



UBC EMERITUS COLLEGE – TERMS OF REFERENCE

1. Emeritus College Establishment and Objectives

- 1.1. *Establishment of College.* On May 16, 2018, the University of British Columbia’s (“**UBC**”) Vancouver Senate (the “**Vancouver Senate**”) approved and recommended to the UBC Board of Governors (the “**Board**”) the establishment of the Emeritus College. The Board confirmed the establishment of the Emeritus College on June 15, 2018.
- 1.2. *College.* The Emeritus College is hereinafter referred to as the “College”.
- 1.3. *Reporting Structure.* The College is an academic unit that is part of UBC Vancouver and its Principal (as defined in Section 4.1.1) reports to the Academic Vice President on the UBC Vancouver campus (the “**Vice-President, Academic**”).
- 1.4. *College Vision and Objectives.* The College seeks to: (1) enrich intellectual focus and continued intellectual involvement for all retired UBC employees who hold emeritus status (“**Emeriti**”) granted by the UBC Okanagan Senate (the “**Okanagan Senate**”) or the Vancouver Senate; (2) promote active participation of Emeriti within the function of UBC; and (3) increase UBC’s profile, status and involvement within the local, national and international communities.

2. Organization

- 2.1. *Application of UBC Rules.* The College operates within the administrative and financial purview of UBC and is subject to all UBC policies, procedures, and regulations, including, but not limited to, financial and operational policies, procedures, and regulations.
- 2.2. *Powers and Duties.* To fulfill its objectives, the College has the power and duty to:
 - 2.2.1. with approval of the Vice-President, Academic, make rules for the governance, direction and management of the College and its affairs and business;
 - 2.2.2. determine the activities and events to be provided by the College; and
 - 2.2.3. determine mechanisms to represent the interests of Emeriti,all in accordance with these Terms of Reference.
- 2.3. *No Degrees or Courses.* Notwithstanding anything to the contrary in these Terms of Reference or elsewhere, the College will not offer any degrees, academic programs or courses, whether for-credit or not-for-credit, at any time.
- 2.4. *Administration of College.* The Principal is responsible for the administration of the College in accordance with any rules established under Section 2.2.1 and in accordance with Section 4.2. The Principal will report to the Vice-President, Academic in accordance with Section 4.2 and the Principal will provide an annual report to the UBC Vancouver Senate and the UBC Okanagan Senate on the activities of the College during the immediately preceding year.
- 2.5. *Office Manager.* The office of the Vice-President, Academic will provide administrative support to the College in the form of a dedicated Office Manager.



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- 2.6. *College Council.* The College Council (as defined in Section 5.1) will provide guidance and support for the activities of the College in accordance with Section 5.7.

3. College Membership and Member Meetings

- 3.1. *Member Eligibility.* The following individuals are eligible to be members of the College (“**College Members**”):

- 3.1.1. individuals who are enrolled as College Members pursuant to Section 3.2 and who hold emeritus status granted by the Vancouver Senate or the Okanagan Senate;
- 3.1.2. individuals, including UBC faculty members, clinical faculty members, librarians and program directors, who have been granted emeritus status by the Vancouver Senate or the Okanagan Senate, who continue to hold such status, and who meet any other criteria as set by the College Council from time to time; and
- 3.1.3. other individuals whose membership, in the opinion of the College Council, would further the aims and mandate of the College, and may include, without limitation, retired sessional lecturers with long standing service and tenure to UBC equivalent to those for which emeritus status is granted at UBC and retired faculty members and librarians from other recognized universities and colleges with long service to their past institution equivalent to those for which emeritus status is granted at UBC.

- 3.2. *Automatic College Members.* Each member of the UBC Association of Professors Emeriti as of June 15, 2018 is automatically admitted as a College Member unless a member informs the Principal in writing that such member does not wish to be a College Member.

- 3.3. *Becoming a College Member.* Upon application in the form determined by the Principal, all eligible individuals under Sections 3.1.2 and 3.1.3 will become College Members.

