

Manitoba Writers' Guild

GOVERNANCE MANUAL

**Approved 2009
Revised 2014
Edited 2017**

GOVERNANCE MANUAL

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¹ This will need to be developed and confirmed by the Board, sample statements are included.

PURPOSE (1988) in corporation documents & Bylaws

The aims and objectives of the Organization shall be to promote and advance the art of writing in the Province of Manitoba.

MISSION STATEMENT²:

The Manitoba Writers' Guild is a provincial arts service organization representing professional and emerging writers in Manitoba. Its mission is to encourage, develop, promote and celebrate writers and writing, to support the freedom to write and to read, and to advocate for the well-being of writers.

VISION:

The Manitoba Writers' Guild will be the leading membership writers' organization in Western Canada, supporting its professional members, nurturing emerging writers, and encouraging excellence in, and professional attitudes to, the art of writing. The MWG will promote the published work of its members to the community celebrating excellence recognized locally, nationally and internationally; advocating for writers and writing and the freedom to write and read.

VALUES:

The Manitoba Writers' Guild values

- the work of its members and volunteers
- ethical practices, accountability and transparency in its operations
- fiscal responsibility, and is
- responsive to its members and other stakeholders.

² Adopted at the May 20th, 2009 Annual General Meeting.

HISTORY AND BACKGROUND OF THE GUILD

The Manitoba Writers' Guild (MWG) was inaugurated in August 1981 at Aubigny, Manitoba as a grassroots organization created for and by Manitoba writers. In that first year, the Guild attracted 18 founding members:

Alexandre Amprimoz	Shirley Kitchen
David Arnason	Robert Kroetsch
Sandra Birdsell	Valerie Reed
Kate Bitney	Al Reimer
Elizabeth Carriere	Michael Rennie
Dennis Cooley	Jacqui Smyth
Victor Enns	Andris Taskans
Patrick Friesen	Dave Williamson
Smaro Kamboureli	Armin Wiebe

As is the case with many arts organizations just starting out, the success of the Guild was built on the time, energy, conviction and determination of the many volunteers who worked for the Guild in the early years.

Now, 28 years after the establishment of the Guild, membership is close to 500. Members of the Guild are writers who work in all genres of writing and who are at all levels of experience and training. While the majority of our members reside within the City of Winnipeg, many live in rural Manitoba. A few live outside the province and outside of Canada.

Shortly after its founding, on February 11, 1982, the MWG was incorporated as a corporation without share capital (i.e. a not-for-profit corporation) under the laws of Manitoba. The legal name of the organization is MANITOBA WRITER'S GUILD INC. Its business number is 11903-0856-RP0001.

The MWG was granted charitable tax status on January 30, 1986, and its charitable tax number is 11903-0856-RR0001. The fiscal year of the MWG runs from July 1 to June 30. Audited financial statements are prepared annually by a professional accountant. Legal counsel provides advice to the Guild Board and staff as required.

Following are the Presidents of the Board of Directors since the MWG's inception:

Susan Rocan	2016-
Chris Rutkowski	2013-2016
Joanne Epp	2012-2013
Darcia Senft	2009-2012
Dennis Cooley	2009-2010
John Toone	2007-2009
Jessica Woolford	2005-2007
Alison Calder	2003-2005
Lori Cayer	2001-2003
Todd Besant	1999-2001
Mark Morton	1998-1999
Clarise Foster	1996-1998
Maggie Dwyer	1994-1996
Uma Parameswaran	1993-1994
Neil Besner	1991-1993
Dennis Cooley	1989-1991
Dave Williamson	1987-1989
Larry Krotz	1985-1987
Sandra Birdsell	1983-1985
Patrick Friesen	1981-1983

In 1986, when a group of literary and visual artists got together to form Artspace Inc., the Guild moved its office into its current home at 100 Arthur Street in Winnipeg's historic Exchange District. As one of a handful of founding Artspace members who first moved into the building, the MWG started out sharing space in a large area on the second floor with the Manitoba Association of Playwrights, the Canadian Book Information Centre and, eventually, Prairie Fire Press. Eventually, in the late eighties and early nineties, the Guild took on additional space as it had grown substantially in size and operation.

The contact information for the MWG is as follows:

218 - 100 Arthur Street
Winnipeg, Manitoba R3B 1H3
Phone: (204) 944-8013
e-mail: manitobawritersguild3@gmail.com

website: www.mbwriter.mb.ca

MANITOBA WRITERS' GUILD BYLAW 1

(amended March 25, 1995, May 13, 2005, May 2009, October 2013, October 2014)

Preamble:

Whereas the Manitoba Writers' Guild is a provincial arts service organization representing professional and emerging writers in Manitoba;

And whereas its mission is to encourage, develop, promote and celebrate writers and writing, to support the freedom to write and to read, and to advocate for the well-being of writers;

Therefore, the following is enacted as Bylaw No.1 of the Manitoba Writers' Guild (hereinafter referred to as the "Guild"):

Article 1 – Name and Objectives

Name

1(1) The name of the Guild is Manitoba Writers' Guild. The Guild was incorporated under *The Corporations Act* in 1982 and designated as a federally registered charitable organization in 1986.

