total</b>			<b>(1,960.95)</b>
<b>Total</b>			<b>4,347.73</b>

**Breakdown of Expenses :**

Forestell, Jenny (thank you gifts)	53.61
Martin, Heather (Downpayment for April 28 Cican Conference)	300.00
Dailey, L. (Scotiabank-Wordpress domain)	17.00
Okanagan College (GPOP expense claims Apr 29, gift cards)	220.62
Himer, Natasha (GPOP Conference hotel reimbursement)	271.92
Donnelly, S. (Scotiabank-Hotel Accommodation)	629.51
Donnelly, S. (GPOP Conference mileage)	29.97
Dailey, L. (Scotiabank-2018 GPOP Welcome Reception)	438.32
Total	1,960.95

## 2018/19 CICan GPOP Membership and Communications Committee Report

Respectfully submitted by Melissa Pringle, Committee Chair

May 2019

---

### Committee Members:

- Joanna Campbell, Assistant to the President, Okanagan College
- Laureen Dailey, Executive Assistant to the President, Douglas College
- Diana Falcon, Executive Assistant to the Board of Governors, Langara College
- Melissa Pringle, Corporate and Board Secretary, Durham College

### Membership

Membership currently stands at 92 members, representing fifty-six (or 44%) of CICan's 127 member institutions. Both the number of members (95 reported last year) and institutes represented (57 reported last year) declined due to a membership update drive in February 2019. The drive involved an email, which was sent to the listserv asking members to update their membership listing. The email blast resulted in several members updating their contact information and/or advising they had moved on to other roles. Despite reporting lower numbers, the Membership and Communications Committee believes it is more important to have an accurate membership listing than to have inflated numbers.

### Communications

#### *i) Website*

Website content is regularly updated as new information becomes available. In terms of posts, the first quarter generates the most posts as we lead up to our annual conference and AGM. When a post is made, it automatically goes out via email and Twitter feed. GPOP currently has 192 email and blog followers and 39 Twitter followers (up from 186 and 34, respectively, compared to a year ago).

#### *ii) Conference*

The Membership and Communications Committee dedicated a committee member to be the photographer and social media contact for the annual conference in Niagara Falls. At least 20 tweets were made during the conference and a variety of photographs were taken and will be used to update the website.

#### *iii) Promotional Materials*

Following the acquisition of a GPOP stand-up roller banner last year, the Committee is now looking into the development of an info graphic that can be posted on the website and handed out for promotional purposes.

## **Membership & Communications Committee Terms of Reference**

### **1. General Purpose**

1.1 The Membership & Communications Committee (the “Committee”) supports the CICan Governance and President’s Office Professionals (GPOP) Board of Directors (the “Board”) by:

- a) promoting the association to external audiences and facilitating the dissemination of information to the existing membership; and
- b) developing initiatives to attract new members, retain current members, and re-engage past members.

### **2. Specific Responsibilities**

2.1. The Committee has the following specific responsibilities:

- a) maintaining an accurate list of members;
- b) recruiting new members;
- c) using the GPOP website and social media to engage with members;
- d) designating a Board member to be the dedicated photographer and/or social media contact for the annual conference;
- e) ensuring the overall quality, content and effectiveness of the GPOP website;
- f) recommending membership and communications initiatives to the Board of Directors;
- g) providing periodic reports and updates to the Board of Directors.

### **3. Membership and Quorum**

3.1. The Committee has a minimum of three (3) voting members, including the Committee Chair.

3.2. A quorum for Committee meetings consists of a majority of voting members of the Committee.

4. **Meetings and Organization**

The Committee -

4.1. Has an annual work plan.

4.2. Meets at least quarterly with pre-determined dates and agendas. Meetings may be held in person, by conference call, email or on-line forum.

4.3. Holds special meetings as required.

5. **Other**

The Committee -

5.1. Reports regularly to the Board, through the Committee Chair, on their activities.

5.2. Reviews annually their Terms of Reference to ensure they meet the current needs of the Board.

5.3. Presents changes to their Terms of Reference to the Board for approval.

5.4. Assesses annually the Committee's performance in carrying out its duties.

**2018-19 Committee Membership:**

- Lianne Birkbeck, Chair, Lambton College
- Jenny Forestell, New Brunswick Community College
- Heather Martin, Camosun College
- Holly Larden, Northern Lights College

Together we worked hard to plan a 2019 GPOP Conference that provided members the opportunity to learn more about balancing the professional with the personal while considering how to be inclusive. As Executive Assistants we often do not control our day and we know the daily struggle to find balance in our work and in our lives. Also, we are working hard to support the inclusive environment for our Indigenous learners. Jenny's suggestion of Sharon Thira, Director Engagement and Consultation at NBCC was perfect. Sharon is working hard to create an inclusive path spreading a message of balance and support. We envisioned a session that would spark our imaginations, grow our knowledge, feed our soul and leave us with tangible take-aways to use in our daily work. We hope that you agree that our Speaker met this objective.

Once we confirmed our speaker we sighed a collective sigh of relief because now the work could start in terms of food, location, communication, gift bags, registrations, etc. etc. etc. This responsibility to get all the details correct was not taken lightly and we strived to make the right decisions, so our members felt special and focused upon during their time with us.

Each committee member brought their strengths to the planning and diligently participated in many calls, discussions, and follow-up work. As Chair I am grateful to have had an opportunity to have worked with such talented and collaborative professionals. I think I can speak for all of us when I say thank you to the Board for the opportunity to plan the conference.

**2019 GPOP Conference**

The 2019 Conference was attended by 24 of our members and two CICan staff. The first task of the committee was making the decision regarding new timing once we learned CICan would begin on Sunday at 1:00 p.m. After much deliberation, it was determined a start on Saturday with the keynote would work best. We were concerned with missing members who only arrived on Saturday evening. However, with enough advanced notice we thought this could be avoided and our gamble was correct. Only one participant missed the Saturday keynote because of travel plans.

