



**THE UNIVERSITY OF SASKATCHEWAN ALUMNI ASSOCIATION
SPECIAL MEETING OF MEMBERS**

**Held at the University Club, University of Saskatchewan
101 Administration Place, Saskatoon, Saskatchewan, on
Wednesday, June 26, 2019 at 5:00 p.m. (Saskatoon time)**

AGENDA

- (1) Call to Order and Appointment of Chair, Secretary and Scrutineer
- (2) Adoption of Agenda
- (3) Confirmation of Notice and Quorum
- (4) Approval of Revised Bylaws
- (5) Approval of Amendment to Corporate Articles

“BE IT RESOLVED AS A SPECIAL RESOLUTION OF MEMBERS THAT:

1. the corporate articles of the Corporation be replaced with the form of corporate articles available at the dedicated website in respect of the Meeting [Alumni Association](https://alumni.usask.ca/alumni-association/new-alumni-association-structure.php) (<https://alumni.usask.ca/alumni-association/new-alumni-association-structure.php>) and such amendment is hereby approved in accordance with Section 161 of *The Non-Profit Corporations Act, 1995* (Saskatchewan); and
 2. all ordinary members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be “Ordinary Members” within the meaning of the above-noted corporate articles;
 3. all associate members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be “Associate Members” within the meaning of the above-noted corporate articles;
 4. all honorary members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be “Honorary Members” within the meaning of the above-noted corporate articles; and
 5. Guy Larocque, the Executive Director of the Corporation, is authorized, instructed and empowered, acting for, in the name of, and on behalf of the Corporation, to do or to cause to be done all such other acts and things as may be necessary or desirable in order to fulfill the intent of this resolution.”
- (6) Approval of Advisory Board Terms of Reference
 - (7) Other Business, if any
 - (8) Question Period
 - (9) Termination

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MINUTES OF MEETING

1. Call to Order and Appointment of Chair, Secretary and Scrutineer

The meeting commenced at approximately 5:00 P.M. by Kelly Strueby, board chair for the University of Saskatchewan Alumni Association (the “Corporation”), introducing herself and indicating that she would be acting as Chair of the Special Meeting of Members of the Corporation, and that Joe Gill, of McKercher LLP, corporate counsel to the Corporation, would be acting as Secretary and Scrutineer of the Meeting.

2. Adoption of Agenda

The Chair advised that an agenda for the Meeting had been distributed and that the agenda as distributed would be adopted if there were no objections. As there were no objections, the agenda for the Meeting, as distributed, was confirmed.

3. Confirmation of Notice and Quorum

The Chair reported that, pursuant to the bylaws of the Corporation, a quorum for a meeting of members consists of at least 3 voting members. The Chair presented the Scrutineer’s Report confirming that 15 voting members were present in person at the Meeting.

The Chair declared that, notice of the Meeting having been properly given and a quorum being present, the Meeting was duly constituted to transact the business contemplated by the Notice of Meeting.

4. Approval of Revised Bylaws

The Chair advised the Meeting that the first formal matter of business was consideration of an ordinary resolution to replace the current corporate bylaws of the Corporation with those bylaws which were previously available at the dedicated website set up specifically for the Meeting.

On a motion by Jim Blackburn, and seconded by Grit McGreath, the following resolution was presented to the Meeting and unanimously carried:

BE IT RESOLVED that the corporate bylaws of the Corporation be replaced with the form of corporate bylaws available at the dedicated website in respect of the Meeting.

5. Approval of Amendment to Corporate Articles

The Chair advised the Meeting that the second formal matter of business was consideration of a special resolution to replace the current corporate articles of the Corporation with those corporate articles which were previously available at the dedicated website set up specifically for the Meeting.

On a motion by Chris Unsworth, and seconded by Kayla Goshulak, the following special resolution was presented to the Meeting and unanimously carried:

BE IT RESOLVED AS A SPECIAL RESOLUTION OF MEMBERS THAT:

1. the corporate articles of the Corporation be replaced with the form of corporate articles available at the dedicated website in respect of the Meeting Alumni Association (<https://alumni.usask.ca/alumni-association/new-alumni-association-structure.php>) and such amendment is hereby approved in accordance with Section 161 of *The Non-Profit Corporations Act, 1995* (Saskatchewan);
2. all ordinary members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be "Ordinary Members" within the meaning of the above-noted corporate articles;
3. all associate members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be "Associate Members" within the meaning of the above-noted corporate articles;
4. all honorary members of the Corporation prior to the date of this resolution shall, from and after the date of this resolution, be "Honorary Members" within the meaning of the above-noted corporate articles; and
5. Guy Larocque, the Executive Director of the Corporation, is authorized, instructed and empowered, acting for, in the name of, and on behalf of the Corporation, to do or to cause to be done all such other acts and things as may be necessary or desirable in order to fulfill the intent of this resolution.

6. Approval of Advisory Board Terms of Reference

The Chair advised the Meeting that the third formal matter of business was consideration of an ordinary resolution to approve the University of Saskatchewan Alumni Advisory Board Terms of Reference which were previously available at the dedicated website set up specifically for the Meeting.

On a motion by Pauline Melis, and seconded by Dara Hrytzak, the following resolution was presented to the Meeting and unanimously carried:

BE IT RESOLVED that the University of Saskatchewan Alumni Advisory Board Terms of Reference, which were available at the dedicated website in respect of the Meeting, are hereby approved.

7. Other Business


The regular business of the Meeting completed, the Chair opened the Meeting for any other business which may properly come before the Meeting and which does not require notice. No business was brought before the Meeting.

8. Question Period

There were no questions.

9. Termination

On a motion made by Pauline Melis, seconded by Cara Cowen and carried, the Meeting terminated at approximately 5:07 P.M.