Objectives

1(2) Its objectives are to meet the ideals set out in the Mission Statement and to carry out such other activities as may be decided by the Board of Directors from time to time.

Article 2 – Registered Office

2 The Registered Office of the Guild shall be in the City of Winnipeg in the Province of Manitoba.

Article 3 – Membership

Classes of Membership

3(1) There will be two classes of membership in the Manitoba Writers' Guild:

a) **Full Members** are entitled to vote at all membership meetings and, if 18 years of age or older, are eligible to serve on the Board of Directors. Full members shall be residents of Manitoba, as defined in subsection 3(2) below. The Board may, from time to time, appoint Lifetime Members, who shall have the privileges of full membership.

b) **Associate Members:**

- i) interested persons who are not residing in Manitoba;
- ii) a corporation or institution; or
- iii) youths.

For the purposes of Guild membership, "youth" denotes an individual who is under the age of 18 and/or a student in primary or secondary school. Associate membership shall not confer voting privileges or the right to serve on the Board of Directors.

3(2) Resident of Manitoba means:

- a) an individual who is residing in Manitoba at the time of the acceptance of the individual's membership by the Guild; or
- b) an individual who has established Manitoba as a permanent residence.

Privileges

- 3(3) All members will be entitled to such privileges of membership as may be determined by the Board of Directors from time to time.

Annual Membership

- 3(4) Membership fees shall be payable on the first day of July each year.
- 3(5) The Board of Directors shall have discretion to accept or reject any application for membership, with any such rejection subject to a reasonable appeals process.
- 3(6) Failure to comply with the eligibility requirements, a misrepresentation to the Guild or to third parties regarding one's role in the Guild, or such other circumstances that the Board of Directors acting reasonably deems appropriate, may result in revocation of membership by the Board of Directors, subject to a reasonable appeals process.
- 3(7) Any members or associate members may withdraw by giving notice in writing to the Board of Directors of the members' intention to withdraw.

Membership Fees

- 3(8) Membership fees shall be prescribed by the Board of Directors and shall take effect upon ratification by the membership at the next general meeting.
- 3(9) A lifetime member is not required to pay a membership fee.

Article 4 - Membership Meetings

- 4(1) There shall be an Annual General Meeting of the membership within four (4) months of the previous fiscal year-end. Members will be given twenty-one (21) days' notice of the Annual General Meeting, and must be in good standing for sixty (60) days prior to the Annual General Meeting to be eligible to vote. Notice may be served in writing or by other means such as telephone, fax or email and shall state the place, date, and time of the meeting.
- 4(2) Regular business at the Annual General Meeting includes:
- a) Minutes of the previous Annual General Meeting, and any Special General meetings held since;
 - b) Report to the membership;
 - c) Presentation of the Treasurer's or auditor's report which includes consideration of the financial statements;
 - d) Appointment of the auditor or accountant;
 - e) Election of Directors and members of the Executive Committee.
- 4(3) Elections will be held at the Annual General Meeting. The Nominations and Governance Committee will prepare a report made available to the membership twenty-one (21) days in advance of the Annual General Meeting. Directors may be proposed to the Nominations and Governance Committee by Full Members and by the Board of Directors itself.
- 4(4) Special General Meetings of the membership may be called at any time by the Board of Directors, or by

fifty (50) members of the Guild. All requests for a Special General Meeting shall be made in writing to the Board of Directors and shall state the purpose of the meeting. Members will be given twenty-one (21) days' notice of such a meeting, and must be in good standing for sixty (60) days prior to the Special General Meeting to be eligible to vote. Notice may be served in writing or by other means such as telephone, fax or email and shall state the place, date, and time of the meeting as well as the nature of the business to be transacted.

- 4(5) The quorum for transaction of business at any General Meeting of the Guild shall be ten per cent of the membership, or twenty-five members in good standing, whichever is lower.
- 4(6) Every Full Member shall be entitled to one vote at General Meetings, subject to the requirement that the members be in good standing for sixty (60) days prior to any General Meeting.
- 4(7) Ordinary resolutions or motions arising at any meeting of the Guild shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall call a second vote. In the event the second vote results in an equality of votes, the resolution or motion shall be defeated.
- 4(8) A member may in any manner waive notice of a meeting of members. Attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Submission of contracts or transactions to members for approval

- 4(9) The Board of Directors in its discretion may submit any contract, act or transmission for approval or ratification at any Annual or Special General Meeting of the members. Subject to the provisions of section 115 of *The Corporations Act* (hereinafter referred to as the "Act") any such contract, act or transmission that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Guild's articles or by any other by-law) shall be as valid and as binding upon the Guild and upon all the members as though it had been approved, ratified or confirmed by every member of the Guild.