The new format allowed for a layered approach for the conference. Saturday evening broad learning coupled with a more focused Sunday morning session from our Keynote. We were determined to maintain the networking tables as these were very valued by our members. I hope we successfully balanced ensuring time for networking with a structured agenda meeting the needs of the majority.

## Evaluation of the Conference

Jenny Forestell initiated the evaluation survey of the conference, which we received 13 responses.

12 out of 13 thought the keynote was relevant to their role. Overall there was many positive comments regarding the keynote speaker and some excellent PD suggestions for next year the Committee will consider. Suggested improvements included reevaluating the open discussion portion, case studies instead of roundtable discussion topics, more time, and the conference centre food.

Specifically:

- 13 agreed the meeting dynamic encouraged them to participate in the conference
- 8 provided comment on ideas of topics for future meetings
- 13 responded regarding timing of the conference - with some agreeing to extend early on Saturday.

## Budget

<b>GPOP 2019 ANNUAL CONFERENCE</b>	
GPOP Charge per person	\$200
CICan Charge per person	\$TBD
Amount returned to GPOP per person	\$TBD
<b>EXPENDITURES:</b>	
Networking Reception	\$1,072.24
Keynote Speaker gift	\$ 100.00
Miscellaneous	\$ 172.60
Speaker Travel Expenses	\$ 1106.10
Total Expenditures	\$ 2450.94

\*Keynote Sharon Thira; no charge for her presentation. GPOP covered flight, hotel, and one meal.

## ACKNOWLEDGEMENTS

Thank you to Jenny Forestell, for your leadership and dedication. You kept us on track and your contribution to every conversation was so valued.

Thank you to Laureen Dailey, Membership and Communications Committee Chair for maintaining the GPOP website for the 2019 Conference.

Thank you to Melissa Pringle for tweeting, taking photographs and helping maintain the website.

Thank you to Heather Martin for her work organizing the reception. Heather's great taste contributed significantly to delicious food at Milestones and ensuring all ran smoothly.

Thank you to Holly Larden, for cross checking the registration lists and giving her excellent feedback and opinions on the details of the day.

In closing, a great conference only happens because of commitment and diligence of many. Thank you to everyone who contributed to the success of GPOP 2019!

Respectfully submitted by:

Lianne Birkbeck, Chair, PD and Conference Committee

## **2019 Awards and Recognition Committee Report to the Board**

Respectfully submitted by Christabell Pinchin, Committee Chair

May, 2019

---

### **Members:**

- Christabell Pinchin, Nova Scotia Community College (Chair)
- Sandi White, Holland College
- Peggy Baldwin, Keyano College
- Erin Elliott, Nova Scotia Community College

This committee's role is to solicit nominations and make recommendations on recipients for awards presented by GPOP.

### **Award for Distinguished Service**

The Call for Nominations for the *Award for Distinguished Service* was sent on February 11, 2019. There were no nominations received.

### **Award for Professional Achievement**

The Call for Nominations for the *Award for Professional Achievement* was sent on February 11, 2019. There were no nominations received by the deadline.

These awards are still fairly new, and the Committee is striving to make them more widely known. Last year, there was a nomination for Jenny Forestell that was not put forward due to a conflict as she was serving as GPOP Chair. At the time, the Committee Chair explained the conflict to the nominator (Marilyn Luscombe, NBCC President) and she understood and appreciated our position and the nomination was not put forward. It was agreed that Marilyn, or a colleague from NBCC, could nominate Jenny again, at a later date, when she was no longer serving as Chair.

Unfortunately, there was a misunderstanding on the next steps. The nominator understood that the nomination would automatically carry forward the next year. When in fact, we had suggested that it be resubmitted in a future year. It is an unfortunate situation.

With the conference around the corner, the nominator noted that the Committee had not been in touch on the status of the application. This is when she realized that she might have misunderstood about the award 'automatically' carrying forward. She regretted that she had missed the opportunity to nominate Jenny and inquired as to making a late nomination.

As Chair of the Awards and Recognition Committee, I had a conversation with both the Acting Chair of GPOP and Sandi White (previous Chair of the Awards and Recognition Committee) to seek their input and advice. After much back and forth we agreed that we would put forward a late and time-sensitive recommendation to approve Jenny for this award.

The GOP Board received an email with the details on the award, the reason as to why it was a late recommendation for approval, and a copy of the nomination. The motion was unanimously passed.

The Awards and Recognition Committee recognizes that there is still work to be done on refining the processes and increasing the awareness of the awards for future years.

### **Morley Hicks Fellowship \$1,000 Grant**

The Call for Nominations for the Hicks Morley Fellowship was sent on February 11, 2019. Four quality nominations were received. There was a fifth inquiry, but that applicant indicated they had been in their role for less than a year. The fellowship is open to GOP members who have held a position supporting the Board of Governors and/or President/CEO at their institution for a minimum of 12 months. Committee Members were pleased to see an increase in applications this year. To date, this is the highest number of applications received in a single year.

The Committee convened on March 8, 2019 to review the four applications. During the call, Committee Members each provided an overview of their preferred candidate and why. After all views were shared and discussed, there was not a unanimous decision. Once each Committee Member had a chance to share their thoughts on the applications and discuss their views on why one candidate over another, the Chair called for another vote on a preferred recipient. On the second ask for a preferred recipient, a unanimous decision was made.

The Committee recommended that **Alice Schuda, Centennial College** receive the Hicks Morley Fellowship for 2019. Alice is the Communications and Administrative Officer, BOG for Centennial College and has been in her role for three years. She supports the President, the Chair and Governors ensuring effective operations of the Board and standing committees.