Joseph A. Gill,
Recording Secretary for the Meeting

Reimagining the Alumni Association

To better serve its members and enhance its important work of alumni affinity and engagement, the USask Alumni Association Board is seeking to adopt a new volunteer structure.

This new structure will include a redefined governance model and the creation of a separate, new Alumni Advisory Board.

A Special Meeting of the Association membership has been convened and will take place on Wednesday, June 26, 2019 at 5:00 pm in the Welcome Room of the University Club, University of Saskatchewan Saskatoon campus, to discuss the ratification of the proposed changes to the structure of the Association. All alumni have been invited to attend.

This is a significant governance change for the Association, which in effect, will give alumni a greater influence in long-range alumni engagement planning and high-level tactical operational developments.

Why change?

The Association Board felt the need to intensify the dialogue with the university to improve coordination of planning and execution of alumni engagement activities and reposition the alumni voice within the university. It is seeking:

- Greater influence in the development of engagement strategies, and
- Greater visibility within the university

This is seen as crucial to more effectively deliver on its mission of adding value to, and fostering lifelong involvement of alumni.

Changes to the Bylaws are proposed for two (2) principal reasons. First, on advice of the Association's legal counsel, the Bylaws should be modernized so they better reflect the Saskatchewan not-for-profit legislation which governs the Association. Second, and more importantly, the Bylaws should reflect the new governance model of the Association, being:

- Centering responsibilities of the Association Board and its governance members on those matters required for the Association's ongoing legal compliance.
- The new USask Alumni Advisory Board will be the voice of alumni by working very closely with the university on its engagement strategy, planning and execution.

How will the alumni member experience be affected?

The experience of the large majority of alumni members will not change or be directly affected by the proposed evolution in their everyday lives.

The creation of the Advisory Board will give alumni a stronger voice within the university for the benefit of alumni, the Association and the university. The Advisory Board will be comprised of accomplished

alumni who can bring their unique perspectives to guide alumni engagement planning, execution and expansion.

There will be greater synergies and alignment between the Association and the university.

New governance model

The Association will have a new, fixed, Board of Directors. The new board's primary responsibility will be ensuring that the Association follows its legal obligations as a Saskatchewan not-for-profit corporation, and reinforce the close partnership between the Association and the university.

New and modified membership classes are needed to clearly define the new model. The membership classes will be:

- *Ordinary Members:* Only individuals holding a university degree certificate or diploma from the University of Saskatchewan may hold this type of membership class. This class will be non-voting at the annual meeting.
- *Associate Members:* Only individuals who have satisfied one of the following may hold this class of membership:
 - Completion of 30 credit units towards an undergraduate degree and it being the case that the class with which the individual started at the University of Saskatchewan has graduated;
 - Completion of graduate program course work with no completion of a thesis or dissertation;
 - Completion of one year of a program that results in accreditation; or
 - Being a retired (or former) University of Saskatchewan faculty member or staff member.

This class will be non-voting at the annual meeting.

- *Honorary Members:* Only individuals approved by ordinary resolution of the Board of Directors of the Association in recognition of those individuals' exceptional service to, affinity for, or support of the University of Saskatchewan may hold this class of membership. This class will be non-voting at the annual meeting.
- *Governance Members:* This is the only new membership class. Only individuals who will serve on the Board of Directors of the USAA may hold this class of membership when in office. This class will be voting at the annual meeting.

The USask Alumni Association Board will be made of five (5) Governance Members. That board will always consist of:

- The senior alumni official of the University of Saskatchewan
- The Executive Director of the Alumni Association
- The Chair of the USask Alumni Advisory Board
- Two other individuals serving on, and nominated by, the USask Alumni Advisory Board

Under the new structure, governance members will incur the responsibility of voting at USask Alumni Association member meetings, with a focus on taking care of ongoing legal and governance requirement matters. Such matters would include annual approval of the Board of Directors and authorization of legal counsel to make annual corporate filings to keep the Association in good standing. Voting on these legal and governance matters would be the full responsibility of governance members.

All alumni will continue to:

- be an alumnus or alumna of the University of Saskatchewan;
- have the right to voice concerns to the Association;
- participate in engagement activities, including attending events;
- receive communications from the university and the Association
- enjoy alumni privileges, services, benefits; and
- have access to various volunteering opportunities.

The Association, the Advisory Board and the university will work closely together to expand and enhance the privileges, services, benefits, communications, volunteering opportunities and other engagement activities so valued by USask alumni.

Purpose of Special Meeting

At this time, the Board of the Alumni Association has approved the *Terms of Reference for the Advisory Board*, the new *Association Bylaws* and *Articles of Amendment*. The latter documents were drafted by an external legal counsel for non-profit legislation compliance, and governance and operational requirements.

A vote is now required by members of the Alumni Association to approve the new *Bylaws*, *Articles of Amendment*, and *Advisory Board Terms of Reference*. In order to vote, alumni must physically attend the special meeting at the date, time, and place set out.

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SCRUTINEER'S REPORT

The undersigned, having been appointed as scrutineer for the purposes of the special meeting of members of The University of Saskatchewan Alumni Association (the "**Corporation**") held at 101 Administration Place, Saskatoon, Saskatchewan, on Wednesday, June 26, 2019 at 5:00 p.m. (the "**Meeting**"), reports that:

There were 15 members of the Corporation present in person. According to the Bylaws of the Corporation, at least 3 voting members must be represented at the Meeting in order for there to be a quorum. Therefore a quorum was present.