Article 5 – Board of Directors

Powers of the Board of Directors

- 5(1) The governing body of the Guild shall be the Board of Directors. The Board shall have supervision, control and direction of the property and business affairs of the Guild, its committees and publications; shall determine its policies or changes therein; and shall actively pursue its purpose and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authorities to the Officers of the Guild, and appoint or release an Executive Director and such other agents as it may consider necessary. The Board of Directors shall serve the interests and objectives of the membership in supervising, controlling and directing the affairs of the Guild, in determining policies, and in performing its duties.

Number and Election of Directors

- 5(2) Subject to the articles of the Guild, and until changed by special resolution, the Board of Directors shall consist of a minimum of six (6) and a maximum of 15 directors, including the Immediate Past-President, who shall be residents of Manitoba. Voting members of the Guild may, by special resolution passed at a General Meeting of members, change the number of Directors with a majority of seventy-five percent (75%) of members in attendance.

- 5(3) A Director shall be a member in good standing in the Guild, over the age of 18, and not be an undischarged bankrupt.
- 5(4) Members of the Board of Directors will be elected or, if appointed, their appointment to the Board must be ratified by the members of the Guild at the next Annual or Special General Meeting.

Term of Office and Vacancies

- 5(5) Directors are elected for a term of two (2) years and can be re-elected for a maximum of four (4) terms. Past Directors may be re-elected after eight (8) consecutive years of service, provided two years have passed since their last term ended.
- 5(6) Terms of Directors begin at the Annual General Meeting. Directors may fill any vacancies by a majority vote of the Board of Directors when vacancies arise between Annual General Meetings. Directors appointed in this manner shall be ratified by a majority of the voting membership present at the following Annual General Meeting.
- 5(7) The Immediate Past-President shall be an ex officio, non-voting member of the Board of Directors. Time served as Immediate Past-President is not included in the years and terms of service as Director.
- 5(8) The office of Director shall be vacated:
- a) if the Director becomes bankrupt or makes an authorized assignment or is declared insolvent;
 - b) if the Director is convicted of a criminal offence;
 - c) if the Director moves out of the province of Manitoba; or
 - d) if the Director dies or resigns.

Any resignation of a Director shall be communicated in the form of a signed letter that shall be effective upon receipt by the Guild or at the time specified in the resignation, whichever is later.

- 5(9) Voting members of the Guild may, by special resolution passed at a General Meeting of members, remove any Director or Directors from office with a majority of seventy-five percent (75%) of members in attendance at the meeting, and may, by ordinary resolution passed by a simple majority of the votes cast at that meeting, elect any person in the Director's stead for the remainder of the term.
- 5(10) The Board of Directors may in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any Director, with the Director being considered for removal not participating in the vote.

Article 6 - Duties of Directors

- 6(1) Every Director of the Guild shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Guild, and shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances.
- 6(2) No individual Director shall have any authority to act on behalf of the Board of Directors with respect to the appointment or hiring or the release or termination of agents or employees of the Guild, except as provided in the Bylaws or by resolution of the Board. No individual Director shall have any authority to act on behalf of the Guild with respect to the transaction of the affairs of the Guild, except as provided in the Bylaws or by resolution of the Board of Directors.
- 6(3) The Board of Directors may appoint an Executive Director to manage the affairs of the Guild under the general direction of the Board. The Executive Director shall ensure overall delivery of the programs and services offered by the Guild, adhering to its philosophical guidelines, goals and objectives, strategic and business plans, and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of the Guild. The Executive Director shall be responsible for the

organization of the work of the Guild and for the engagement, supervision, direction, and discharge of all employed personnel. The Executive Director shall not be a Director of the Guild.

- 6(4) The Board of Directors may from time to time appoint such officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- 6(5) Officers shall sign such contracts, documents or instruments in writing that require their signatures, and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may, from time to time, be assigned to them by the Board of Directors.
- 6(6) The Directors shall take such steps as they deem necessary to enable the Guild to receive donations and benefits for the purpose of furthering the objectives of the Guild.

Remuneration

- 6(7) Directors shall receive no remuneration for acting as such, and no Director shall directly or indirectly profit from his or her position as Director. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

Meetings and Quorum

- 6(8) There shall be a minimum of six Board of Directors meetings in each year.
- 6(9) A meeting of Directors may be convened by the President, a Vice-President or any two Directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of Directors. Notice of any such meeting may be served in writing, or by other means such as telephone, fax or email, seven (7) days before the meeting is to take place and shall state the place, date, and time of the meeting. The notice of any such meeting need not specify the purpose of the business to be transacted at the meeting. A Director may waive notice of a meeting of Directors. Attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 6(10) For the first meeting of the Board of Directors to be held immediately following the election of Directors by the members, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly appointed Director or Directors in order to legally constitute the meeting, provided a quorum of the Directors is present.
- 6(11) For the purposes of convening any meeting of the Board of Directors, a quorum shall consist of a simple majority of the number of Directors entitled to vote at a meeting of Directors.
- 6(12) A Director may participate in a meeting of Directors by means of such telephone or other communication facilities as permits all persons participating in the meeting to hear each other and participate effectively during the meeting, and a Director participating in such a meeting by such a means is deemed to be present at the meeting.
- 6(13) Resolutions or motions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have the right to cast the deciding vote.
- 6(14) Notwithstanding any of the foregoing provisions of this by-law, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of the Directors. Such a resolution is effective from the date specified therein, which shall not be prior to the date on which the first Director signed the resolution.

