

*Constitution of the Public Health Alumni Association
of the University of Toronto (PHAA)*

Approved by the PHAA Board of Directors
December 4, 2013 at Toronto, ON

Amended November 4, 2017

1.0 CONSTITUTION

1.1 PREAMBLE

Graduates of the degree and certificate programs formally affiliated with the Dalla Lana School of Public Health (DLSPH) Health, Public Health Sciences and its predecessors at the University of Toronto, have acted so as to establish an organization whose objective is to promote the advancement of the public health sciences and practice, and to support its Alma Mater.

1.2 Name and Objectives

The name of the Organization shall be the Public Health Alumni Association of the University of Toronto, hereafter referred to as "PHAA".

1.3 Vision Statement: The vision of the PHAA is to foster the advancement of public health to *put health in reach of everyone*.

1.4 Mission Statement: The mission of the Public Health Alumni Association (PHAA) is to promote and sustain fellowship among the alumni community and to foster relationships among its members and the Dalla Lana School of Public Health (DLSPH).

1.5 Statement of Relationship with the Dalla Lana School of Public Health: The PHAA is the representative body for alumni from the Dalla Lana School of Public Health and its predecessors and operates cooperatively as an organization independent of the DLSPH. Core operational funding to support the PHAA will be provided via the DLSPH through annual operating grants.

2. Membership

Membership shall consist of all graduates of the Dalla Lana School of Public Health Public Health Sciences and its predecessor departments, divisions and units including:

- The Department of Public Health Sciences / Graduate Department of Public Health Sciences;
- Departments of Preventive Medicine & Biostatistics, Behavioural Sciences, Occupational & Environmental Health;
- The Division of Community Health, Faculty of Medicine;
- University of Toronto School of Hygiene.

2.1: Members: *Members* shall be those who have completed at least two semesters of coursework in the DLSPH or predecessor departments at the University of Toronto and are no longer enrolled as a student in the DLSPH. Members must have been once enrolled as a student in the DLSPH or its predecessor departments.

2.2 Affiliate Members: *Affiliate members* shall be those designated or appointed individuals representing Faculty, Staff or Students from the Dalla Lana School of Public Health on the PHAA board of directors or official PHAA committees.

3. Governance

3.1: Board of Directors: The governing body of the PHAA shall be the *Board of Directors (The Board)*, consisting of an executive leadership team, PHAA Board Officers, members at large, and ex-officio members. The PHAA is governed by an Executive Leadership Team and Board of Directors that comprises executive, non-executive and ex-officio members.

3.2: Selection for the Executive Committee shall take place in the Fall for the succeeding year. The Nominating Selection Committee shall propose a slate of officers for acceptance by the members at the Annual General Meeting (AGM). Further nominations may be accepted in writing from the membership at least two weeks prior to the AGM.

3.3: All elected Executive Committee positions will be held for a period of two years, except for the College of Electors Representative, which is on a different cycle because of the nature of its position. Board level positions are also for two-year terms with the following exceptions: Student positions shall be held for one-year terms and the College of Electors Representatives term will be kept in accordance with the University of Toronto's policy, which states: "Terms of office of members of the College shall be from July 1 to June 30, shall be at the discretion of the constituent association, and shall not exceed four (4) consecutive years." The College of Electors representative may be appointed to the PHAA board for a period of time preceding or exceeding the normal term of the position by up to six months to align the PHAA and University of Toronto terms.

3.4: Elections and amendments to the constitution shall be conducted at the AGM, with a simple majority of members present necessary in the case of amendments (or by-laws) and the highest number of votes cast in the case of elections.

3.5: A representative from the DLSPH shall be appointed by the Dean of the DLSPH or designate on an annual basis to serve as an ex-officio member.

3.6: The fiscal year of the PHAA shall correspond to that of the DLSPH, May 1st to April 30th inclusive.

4. Committees of the Board

The activities of the PHAA will be directed by the PHAA Board and, in certain cases, deferred for guidance and execution to a standing or sub-committee.