DATED this 26th day of June, 2019



Scrutineer

JOSEPH GILL

Name (please print)

ARTICLES OF AMENDMENT

Name of Corporation:

THE UNIVERSITY OF SASKATCHEWAN ALUMNI ASSOCIATION

Entity Number: 203400

The articles of the corporation are amended as follows:

The classes of membership: See attached Schedule "T".

Right, if any, to transfer membership interest: No membership interest in the Corporation shall be transferred except in accordance with these articles and subject to the approval of the board of directors of the Corporation to such transfer being first sought and obtained.

Authorized Number of Directors: 5

The corporation is: A membership corporation.

Restrictions, if any, on activities the corporation may carry on or powers the corporation may exercise: See attached Schedule "II".

Persons whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation: Except for property transferred to the Corporation on the condition that it be returned to the transferor upon dissolution of the Corporation, any property remaining after the satisfaction of all debts and other liabilities of the Corporation shall be conveyed to the University of Saskatchewan or any person as the board of directors of the Corporation shall determine at or before the time of dissolution.

Other provisions: See the attached Schedule "III"

SCHEDULE “T”

1. The classes and any maximum number of membership interests that the Corporation is authorized to issue:

- A. Ordinary Members

The Corporation is authorized to issue an unlimited number of ordinary membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of ordinary membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
 - (b) OWNERSHIP RESTRICTION: Only individuals holding a university degree certificate or diploma from the University of Saskatchewan may hold an ordinary membership interest.

- B. Associate Members

The Corporation is authorized to issue an unlimited number of associate membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of associate membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
 - (b) OWNERSHIP RESTRICTION: Only individuals who have satisfied one of the following requirements below may hold an associate membership interest:
 - (i) Completion of 30 credit units towards an undergraduate degree at the University of Saskatchewan and it being the case that the class with which the individual started at the University of Saskatchewan has graduated;
 - (ii) Completion of graduate program course work at the University of Saskatchewan but has not completed a thesis or dissertation;
 - (iii) Completion of one year of a program at the University of Saskatchewan that results in accreditation; or

- (iv) Being a retired University of Saskatchewan faculty member or staff member.

C. Honorary Members

The Corporation is authorized to issue an unlimited number of honorary membership interests, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) NON-VOTING FEATURE: The holders of honorary membership interests shall not be entitled to any voting rights nor shall they be entitled to receive notice of or attend meetings of members, except as specifically required in *The Non-Profit Corporations Act, 1995* (Saskatchewan).
- (b) OWNERSHIP RESTRICTION: Only individuals approved by ordinary resolution of the board of directors of the Corporation in recognition of that individual's exceptional service to, affinity for, or support of the University of Saskatchewan may hold an honorary membership interest.

D. Governance Members

The Corporation is authorized to issue that particular number of governance membership interests as is equal to the maximum number of directors of the Corporation from time to time, which constitute a separate and distinct class of membership interests and which, as a class, have the following rights, privileges, restrictions, prohibitions and conditions:

- (a) VOTING PRIVILEGES: To vote at all meetings of members, except meetings at which only holders of another specified class of membership interests are entitled to vote, and shall be entitled to one vote in respect of each governance membership interest held by them respectively.
- (b) OWNERSHIP RESTRICTION: Only individuals who currently serve as members of the board of directors of the Corporation may hold a governance membership interest.

SCHEDULE “IF”

1. Restrictions, if any, on activities the corporation may carry on or powers the corporation may exercise:
 - (a) The Corporation shall carry on its activities without the purpose of gain for its members and any income of the Corporation shall be used by the Corporation only for its permitted activities which shall include:
 - (i) advising on alumni programs and services and advising members of the Corporation about program and service offerings;
 - (ii) acting as the voice of the members of the Corporation;
 - (iii) supporting efforts to build resources, relationships and a reputation of excellence for the University of Saskatchewan and its alumni; and
 - (iv) administrative and support activities in support of those activities set out in (i) through (iii) above.

SCHEDULE “III”

1. Other provisions, if any:

- (a) No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any members or the director(s) of the Corporation.
- (b) Any of the profits or accretions to the value of the property of the Corporation shall be used to further its activities, and no part of the property or profits of the Corporation may be distributed, directly or indirectly, to a member, director, or officer of the Corporation, except as permitted in *The Non-profit Corporations Act, 1995* (Saskatchewan).
- (c) The board of directors of the Corporation shall at all times consist of:
 - (i) the senior alumni official of the University of Saskatchewan and the Executive Director of the Corporation, both of whom shall act in an *ex officio* capacity so long as they retain their particular positions with, respectively, the University of Saskatchewan, and the Corporation; and
 - (ii) the current Chair of the University of Saskatchewan Alumni Advisory Board so long as such individual retains his or her Chair Position with such Advisory Board; and
 - (iii) two (2) other individuals serving on, and nominated by, the University of Saskatchewan Alumni Advisory Board so long as such individuals retain their positions with such Advisory Board.
- (d) An individual's membership interest in the Corporation shall terminate:
 - (i) on the death of the individual;
 - (ii) on providing written notice of resignation as a member to the University of Saskatchewan Office of Alumni Relations;
 - (iii) on the individual's degree, diploma or certificate being revoked for cause by the University of Saskatchewan;
 - (iv) on the liquidation and dissolution of the Corporation in accordance with *The Non-profit Corporations Act, 1995* (Saskatchewan);
 - (v) at the time the individual is expelled from the Corporation or the individual's membership interest is otherwise terminated in accordance with the bylaws of the Corporation; or
 - (vi) in the case of a governance membership interest only, at the particular time that such individual ceases to be a member of the board of directors of the Corporation.