Article 7 – Officers and Executive Committee

- 7(1) The Executive Committee of the Guild shall consist of the following positions:
- (α) President;
 - (β) Two (2) Vice-Presidents;
 - (γ) Secretary;
 - (δ) Treasurer;
 - (ε) Immediate Past-President; and,
 - (φ) Executive Director.
- 7(2) The President shall be the chief executive officer of the Guild. The President shall be vested with and may exercise all the powers, and shall perform all duties, of the Chairperson of the Board of Directors when present at all meetings of the Directors or the members of the Guild.
- 7(3) The Vice-Presidents shall be vested with all the powers and shall perform all the duties of the President if the President is absent, or is unable or unwilling to act.
- 7(4) The Secretary shall give, or cause to be given, notices for all meetings of the Board of Directors and the members when directed to do so. The Secretary shall have charge of the minute books and records of the Guild (other than accounting records) and shall keep, or cause to be kept, records containing:
- a) a copy of the Bylaws of the Guild and all amendments thereto;
 - b) minutes of meetings and resolutions of members and Directors and any committee thereof;
 - c) the names, addresses and other occupations, if any, of all persons who are or have been directors of the Guild, with the several dates on which each became or ceased to be a director, and
 - d) the names and addresses of all persons who are members of the Guild.
- 7(5) The Treasurer, subject to the provisions of any resolution of the Board of Directors, shall have care and custody of all the funds of the Guild and shall deposit the same in the name of the Guild in such bank or banks, or with such other depository or depositories, as the Board of Directors may direct.
- 7(6) The Board of Directors may, by resolution, appoint a Director to any office of the Board, should any office become vacant.
- 7(7) The Executive Director shall be a resident of Manitoba and shall exercise such powers and such authority as are delegated to the Executive Director by the Board of Directors. The work of the Executive Director is supervised by the President and shall be evaluated annually by the Board. The Executive Director is an Officer of the Guild and an ex-officio, non-voting member of the Executive Committee.
- 7(8) The Officers of the Guild shall constitute the Executive Committee of the Board of Directors and may carry out all necessary business of the Guild between meetings of the Board of Directors, according to the policies of the Board, and any such duties as assigned by the Board of Directors.
- 7(9) For the purposes of convening any meeting of the Executive, a quorum shall consist of a simple majority of the number of Directors entitled to vote at a meeting of Directors.

Article 8 - Committees

- 8(1) The standing committees of the Guild shall be:

- a) the Executive Committee
- b) the Audit and Finance Committee
- c) the Membership and Programs Committee
- d) the Nominations and Governance Committee
- e) the Resource Development Committee.

- 8(2) Each Director shall sit on at least one standing committee.
- 8(3) The Board of Directors shall designate the Chairperson of each committee of the Board.
- 8(4) The Board of Directors may appoint such other standing committees as deemed necessary.
- 8(5) The Board of Directors may appoint such other special committees as deemed necessary.
- 8(6) The Chairperson of each committee shall report to the Board of Directors as specified in its mandate.
- 8(7) Committee membership shall be determined by the Board of Directors.
- 8(8) Membership on such committees shall not be limited to members of the Guild.

Article 9 – Protections for Directors and Officers

Conflict of Interest

- 9(1) Without limiting any rights conferred upon directors by section 115 of the Act, no Director shall be disqualified by his\her office from, or vacate his\her office by reason of, holding any office or place of profit under the Guild or under any body corporate in which the Guild shall be a member, or by reason of being otherwise in any way directly or indirectly interested or contracting with the Guild as vendor, purchaser or otherwise, or being concerned in any contract or arrangement made or proposed to be entered into with the Guild in which he\she is in any way directly or indirectly interested as vendor, purchaser or otherwise; nor shall any Director be liable to account to the Guild or any of its members or creditors for any profit arising from any such office or place of profit.

Subject to section 115 of the Act, no contract or arrangement entered into by or on behalf of the Guild in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable, and no Director shall be liable to account to the Guild or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

Subject to section 115 of the Act, no Director or Officer shall be obliged to make any declaration of interest in respect of a contract or proposed contract with the Guild in which such Director or Officer is in any way directly or indirectly interested, nor shall any Director be obliged to refrain from voting in respect of any such contract.