4.1 Standing committees:

4.1.1 The PHAA will convene if needed, the following committees as ongoing, standing entities with the noted PHAA Board member serving as the Chair unless they choose to designate that role to another member of the committee:

1. Finance Committee: PHAA Vice-President: Finance (Chair)
2. Communications Committee: PHAA Vice-President: Communications (Chair)

3. Nominations Committee: Immediate Past President (Chair)
4. Awards Committee: Awards Officer (Chair)
5. Mentorship Program Committee: Outreach Officer (Chair)
6. Events and Engagement Committee: Engagement Officer (Chair)
7. Governance and Strategy: PHAA Vice President: Governance (Chair)

The PHAA Board may choose not to strike a committee in any given year due to need or demand.

4.1.2. At the discretion of the PHAA Executive and under advisement of the PHAA Board, ad hoc subcommittees may be struck in order to achieve deliverables not covered by the existing standing committee structure and deemed necessary by the PHAA Executive.

4.1.3 All non-standing subcommittees shall be chaired or co-chaired by a member of the PHAA Board.

4.1.4. Subcommittee or ad hoc committee chairperson positions shall be held for a period of one year, with provision for two additional terms if approved by the PHAA Executive.

4.1.5 Additional subcommittee or ad hoc committee members shall be recruited from the PHAA Board and from the membership at large.

4.1.6 All subcommittee recommendations shall be forwarded to the PHAA Board for approval.

5.0 PHAA Committee Structure & Operations

5.1 Board of Directors. The PHAA Board is the governing body that oversees the operations, policies and procedures of the PHAA. It is led by an executive leadership team and supported by elected or appointed representatives from PHAA membership.

5.1.1 Executive Leadership Team (PHAA Executive):

- President
- Vice-President: Governance
- Vice-President: Communications
- Vice-President: Finance

5.1.2 Non-Executive Members of the Board of Directors

- University Affairs Officer/ College of Electors Representative
- Awards Officer
- Engagement Officer
- New Alumni Officer
- Outreach Officer
- Member-at-Large General (upto 2 persons)
- Immediate Past-President of the Executive

Optional roles if needed:

- Doctoral Student Officer (as identified by the PHSA)
- Masters Student Officer (as identified by the PHSA)

5.1.3 Ex-Officio Members

In addition, the Board will have the following Ex-Officio members who may choose to serve:

- The Dean of the DLSPH, or designate
- DLSPH Director of Advancement or designate
- DLSPH Practicum Placement and External Relations Officer

The Board will have up to 17 members and if one of the positions is not filled, a member of the board may fill that role. No board member may fill more than three positions/official roles at any time.

5.2. PHAA Board Terms of Office

5.2.1 A PHAA member may hold an Executive position for a maximum of 4 consecutive years.

A PHAA member may serve a maximum 6 consecutive years on the Executive. There are no limits to the number of consecutive years a PHAA member may serve on the Board.

Previous Executive Members may serve again provided that at least four years have elapsed since s/he last served on the Executive.

5.2.2 The elected members of the PHAA Executive will take office at the close of the annual meeting at which they are elected.

5.2.3 Individuals interested in being Board Officers may self-present, be nominated or if no candidate is presented at the time of nomination or the AGM, be subsequently appointed by the PHAA Board.

5.3 Nomination of Executive Members

5.3.1 The PHAA Executive and Board of Directors will be nominated via a slate put forward by the Nominating Committee. The nominating committee consists of:

- A member of the PHAA Executive who is either at the end of their final term of office or not seeking further continuation of Executive role or a past member of the PHAA Board of Directors (e.g., Past President) who is also not seeking to re-join the board for the current term.

5.3.2. The nominating committee will identify and recommend candidates for the four Executive roles (President, Vice-President: Governance, Vice-President: Communications, Vice-President: Finance) and the Board of Directors' roles, which includes:

- A general call out to the PHAA membership.
- A set closing date for the call.
- A set date for distribution of the Slate of Candidates.

5.3.3 The slate of candidates will be distributed to the general PHAA membership by the common channels for communication used in PHAA communications.

5.3.4 The slate of candidates will be confirmed and/or elected at a General Meeting of the PHAA Membership.

5.4 Roles and Responsibilities

The PHAA Board is represented by executive and non-executive members who fill the following roles and assume the responsibilities for overall PHAA governance and those listed. All members of the PHAA board are expected to attend and actively participate in a minimum of three (3) board meetings per year as part of their duties. Board members are expected to read all pertinent documentation, engage in appropriate correspondence and ensure that they are informed of board-related issues in preparation for every meeting and PHAA-led activity. Members are further expected to represent the PHAA and attend PHAA-led events and sponsored activities whenever possible. The PHAA Past-President is the only member of the Board that is exempt from participation expectations, although they must uphold the standards of conduct in all PHAA activities.