In her application, Alice spoke to the invaluable source of mentoring and resources that GOP has provided to her in her role. She indicated that she regularly contributes to GOP conversations by making queries through GOP and responding to queries made by her GOP peers. Alice referred to the keynote speaker planned for the GOP 2019 conference and noted that Centennial College has adopted an Indigenous Strategic Framework and their Board is exploring ways to reflect the College's commitment to Truth and Reconciliation. Alice feels that hearing the Keynote speaker and connecting with her GOP peers at the event will increase her capacity to support the Board in delivering on its commitments.

Alice's application also noted that she has yet to attend a CIG Conference and this would be her first year attending after being in her role for three years. Though the cost to attend within the same province isn't astronomical, her College is faced with new fiscal realities. A policy created in 2002 limits the number of governors who can attend the conference. Receiving the Hicks Morley Fellowship would allow Alice to attend without reducing the participation of Board Members or Senior Leadership from her institution.

The Committee unanimously recommended Alice Schuda, Centennial College to receive the Hicks Morley Fellowship for 2019 and commended all applicants on their well-written and deserving applications. The GOP Board unanimously voted in favour of the Committee's recommendation.

### **Award Presentation**

Both awards were presented at the 2019 CIG/GOP Conference in Niagara Falls.

## **GPOP 2019 Nominating Committee Report to Board**

Respectfully submitted by Jenny Forestell

May 30, 2019

---

### **2019 Nominating Committee Members:**

- **Jenny Forestell**, New Brunswick Community College (NB) (Committee Chair and Past Chair)
- **Cheryl McMurray**, Fanshawe College (ON) (Chair Elect)

According to the GPOP By-laws, the Nominating Committee's role is to:

*“...to nominate individuals as candidates for the Board of Directors and Officer positions. An effort will be made to have diverse representation.”*

---

GPOP By-Laws state that there shall be no less than seven and no more than twelve Directors. All Directors who have served a first term, are eligible for immediate re-election to a second term. Any Active Member of GPOP (as defined in the By-Laws) is eligible to serve on the Board.

### ➤ **The following Directors have resigned from the GPOP Board:**

1. Nicole Blanchette, NorQuest College (AB); and
2. Dianne Marcellus-Kerr, Lethbridge College (AB).

Nicole has left the post-secondary education sector and Dianne has retired.

### ➤ **The following Directors' first terms end spring 2019:**

1. Marlene Beaulieu, CNC (BC)
2. Cheryl McMurray, Fanshawe (ON)
3. Christabell Pinchin, NSCC (NS)
4. Sandi White, Holland College (PEI)

Each of the above Directors are eligible to serve a second term to 2022.

**Each of the above Directors have confirmed their interest in serving on the Board for a second term and are being proposed for immediate re-election.**

### ➤ **The following Directors' first terms end spring 2020:**

5. Lianne Birkbeck, Lambton (ON)
6. Melissa Pringle, Durham (ON)

Each of the above Directors are eligible to serve a second term to 2023.

### ➤ **The following Directors' second (and final) terms end spring 2020:**

7. Joanna Campbell, Okanagan College (BC)
8. Laureen Dailey, Douglas College (BC)
9. Diana Falcon, Langara College (BC)
10. Jenny Forestell, New Brunswick Community College (NB)

- **The following GPOP members have confirmed their interest in serving on the Board and are being proposed for nomination for 2019:**

11. Peggy Baldwin, Keyano College (AB)<sup>1</sup>; and
12. Heather Martin, Camosun College (BC).

## Board Succession Plan for Chair and Chair Elect

**The Nominating Committee is respectfully recommending approval of Cheryl McMurray, Fanshawe College as Chair for two years (2019-2021), with her term as Chair commencing immediately after the GPOP 2019 AGM.**

The position of Chair Elect is currently vacant. Discussions are underway and the Nominating Committee will be reaching out to all GPOP Directors to discuss options at the next Board of Directors meeting.

## Board Succession Plan for Directors

The Board encourages **all members** to consider serving on one of GPOP's Committees. This is a great way to learn how the Board and GPOP works. By encouraging members to participate in this way, the next cohort of leaders will be identified. It is important to have a good balance of experience and new ideas on the Board.

## Diversity and Geographic Representation

The Nominating Committee believes the above GPOP Board composition provides good geographic diversity/representation from coast to coast.

The Board continues to discuss ways of increasing our diversity, including how we can engage our Francophone and Indigenous colleagues.

## Role of Secretary Treasurer

After discussion with the Board of Directors, the Nominating Committee is proposing that the Secretary Treasurer be a rotating role, with each Director taking turn in recording minutes of meetings of the Board.

As a consequence of this proposed change, the Chair shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of GPOP's By-Laws. In addition, the Chair shall be custodian of the official records of GPOP, and shall maintain a record containing the names and coordinates of the members of GPOP's Board of Directors. Each Chair shall, on completion of their term, transfer all records to her successor.

Finally, the Chair shall be responsible for monitoring GPOP's funds.

**Proposed amendments to the By-Laws reflecting the above changes will be presented at the AGM for review and approval by the membership.**

---

<sup>1</sup> Peggy is replacing Dianne Marcellus-Kerr who resigned from the GPOP Board due to her retirement. Dianne's first term was scheduled to conclude in Spring 2020. Peggy will complete Dianne's term and will then be eligible to re-offer in 2020 for her *first* term.

**Strategic Planning & Partnerships Committee (SPPC)  
2018/19 CICan GPOP SPPC Report to the Board**

Respectfully submitted by Cheryl McMurray, Committee Chair

May 23, 2019

---

**Members:**

- **Marlene Beaulieu**, College of New Caledonia (BC)
- **Nicole Blanchette**, NorQuest (AB) (Ex Officio, GPOP Chair) – Until April 10, 2019
- **Cheryl McMurray**, Fanshawe College (ON) (Committee Chair)

**Committee Work:**

The Committee met on November 1, 2018, February 5, 2019, and April 11, 2019.