- 3.4. *Member Guests.* Spouses, partners or guests of College Members who are not themselves College Members may attend College events that are open to the public and the Principal may invite these individuals to other College activities.

- 3.5. *Revocation of College Membership.*

- 3.5.1. In extraordinary circumstances, the College Council may revoke the membership of a College Member if at least two-thirds of the Voting Council Members (as defined in Section 5.2) approve a motion to revoke the membership after the College Council has provided at least one month’s written notice of the proposed revocation to the College Member in question, which notice must include the rationale for the proposed revocation and the opportunity for the College Member in question to submit a response prior to the motion being considered by the College Council.
- 3.5.2. Notwithstanding Section 3.5.1, in the event that a College Member ceases to be eligible for membership in the College under Section 3.1.1 or Section 3.1.2, such individual ceases to be a College Member immediately upon becoming ineligible for membership, unless otherwise admitted to membership under Section 3.1.3.



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3.6. *Meetings of College Members.*

- 3.6.1. *Annual Meetings.* The College will hold an annual meeting of the College Members (the “**Annual Meeting**”) at such time and place as determined by the Principal, and such additional general meetings of the College Members (“**General Meetings**”) as may be required from time to time.
- 3.6.2. *Extraordinary General Meetings.* The Principal will call an extraordinary general meeting of the College Members (each, an “**Extraordinary General Meeting**” and together with the Annual Meetings and the General Meetings, the “**Member Meetings**”) upon written request from a majority of the Members-at-Large (as defined in Section 5.1.4) or upon written request from at least 25 College Members.
- 3.6.3. *Notice.* The Principal will provide at least 10 business days’ written notice of a Member Meeting to all College Members by mail or email to the addresses on record with the College, which notice will include a description of the business proposed to be discussed at the Member Meeting.
- 3.6.4. *Quorum.* At each Member Meeting, quorum will consist of at least 25 College Members. If, at the call of the Member Meeting, a quorum is not present, the chair of the Member Meeting may adjourn the Member Meeting for 30 minutes. Upon the lapse of the thirty-minute adjournment, those College Members present will constitute quorum.
- 3.6.5. *Meeting Chair.* The Principal will chair Member Meetings. In the event that the Principal is unavailable for a Member Meeting, the Vice-Principal will chair such Member Meeting, or if the Vice-Principal is also unavailable, then the Immediate Past Principal or any other Voting Council Member will chair the Meeting.
- 3.6.6. *Rules.* Unless otherwise provided in these Terms of Reference, the current edition of Robert’s Rules of Order Newly Revised will govern all Member Meetings.

4. Principals

4.1. *Principal Categories.* The College will have the following:

- 4.1.1. a principal (the “**Principal**”);
- 4.1.2. a vice-principal (the “**Vice-Principal**”);
- 4.1.3. past principals (the “**Past Principals**”), being all individuals who were previously appointed as Principals; and
- 4.1.4. an immediate past principal, being the individual who most recently prior to becoming a Past Principal was the Principal (the “**Immediate Past Principal**”).

4.2. *Role of the Principal.* The Principal oversees and is responsible for the affairs and business of the College and bears responsibility for the proper functioning of the College. The Principal will report to the Vice-President, Academic and will consider the advice of the College Council in fulfilling the role of Principal of the College.