- (e) Notwithstanding paragraph 1(d)(iii) of this Schedule “III”, if the University of Saskatchewan reinstates a particular individual’s degree, diploma, or certificate, then the Corporation shall reinstate such individual’s membership interest in the Corporation as such membership interest existed at the time of termination of such membership interest.

GENERAL BYLAW
THE NON-PROFIT CORPORATIONS ACT, 1995
BYLAW NO. 1

A bylaw relating generally to the transaction of the business and affairs of University of Saskatchewan Alumni Association (herein the "**Corporation**").

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BE IT ENACTED as a bylaw of the Corporation as follows:

SECTION 1
INTERPRETATION

1.1 Definitions. In the bylaws of the corporation, unless the context otherwise requires:

"**Act**" means *The Non-Profit Corporations Act, 1995* (Saskatchewan) and any statute that may be substituted therefor, as from time to time amended;

"**Advisory Board**" has the meaning given to that term in Section 7.1;

"**Articles**" means the current corporate articles of the Corporation, including any amendments or restatements thereof, as currently in force and effect, and Articles has the meaning given that term in the Act;

"**Board**" means the board of directors of the Corporation;

"**bylaws**" means this bylaw and all other bylaws of the Corporation from time to time in force and effect;

"**Corporation**" means the University of Saskatchewan Alumni Association;

"**Director**" means a member of the Board;

"**meeting of Members**" means either an annual or special meeting of Members;

"**Member**" means (i) a voting member of the Corporation, and (ii) in the case of any particular meeting of Members, any other member of the Corporation who, by operation of the Act, is entitled to vote on particular matters at such meeting;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in *The Interpretation Act, 1995* (Saskatchewan);

"recorded address" means in the case of a Member the address recorded in the register of Members maintained by the Corporation; and in the case of a Director, officer, auditor or other Member of a committee of the Board, the latest address as recorded in the records of the Corporation;

"signing officer" means, in relation to any instrument, a person authorized to sign the same on behalf of the Corporation by the terms of Section 2.3 or by the terms of a resolution duly passed by the Board to such effect; and

"University" means the University of Saskatchewan.

SAVE AS AFORESAID, words and expressions defined in the Act have the same meanings when used herein; and,

Words importing the singular number include plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and the words importing persons include individuals, bodies corporate, partnerships, trust and unincorporated organizations.

Expressions referring to writing shall be construed as including references to printing, lithographing, typewriting, photography and other modes or representing or reproducing words in a visual form.

SECTION 2

BUSINESS OF THE CORPORATION

- 2.1 Registered Office** -- Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Saskatoon, in the Province of Saskatchewan.
- 2.2 Financial Year** -- Until changed by the Board, the financial year of the Corporation shall be the same financial year as the University.
- 2.3 Execution of Instruments** -- Subject to any resolution of the Board to the contrary, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the corporation by any two (2) Directors. The Board may limit by nature or size of obligation instruments or agreement that may be executed by the foregoing persons and may specify the person authorized to execute on behalf of the Corporation such instruments or agreements. In addition, the Board may from time to time appoint the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer, as designated in this paragraph, may affix the corporate seal to any instrument requiring the same.
- 2.4 Objectives of Association** -- The Corporation shall carry on its activities without the purpose of gain for its members and any income of the Corporation shall be used by the Corporation only for its permitted activities as set out in the Articles.

SECTION 3 **DIRECTORS**

- 3.1 Number and Quorum** -- There shall be a total of five (5) Directors of the Corporation. Fifty percent (50%) of the Directors in office constitute a quorum at any meeting of Directors and, notwithstanding a vacancy among the Directors, a quorum of Directors may exercise all of the powers of the Directors. When a quorum ceases to exist at a meeting, the Chair shall adjourn the meeting.
- 3.2 Qualification** -- No person shall be qualified for election as a Director if such person is less than 18 years of age; is of unsound mind and has been so found by a court in Canada or elsewhere; is not an individual; or if such person has the status of a bankrupt. A majority of Directors shall be resident Canadians.
- 3.3 Election and Term** -- The election of Directors shall be held at the meeting of Members. Any election of Directors may be by a show of hands or by resolution of the Members unless a poll is demanded by any Member. The term of office of Directors shall be from the date of his or her election or appointment until the meeting of Members occurring subsequent to the particular date that is two (2) years after the date of his or her election or appointment. Notwithstanding the foregoing, a Director is eligible for election for no more than two (2) consecutive terms unless a special resolution of Members is approved at a duly constituted meeting of Members permitting such Director's eligibility for a subsequent consecutive term.
- 3.4 Director Ceasing to Hold Office** -- A Director ceases to hold office when he or she:
- (a) dies;
 - (b) provides written notice to the Chair of the Board of his or her resignation as of a particular date;
 - (c) is removed from office in accordance with section 96 of the Act, or any successor provision thereto, as amended from time to time;
 - (d) is disqualified from acting as a Director pursuant to the operation of section 92 of the Act, or any successor provision thereto, as amended from time to time; or
 - (e) is disqualified from acting as a Director pursuant to the Articles.
- 3.5 Vacancies** -- Subject to the Act and Section 3.4, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of Directors or from a failure of the Members to elect the number or a minimum number of Directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors, the Board shall forthwith call a meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no such Directors then in office, any Member may call the meeting. Any Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.
- 3.6 Action by the Board** -- Subject to the Articles, the Board shall manage the business and affairs of the Corporation, which shall include, without limitation:
- (a) undertaking, organizing, supervising and supporting the Corporation's activities;

- (b) if and as needed, appointing such officers to assist the Board in the management and direction of the Corporation's operations, assets and affairs, and determine such officers' duties relating thereto;
- (c) considering and make recommendations to the University regarding University operations and affairs that have substantial impact on the Corporation;
- (d) considering, adopting, and amending when appropriate new policies, programmes and activities in keeping with the Corporation's objects and purposes as set out in the Articles;
- (e) keeping minutes of all its proceedings and any reports related thereto and circulating those proceedings and reports to the Directors once approved by the Board; and
- (f) generally representing the Corporation.