**November 1, 2018 Meeting:**

At the November meeting of the Strategic Planning and Partnerships Committee, SPPC created a draft Committee Scope and draft Terms of Reference to go forward to the November 27<sup>th</sup> GPOP Directors meeting. Both the Scope and Terms of Reference were approved at the Directors meeting and SPPCs proposed donation-vetting process was supported.

**February 5, 2019 Meeting:**

At the February meeting, SPPC met to determine next steps and the Committee proposed that the work of SPPC now focus on handling requests from vendors, individuals, or associations to partner, donate or provide opportunities to GPOP. SPPC would be responsible to ensure potential donations are in line with our protocol. SPPC would not specifically be responsible for soliciting donations; however, the Committee would watch for opportunities that arise, seek support for a particular purpose, and work with GPOP members who identify potential donors.

**April 11, 2019 Meeting:**

At the April meeting, the discussion focused on a reception sponsor for GPOP 2019. At that meeting, we reaffirmed the SPPC position that conference time would not be used for sales presentations should that be requested by a potential donor and so other recognition options would be explored.

**Attachments:**

- SPPC Approved Terms of Reference
- SPPC Scope
- Sponsorships and Donations Received To date

## Strategic Planning & Partnerships Committee (SPPC)

### Terms of Reference

Effective: November 27, 2018

---

#### 1. PURPOSE

The purpose of the Strategic Planning and Partnerships Committee (SPPC) is to 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.

#### 2. PRINCIPLES

- 2.1. SPPC will conduct work with integrity.
- 2.2. SPPC is accountable to GPOP and donors.
- 2.3. SPPC is responsible for donor stewardship.

#### 3. MEMBERSHIP AND TERMS OF OFFICE

- 3.1. The following members are elected through expressed interest to the GPOP Nominating Committee or by Nominating Committee recruitment endorsed by the Board:
  - 3.1.1. Two Directors, with one to act as Chair
  - 3.1.2. One to three members at large
  - 3.1.3. Past SPPC Chair
- 3.2. The following members are ex officio voting members:
  - 3.2.1. GPOP Chair
- 3.3. The term of office for members of the Committee is two years with each year running from September 1 to August 31. A minimum of one-third of the membership is carried over each year.
- 3.4. In the event that a member cannot complete their term, the GPOP Nominating Committee will recruit to fill the position.

#### 4. MEETINGS AND CONDUCT OF BUSINESS

- 4.1. The SPPC meets as required at the call of the Chair but not less than once a year.
- 4.2. Quorum for holding a meeting is a majority of sitting members. Ex officio members are considered in determining quorum.
- 4.3. Motions are carried by simple majority of votes cast, provided that a quorum is present. A tie vote results in the defeat of the motion.
- 4.4. Persons other than committee members may be invited to attend meetings in a non-voting, resource capacity and may participate in discussions.
- 4.5. Communication from the Committee is conducted by the Chair.
- 4.6. The Chair reports (with or without recommendations) to the GPOP Board of Directors at least annually.

## Strategic Planning & Partnerships Committee (SPPC)

---

### SPPC Scope:

*“The purpose of the Strategic Planning and Partnerships Committee (SPPC) is to make recommendations to the GOP Board of Directors on matters pertaining to attracting donor and partner investments in GOP activities and other priority needs of GOP.”*

## Strategic Planning & Partnerships Committee (SPPC)

---

### Our Generous Sponsors:

**The Hicks Morley Fellowship Grant** – The grant was established to support a GOP member’s attendance at the annual conference each year for \$1,000 over five years. It was first awarded in 2018 to Shelagh Donnelly and in 2019 it was awarded to Alice Schuda.

**CoreUM meeting scheduling software** – CoreUM provided the GOP Chair and Chair Elect the use of their software for booking Directors meetings.

**Fanshawe College Alumni Association** – donated \$1,000 to sponsor the GOP 2019 conference networking reception.

**Colleges and Institutes Canada** – CIGC waives the \$200.00 GOP conference fee for the Hicks Morley Fellowship Grant recipient.

## 2019-2020 GPOP Committee Structure

**Chair:** Cheryl McMurray  
**Chair Elect:** Vacant  
**Past Chair** Jenny Forestell (ex officio)  
**Secretary Treasurer:** This will be a rotating role  
**Listserv Administrator:** Diana Falcon

1. **Executive Committee:**  
**Cheryl McMurray – Committee Chair**  
Chair Elect
2. **Nominating Committee:**  
**Cheryl McMurray – Committee Chair**  
Jenny Forestell  
Chair Elect
3. **Awards and Recognition Committee:**  
**Christabell Pinchin – Committee Chair**  
Lianne Birkbeck  
Holly Larden
4. **Conference and PD Committee:**  
**Heather Martin – Committee Chair**  
Kellie Basi  
Jenny Forestell  
Melissa Pringle
5. **Membership and Communications Committee:**  
**Lauren Dailey – Committee Chair**  
Diana Falcon – Listserv Administrator  
Peggy Baldwin  
Joanna Campbell
6. **Strategic Planning and Partnerships Committee:**  
**Marlene Beaulieu – Committee Chair**  
Kellie Basi  
Cheryl McMurray (ex officio)  
Sandi White

**PLEASE NOTE** – Committee membership is open to all GPOP members and is not limited to the Board.



**CICan**

GOVERNANCE AND PRESIDENT'S OFFICE PROFESSIONALS  
PROFESSIONNELS DE LA GOUVERNANCE ET DES  
BUREAUX DES DIRECTEURS GÉNÉRAUX