5.4.1 President

- Call and Chair PHAA Board meetings.
- Chair the PHAA Executive.
- Lead development of the PHAA Board meeting agenda.
- Represent the PHAA at the DLSPH Executive committee and to the Dean of the DLSPH.
- Represent the PHAA at U of T Council of (Alumni) Presidents.
- Represent the PHAA at community and professional events.
- Ensure all Executive and Board-level roles are filled and operations are performed at a sufficient level.
- Fulfill the duties of a Vice-President in the event that the VP is unable to do so until a designate is appointed.
- Attend regular PHAA board meetings.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.2 Vice President: Governance

- Chair the AGM Standing Sub-committee.
 - Chair the Governance Standing Committee of the PHAA if needed
- Fulfill the duties of President or any other PHAA Executive member if they are unable to do so until an interim is appointed or a replacement is elected.
- Advises on areas of strategy and timing of events and logistics regarding scheduling, human resources and financial commitments as needed.
- Serves to coordinate the activities of the Board, including tracking key dates and commitments made by the board.
- Plays a key role in managing the Board's commitments and working with the Executive to ensure that deliverables are met throughout the year.

- Serve as principal designate for the PHAA President and Standing Committee Chairs on matters where required.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.3 Vice President: Communications

- Chair the Communications Standing Committee.
- Record and distribute the minutes of PHAA Board meetings.
- Update and maintain PHAA communication resources and channels (e.g., website, social networks).
- Distribute announcements and curate content submissions from the PHAA Board and members as necessary.
- Liaise with the DLSPH Communications Director to coordinate and distribute messages as needed.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.4 Vice President: Finance

- If needed, Chair the Finance Standing Committee of the PHAA.
- Ensure all PHAA funds are properly accounted for and managed, in accordance with all necessary legal and procedural regulations.
- Preparation and administration of PHAA financial records.
- Preparation and reporting of finances to the PHAA and the AGM.
- Oversee preparation of the annual budget.
- Liaise with the DLSPH Finance Office and represent the PHAA on financial matters.
- Receive and process all reimbursements and expense claims for the PHAA, award applicants, contractors and members as approved by the PHAA Board.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.7 University Affairs Officer / College of Electors Representative

- Represent the PHAA on the University of Toronto College of Electors.
- Serve as ambassador for the PHAA to the University of Toronto community.
- Actively support other PHAA Board roles.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.8 Awards Officer

- Chair of the PHAA Awards Committee.
- Oversee the development of appropriate selection criteria for awards.
- Ensure award criteria are publicised and communicated broadly to appropriate audiences
- Maintain correspondence with award winners and field questions from nominees
- Arrange for appropriate presentation and communication of awards, including any financial matters, certificates or other notices related to awards
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.9 DLSPH School Affairs Officer

- Represent PHAA members on the DLSPH School Council and its Education Committee
- Assist the President in liaisons as needed.
- Prepare and report on DLSPH affairs and activities to the PHAA Board as necessary.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.10 Engagement Officer

- Chair or designate leadership for the PHAA Events and Engagement Committee.
- Responsible in maintaining the PHAA Events Calendar
- Coordinate with PHAA-led event leaders to provide support, such as communications, space management, catering, promotions, accounting and documentation on PHAA-led events.
- Report on events and related activities to the PHAA Board.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.11 New Alumni Officer

- Represent the needs of new alumni on the PHAA Board, as well as support and retain new alumni within the PHAA. New alumni are those who are defined as having become PHAA members within 36 months of convocation or program completion.
- Ensure presence and participation of PHAA at all DLSPH student-focused events.
- Coordinate communications with new graduates with the DLSPH at June and November convocation.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.12 Outreach Officer

- Co-Chair the Mentorship Program Committee.
- Provide counsel and leadership on matters pertaining to PHAA efforts to engage current members.

