

CONFLICT OF INTEREST POLICY

GENERAL

1.01 Purpose. This Conflict of Interest Policy is intended to ensure the highest standards and maintenance of the integrity of the IIWR-MB. Directors shall act at all times in the best interests of the IIWR-MB. This means performing their duties and executing the affairs of the IIWR-MB in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

1.02 Definitions.

1. **Co-Chair(s):** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
2. **Conflict of Interest:** A conflict of interest refers to situations in which personal, occupational, or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of the IIWR-MB and includes conflicts as described in subsection 2.02 hereof.
3. **IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
4. **Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.
5. **Officer(s):** Understood as per the IIWR - MB By-Laws as any individual(s) who holds the office of: president or co-presidents, vice-presidents, secretary, and treasurer and any such other officers as the Board of Directors may determine by by-law.

1.03 Conflict of Interest may be Real, Potential or Perceived. A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest. A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment. A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.

PROCEDURE

2.01 Determine whether there is a Conflict of Interest. The first step of the process is to determine whether there is a conflict of interest.

2.02 Examples of a Conflict of Interest. The following examples constitute, without limitation, Conflicts of Interest under this Policy:

1. Any circumstance that may result in a personal or financial benefit to a director or their family, business associate, or friend. This includes, but is not limited to, accepting any payment for services rendered to the IIWR-MB or accessing financial or other resources for personal use.
2. Personal interests which conflict with, or are otherwise adverse to, the interests of the IIWR-MB.
3. Seeking, accepting, or receiving any personal benefit from any individual or organization collaborating with or seeking to collaborate with the IIWR-MB.
4. Being a member of the board or staff of another person which might have material interests that conflict with the interests of the IIWR-MB or its Members; and, dealing with matters on one board which might materially affect the other board.

2.03 Disclosure. Once a real, potential or perceived conflict of interest has been identified, the Director must openly disclose the conflict before the Board or its committees dealing with the matter at issue.

2.04 Uncertain Matters. If the director is not certain whether they are in a conflict of interest, the matter may be brought before the Co-Chairs of the Board for advice and guidance. If the matter concerns a Co-Chair, the individual may raise the concern with the Secretary. If there is any question or doubt about the existence of a conflict of interest, the Board will determine by majority vote if a conflict of interest exists. The director potentially in a conflict of interest shall be absent from the discussion and shall not vote on the issue.

2.05 Board Vote. If there is any question or doubt about the ability of a director to act in the best interests of the IIWR-MB due to a conflict of interest, the Board will determine by majority vote if the director may still participate on the matter despite the conflict of interest.

2.06 Abstention. If the Board so decides, the director in question shall abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter, and/or shall leave the meeting for the duration of any such discussion or vote.

2.07 Recording of Minutes. The disclosure and decision as to whether a conflict of interest exists shall be duly recorded in the minutes of the meeting. The time the Director left and returned to the meeting shall also be recorded.

2.08 Request for Redaction. If the individual who the conflict of interest pertains to requests that their name be redacted, that decision can be made by board vote.

OPEN & CLOSED MEETINGS POLICY

GENERAL

1.01 Purpose. This Open & Closed Meetings Policy is intended to ensure transparency and impartiality in its operations and communication with membership and the broader public. Directors shall act at all times in the best interests of the IIWR-MB and its membership. This means performing their duties and executing the affairs of the IIWR-MB in such a manner that promotes public confidence and trust in the transparency and impartiality of the Board.

1.02 Definitions.

1. **Co-Chairs:** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
2. **Director(s):** Members who sit on the Board of Directors that govern IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
3. **IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
4. **Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.

1.03 Board Meetings. These policies pertain to only board meetings except when otherwise indicated.

OPEN MEETINGS

2.01 Open Meetings. All meetings shall be open to all IIWR-MB members except in the circumstances restricted by this policy.

2.02 Notice of Meetings. When possible, the IIWR-MB Co-Chairs will give at minimum ten (10) days written notice of all public meetings.

2.03 Committees. A minimum ten (10) days written notice shall be given for meetings of IIWR-MB Committees, including but not limited to: Advocacy Committee, Diversity Committee, Youth Council, Commission on the Status of Women, and Local to Global.

2.04 Agenda & Operations. For open board meetings the following, whenever possible, must occur:

1. Distribution of agenda at minimum 3 days prior to the meeting, to directors and active membership through relevant channels (i.e. email and drives),
2. Distribution of minutes to directors, and membership upon request, within fourteen (14) days of the meeting taking place,
3. Attachment of associated reports and appendixes to meeting minutes, and
4. Option for virtual attendance. If members of IIWR-MB are not able to attend meetings in-person, they can request to attend via call-in or video conferencing. Members wishing to do so must contact VP Administration at minimum five (5) days before the meeting date.