**GPOP | PGBDG**

## **BY-LAWS**

**APPROVED BY RESOLUTION OF THE MEMBERSHIP**

**~~MAY 31, 2018~~ MAY 30, 2019 ANNUAL GENERAL MEETING**

---

**Chair, Board of Directors**

**May 31, 2018**

---

**Date**

## CONTENTS

<b>ARTICLE I – MEMBERSHIP .....</b>	<b>4</b>
SECTION I.1: Types of Members .....	4
SECTION I.2: Term of Membership .....	4
SECTION I.3: Communications .....	5
SECTION I.4: Notice of Annual General Meetings; Special Meetings; and Waiver(s) of Notice .....	5
SECTION I.5: Annual General Meeting (AGM) .....	5
SECTION I.6: Special Meetings .....	5
SECTION I.7: Voting .....	5
SECTION I.8: Quorum .....	6
<b>ARTICLE II – BOARD OF DIRECTORS.....</b>	<b>6</b>
SECTION II.1: Powers.....	6
SECTION II.2: Number and Qualifications .....	6
SECTION II.3: Election and Term of Office .....	7
SECTION II.4: Resignation.....	7
SECTION II.5: Removal .....	7
SECTION II.6: Vacancies .....	7
SECTION II.7: Regular Meetings .....	7
SECTION II.8: Special Meetings .....	7
SECTION II.9: Notice.....	8
SECTION II.10: Quorum .....	8
SECTION II.11: Manner of Acting .....	8
SECTION II.12: Written Consent.....	8
SECTION II.13: Telephone Meeting.....	8
SECTION II.14: Compensation .....	8

**ARTICLE III – OFFICERS.....8**

SECTION III.1: Officers..... 8

SECTION III.2: Election of Officers..... 9

SECTION III.3: Officers’ Term of Office..... 9

SECTION III.4: Resignation..... 9

SECTION III.5: Vacancies ..... 9

SECTION III V.6: Chair ..... 9

SECTION III.7: Chair Elect ..... 9

SECTION III.8: Secretary Treasurer..... 9

**ARTICLE IV – COMMITTEES.....10**

SECTION IV.1: Executive Committee..... 10

SECTION IV.2: Nominating Committee ..... 10

SECTION IV.3: Conference and Professional Development Committee ..... 10

SECTION IV.4: Membership and Communications Committee ..... 10

SECTION IV.5: Awards and Recognition Committee ..... 11

SECTION IV.6: Strategic Planning and Partnerships Committee..... 11

SECTION IV.7: Committee Membership ..... 11

SECTION IV.8: Terms of Office ..... 11

SECTION IV.9: Vacancies ..... 11

SECTION IV.10: Quorum..... 11

SECTION IV.11: Rules ..... 11

**ARTICLE V – MISCELLANEOUS PROVISIONS .....11**

SECTION V.1: Fiscal Year ..... 11

SECTION V.2: Notice..... 11

SECTION V.3: Books and Records..... 12

SECTION V.4: Loans to Directors and Officers ..... 12

SECTION V.5: Directors Acting in Good Faith Shall Not Be Held Liable ..... 12

**ARTICLE VI – AMENDMENTS TO BY-LAWS AND ARTICLES .....12**

## **ARTICLE I – MEMBERSHIP**

### ***SECTION I.1: Types of Members***

CICan Governance and President's Office Professionals (GPOP) shall have two primary classes of membership, with such benefits and privileges as the Board of Directors may establish.

#### **a) Active Members**

Active membership status in GPOP shall be open to people 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.

Only representatives who have registered membership with GPOP shall have the power to vote on such matters as the Board of Directors may from time to time submit to the members for vote.

Only Active Members are eligible for election to the Board of Directors or as Officers of GPOP.

#### **b) Associate Members**

Associate membership status in GPOP shall be open to any person who has, at any time since GPOP's 1995 establishment, served 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) of a public Canadian college, institution or cégep.

Associate Members shall not have the power to vote, nor are they eligible for election to the Board of Directors or as Officers of GPOP.

Associate Members shall have access to the members' login area of the GPOP website.

#### **c) Other Membership Classes**

The Board of Directors may, from time to time, establish other membership categories such as (but not limited to) Honorary Member or Member Emeritus, with such qualifications and privileges as it deems appropriate.

#### **d) Individuals' Responsibility to Register Membership with GPOP**

Effective June 1, 2017, those seeking GPOP membership, be it Active or Associate class, shall be required to complete and submit an application form to the Listserv Chair. All pertinent information, including the membership application form, shall be available on the GPOP website (<https://gpop.ca/>).

Active Members shall, to the extent possible, promote awareness of opportunities for Active and Associate Members to professional peers and to those who have retired or changed careers, in order that such people may be made aware of opportunity for Associate Membership.

### ***SECTION I.2: Term of Membership***

The term of any membership shall be ongoing unless:

- a) a member remains inactive for a period of two years, or

- b) provides written notice of resignation to the ~~Secretary-Treasurer~~Chair or Listserv Chair, with such resignation to take effect as specified therein or, if not so specified, upon receipt by the ~~Secretary-Treasurer~~Chair or Listserv Chair, or
- c) a minimum of two-thirds of the Board of Directors vote to remove a member, at any time, for actions or conduct detrimental to the best interests of GPOP.

### **SECTION I.3: Communications**

The Board of Directors or designate(s) shall publish notice(s) of meetings and/or votes to the GPOP website, gpop.ca.

While the Board of Directors shall also endeavour to contact members via electronic mail message(s) ("listserv") in order to alert members to meetings and/or matters requiring votes, the GPOP website shall be deemed GPOP's primary means of communication.

Individual members shall be responsible for regularly accessing and reviewing the GPOP website to ensure currency of information and to access notice(s) of votes and/or meetings.

### **SECTION I.4: Notice of Annual General Meetings; Special Meetings; and Waiver(s) of Notice**

Whenever any notice is required to be given to any member under any provision of these By-Laws, publication of such notice to the GPOP website shall constitute due notice. The presence of any member at a meeting, without objection to lack of notice of such meeting, shall also waive notice by such member(s).

The Board of Directors shall electronically publish to the GPOP website, notice of a specific AGM or Special Meeting, stating the place, date and hour of an AGM or a Special Meeting, 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 ~~or Secretary-Treasurer~~, or the Officers or members calling the meeting.