Limit of Liability

- 9(2) Except as otherwise provided in the Act, no Director or Officer for the time being of the Guild shall be liable for any of the following:
- the acts, receipts, neglects or defaults of any other Director or Officer or employee;
 - joining in any receipt or act for conformity;
 - any loss, damage or expense happening to the Guild through the insufficiency or deficiency of title to any property acquired by, for, or on behalf of the Guild;
 - the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Guild shall be placed out or invested; or for any loss or damage arising to the Guild from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;

- any loss, conversion, misapplication or misappropriation of, or any damage resulting from any dealing with, any moneys, securities or other assets belonging to the Guild;
- any other loss, damage or misfortune whatever which may happen in the execution of the duties of his\her respective office or trust, or in relation thereto, unless the same shall happen by or through his\her failure to exercise the powers and to discharge the duties of his\her office honestly and in good faith with a view to the best interests of the Guild and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Directors for the time being of the Guild shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Guild, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Guild shall be employed by or shall perform services for the Guild otherwise than as a Director or Officer of a body corporate which is employed by or performs services for the Guild, the fact of his\her being a Director or Officer of the Guild shall not disentitle such Director or Officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

Indemnities to Directors and Officers

- 9(3) Subject to section 119 of the Act, every Director and Officer of the Guild and his\her heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Guild from and against:
- (a) all costs, charges and expenses reasonably incurred by him/her in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his\her office; and
 - (b) all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the Guild.

Article 10 – Finances and Administration

Fiscal Year

- 10(1) The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Guild. However, in the absence of action by the Board of Directors, the fiscal year of the Guild shall end each year on June 30.

Signing Authority

- 10(2) All cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by any two such Officers or Directors of the Guild in such a manner as the Board of Directors may from time to time designate by resolution.

Execution of Instruments

- 10(3) Contracts, documents or instruments in writing requiring the signature of the Guild may be signed by any two of: the Executive Director, the President, a Vice-President, the Secretary or the Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Guild without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Director, or any person or persons, on behalf of the Guild to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Records and Books

- 10(4) The Board of Directors shall see that all necessary books and records of the Guild required by the bylaws of the Guild or by any applicable statute or law are regularly and properly kept. Such books and records

shall be kept in the office of the Guild and shall be open to inspection by members at all reasonable times upon reasonable notice at the office of the Guild.

Audit of Accounts

10(5) The financial records shall be handed over to an auditor approved by the Board of Directors at the end of each fiscal year. The audited financial report shall be presented at the Annual General Meeting.

Amendment of Bylaws

10(6) Subject to the provisions outlined in the Bylaws, the Board of Directors may by majority vote, make, amend or repeal any Bylaw.

10(7) The Board of Directors shall submit a Bylaw, amendment or repeal of a Bylaw made under subsection 10(6) to the members at the next meeting of the members, and the members may by majority of those present accept the new Bylaw; confirm the Bylaw as amended; or reject the Bylaw, amendment, or repeal of the Bylaw.

10(8) If a Bylaw, amendment, or repeal is rejected by the membership, or if the Board of Director does not submit the Bylaw, amendment or repeal to the members as required under subsection 10(8), the Bylaw, amendment or repeal ceases to be effective and may not take further effect until it is accepted or confirmed as amended by a majority of members present at the next meeting of members.

Interpretation

10(9) In this Bylaw and all other Bylaws of the Guild, unless the context otherwise specifies or denotes:

- (a) "Corporations Act" or "Act" means *The Corporations Act* R.S.M. 1987, c. C225, as from time to time amended and by every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaws of the Guild to the provisions of the Act shall read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Guild" means the Manitoba Writers' Guild;
- (c) "Regulations" means the Regulations under the Act as published or amended from time to time;
- (d) "Bylaw" means any Bylaw of the Guild from time to time in force and effect;
- (e) all terms which are contained in the Bylaws of the Guild and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations; and
- (f) the singular shall include the plural and the plural shall include the singular; the feminine shall include the masculine.

Winding Up

10(10) It is the unalterable provision of this by-law that members of this Guild shall have no interest in the property and assets of the Guild; and that, upon dissolution or winding up of the Guild, any funds and assets of the Guild remaining after satisfaction of its debts and liabilities shall be distributed to a recognized Charitable Guild in the area whose objects most closely accord with those of this Guild as determined by its members at dissolution.

10(11) The books, records and minutes of the Guild shall be stored with the Provincial Archivists and made freely available under their charge to researchers and writers of the future.

PER _____

PER _____

PER _____

MANITOBA WRITERS' GUILD POLICIES

POLICY: Conflict of Interest

Effective Date: July 1, 2009

1.0 PURPOSE

1.1 To outline the expectations placed upon the Manitoba Writers' Guild (MWG) directors and staff members with regard to situations where there may be real, potential, or apparent conflicts of interest.

To protect the interests of the MWG as an ongoing concern and its stakeholders, including but not limited to all MWG members, past, present, and potential.

To provide guidance to Board and Staff members and a point of reference for other stakeholders.

2.0 BACKGROUND

2.1 The many stakeholders of the Manitoba Writers' Guild expect the directors and the staff of the MWG, as well as its committee members and jurors, to maintain high standards of honesty, integrity, impartiality, and ethical conduct. MWG directors and staff must be constantly aware of the need to avoid situations that could result in actual or perceived misconduct, or conflicts of interest. As such, MWG directors and staff must conduct themselves, in their official and personal relations (which could be associated with MWG activities), in a manner that encourages the respect and confidence of MWG stakeholders and other observers in the broader community.