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- 4.3. *Requirements.* Each Principal, Vice-Principal, Past Principal and Immediate Past Principal must be a College Member.
- 4.4. *Appointments of Principals and Vice-Principals.* The College Members elect the Principal (the “**Recommended Principal**”) and the Vice-Principal (the “**Recommended Vice-Principal**”) in accordance with Section 7.4 for recommendation to the Vice-President, Academic. Subject to extraordinary circumstances, the Vice-President, Academic is expected to recommend:
 - 4.4.1. the appointment of the Recommended Principal for a one-year term under Policy 27 of the Board (Appointment of Retired Faculty Members) (“**Policy 27**”); and
 - 4.4.2. the appointment of the Recommended Vice-Principal for a one-year term under Policy 27.
- 4.5. *Appointment of Immediate Past Principal.* Subject to extraordinary circumstances, the Principal will automatically become the Immediate Past Principal immediately upon the termination of the Principal’s one-year appointment made pursuant to Section 4.4.1 and it is expected that the Vice-President, Academic will recommend the appointment of such Principal as the Immediate Past Principal for a one-year appointment under Policy 27.
- 4.6. *Remuneration.* The appointments of the Principal, the Vice-Principal and the Immediate Past Principal are expected to be non-salaried positions but the Vice-President, Academic has the discretion to provide for salaried appointments in accordance with UBC policies.
- 4.7. *Term of Principals.* It is expected that the term of each of the Principal, the Vice-Principal and the Immediate Past Principal be for one year, normally from July 1 to June 30. In the event that any of the Principal, the Vice-Principal or the Immediate Past Principal is unable or unwilling to serve his or her term in accordance with these Terms of Reference, the Vice-President, Academic may recommend, in consultation with the College Council, the appointment of another individual as Principal, Vice-Principal or Immediate Past Principal, as the case may be, to serve until new appointments are made following the next Annual Meeting.

5. College Council

- 5.1. *College Council Members.* The College will have a council (the “**College Council**”) composed of the following members:
 - 5.1.1. the Principal;
 - 5.1.2. the Vice-Principal;
 - 5.1.3. the Immediate Past Principal;
 - 5.1.4. up to nine additional College Members, elected in accordance with Section 5.4 and Section 7.4 (the “**Members-at-Large**”); and
 - 5.1.5. Past Principals, other than the Immediate Past Principal, if such persons agree to be on the College Council.



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- 5.2. *Voting Rights.* The persons listed in Sections 5.1.1 to 5.1.4, inclusive (“**Voting Council Members**”), have voting rights on the College Council. Any Past Principals, other than the Immediate Past Principal, serving on the College Council will serve as non-voting ex-officio members of the College Council.
- 5.3. *Additional Members.* The College Council may appoint additional non-voting ex-officio College Members as members of the College Council from time to time.
- 5.4. *Election of Members-at-Large.* The College Members will elect the Members-at-Large at each Annual Meeting in accordance with Section 7.4 for staggered three-year terms. In the first year of the College, approximately one third of the Members-at-Large will be elected for a one-year term, one third will be elected for a two-year term and one third will be elected for a three-year term.
- 5.5. *Vacancies.* In the event of vacancies occurring in respect of the Voting Council Members, the College Council may fill such vacancies for the unexpired term of the applicable Voting Council Member.
- 5.6. *College Council Chair.* The Principal will chair the College Council. In the event that the Principal is unavailable to chair a College Council meeting, the Vice-Principal will chair such meeting, or if the Vice-Principal is also unavailable, then the Immediate Past Principal will chair the meeting. If each of the Principal, Vice-Principal and Immediate Past Principal are unavailable to chair a College Council meeting, the meeting will be adjourned to such other time and place as determined by the Principal and indicated to the College Council members by reasonable notice.
- 5.7. *Role of College Council.* The role of the College Council is to:
 - 5.7.1. provide advice to the Principal on matters related to the College;
 - 5.7.2. carry out such tasks as may be delegated to the College Council by the Principal; and
 - 5.7.3. carry out its obligations set out in these Terms of Reference.

In connection with Section 5.7.1, the Principal will consider the advice of the College Council but the Principal has ultimate discretion in making decisions and is not required to follow such advice.
- 5.8. *College Council Meetings.* The College Council will meet at least four times per academic year at the time and place set by the Principal by reasonable written notice to the College Council members. At all College Council meetings, quorum will consist of any six Voting Council Members, provided that at least one of the Principal, Vice-Principal or Immediate Past Principal must be present. A majority of votes cast by Voting Council Members present at a College Council meeting is required for the approval of motions.