CLOSED MEETINGS

3.01 Closure of Meetings. To ensure transparency, board meetings will be closed only when legally permitted or required to do so, and only in the circumstances permitted by this policy (see 3.03).

3.02 Communication of Closure. When meetings are closed, the Co-Chairs, or the presiding director who called the meeting, will be responsible for communicating to the membership that a closed meeting will be taking place and provide a justification, as per the ground listed below, for the closure of the meeting.

3.03 Grounds for Closures. The following are reasons that may be deemed necessary to close a meeting:

- Receiving of advice or matters that are subject to solicitor-client privilege
- Financial concerns considered sensitive to the viability of the organization
- Considering personal information about an identifiable individual
- Contract or employee negotiations
- Litigation or pending litigation, including matters before administrative tribunals
- Any other matter permitted or required as requested by the board and passing at rate of 51% of board member approval

3.04 Motions for Closure. To ensure transparency, when a closed meeting is required, the meeting will begin and end as an open meeting. Before closing a meeting, the directors will adopt a motion to close the meeting setting out the nature of the subject-matter to be discussed and the statutory reason for closing the session.

3.05 Recording of Minutes. The closure of a meeting, the nature of the subject-matter to be discussed and the statutory reason for its closure shall be duly recorded in the minutes of the meeting. The time the meeting closed and opened shall also be recorded.

IMPROPER CLOSURE OF MEETINGS

4.01 Procedure. If a director or member believes a meeting to have been closed improperly or on illegitimate grounds, they may request additional information regarding the justification for closure of the meeting. The directors, or the presiding director who called the meeting, can then determine the amount they are able to disclose about the nature of the meeting to the individual requesting additional information.

4.02 Board Vote. If there is any question or doubt about the legitimacy of the closure of a meeting, the member can take the request to the Co-Chairs to be added to the agenda. The Board will determine by majority vote if the justification for closure of a meeting is deemed legitimate.

EVENTS & INITIATIVES POLICY

GENERAL

1.01 Purpose. The purpose of this policy is to clarify when the Board must be notified of events, initiatives, and actions taken by officers of the Board, Directors, Committee Chairs, contracted support and project managers. All regulations within this policy should be understood as operating within and under the By-Laws and Constitution of the IIWR-MB.

1.02 Definitions.

1. **Co-Chairs:** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
2. **Committee Chair(s):** Any individual/individuals who has/have been appointed by a motion of the Board of Directors to chair a committee or sub-committee, including those not holding an officer or director position, as defined under 2 and 3.
3. **Contracted Support:** Any individual who has been appointed, by a motion of the Board of Directors, to provide services to the organization through a contract as determined between the individual and the organization. Contracted support does not need to be a member of the organization.
4. **Director(s):** Members who sit on the Board of Directors that govern IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
5. **Electronic Notification:** As understood for the purpose of this document, it includes telephone, e-mail, video or phone conference, or communication application.
6. **IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
7. **Mandate:** The IIWR-MB's mandate is articulated as, "a world of opportunity, dignity, and human rights actualized for women and girls."
8. **Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.
9. **Officer(s):** Understood as per the IIWR - MB By-Laws as any individual(s) who holds the office of: president or co-presidents, vice-presidents, secretary, and treasurer and any such other officers as the Board of Directors may determine by by-law.
10. **Project Manager(s):** Members of the organization who have been mandated by the Board of Directors, an Officer, a Director, or a Committee Chair to lead on an initiative or project that does not require committee support or action.
11. **Vision:** The IIWR-MB's vision is articulated as, "we are a diverse community promoting awareness of women's human rights through advocacy, education, and action."

12. Values: The IIWR-MB's values are articulated as, "Advocacy: Highlighting to the larger community the issues, focusing on women's rights. Inclusivity: Being welcoming, diverse and respectful; having authentic grassroots voices; valuing everyone's contribution. Sharing/Learning: Raising our and others' awareness and knowledge. Connection and Community: Engaging and supporting multiple communities through education and fundraising. Peace: Acting on and promoting non-violence and safety.

REPORTING REQUIREMENTS

2.01 Initiatives Outside Mandate. For consideration of any events, initiatives or actions outside of the IIWR-MB Mandate, Vision, and Values consultation must take place with the Board of Directors prior to taking action. Notification may be done in person or electronically.

- a. Electronic notification requires a 24-hour notification period for objections. Should an objection be brought forward that is unable to be resolved by discussion between the officer proposing the event or initiative and the objecting officer, then the motion will be passed to a board vote that can be performed electronically or in-person, within 24 hours. Should a discussion result in the objecting officer rescinding their objections and no further objections come forward, the event or initiative may proceed. If no objections are brought forward within 24 hours, the officer may consider the motion passed and proceed.