3.7 Exercise of Board Powers -- Subject to the Act and Section 3.8, the powers of the Board may be exercised by ordinary resolution passed at a Board meeting at which a quorum is present or by resolution in writing signed by the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

3.8 Meetings by Telephone, Teleconference, Videoconference -- If all the Directors of the Board or a committee thereof, as the case may be, consent, a director may participate in a meeting of the Board by means of telephone, teleconference, videoconference, or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at the Board meeting. Any consent shall be effective whether given before or after the Board meeting to which it relates and may be given with respect to all meetings of the Board held while a Director holds office. Any consent so given shall be valid for the purposes of a particular meeting unless revoked by notice in writing received by the Corporation prior to the meeting in respect of which such revocation relates.

3.9 Place of Meetings -- Subject to any resolution of the Board to the contrary, meetings of the Board may be held at any place in Canada.

3.10 Calling of Meetings -- Meetings of the Board shall be held, subject to Section 3.8, at such place and at such time as any two (2) Directors determine provided however that the Board shall meet at least once in any particular financial year of the Corporation.

3.11 Notice of Meeting -- Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 8.1 to each Director not less than 48 hours before the time the meeting is to take place. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at a meeting except where the Act requires such purpose or business to be specified, but notice shall be given of any proposal to:

- (a) submit to the Members any question or matter requiring approving of the Members;
- (b) issue securities except in the manner and on terms authorized by the Directors;
- (c) purchase, redeem or otherwise acquire securities issued by the Corporation;
- (d) approve any financial statements; or

- (e) adopt, amend or repeal bylaws.

A Director may in any manner waive notice of or otherwise consent to a meeting of the Board.

- 3.12 Adjourned Meeting** -- Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 3.13 Chair** -- The Board shall by ordinary resolution elect a Director to serve as Chair of the Board. The Chair shall (i) exercise general supervision over all officers of the Corporation, (ii) preside over any particular meeting of the Board, and (iii) preside over any meeting of Members. If the Chair is not present at a particular meeting of the Board or the members, the Vice-Chair shall be chair for the purpose of such meeting.
- 3.14 Vice-Chair** -- The Board shall by ordinary resolution elect a Director to serve as Vice-Chair of the Board. The Vice-Chair shall exercise all duties of the Chair where the Chair is not present at a particular meeting of the Board.
- 3.15 Votes to Govern** -- At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 3.16 Remuneration and Expenses** -- The Directors shall not be entitled to any remuneration for services to the Corporation as a Director, but shall be entitled to reimbursement for expenses such as travelling or out-of-pocket expenses incurred as a Director or in any other capacity which are authorized by the Board. Nothing herein contained shall prevent any Director from serving the Corporation in any other capacity and receiving remuneration therefor.
- 3.17 Conflict of Interest** -- A Director or officer who is a party to or who is a director or officer of or has a material interest in any person who is a party to a material contract or a proposed material contract with the Corporation shall disclose the nature and extent of their interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board. A Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same unless the contract or proposed contract is:
- (a) an arrangement by way of security for money lent to or obligations undertaken for the benefit of the Corporation or an affiliate;
 - (b) a contract relating primarily to remuneration as a director, officer, employee or agent of the Corporation or an affiliate;
 - (c) a contract for indemnity or insurance under Section 107 of the Act as amended from time to time or any successor to such Section; and
 - (d) a contract with an affiliate.

Subject to the Act, and provided a Director acts in accordance with the provisions hereinbefore mentioned, no such contract, proposed contract or arrangement shall be voidable by the Corporation and such Director or Directors shall not be liable to account to the corporation for any profit accruing to them by virtue of any such contract or arrangement. Notwithstanding that a Director does not vote in respect of any contract, proposed contract or arrangement in which

such director has a material interest, such director may be included to determine the presence of a quorum at a meeting of Directors at which such resolution was taken.

- 3.18 Procedural Matters** – The procedure at all meetings of the Board shall be governed by this Bylaw. Where this Bylaw is silent as to the procedure on a particular matter in respect of a meeting of the Board, such matter shall be addressed in accordance with the rules set out in the most recent edition of M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*.

SECTION 4

OFFICERS

- 4.1 Appointment** -- The Board may appoint individuals to serve as officers of the Corporation from time to time. The Board may specify the duties of and in accordance with this bylaw and subject to the provisions of the Act, delegate to such officer(s) powers to manage the business and affairs of the Corporation.
- 4.2 Executive Director** – The University shall appoint an Executive Director to serve as an effective administrator of the Corporation's resources and trusted advisor to the Board. Unless otherwise specified by the University, the individual occupying the position of Associate Vice President, Alumni Relations, shall serve as the Executive Director of the Corporation. The Board shall pass all such minutes and/or resolutions necessary to confirm the appointment of the Executive Director as provided by this Section 4.2.
- 4.3 Variation of Powers and Duties** -- The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of an officer.
- 4.4 Terms of Office** -- The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his successor is appointed.
- 4.5 Terms of Employment and Remuneration** -- The terms of employment and remuneration of officers appointed by the Board shall be settled by it from time to time.
- 4.6 Conflict of Interest** -- An officer shall disclose their interest in any material contract or proposed material contract with the Corporation in accordance with Section 3.17.
- 4.7 Delegation of Powers** -- Directors may delegate to the officers any powers that the Directors may lawfully delegate pursuant to the Act and the bylaws except powers to:
- (a) submit to the Members any question or matter requiring the approval of the Members;
 - (b) fill any vacancy among the Directors or the office of auditors;
 - (c) issue securities including memberships in the manner and on the terms authorized by the Directors;
 - (d) purchase, redeem or otherwise acquire securities issued by the Corporation;
 - (e) approve any financial statements of the Corporation; or
 - (f) adopt, amend or repeal bylaws.