### **SECTION I.5: Annual General Meeting (AGM)**

An AGM of the members shall be held for the transaction of such business as may properly come before the members on such date as determined by the Board of Directors.

### **SECTION I.6: Special Meetings**

Special meetings of the members may be called by the Chair, ~~the Secretary-Treasurer~~, the Board of Directors, or by members entitled to cast one-twentieth of the total number of votes entitled to be cast at such meeting.

### **SECTION I.7: Voting**

Voting at an AGM shall be conducted by Active Members in attendance at an AGM or Special Meeting, and by proxy.

An Active 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 Active Member's Proxy Vote Form.

### **SECTION I.8: Quorum**

Active Members having at least 10% of the votes entitled to be cast, in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business.

The Active Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## **ARTICLE II – BOARD OF DIRECTORS**

### **SECTION II.1: Powers**

There shall be a Board of Directors of GPOP which shall manage, supervise and control the business, property and affairs of GPOP, except as otherwise expressly provided by law or these By-Laws.

The Board of Directors shall meet by conference call and in person when possible.

### **SECTION II.2: Number and Qualifications**

The Board of Directors of GPOP shall consist of no less than seven (7) nor more than twelve (12) individuals.

Members need not be in attendance at an AGM in order to be elected to the Board of Directors.

The Board of Directors shall include the following:

- a) **Past Chair**
- b) **Chair**
- c) **Chair Elect**
- d) **Secretary Treasurer**
- e) **Awards and Recognition Chair**
- f) **Conference and Professional Development Chair**
- g) **Membership and Communications Chair**
- h) **Listserv Chair**
- i) **Strategic Planning and Partnerships Chair**
- j) **Director(s) at Large:** Up to four (4) such members, at least two (2) of whom shall actively contribute to conference and professional development planning, and at least one (1) of whom shall work with the Membership and Communications Chair in managing web content.

A slate of Active Members nominated for office shall be prepared and published to the GPOP website ~~a minimum of four (4) weeks~~ in advance of the AGM, and formally voted on at the AGM.

While the Officers of GPOP shall be elected from the Board by the members of the Board, the process of nominating and electing members to the Board of Directors shall reflect special consideration given to potential candidates for the Chair and Chair Elect positions, as follows:

- a) number of years in the profession
- b) number of years of active membership in GPOP
- c) number of years active on the Board
- d) leadership role on the Board

The Past Chair shall be an ex-officio member of the Board and shall have no vote unless s/he is concurrently fulfilling another role on the Board.

The Officers of GPOP shall be elected from the Board by the members of the Board at the annual meeting of the Board of Directors.

No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

### ***SECTION II.3: Election and Term of Office***

- a) Only Active Members shall be eligible for office.
- b) The Board shall form a Nominating Committee to identify and propose to Active Members a slate of candidates ~~four (4) weeks~~ in advance of the AGM.
- c) The members of the Board of Directors shall be elected at the AGM.
- d) All members of the Board who have served a full first term shall be eligible for immediate re-election to a second term. After completion of a second consecutive term, a member shall be ineligible for further re-election for a period of one year .
- e) Each Director shall serve a term of three (3) years, except when a Director is appointed to fill a vacancy. In such circumstances, the incoming Director shall be appointed to a term to conclude on the intended end date of her/his predecessor's elected term.

### ***SECTION II.4: Resignation***

A Director may resign at any time by giving written notice to the Chair ~~of GPOP~~. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

### ***SECTION II.5: Removal***

A Director may be removed from such office, with or without cause, by a majority vote of the Directors at any regular or special meeting of the Board called expressly for that purpose.

### ***SECTION II.6: Vacancies***

Vacancies shall be filled, for the balance of an unexpired term, by a majority vote of the remaining members of the Board of Directors.

### ***SECTION II.7: Regular Meetings***

A regular annual meeting of the Board of Directors of GPOP shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the Annual General Meeting (AGM). The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

### ***SECTION II.8: Special Meetings***

Special meetings of the Board of Directors may be called at the direction of the Chair ~~of the GPOP Board of Directors~~, or by a majority of the voting Directors then in office, to be held at such time, date and place as shall be designated in the notice of the meeting.

***SECTION II.9: Notice***

Notice of the time, date and place of any meeting of the Board of Directors shall be given at least ten (10) days previous thereto in the manner set forth in Article V Section II hereof. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

***SECTION II.10: Quorum***

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

***SECTION II.11: Manner of Acting***

Except as otherwise expressly required by law or these By-Laws, the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

Each Director shall have one vote.

Voting by proxy shall be permitted.

***SECTION II.12: Written Consent***

Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

***SECTION II.13: Telephone Meeting***

Any one or all Directors may participate in a meeting of the Board of Directors by means of electronic mail, telephone conference call, or other similar telecommunications device which allows all people participating in the meeting to communicate with each other; such participation in a meeting shall be deemed presence in person at such meeting.

***SECTION II.14: Compensation***

No Director shall receive any compensation for services rendered in such capacity.

**ARTICLE III – OFFICERS**

***SECTION III.1: Officers***

The Officers of GPOP shall consist of the:

- a) Chair
- b) Chair Elect
- c) Secretary Treasurer
- d) Awards and Recognition Chair
- e) Conference and Professional Development Chair
- f) Listserv Chair

- g) Membership and Communications Chair
- h) Strategic Planning and Partnerships Chair

GPOP may also have such other Officers and Assistant Officers as the Board of Directors may from time to time deem necessary. Such Officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors.

### ***SECTION III.2: Election of Officers***

The Officers of GPOP shall be elected by the members of the Board at the annual meeting of the GPOP Board of Directors.

### ***SECTION III.3: Officers' Term of Office***

The Officers of GPOP shall be installed at the Annual General Meeting of the Board of Directors at which they are elected, and shall hold office for one year or until their respective successors shall have been duly elected and qualified.