2.02 Initiatives Within Mandate. All officers, directors, committee chair, contracted support, and project managers are required to report to the Board at the nearest preceding board meeting, either in person or electronically, any events, initiative, or actions that fall under the Mission, Vision, and Values that they have supported at the next possible meeting of the board.

- a. Space must be provided on the agenda for these reports at all board meetings.
- b. Should an officer, director, committee head, or contracted support be unavailable to attend the next meeting, they must send their report either in person or electronically for the Vice-President for Administration and Recruitment to report to the Board on their behalf.
 - i. An exception from this requirement is possible should a committee member be present at the board meeting. The committee member may instead present the report on behalf of the committee.

2.03 Violation of Reporting Requirements. All officers, directors, committee chairs, contracted support, and project managers are responsible to have familiarized themselves with these policies. Should these policies fail to be abided by, the individual(s) must report, in-person or via electronic notification, to the co-chairs as soon as they become aware of the violation.

- a. Should the individual(s) who violated the policy be the ones to report themselves, demonstrating a clear understanding of the policy, there is no need for further action.

- b. Violations should first be discussed between the individual(s) and the co-chairs to ensure the individual is clear on the policies and procedures.
- c. Should repeat offences occur that results in a negative outcome for the IIWR-MB, the Co-Chairs may consult the Board of Directors to determine the next steps, including potential termination.
 - i. If deemed necessary, the board may defer to the *IIWR-MB By-Laws* under Section 15 (a) for guidance on procedure.
 - ii. All individual(s) in violation of this policy should be consulted on this process and all individuals involved in the process should work to find the best solution for all involved, including the individual in violation.
- d. Repeat violations not resulting in negative consequences for the IIWR-MB may be taken to the Board of Directors for further consultation. Repeat violations not resulting in negative consequences for the IIWR-MB should result in a plan developed between the individual and the IIWR-MB to assist in their ability to abide by this policy.

ALTERNATIVE MEMBERSHIP POLICY

GENERAL

1.01 Purpose. The purpose of this policy is to outline alternative membership fees when members are unable to pay the monetary amount of the membership fee.

1.02 Definitions.

1. **IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
2. **Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in this policy.

ALTERNATIVE MEMBERSHIP PAYMENT

2.01 Volunteer Hours. If someone would like to become a member of the IIWR-MB and is unable to pay the set monetary fee, they have the option of performing a minimum of ten (10) hours of volunteer service over the course of the year. Volunteer work can be done by joining a committee, participating in the planning of an event, or in any other way deemed acceptable by the Board of Directors.

BY-ELECTIONS POLICY

GENERAL

1.01 Purpose. The purpose of this policy is to direct the Board on how to proceed when a Director resigns or leaves the Board prior to an annual general meeting.

1.02 Definitions.

- 1. Co-Chairs:** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
- 2. Director(s):** Members who sit on the Board of Directors that govern IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
- 3. IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
- 4. Member:** A person who had paid the IIWR-MB membership fees for the designated year, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.

RESIGNATION

2.01 Written Notice. If a Director chooses to resign prior to the completion of their term, they are required to provide the Board with a minimum thirty (30) days written notice.

TERMINATION

3.01 Written Submission. If a Director or member believes, for any reason, that another director can no longer impartially or ethically remain on the Board, the director or member must submit their request to terminate the Director in writing to the Co-Chairs.

3.02 Reason for Complaint. The request to terminate must include why the writer believes that the Director in question can no longer remain on the board.

3.03 Complaint regarding Co-Chair. If a request to terminate is to be raised about one or more of the Co-Chairs, the matter can be taken to two other sitting members of the Board.

3.04 Reasonable Grounds. Once the Co-Chairs receive a request to terminate, they shall determine whether the request is based on reasonable grounds. If not, the Co-Chairs are not required to proceed.

3.05 Board Vote. If the Co-Chairs believe that the request to terminate is based on reasonable grounds, they shall bring the request to the Board for a vote at the next monthly board meeting.

3.06 Co-Chair to make Complaint. If the Co-Chairs wish to make a request to terminate, they can bring the request directly to the Board.

3.07 Majority Rule. If a resolution is passed by fifty one percent (51%) of the members present at the meeting, the Director shall be removed from office.

FILLING A VACANCY

4.01 Board Vote. If there is a vacancy on the Board, the Board may, by majority vote, elect to fill the vacancy with a new Director at any monthly board meeting.

GRIEVANCE POLICY

GENERAL

1.01 Purpose. The purpose of this policy is to guide the Board on how to proceed when a director or member of the public has a grievance with a member of the Board.

1.02 Definitions.

1. **Co-Chair(s):** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
2. **Director(s):** Members who sit on the Board of Directors that govern the IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
3. **Governance Committee:** Sub-Committee of IIWR-MB has the responsibility to oversee and refine policy of the organization.
4. **IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.
5. **Member:** A person who had paid the IIWR-MB membership fees, or who has made alternate membership payment as described in the Alternate Membership Payment Policy.