SECTION 5
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

5.1 Limitation of Liability -- No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any other person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, UNLESS the same are occasioned by the Director's or officer's own wilful neglect or default and provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

5.2 Indemnity -- Subject to the limitations contained in the Act, the Corporation shall and does hereby indemnify a Director or officer, a former Director and officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and such person's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or any such body corporate, if:

- (a) such person acted honestly and in good faith with a view to the best interest of the Corporation; and,
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful;

Provided:

- (c) the person seeking indemnification has given the Corporation prompt written notice of any such claim, law suit or action for which indemnification is sought; and
- (d) such person cooperates in all reasonable manner with the Corporation and its agents in defence of any such claim, law suit or action.

SECTION 6

MEETINGS OF MEMBERS

- 6.1 Annual Meeting** -- The annual meeting of the Members shall be held at such time in each year and, subject to Section 6.3 at such place as the Board may from time to time determine for the purposes of:
- (a) considering the financial statements and reports required by the Act to be placed before the annual meeting;
 - (b) electing Directors;
 - (c) appointing or dispensing with auditors; and
 - (d) the transaction of such other business as may properly be brought before the meeting.
- 6.2 Meetings** -- The Board shall have the power to call a meeting of the Members at any time.
- 6.3 Place of Meetings** -- Meetings of the Members shall be held at such place in Saskatchewan as the Board shall determine or, if all the Members entitled to vote at the meeting so agree, at such place outside of Saskatchewan.
- 6.4 Notice of Meetings** -- Notice of the time and place of each meeting of the Members shall be given in the manner provided in Section 8.1 not less than 15 nor more than 50 days before the date of the meeting to each director, to the auditor and to each Member entitled to such notice. Notice of the meeting of Members called for any purpose other than consideration of financial statements and auditors reports, election of Directors, reappointment of the incumbent auditor and consideration of bylaws submitted by the Directors in accordance with the Act shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting. Notice of any meeting of Members shall stipulate that the reports in respect of those matters set out in Sections 6.1(a) and (c) above are available at the registered office of the Corporation and any Member may obtain a copy of such reports in paper or electronic format by making a request to the registered office of the Corporation. A Member may in any manner waive notice of or otherwise consent to a meeting of Members. An irregularity in a notice, in the giving of notice, or the non-receipt of notice by any Member entitled to it does not invalidate anything done or passed at a particular meeting of Members.
- 6.5 List of Members Entitled to Notice** -- For every meeting of Members, the Corporation shall prepare a list of Members entitled to receive a notice of meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 6.6, the Members listed shall be those registered as Members of the Corporation at the close of business on a date not later than 10 days after such record date. If no record date is fixed, the Members shall be those registered on the close of business on the day immediately preceding the day on which notice of the meeting is given or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any Member during usual business hours at the registered office of the Corporation and at the meeting of Members for which the list was prepared.
- 6.6 Record Date for Notice** -- The Board may fix in advance a record date, preceding the date of any meeting of Members by not more than 50 days and not less than 15 days, for determination of the Members entitled to notice of the meeting, provided that notice of any such record date is given not less than 7 days before such record date in the manner provided for in the Act. If no record date is so

fixed, the record date for determination of the Members entitled to notice of the meeting shall be the close of business on the date immediately preceding the date on which the notice is given.

6.7 Meetings Without Notice -- A meeting of Members may be held without notice at such place in Saskatchewan as the Board may determine, if:

- (a) all Members entitled to vote thereat are present in person or if those not present waive notice or otherwise consent to such meeting being held; and
- (b) the Directors are present or waive notice of or otherwise consent to such meeting being held.

At such meeting any business may be transacted which the Corporation at a meeting of Members may transact.

6.8 Chair, Secretary -- The Chair of any meeting of Members shall be the first mentioned of the following officers as have been appointed and who is present at the meeting: the Chair of the Board, or the Vice-Chair of the Board. If neither the Chair of the Board nor the Vice-Chair of the Board is present within thirty (30) minutes from the time fixed for holding of the meeting, the persons present and entitled to vote shall choose one of their number to be the chair. Any particular person appointed by either the Chair of the Board or the Vice-Chair of the Board, as the case may be, shall act as secretary of the meeting.

6.9 Order of Business -- The Chair shall determine the order of business at any meeting of Members prior to the opening of such meeting.

6.10 Persons Entitled to be Present -- The only persons entitled to be present at the meeting of Members shall be those entitled to vote thereat, the Directors and others who, though not entitled to vote, are entitled or required under the provisions of the Act or the Articles or Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

6.11 Quorum -- A quorum of Members is present at a meeting of Members, irrespective of the number of persons actually present or represented at the meeting, if at least three (3) voting Members are present at the opening of such meeting.

6.12 Right to Vote -- At any meeting of the Members, subject to the Act and Articles, only those Members holding a governance membership interest shall be entitled to vote.

6.13 Votes to Govern -- At any meeting of Members every question shall, unless otherwise required by the Articles or Bylaws, be determined by a majority of votes cast on the question. In the case of an equality of votes, the chair shall not have a second or casting vote and a resolution or questions in respect of which an equality of votes are cast shall be deemed to be lost.

6.14 Show of Hands -- Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon a question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said questions, and the result of the vote so taken shall be a decision of the Members upon the said question.