3.0 DEFINITIONS

3.1 **Conflict of Interest** means any situation in which a director or staff member, either for himself/herself or for other interested parties as listed below, attempts to promote a private or personal interest which results or appears to result in an improper personal material gain or advantage by virtue of his/her position, or an interference with the objective exercise of his/her duties as a director or staff member.

For the purpose of this policy, interested parties shall include:

- the directors' or staff members' immediate family (partner, parents, children, brothers or sisters);
- the directors' or staff members' business partner (even if it pertains to an unrelated venture);
- an organization in which the director or staff member is serving as an officer, director, trustee, partner or employee, including a business, non-profit organization, arts organization, or a municipal, provincial or federal body; or
- any person or organization with whom the member has or is negotiating an arrangement concerning prospective employment.

4.0 POLICY

General

- 4.1 a) This Policy Statement shall be made readily available to all directors, staff members and members of the MWG and forwarded to appropriate stakeholders (as the Board Executive or Executive Director deems necessary) in order that appointments to the MWG staff or Board may be made with due regard to the policy outlined herein.

Prospective staff or Board members shall be requested to disclose to the MWG any existing or foreseeable activities, with which he or she may become involved, that could constitute a Conflict of Interest (examples of such activities are set out in paragraph 4.11 below). Prior to the appointment to the MWG Board or staff, Executive members will be fully informed of the disclosure (if any). Should any Conflict of Interest activities arise once the director or staff member has been appointed, he or she shall disclose said Conflict of Interest activity to the MWG Executive director, or the Chair in the case of the Executive Director or a Board Member, who shall subsequently inform the MWG Executive Committee. Activities as set out in paragraph 4.12 shall not constitute a Conflict of Interest.

- b) Disclosure shall be made annually by directors and staff, and at the beginning of Board, Executive or other committee meetings in which discussion will occur and decisions will be made in which the staff or Board member may appear to have an interest. Once conflict has been disclosed, the individual with the conflict of interest will not participate in the discussion and will not vote on the matter.
- 4.2 MWG directors and staff members shall perform their official duties in such a manner that confidence and trust in the integrity, objectivity, and impartiality of the MWG and its board are preserved and enhanced.
- 4.3 MWG directors and staff members shall be obligated to act in a manner that will bear the closest scrutiny, an obligation that is not fully discharged by simply acting within the law.
- 4.4 MWG directors and staff shall not have a financial or other interest that could conflict in any manner with the discharge of their duties. Involvement or employment outside the MWG, or financial or other interests which reduce, or demonstrate the potential to reduce, the ability to give the MWG impartial or disinterested service shall be avoided.
- 4.5 Upon appointment to the MWG Board or staff, and thereafter, the individual shall make all reasonable attempts to arrange their private affairs in a manner that will prevent real, potential, or apparent conflicts of interest arising. But if such a conflict does arise between the private interests of a director or staff member and the official duties and responsibilities of that director or staff member, the conflict shall be a) disclosed and b) resolved in the interest of the MWG and its stakeholders.
- 4.6 MWG directors or staff members shall not solicit or accept transfers of economic benefit other than salary and benefits, incidental gifts, customary hospitality, or other benefits of nominal value from the MWG, its members, customers or suppliers, unless the transfer is pursuant to the usual and enforceable contract or property rights of the member. (For instance, a director or staff member may not solicit or accept a MWG contract which would favour the individual in a manner inconsistent with normal MWG distribution practice, but may pursue and accept their normally contracted share of revenues from the contract.)
- 4.7 MWG directors and staff members shall not step out of their official roles to assist private entities or persons in their dealings with the MWG where this would result in preferential treatment to any such private entity or person.
- 4.8 MWG directors and staff members, for purposes of their private or personal interests, shall not take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities *and* that is not generally available to other MWG members specifically *or* the public generally.

- 4.9 MWG directors or staff members shall not directly or indirectly use, or allow the use of, MWG resources of any kind, including property leased to the MWG, for anything other than activities formally approved by the Board, the Executive Committee, or the Executive Director. If approved by the Executive Director or Executive Committee, these activities shall be reported to the Board at the first meeting following their approval.

Appointment Obligations & Disclosure

- 4.10 Upon appointment to the MWG Board or staff, and as a condition of appointment, directors and staff members shall resign from such positions that would reduce their ability to give the MWG impartial service.

Activities Constituting Conflict of Interest

- 4.11 The following activities shall be examples of conflict of interest activities, and is not meant to be an exhaustive list:
- membership on boards of organizations, or on committees that could receive benefits from the MWG;
 - receipt of gifts, whether of monetary nature or not, that may confer expectations of benefit from individuals or organizations;
 - ownership of assets that could receive benefits from the MWG;
 - involvement in workshops or mentorships for the MWG.