### ***SECTION III.4: Resignation***

Any Officer may resign at any time by giving notice by electronic mail to the Chair ~~or Secretary Treasurer of the GPOP~~. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

### ***SECTION III.5: Vacancies***

A vacancy in any office because of retirement, career change, death, resignation or otherwise, shall be filled by the Board of Directors for the unexpired term.

### ***SECTION III V.6: 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. She or he may ~~co-sign, with the Secretary Treasurer,~~ any instruments which the Board of Directors has authorised to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by statute to some other Officer or agent 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. She or he 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.

### ***SECTION III.7: Chair Elect***

The Chair Elect shall perform the duties of the Chair in her or his absence and shall perform such other duties as the Chair may assign.

### ***SECTION III.8: Secretary Treasurer***

The Secretary Treasurer will be a rotating role, with each Director taking turn in recording minutes of meetings of the Board.

The Chair shall keep the minutes of the meetings of the Board of Directors ~~in one or more books provided for that purpose~~electronically, and shall see that all notices are duly given in accordance with the provisions of these By-Laws.

The ~~Secretary-Treasurer-Chair~~ shall be custodian of the official records of GPOP, and shall maintain a record containing the names and coordinates of the members of its Board of Directors. Each ~~Secretary-Treasurer-Chair~~ shall, on completion of such service, transfer all such books and records to her or his successor.

The ~~Secretary-Treasurer-Chair~~ shall have charge and custody of and be responsible for any funds of GPOP and shall, in general, perform all the duties incident to the office of Treasurer.

## **ARTICLE IV – COMMITTEES**

### ***SECTION IV.1: Executive Committee***

Between meetings of the Board of Directors, the day-to-day affairs of GPOP shall be conducted by an Executive Committee, the membership of which shall ~~be as set forth in a resolution of the Board~~comprise the Chair (who shall be the Committee Chair) and the Chair Elect. The Executive Committee shall have and exercise all the powers and perform all of the duties commonly incident to and vested in the Board of Directors.

### ***SECTION IV.2: Nominating Committee***

There shall be a nominating committee ~~appointed by the Chair, with the advice and consent of the Board, to nominate individuals as candidates for the Board of Directors and Officer positions~~. 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.

### ***SECTION IV.3: Conference and Professional Development Committee***

There shall be a Conference and Professional Development Committee appointed by the Chair which, with the advice and consent of the Board, shall:

- a) plan and execute the annual GPOP conference and Annual General Meeting; and
- b) identify and advise the Membership and Communications Committee of additional opportunities for professional development.

### ***SECTION IV.4: 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:

- a) promote the association to external audiences and facilitate the dissemination of information to the existing membership; and
- b) develop initiatives to attract new members, retain current members, and re-engage past members.

***SECTION IV.5: 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.

***SECTION IV.6: Strategic Planning and Partnerships Committee***

There shall be a Strategic Planning and Partnerships Committee appointed by the Chair which, with the advice and consent of the Board, shall identify and seek out sponsorship and other opportunities designed to benefit GPOP and its members.

***SECTION IV.7: Committee Membership***

Committee membership is open to any Active Member.

***SECTION IV.78: Terms of Office***

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns from such committee, or unless such member shall cease to qualify as a member thereof.

***SECTION IV.89: Vacancies***

Vacancies in committee membership may be filled by appointments made in the same manner as provided in the case of the original appointments.

***SECTION IV.910: Quorum***

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

***SECTION IV.101: Rules***

Each committee may adopt for its own governance rules that are not inconsistent with these By-Laws.

**ARTICLE V – MISCELLANEOUS PROVISIONS**

***SECTION V.1: Fiscal Year***

The fiscal year of GPOP shall be the calendar year or such other period as may be fixed by the Board of Directors.

***SECTION V.2: Notice***

Whenever under the provisions of these By-Laws or statute, notice is required to be given to a Director, committee member, or Officer, such notice shall be given in writing, by electronic mail. Such notice shall be deemed to have been given when transmitted electronically. Notice may also be given in person or by telephone, and shall be deemed given when received, if followed by notice mailed or electronically mailed on the same day or the next day.

***SECTION V.3: Books and Records***

GPOP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors ~~and committees having any of the authority of the Board of Directors,~~ and shall maintain, through the ~~Secretary-Treasurer~~Chair, a record giving the names and addresses of the members of its Board of Directors.

***SECTION V.4: Loans to Directors and Officers***

No loans shall be made by GPOP to its Directors or Officers.

***SECTION V.5: Directors Acting in Good Faith Shall Not Be Held Liable***

GPOP Directors and Officers shall exercise prudence and good judgement, and shall not be held liable when acting in good faith.

**ARTICLE VI – AMENDMENTS TO BY-LAWS AND ARTICLES**

These By-Laws of GPOP may be amended or repealed, or new By-Laws adopted, upon the affirmative vote of two thirds of votes entitled to be cast by members present at a meeting, or represented by proxy at any Annual General Meeting or special meeting of the members; or, in lieu of a meeting, by a two thirds vote of the members voting by mail, electronic mail or online ballot.

An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.

## **Executive Committee Terms of Reference**

### **1. General Purpose**

1.1 The Executive Committee (the “Committee”) supports the CICan Governance and President’s Office Professionals (“GPOP”) Board of Directors (the “Board”), by conducting the day-to-day affairs of GPOP between meetings.

### **2. Specific Responsibilities**

2.1. The Executive Committee shall have and exercise all the powers and perform all of the duties commonly incident to and vested in the Board of Directors.

### **3. Membership and Quorum**

3.1. Membership of the Committee shall comprise two voting members - the Board Chair (who shall be the Committee Chair) and the Chair Elect.