- 6.15 Ballots** -- Upon any question proposed for consideration at a meeting of Members whether or not a show of hands has been taken, a Member is entitled to vote at a meeting may require or demand a ballot. Any ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or a demand for a ballot may be withdrawn at any time prior to taking of the ballot. If a ballot is taken each Member present shall be entitled to one vote, and the result of the ballot so taken shall be a decision of the Members upon the said question.
- 6.16 Adjournment** -- If a meeting of Members is adjourned by one or more adjournments for less than thirty (30) days, it shall not be necessary to give notice of such adjourned meetings other than by announcement of the meeting from which it is adjourned. Provided that if a meeting is adjourned for an aggregate of thirty (30) days or more notice shall be given as per an original meeting. If any adjournment is occasioned as a result of a quorum not being present at the opening of a meeting of Members, then such meeting shall automatically be adjourned for seven (7) days to the same place and at the same time and at such adjourned meeting the quorum for the transaction of business shall be those Members present irrespective of the number of votes such Members shall be entitled to cast.
- 6.17 Resolution in Writing** -- A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.
- 6.18 Procedural Matters** -- The procedure at all meetings of Members shall be governed by this Bylaw. Where this Bylaw is silent as to the procedure on a particular matter in respect of a meeting of Members, such matter shall be addressed in accordance with the rules set out in the most recent edition of M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*.

SECTION 7 ADVISORY BOARD

- 7.1 Recognition of the Advisory Board** -- The Board shall recognize the existence of the University of Saskatchewan Alumni Advisory Board (the “**Advisory Board**”) and shall invite communication and consultations with the Advisory Board from time to time on matters pertaining to alumni, donor, external relations and university profile in the community. The Board shall recognize and respect the autonomy of the Advisory Board and shall have no rights in respect of the composition, operation, or functioning of the Advisory Board.

SECTION 8

NOTICES

- 8.1 Method of Giving Notices** -- Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the bylaws or otherwise to a Member, Director, or officer shall be sufficiently given if delivered to the person to whom it is to be given or if delivered to his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given 48 hours after being deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given 24 hours after being dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, or officer in accordance with any information believed by the Secretary to be reliable. Notwithstanding any other part of this Section 8.1, any method of notice to any person in respect of a meeting of Members or of the Board permitted by the Act shall be permitted for all purposes of this Bylaw.
- 8.2 Computation of Time** -- In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 8.3 Undelivered Notices** -- If any notice given to a Member pursuant to Section 8.1 is returned on three (3) consecutive occasions because such Member cannot be found the Corporation is not required to send any further notices or documents to the Member until he informs the Corporation in writing of his new address.
- 8.4 Omissions and Errors** -- The accidental omission to give any notice to any Member, Director, or officer of the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken by any meeting held pursuant to such notice or otherwise founded thereon.
- 8.5 Waiver of Notice** -- Any Member, Director, or officer may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the Articles or the bylaws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing except a waiver of notice of a meeting of Members or of the Board which may be given in any manner.
- 8.6 Consents** -- Any consents or approvals required to be obtained pursuant to the provisions of the Articles, the bylaws of the Corporation must be evidenced by a memorandum in writing which memorandum shall be dated and shall state the specific use for which such consent or approval was obtained. Unless otherwise stated in such memorandum, such consent shall be valid for a period of sixty (60) days after the date stated thereon. If such period shall lapse, the Board shall be required to obtain additional evidence of such consent in the form hereinbefore mentioned.

SECTION 9
ACCOUNTING

- 9.1 Directors to Keep Accounts** -- The Directors shall cause true accounts to be kept of the sums of money received and disbursed by the Corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases of the Corporation, the assets and liabilities of the Corporation and all other transactions materially affecting the financial position of the Corporation.
- 9.2 Location of Books of Account** -- The books of accounts shall be kept at the business office of the Corporation and shall be open for inspection upon approval of the Executive.

SECTION 10
EFFECTIVE DATE

- 10.1 Effective Date** -- This Bylaw shall come into force upon the Directors adopting the same by resolution and shall continue in full force and effect until the first meeting of Members of the Corporation following such adoption.
- 10.2 Ratification** -- At the first meeting of Members following the adoption by the Directors of the Corporation referred to in Section 10.1, the Directors of the Corporation shall submit this Bylaw to the Members of the Corporation and the Members shall either confirm, reject or amend the same by ordinary resolution.
- 10.3 Amendment** -- This Bylaw shall only be amended or repealed by an ordinary resolution passed at a meeting of Members.

ENACTED by the Board the 6th day of December, 2018.

APPROVED by the Members the ____ day of _____, 2019.

University of Saskatchewan Alumni Advisory Board

Terms of Reference

Preamble

The University of Saskatchewan Alumni Association (the Association) has a proud and long history of fostering alumni involvement in the life of the university. In pursuing a closer and more meaningful relationship between the alumni and the university, the Association engaged in re-imagining the future. Seeking a greater voice in support of alumni engagement initiatives, a deepening of its collaboration with the Office of Alumni Relations (the Office), and greater integration with the university itself, the Association has recommended the creation of a standing advisory body on matters of alumni engagement activities and operations.

This recommendation stems from a strong desire to better align alumni volunteer contributions with the greater purposes of the university, in support of its priorities.

The University of Saskatchewan cherishes its alumni community and fully supports the Association initiative. It values the contributions of its alumni and seeks to enrich the student and alumni experiences through alumni engagement activities that are planned and executed in line with its strategic objectives.

Vision of the University of Saskatchewan Alumni Advisory Board

The University of Saskatchewan Alumni Advisory Board (the Board) shares the same vision with the university and the Office, which is to witness **unquestionably valued alumni fulfillment** by all, through active, concrete and meaningful alumni engagement in the life of the university and commitment to its welfare.