Activities Not Constituting Conflict of Interest

- 4.12 The following activities shall be examples of activities not constituting a Conflict of Interest, but is not meant to be an exhaustive list:
- receiving honoraria, reading fees, speaking fees, or stipends for participating in conferences, serving on juries, or writing articles for the MWG;
 - serving on not-for-profit Boards unrelated to the activities of MWG.

Potential Conflicts

- 4.13 a) When a director or staff member is under consideration for a grant, award or position by the Board or by any jury or committee of the MWG, the director or staff member associated with the grant application or nomination shall:
- disclose his/her interest, and not participate in the consideration of, or vote upon, such application for a grant or recommendation for an award or position; and
 - refrain from attempting, directly or indirectly, to influence the decision(s) of the board, jury or committee.
- b) An interest in such a grant, award or position includes any matter or situation where a member of the MWG board or the people and entities described in 3.1 a) to d) inclusive has a direct or indirect interest *beyond the interest of an ordinary citizen*.
- c) The minutes of the MWG board (or jury, committee or staff) meeting shall, in each case, record the directors' or staff members' disclosures of interest and the fact that they took no part in the discussion or decision.
- 4.14 a) Members of the MWG Board and staff shall be eligible to apply for any grants, or be nominated for awards during the course of their term as Board or staff members of MWG, provided that they do not in any way participate in or influence, the application process, and that they dismiss themselves from any discussion or decision making regarding the recommendations of, or process of, or appeals or challenges involving the jury.
- b) These restrictions do not limit the MWG Board or staff member, if she/he is a working writer, from

secondary benefits from individuals, organizations and activities funded by the MWG, provided that such benefits result from normal and generally accepted arrangements between an individual or organization and a writer, and are not the result of a gain or advantage by virtue of his/her position as a member of the MWG Board or staff.

c) MWG directors and Board members shall be eligible to participate in any program administered, directly or indirectly, by the Manitoba Writers' Guild (training/educational programs, outreach programs, etc.) after obtaining the formal approval of the MWG President or the Executive Director. Notwithstanding the rights and powers of the other stakeholders and participants in the program, the Staff or Board member must acknowledge and accept that the President or Executive Director may at any time restrict, terminate, or prohibit further participation in the program, in the interest of the MWG or other stakeholders or participants in the program.

- 4.15 No Director or member of the MWG staff shall forward any individual's application for a MWG grant, award or position involving a competitive process.

Restriction of Board Service

- 4.16 MWG staff may not serve on the MWG Board of Directors. The Executive Director represents staff and serves as an *ex-officio* member of the Board and the Executive committee and is an officer of the organization, but is not a director.

Dispute Resolution

- 4.17 The resolution of disputes arising from the interpretation of this Statement on Ethics and Conduct of MWG board members shall be the responsibility of a committee composed of the President of the MWG board, the Vice-President of the MWG board and the Executive Director of the MWG. If the dispute involves a committee member, that individual will withdraw from the committee's membership. The committee may choose to appoint a fourth person from outside the ranks of the current MWG board membership if, in its view, circumstances so warrant. The decision of the committee is final.

Post-Appointment Obligation

- 4.18 MWG directors and staff members shall not act, after they leave their MWG position, in such a manner as to take improper advantage of their previous office as a staff member of the Manitoba Writers' Guild.

DISCLOSURE OF A CONFLICT OF INTEREST

for Manitoba Writers' Guild directors, officers, committee members, and staff

At this time, I am a Board or committee member, or an employee, partner, or owner, of the following organizations:

Now this is to certify that, except as described below, I am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the MWG, that has resulted or could result in personal benefit to me.
 - 2) A recipient, directly or indirectly, of any salary payments, loans, gifts of any kind; or any free service or discounts from or on behalf of any person or organization engaged in any transaction with the MWG.
- Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the MWG.

Date: _____

Signature: _____

Printed name: _____

POLICY: Confidentiality**1.0 PURPOSE**

To outline the requirements for Manitoba Writers' Guild (MWG) directors and staff members in the use and disclosure of confidential information pertaining to the Manitoba Writers' Guild.

2.0 APPLICATION

2.1 This policy applies to all directors and staff members of the Manitoba Writers' Guild.

3.0 POLICY

- 3.1 Manitoba Writers' Guild directors and staff members shall serve the MWG and its Board using all best efforts to promote the interests thereof and will not directly or indirectly disclose the private affairs of the Manitoba Writers' Guild, its Board, MWG members, applicants, or other stakeholders. Directors and staff members shall not directly or indirectly use for their own purposes any confidential information that they may acquire with respect to the affairs of the MWG. This restriction on the use or disclosure of information shall be in effect during the term of appointment and at all times thereafter, unless and until that information becomes public knowledge through another source.
- 3.2 Confidential information pertaining to the Manitoba Writers' Guild, its Board, its members, and its staff shall be discussed internally and with other related agencies with discretion and only as needed to carry out one's duties as a member of the Board or staff of the Manitoba Writers' Guild.
- 3.3 Any breach of confidence is considered a serious matter and will be dealt with by the Executive Director, or by the President of the MWG in the case of the Executive Director, and by Board members, as appropriate. The Executive Director or President will report the breach of confidence to the Executive, and to related agencies or individuals as required by the circumstances, request that the Executive Director (or the Executive Committee, in the case of the Executive Director or a Board member) consider suspension, termination or non-renewal of the staff member's contract, or the termination of the Director's service on the Board.

