

## UNIVERSITY OF MANITOBA BYLAW

<b>BYLAW:</b>	<b>CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS</b>
<b>Effective Date:</b>	June 1, 2009
<b>Revised Date:</b>	February 10, 2014
<b>Review Date:</b>	February 10, 2024
<b>Approving Body:</b>	Board of Governors
<b>Authority:</b>	<i>The University of Manitoba Act</i> Section 16(1)(a)
<b>Responsible Executive Officer:</b>	University Secretary
<b>Contact</b>	University Secretary
<b>Applies to:</b>	Board of Governors members

### Part I Reason for Bylaw

- 1.1 As it is the desire of the Board of Governors (the "Board") that all of its actions be seen to be founded on the principle of ethical community leadership, the reason for this bylaw is to provide for a Code of Conduct for Members of the Board of Governors of the University that will ensure public confidence in all aspects of the Board of Governors.

### Part II Bylaw Content

- 2.1 All members of the Board have a responsibility only to the best interests of the University of Manitoba. All members must function as members of the Board and not as a spokesperson or representative for any constituency or interest group.
- 2.2 As Governors, members of the Board are obliged to act in the long-term interests of the University of Manitoba as a whole.

- 2.3 Members of the Board shall carry out his/her functions with honesty, integrity, independence, good faith and the prudence of a reasonable individual and shall act only in the best interests of the University.
- 2.4 From time to time, the Board shall approve a Code of Conduct that is consistent with the principles articulated above.
- 2.5 At the time of appointment to the Board, and each year thereafter, all members shall sign and file a declaration with the University Secretary indicating that they have read, understand and agree to abide with the terms and spirit of the Code of Conduct.
- 2.6 For the purposes of this Bylaw and the Code of Conduct, "member(s)" means any person(s) appointed as a member or assessor of the Board, as well as any person appointed as a member of a standing or ad hoc committee of the Board, whether or not he/she is a member of the Board.

### **Part III Accountability**

- 3.1 The Office of Legal Counsel is responsible for advising the University Secretary that a formal review of the Bylaw is required.
- 3.2 The University Secretary is responsible for the implementation, administration and review of this Bylaw.
- 3.3 All Board of Governors members are responsible for complying with this Bylaw.

### **Part IV Authority to Approve Regulations and Procedures**

- 4.1 The Board of Governors may approve Regulations and Procedures which are secondary to and comply with this Bylaw.

### **Part V Review**

- 5.1 Governing Document reviews will be conducted every ten (10) years. The next scheduled review date for this Bylaw is February 10, 2024.
- 5.2 In the interim, this Bylaw may be revised or repealed if:

- (a) the Board of Governors deems it necessary or desirable to do so;
  - (b) the Bylaw is no longer legislatively or statutorily compliant; and/or
  - (c) the Bylaw is now in conflict with another Governing Document.
- 5.3 If this Bylaw is revised or repealed, all Secondary Documents will be reviewed as soon as reasonably possible in order to ensure that they:
- (a) Comply with the revised Bylaw; or
  - (b) are in turn repealed.

## **Part VI**

### **Effect on Previous Statements**

- 6.1 This Bylaw supersedes:
- (a) all previous Board/ Senate Bylaws, Regulations, Rules, Policies and Procedures, and resolutions on the subject matter contained herein; and
  - (b) the previous Faculty/ School Council Bylaw, Regulations, Procedures, and resolutions on the subject matter contained herein.

## **Part VII**

### **Cross References**

- 7.1 This Bylaw should be cross referenced to the following relevant Governing Documents, legislation and/or forms:
- (a) [Code of Conduct for Members of the Board of Governors](#)