



**SWIM
MANITOBA**

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Board/Committee Code of Conduct

Approved April 8, 2013

Introduction

Members of the Board and members of all committees, councils, and associations of SNM shall at all times conduct themselves in a professional manner and in accordance with the Board and Committee Member Code of Conduct (attached Schedule "A").

Purpose

This policy was created to ensure all members of the Board of Directors and of any committee, council and association of SNM adhere to common standards of personal conduct and commit to clear performance expectations in carrying out the business of SNM.

Application

This policy applies to all members of the Board of Directors, to all members of Standing or Independent committees, council and association of the Board of Directors, and to any individual appointed to an operational committee of SNM.

The President of SNM shall ensure that all Directors and members of any committee, council and association are aware of their responsibilities as defined in the Code of Conduct. Breach of the Code of Conduct may be cause for removal of a member from service on a committee, council and association or for a recommendation to the SNM Membership for the removal of a Director from the Board of Directors as permitted in Section 5.09 of the Bylaws



Responsibility

President

a) Ensures the Code of Conduct is reviewed annually for the first meeting of the Board, or as soon as practical after the election of the Board.

b) Assists Committee, Council and Association Chairs to ensure that members of committees and councils comply with the Code of Conduct.

Executive Director

a) Ensures all members of committees, councils and associations complete and sign the notice of compliance with the Code of Conduct, and that such notice is updated

annually, usually at the first committee or council meeting after the Annual Meeting. Individuals appointed to more than one committee or council may complete one notice, listing all applicable positions held.

b) Advise the President of SNM annually that all members of the committees and associations have signed/updated their notices of compliance.

Review and Approval

This policy was reviewed & approved by the Board on April 8, 2013 and shall be reviewed every two years by the Board.

Schedule "A"

CODE OF CONDUCT

SNM Board of Directors and Members of SNM Committees, Councils and Associations

Introduction:

The Board of Swim Natation Manitoba is elected by and responsible to the membership of SNM as defined in the SNM Bylaws. Members of the Board, members of any committee, council or Association of the Board, or any person appointed by the Board to serve on any committee or association of SNM, shall at all times be governed by applicable federal and provincial statues, by the Bylaws, and by any policies adopted by SNM for the governance and management of its affairs. Members of the Board, and of SNM committees, councils and associations, shall ensure that none of their actions or decisions conflict with the rules of swimming.

General Standards of Conduct:

Members of the Board, and members of all committees, councils and associations, shall:

a) Respect the rights, dignity and worth of all persons.

- b) Be responsible first and foremost to the welfare of SNM and function primarily as a member of the Board/Committee/Council/Association, not as a member of any particular constituency.
- c) Conduct themselves openly, professionally, lawfully and in good faith in the best interests of SNM.
- d) Behave with appropriate decorum.
- e) Be fair, equitable, considerate and honest in all dealings with others.
- f) Exercise sufficient due diligence in upholding their fiduciary responsibility to the membership of SNM.
- g) Respect the confidentiality appropriate to issues of a sensitive nature.
- h) Ensure all members are given sufficient opportunity to express opinions and that all opinions are given due consideration and weight.
- i) Respect the decisions of the majority and resign if unable to do so.
- j) Commit the time to attend meetings and to be diligent in their preparation for, and participation in, discussions.

General Duties and Responsibilities of Members of the Board of Directors

The Board of Directors shall:

- a) Establish the strategic purpose and values of the organization.
- b) Exercise financial oversight and fiduciary responsibility for the organization on behalf of SNM members.
- c) Exercise risk management oversight on behalf of the organization. Risk management includes; identifying and prioritizing risks to the organization; developing a written action plan for each significant risk; communicating and training the plan; monitoring its success and making changes where necessary.
- d) Establish formal and informal reporting requirements between the Board and any committees, councils and associations of the Board, between the Board and the Executive Director, and (through the Executive Director) between the Board and any operational/management committees.
- e) Establish, approve and review policies.
- f) Adhere to SNM Conflict of Interest policy;
- g) Respect the authority of the President, and exercise on such authority as is granted individually or collectively by Board governance policies.
- h) Respect the relationship between the Board and Executive Director, and the authority of the Executive Director over SNM management and administration.
- i) Ensure only the President or the Executive Director speaks publicly on behalf of SNM, unless another spokesperson has been specifically authorized by the Board.

- j) Assist the President in establishing clear performance criteria, including key results and time frames, for the periodic evaluation of the performance of the Executive Director. Performance criteria should be objective, measurable and in accordance with the strategic goal established by the Board.

General Duties and Responsibilities of Members of Committees, Councils and Associations

Members of committees, councils and associations of SNM shall:

- a) Review and be guided by the Terms of Reference for the committee, council or association;
- b) Develop, in conjunction with the Board or with the appropriate staff person, an annual program of work for the committee/association, including performance outcomes and timelines.
- c) Respect the authority of the President of the committee/council/association, and communicate to the Board and to staff through the President, or through such lines of communication as may be established by the Board or by management.
- d) Avoid and declare potential conflicts of interest, as per SNM Conflict of Interest Policy.
- e) Prepare for and participate fully in all discussions and decisions of the committee/council/association.
- f) Ensure that decisions that create budgetary implications or expose SNM to potential risk are flagged for specific attention by the Board.
- g) Ensure budgetary constraints are known and respected.