Mission of the Board

The current mission of the Alumni Association is as follows:

Building upon the proud history and tradition of the University of Saskatchewan, the University of Saskatchewan Alumni Association encourages and fosters lifelong involvement of alumni in the life of the university. It is committed to adding value to the lives of all alumni by engaging the community of graduates and celebrating alumni success throughout the world.

The spirit of this mission will be reflected in the mission of the new Alumni Advisory Board.



The Board contributes to the development of the institutional alumni engagement strategy and endorses and embraces the same long-term strategic directions shared by the university and the Office, specifically:

- Building a strong sense of community amongst alumni and between alumni and the University
- Contributing to enhance the reputation of the University
- Expanding alumni engagement with alumni and with current and future students
- Supporting and celebrating alumni philanthropy

The Board acts on behalf of and in support to the Association.

Mandate of the Board

The Board will fulfill four (4) main roles:

- Advisory: The Board will provide advice to the Vice President, University Relations and the Associate Vice President, Alumni Relations on strategic directions, annual priorities, alumni programming and engagement activities, and through them to the President. It will offer the unique perspective of alumni to ensure that the University's vision is sensitive to the needs and interests of alumni.
- Representational: Under the oversight of and in alignment with the university, the Alumni Board would serve the USask as an impartial and distinct voice. The Board will strive to represent as much as possible alumni in their diversity to better support the University and provide pertinent counsel to the institution's alumni engagement function.
- Participatory: The Board will encourage connections among alumni and between alumni and members of the University community. It will help build and maintain connections with prospective and current students; develop greater coordination across the University and alumni communities between all groups engaging in alumni engagement activities; review and evaluate alumni engagement plans, programs and activities; and set for itself philanthropic goals and support the institution's fundraising activities. Board members will actively participate in alumni engagement programs and events to remain in touch with the engagement experience itself and provide better support.
- Advocacy: Working closely with the Office, the Board will play an active ambassadorial and connecting role with fellow alumni as appropriate and opportune, in close coordination with the Office. The Board should be prepared, when required, to help advance the alumni engagement agenda and the University as a whole, by contributing to positively influence decision-makers.



Appointments to the Board

- Board members are appointed annually by the Vice President, University Relations on the recommendation of the Board, based on the work done by the Nominations & Governance Committee of the Board, supported by the Office. The Vice President will consult the President of the university throughout the nominations process to secure her/his awareness, input and engagement.
- Board members will be appointed for a term of two (2) years, and it will be intended to stagger appointments so that there is adequate opportunity to recruit new members each year. Board members can be renewed for a continuous service of up to 8 years.
- Officers of the Board will be appointed annually by the Board and will normally serve for a maximum of four (4) years.

Board Composition

- The Board can have between fifteen (15) and eighteen (18) members, all of whom are alumni, and can also include one (1) member who is at the time of his or her appointment a more senior student at the University (3rd or 4th year).
- The Board will maintain a diversity of membership to ensure broad and meaningful representation that reflects the diversity of University of Saskatchewan alumni and students.
- Board self and collective evaluations will take place annually to ensure continued engagement and continuity, and to provide the opportunity for Board renewal. This process will be led by the Chair of the Nominations & Governance Committee of the Board. While in this role, the Chair of the Nominations & Governance Committee will not be admissible to seek the position of Chair of the Board.

Officers of the Board

- Officers of the Board shall include a Chair, one (1) or two (2) Vice-Chair(s), and the most recent Past Chair. Vice-Chairs may be considered for eventual ascendancy to the position of Chair like any other members of the Board, with the exception of the Chair of the Nominations & Governance Committee.

Board Meetings

- The Board will typically meet at least four (4) times a years, with Board Committees meeting as needed in between.



- Board members are expected to attend a majority of the meetings during their term.
- Board meetings will normally be attended by the Associate Vice President, Alumni Relations, who will act as ex-officio Executive Director of the Board. The Vice President, University Relations will attend at least one Board meeting annually, and the President of the university will also attend at least one meeting of the Board annually.
- The President and the Vice President University Relations will receive regular reports summarizing the Board's activities on a regular basis, based on Board meeting minutes and in combination with alumni engagement activity reports.
- The Chair, or in the Chair's absence a Vice-Chair, or in the absence of a Vice-Chair, any member approved by a majority of members present, will preside over any Board meeting.
- At any Board meeting, when a question requires a formal unified decision, the question will be decided by the majority of the votes cast by members, with the Chair casting their deciding vote in the eventuality of a tie.
- The Office will provide operational and secretarial support for all Board and Board Committee meetings.
- The Office will seek input and advice from the board on all strategic directions, program design and development, and the overall evolution of alumni engagement activities, including the Office's greater coordination of university-wide alumni activities, events and awards.

Board Committees

- With operational support from the Office, the following Committees will perform various functions of the Board:
 - Nominations and Governance Committee:
 - Plans for and executes leadership renewal.
 - Identifies and vets potential candidates with the goal of ensuring a broad and representative group of alumni that reflects the diversity of University of Saskatchewan alumni and students.



- Issues candidate recommendations to the Vice President, University Relations.
- Conducts annual self and collective evaluations.
- Awards Committee:
 - Promotes awards.
 - Adjudicates submissions for awards.
 - Celebrates recipients.
 - Helps foster alumni recognition across the University community.
- Additional Standing or Ad hoc Committees may be established by the Board as necessary.

Review of Terms of Reference

- These Terms of Reference will be reviewed periodically with the Senior Alumni Engagement Officer of the University to ensure that they are meeting the needs of the Board and the University.

USask Alumni Volunteer Leadership, and its relationship to the university