PROCEDURE

2.01 Discussion. If a Director or member has a grievance or problem with another Director, including a Co-Chair, they should discuss it first with the Director in question with the aim of resolving the difficulty.

2.03 Discussion with Co-Chairs. If the member wishing to file the grievance is not comfortable going directly to the Director in question, they may take the matter to the Co-Chairs.

2.04 Resolution not Achieved. If a resolution is not reached between the parties, the griever may file a grievance in writing to the Co-Chairs. If the individual is not comfortable taking the matter to the Co-Chairs, they may file the grievance with any sitting Director.

2.05 Review and Recommend. Once the Board receives a grievance, they will convene to review the grievance and to recommend a course of action for the Governance Committee to undertake.

2.05 Director will be Absent. The Director in question will not be permitted to attend the review and recommendation meeting.

ACTIONS

3.01 Governance Committee to Create Action Plan. Possible actions will be developed by the Governance Committee and brought to the Board.

3.02 Transparency and Accountability. The Governance Committee will follow-up to ensure the proposed actions are taken in order to ensure transparency and accountability.

3.03 Possible actions. The actions taken following a grievance include but are not limited to:

- a. Conducting an investigation
- b. Interviewing the complainant
- c. Interviewing any relevant witnesses
- d. Seeking outside mediation.

ATTENDANCE POLICY

GENERAL

1.01 Purpose. The purpose of this policy is to inform the Board about their attendance requirements and the procedure to follow when a Director does not fulfil those requirements.

1.02 Definitions.

- 1. Co-Chairs:** Co-Chairs of the Institute for International Women's Rights-Mb Board of Directors.
- 2. Director(s):** Members who sit on the Board of Directors that govern IIWR-MB. Directors are elected for one-year terms at the IIWR-MB's Annual General Meeting or under the special motion of the Board of Directors. All Directors are 18 years of age or older with power under law to contract.
- 3. IIWR-MB:** Abbreviation used throughout this document to reference the Institute for International Women's Rights - Manitoba.

ATTENDANCE

2.01 Required Attendance. Directors are required to attend at least two thirds of Board of Director meetings.

NON-ATTENDANCE

3.01 Co-Chairs to have Discussion. Should a Director fail to fulfill the attendance expectation, the Co-Chairs will discuss the issue with the Director at hand and address their ability to fulfill their responsibilities moving forward.

3.02 Eligibility for Re-election. If the Director is not able to fulfill their attendance moving forward, they will not be eligible for reappointment or appointment to the Board for the following year.

3.03 Extenuating circumstance. If the Director in question has had extenuating circumstances which caused their non-attendance, the Co-Chairs may decide that the Director in question is eligible for re-election with clear direction about attendance expectations.

SAFE SPACE POLICY

The International Institute for Women's Rights-Manitoba (IIWR-MB) is committed to creating safe, accessible, and welcoming environments for all people*. In the spirit of empowerment, we work to ensure a safe space free from harassment, discrimination, or abuse for all people. We work towards creating a space that ensures inclusivity, diversity, and respect for all members.

We recognize the land we operate on has been colonized and is traditionally the territory of Anishinaabeg, Cree, Oji-Cree, Dakota, and Dene peoples, and is the homeland of the Métis Nation. We work to ensure this recognition in all our initiatives and embrace decolonial frameworks.

A safe space entails many things, including the fact that physical or verbal behaviour that is demeaning, aggressive, or hostile will not be tolerated, including but not limited to:

Racist, sexist, transphobic, bi/queerphobic, homophobic, ageist, ableist, and fat phobic comments or actions of any kind, sexual harassment, verbal or physical violence, theft, or actions that are culturally appropriative.

The safe space policy applies to all IIWR-MB meetings, events, online platforms, and initiatives.

If at any point in time individuals feel unsafe in a IIWR-MB mandated space, concern may be raised with the Co-Chairs of the IIWR-MB board. The Co-Chairs may then bring this concern to the attention of the board, or privately if it concerns a board member directly, as they see fit. Should the concern be in regard to the Co-Chairs directly, the concern may be raised to any individual on the board, understanding that the board member will raise the concern to the Board of Directors. All concerns brought to the IIWR-MB Board of Directors will be taken seriously.

While we recognize no space may be 100% safe for all peoples, we work to provide as inclusive of a space as possible.

If you have questions about the Safe Space policy or other initiatives by the IIWR-MB, please email info@iiwrmb.ca.

* "People" is used to ensure inclusive terminology for all folx, understanding intersectional identities can have influences of power that may result in an individual not being the target of protections necessary under the safe space policy. The IIWR-MB Board of Directors has the final say on interpretations of this terminology to ensure it is not used to target or harm marginalized folxs further.