6. Committees

- 6.1. *Standing Committees.* The College has the following standing committees:
 - 6.1.1. Nominating Committee, which is responsible for recruiting nominees for the positions of Principal, Vice-Principal and Members-at-Large, and for proposing a slate of individuals to be voted on at each Annual Meeting; and
 - 6.1.2. Membership Committee, which is responsible for providing advice and assistance to the College Council in connection with matters related to College Members.



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- 6.2. *Other Standing and Ad-Hoc Committees.* In addition, in consultation with the College Council, the Principal may establish such other standing or ad-hoc committees as the Principal determines necessary to assist in implementing the objectives of the College, and each standing committee or ad-hoc committee of the College will have such terms of reference and membership as determined by the Principal, in consultation with the College Council.

7. Nominations and Elections

- 7.1. *Nominations by Nominating Committee.* The Nominating Committee will propose a slate of nominees for the positions of Principal, Vice-Principal and Members-at-Large to be voted on by the College Members at each Annual Meeting. The Nominating Committee requires the approval of the Vice-President, Academic in respect of the Nominating Committee's nominations for Principal and Vice-Principal prior to presenting such nominations to the College Members for voting.
- 7.2. *Vice-Principal to be Nominated.* Subject to exceptional circumstances, it is expected that the Nominating Committee will nominate the then-current Vice-Principal for election as the Principal for the term immediately following the end of such Vice-Principal's term and that the Vice-President, Academic will approve such nomination.
- 7.3. *Additional Nominations.* The Nominating Committee will accept additional nominations from College Members if the individuals proposed for nomination agree to be nominated and the nominations are submitted to the Nominating Committee in writing with the endorsement of at least five College Members per nomination at least 10 business days before the applicable Annual Meeting. In the event that additional nominations for the positions of Principal or Vice-Principal are provided to the Nominating Committee, the Nominating Committee will present such additional nominations to the Vice-President, Academic for approval prior to the Annual Meeting.
- 7.4. *Elections.* The College Members will vote for the Principal, Vice-Principal and Members-at-Large at each Annual Meeting. Votes may be cast at or prior to the Annual Meeting in such manner as the College Council determines from time to time. If there are no nominations in addition to the slate of nominees proposed by the Nominating Committee, a majority of votes cast by the College Members is necessary to elect the slate of nominees proposed by the Nominating Committee. In the event that there are multiple candidates for a position, the candidate with the greatest number of votes will be elected to that position.

8. Finance

- 8.1. *Operating Funds and Budgets.* On an annual basis, the Principal will develop a budget proposal for the operations of the College and will provide such budget proposal to the Vice-President, Academic for review and subsequent consideration and approval by UBC. The Principal and the Vice-President, Academic will work together to finalize and set a budget for the College for each calendar year. The office of the Vice-President, Academic will provide operating funds to the College, which the Principal will administer and use in accordance with the approved budget.
- 8.2. *Third Party Contributions.* The Principal will use any funds donated or endowed for purposes of the College in accordance with the terms of the applicable donation or endowment.
- 8.3. *Accounting.* The Principal will cause complete and accurate accounting records to be maintained in respect of all funds provided to, and administered by, the College.



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- 8.4. *Compliance with Finance Requirements.* Without limiting or restricting the generality of Section 2.1 in any way, the Principal will ensure that the College complies with all applicable UBC policies, financial controls and accounting requirements in connection with the use of funds, including operating funds and third party contributions, by the College.

9. College Records

- 9.1. *College Records.* The College will hold College records and documents in accordance with applicable UBC policies and regulations.

10. Amendments to Terms of Reference

- 10.1. *Amendments.* Amendments to these Terms of Reference must be approved by the Vancouver Senate and the Board. The Vice-President, Academic may make recommendations to the Vancouver Senate and the Board regarding amendments to these Terms of Reference. In addition, upon receiving the support of two thirds of College Members voting at a Member Meeting, the College Council may make recommendations regarding amendments to these Terms of Reference for consideration by the Vice-President, Academic.
- 10.2. *Effective Date of Amendments.* Any amendment to these Terms of Reference will become effective upon approval of the amendment by the Board on recommendation of the Vancouver Senate.