- Develop and support initiatives to engage PHAA members in PHAA and DLSPH-related events and activities.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.13 Member-at-Large

- Support board activities, Committee chairs and events.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.14 Faculty or Staff Representative

- Support board activities, Committee chairs and events.
- Represent the interests and activities of the PHAA at DLSPH Faculty events, meetings and activities.
- Member may be a faculty or staff member of the DLSPH
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.4.15 Immediate Past-President of the Executive

- Provide guidance to the current PHAA Executive on matters of leadership, governance and policy.
- Represent the PHAA at public events as requested.
- Chair the Nominations Standing Committee if requested.
- Attend regular PHAA board meetings and review all required materials for each meeting.
- Actively participate in the decision making at PHAA Board meetings and in on- and offline discussions about Board-related activities.

5.5 Meetings of the PHAA Board

5.5.1 The PHAA Board will meet on a minimum quarterly basis, with additional meetings as required. Meetings may be held in-person, via conference call, video conference and/or other methods as deemed appropriate by the PHAA Board.

5.5.2 Minutes will be taken at each meeting and circulated in advance of the next PHAA Board meeting by the Vice-President: Communications or designate.

5.5.3 Quorum for a meeting will be 50% plus one of the PHAA Board excluding Ex-Officio members. Quorum is set to the number of active Board members, not roles (thus, vacant seats are not considered toward quorum assessment). Members unable to attend who have submitted regrets to the PHAA Board Chair (President) or Vice President, Communications prior to the meeting will be counted towards quorum. Regrets will be treated as abstentions from Board votes unless a proxy vote has been provided to

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the President (or designated meeting Chair) in advance of the meeting. Those who convey regrets with a proxy vote will count toward quorum.

5.6 General Membership Meetings. An Annual General Meeting of the PHAA (AGM) must be held each year within 15 months of the previous AGM by vote of the PHAA Board. If the PHAA Board is not able to agree to a date, the PHAA Executive will decide on a date.

5.7. Deliverables:

Each year, the PHAA Board will endeavor to perform the following activities on an annual basis:

Activity	Person(s) Responsible
Board Meetings	PHAA Executive, Board and Ex-Officio Members
Executive Meetings	PHAA Executive
PHAA Travel Awards (ending 2018)	Awards Officer, Travel awards Standing Committee
C.P. Shah Alumni Award	Awards Officer
Mentorship Program	Outreach Officer, Mentorship Standing Committee
Convocation & School Celebrations	Officers: New Alumni, Engagement, & School Affairs
Annual General Meeting	PHAA Board, PHAA Vice-President: Governance
Professional Development	Officers: Outreach & Engagement
Orientation Events (if needed as support)	Officers: Events and Activities Officer , New Alumni Officer
Budget Development	Vice-President: Finance & PHAA Executive
Alumni Events	Engagement Officer
School Council Executive or Membership	PHAA President (or designate) and/or VP Governance
Communications	Vice-President: Communications & Communications Standing Committee
Meeting with DLSPH Dean	PHAA President and Executive
Alumni Council Meetings	PHAA President

5.8 Standing Committees (if needed)

5.8.1 Finance Committee

- Plan the PHAA annual budget to be presented and approved by the PHAA Board and the DLSPH.

- Develop cost estimates based on previous year expenditures

5.8.2 Communications Committee

- Develop communications strategy for connecting with alumni, the DLSPH and students, including: determining effective channels of communication and engagement, and appropriate messaging.
- Manage communication methods as determined by communications strategy.

5.8.3 Nominations Committee

- Identify and recommend candidates for the Executive and Board of Directors' roles by:
 - A general call out to the PHAA membership.
 - A set closing date for the call.
 - A set date for distribution of the Slate of Candidates.

5.8.4 Awards Committee

- Responsible for developing a communications strategy and promotions of awards to the appropriate audience(s) for whom the award is intended.
- Oversee the development and changes to the criteria of existing and/or new awards.
- Review award application materials submitted by candidates against award criteria.
- Recommend award recipients based on the merits of the candidates in alignment with set criteria.

5.8.5 Mentorship Program Committee

- Promote the program at PHAA events and through PHAA resources and channels
- Responsible for recruiting existing and new alumni, and current DLSPH students to participate in the program
- Review mentorship program applications/expression of interests, and match mentors with interested DLSPH students
- Coordinate networking events for participating mentors and students of the Mentorship program.