3.2. A quorum for Committee meetings will be two voting members.

### **4. Meetings and Organization**

The Committee -

4.1. Has a meeting calendar and an annual work plan for the year.

4.2. Meets at least quarterly with pre-determined dates and agendas.

4.3. Holds special meetings as required.

### **5. Other**

The Committee -

5.1. Reports regularly to the Board, through the Committee Chair, on their activities.

5.2. Reviews annually their Terms of Reference to ensure they meet the current needs of the Board.

5.3. Presents changes to their Terms of Reference to the Board for approval.

5.4. Assesses annually the Committee’s performance in carrying out its duties.

## **Nominating Committee Terms of Reference**

### **1. General Purpose**

1.1 The Nominating Committee (the “Committee”) supports the CICan Governance and President’s Office Professionals (“GPOP”) Board of Directors (the “Board”) by providing advice on nomination of individuals as candidates for the Board and officer positions.

### **2. Specific Responsibilities**

2.1. The Committee has the following specific responsibilities:

2.1.1. To create a talent legacy for the Board to ensure smooth leadership transition.

2.1.2. To identify possible future Directors amongst the GPOP general membership and identify leadership potential.

2.1.3. To provide suggested nominations of individuals as candidates for the Board and officer positions to the Board for review and approval.

2.1.4. An effort shall be made to have diverse representation on the Board.

2.1.5. An effort shall be made to have national geographic representation on the Board.

### **3. Membership and Quorum**

3.1. The Committee has a minimum of two (2) voting members.

3.2. The Board Chair shall be Committee Chair.

3.3. The Chair Elect shall be a Committee member.

3.4. The Past Chair will be invited to participate as a Committee member in an ex officio capacity.

3.5. A quorum for Committee meetings will be two voting members.

### **4. Meetings and Organization**

The Committee -

4.1. Has a meeting calendar and an annual work plan for the year.

4.2. Meets at least quarterly with pre-determined dates and agendas.

4.3. Holds special meetings as required.

5. **Other**

The Committee -

- 5.1. Reports regularly to the Board, through the Committee Chair, on their activities.
- 5.2. Reviews annually their Terms of Reference to ensure they meet the current needs of the Board.
- 5.3. Presents changes to their Terms of Reference to the Board for approval.
- 5.4. Assesses annually the Committee's performance in carrying out its duties.

## 6<sup>th</sup> Annual General Meeting

**Meeting Date:** May 30, 2019

**Meeting Time:** 10:00am Pacific / 11:00am Mountain / 12:00pm Central / 1:00pm Eastern /  
2:00pm Atlantic

**Location:** To be held virtually via WebEx

---

### Virtual Connection Details

Cheryl McMurray's WebEx Meeting  
Thu, May 30, 12:50 pm | 1 hr 30 min  
New York (Eastern Daylight Time, GMT-04:00)  
Host: Cheryl McMurray

Sign on between 12:50 p.m. Eastern and 1:00 p.m. Eastern

When it's time, join the meeting from here:

<https://meetings.webex.com/collabs/meetings/join?uuid=M9LP57J6KO5VLMC0PI7RU689I5-5A9F>

Audio Connection should you not be able to connect via video conference  
1-844-740-1264 USA/Canada Toll Free  
Access code: 195 304 690

Can't access your meeting? Get help:

<https://meetings.webex.com/collabs/#/support>

Webex Test Site – this site allows you to test your computer for WebEx in advance of our scheduled meeting. The address is [www.webex.com/test-meeting.html](http://www.webex.com/test-meeting.html) and when you click on the link it will:

- Ask for your name
- Ask for your email address
- Install the plug-in for your browser
- Will allow you to test your audio and video

## PROXY VOTE FORM FOR 2019 AGM

I, \_\_\_\_\_ (name)

As an Active Member (as defined under Clause I.1 a) of the By-Laws) of CICan Governance and President's Office Professionals (GPOP), and being entitled to vote at the Annual General Meeting

Hereby appoint the Chair of the meeting  (please mark this box with an "X"), OR

Alternatively: \_\_\_\_\_ (name of appointed person)

As a proxy (the "Proxy") to vote on my behalf at the GPOP Annual General Meeting to be held on Thursday, May 30, 2019 at 10:00am Pacific / 11:00am Mountain / 12:00pm Central / 1:00pm Eastern / 2:00pm Atlantic virtually by WebEx.

The Proxy may vote on my behalf in respect of all matters that may come before the Annual General Meeting, as follows:

1. In respect of the resolution to approve the agenda of the 6<sup>th</sup> AGM of May 30, 2019 as presented  
For  Against
2. In respect of the resolution to approve the minutes from the 5<sup>th</sup> AGM of May 31, 2019 as presented  
For  Against
3. In respect of resolutions to receive the following reports as information: (i) Chair's Report; (ii) Financial Statement; (iii) Membership & Communications Committee Report; (iv) Conference & PD Committee Report; (v) Awards & Nominations Committee Report; (vi) Nominating Committee Report; and (vii) Strategic Planning & Partnerships Committee Report.  
For  Against
4. In respect of the resolution to approve the GPOP 2018-2019 Board and Committee Structure  
For  Against
5. In respect of the resolution to approve the amended By-Laws as presented  
For  Against
6. In respect of the resolution to approve the amended Executive Committee Terms of Reference as presented  
For  Against
7. In respect of the resolution to approve the amended Nominating Committee Terms of Reference as presented  
For  Against

This proxy will be voted as indicated above. If no choice is indicated with respect to the above matters, the proxy will be voted **FOR** the above resolutions.

I hereby revoke any proxy previously given. My Proxy has the discretionary authority with respect of amendments to the matters set out above, and any other matters that properly come before the meeting, or any adjournment of the meeting. I ratify all actions my Proxy may take under this proxy.

SIGNED: \_\_\_\_\_

DATE: \_\_\_\_\_

---

Please return this proxy by email to [cmcmurray@fanshawec.ca](mailto:cmcmurray@fanshawec.ca)

Any questions or request for information may be directed to Cheryl McMurray [cmcmurray@fanshawec.ca](mailto:cmcmurray@fanshawec.ca) (519-452-4200)