5.8.6 Events and Engagement Committee

- Oversee planning and logistics for PHAA-led events including: budget development, catering, space booking and management, promotions, set-up and clean-up, and evaluation.
- Coordinate with the AGM Organizing Sub-Committee to arrange the AGM.
- Oversee the planning and execution of the Annual "In the Loop" event.

5.8.7 Annual General Meeting Organizing Sub-Committee

- Working with the Events and Engagement Committee and under the direction of the VP: Governance, this sub-committee is responsible for determining and organizing date, venue, activities, materials and other details for the Annual General Meeting (AGM).
- Plan the agenda for the AGM.
- Appoint a Chairperson for the AGM event.
- Work with other Board members (Vice-President: Communications, Officers: Engagement, New Alumni & Outreach) to promote event and AGM agenda.

5.9 Replacement and Removal of Officers: Members of the PHAA Board and Executive are expected to actively participate in the programming, events, policy development and governance of the PHAA during their term of office. Should a member be unable to fulfill their obligations for any reason, a series of options are available and described in this section.

5.9.1 Non-engagement. A PHAA Board member shall be deemed to be *non-engaged* with the PHAA Board as evidenced by non-attendance at required meetings, non-response to electronic communications or failure to meet requirements set forth by their position in any 2-month period during their term of office. It is recommended that the PHAA President, at her or his discretion, inquire with the member in question about the reasons for non-engagement prior to undertaking any action. If the reasons are unsatisfactory, the PHAA President, at her or his discretion, may recommend to the PHAA Board that the officer be removed from office. After 3-months of non-engagement, this inquiry is mandatory.

5.9.2. Board members and members at large may direct their concerns about a PHAA Board member to the PHAA President. If the concern is about the PHAA President, then these concerns are to be directed to the VP-Governance.

5.9.3 Non-participation or unacceptable or unsatisfactory administrative performance of duties. At the discretion of the PHAA Executive, a member of the PHAA Board (or Executive) may be removed from office due to non-participation or unacceptable or unsatisfactory performance of duties. Failure to execute deliverables as requested or mandated or do so at a level of competence expected by the role as deemed by the PHAA Executive is sufficient grounds for removal. Non-participation or incompetent behaviour for the requisite period of service of no more than 3-months is sufficient grounds for removal of the officer by the PHAA Board. A decision of $\frac{2}{3}$ majority of voting members present at a meeting of the PHAA Board (in-person or virtual) is sufficient to remove the officer if a vote is requested by the PHAA Executive. PHAA Board members may submit a recommendation to the PHAA Executive for removal of a specific member in writing. PHAA Executive are required to address this request within 21 days of delivery of the request to the PHAA President, VP Governance or PHAA Executive as a group.

5.9.4 The term of office is null and void immediately upon a PHAA Board vote for removal.

5.9.5 Upon removal or withdrawal of an officer, the PHAA Board may appoint a PHAA member to fill the position until the subsequent Annual General Meeting, at which time the position will be open for election. Any time spent in an interim role will not be counted towards the term limits for elected office.

6. Voting Procedure

6.1: Motions brought to the PHAA Board shall be passed by a majority vote cast by eligible voters. In the event of a tie, one of the DLSPH Ex-officio members will vote. The Chair of the Board meeting (usually the President) will appoint the Ex-officio member to vote.

6.2. Eligible voters shall include all elected PHAA Executive members and PHAA Board members

6.3 Where a representative of the Board is bringing forward a request for funding support, that member shall abstain from the vote on that request.

6.4 In order for a motion to be eligible for a vote, a quorum of 50% plus one of eligible voters must be in attendance at the meeting (by conference phone or in person) or have responded with proxy votes in absentia. Regrets will be treated as abstentions from Board votes unless a proxy vote has been provided to the President (or designated meeting Chair) in advance of the meeting. Regrets will be counted toward quorum for the purposes of the vote.

6.5 Proxy votes will be accepted where full background information has been circulated in advance. Members shall communicate a proxy vote to the President (or designated meeting Chair) in advance of a scheduled meeting. Proxy votes shall count toward determination of quorum.

6.6 Constitution. The Constitution may be amended from time to time by a two-thirds majority of the PHAA Board, but such Constitution and amendments thereto shall be subject to ratification of the membership at large, at the Annual General Meeting.