Privacy Policy

The privacy of personal information of our members is of the utmost importance to the Manitoba Writers' Guild. Any information gathered by the Guild will be kept strictly confidential and will only be used for Guild purposes, as outlined below.

The Manitoba Writers' Guild does not sell, rent or trade personal information to any commercial third party. We will take special care to protect the privacy and security of your information.

The information provided by members of the Manitoba Writers' Guild is used by the Guild:

- to identify you as a member;
- to contact you about your membership or other benefits that may be available to Guild members;
- to distribute our electronic and paper publications, notice of Annual General Meetings, and other relevant mailings;
- to email the electronic update;
- to contact you about Manitoba Writers' Guild programming, and notify you of changes to programs and/or services;
- to record and support your participation in the activities you select; and
- to forward messages received by the Guild on your behalf.

Personal information that you provide to The Manitoba Writers' Guild will not be made available to any other company for that company's use without your permission. The Manitoba Writers' Guild may make aggregate information about our membership (i.e. overall statistics) available to third parties for research or promotional activities. Information that personally identifies you will be kept strictly confidential. However, we may use, disclose, and communicate your personal information if required to do so by law, including by an order of any court.

Please note that any information you post on a public bulletin board, chat or discussion room (when made available) on the Manitoba Writers' Guild's web site may be available to all persons accessing that electronic or online product or service.

Furthermore, information which you choose to provide to another party or website, will be subject to their Privacy Policy and Terms of Use and Disclaimer. For example, if you access a site from our information or from a link while on our site, information you provide to that party is subject to their Privacy Policy rather than ours. We will not be responsible for any use or disclosure of any such information by that party.

If you tell us in writing or by e-mail that you do not want any further contact, we will respect your request and remove your data.

The Privacy Officer of the MWG shall be appointed by the Board annually from the officers of the organization.

FINANCIAL POLICIES**Effective Date: June 25, 2013****POLICY: The Management of Manitoba Writers' Guild Bank Accounts and Financial Resources****Purpose:**

1. to explain the way bank accounts will function
2. to ensure all bank accounts have been authorized by the Board of Directors
3. to define how financial transactions must occur
4. to establish the Executive Committee's and management's maximum signing authority not requiring a motion of the Board of Directors
5. to clarify who may use Guild credit cards and the expectations of same
6. to clarify the role of Petty Cash

Applies to: All officers of the Guild**Procedure:*****Bank Accounts and General***

All bank accounts must be approved by a resolution of the Board of Directors. All signing authorities must be approved by a resolution of the Board of Directors. The signing authorities shall be any two of: Executive Director, President, Vice-president, Treasurer or Secretary.

All payments by the Guild, with the exception of payments from Petty Cash, must be made by cheques, credit card or transfer from one of the Guild's bank accounts.

All funds received by the Guild must be deposited in one of its bank accounts.

All advance payments on contracts for services or wages must be approved by the Board of Directors.

Cheques

All cheques require two signatures by persons that are either directors or officers. No-one may sign a blank cheque, or sign cheques in advance, leaving cheques with one signature on hand (in effect requiring only one signature to complete the cheque).

The Executive Committee has the authority to authorize cheques up to \$1,000 and may, if it chooses, delegate that authority to the Executive Director, keeping in mind that all cheques will still require two signatures. Any such expenditure shall be reported to the Directors at the next meeting of the Board of Directors.

Petty Cash

Petty cash amounts will be limited to a \$100 float.

Credit Cards

The Board of Directors has approved the use of Guild credit cards by the Executive Director. Any other users of Guild credit cards are subject to the prior approval of the Board of Directors. The Board of Directors will not permit the use of a Guild credit card by any person unless their functions and duties necessitate the use of a Guild credit card.

All corporate credit cards are the property of the Guild and authorized users shall take the necessary precautions to ensure the safekeeping of such credit cards.

A person authorized to use a Guild credit card will not:

1. use the credit card for any expenditure not directly related to that person's role with the Guild.
2. exceed any maximum limits set for the credit card from time to time.

3. request that the maximum limit for the credit card be raised unless directed to do so by the Board of Directors;
4. obtain cash advances through the card;
5. authorise any personal expenditure; or
6. claim double allowances (i.e. request reimbursement for an expense already paid by the card).

A person authorized to use a Guild credit card will be personally liable for any unauthorised transactions unless the card is lost, stolen or subject to fraud on the part of a third party.

A person authorized to use a Guild credit card will return the credit card to the Executive Director (or such other person specified by the Board of Directors) where:

1. that person resigns or their contract with the Guild is terminated, as applicable;
2. the Board of Directors determines that there is no longer a need for the person to have access to Guild credit cards; or
3. the credit card has been cancelled by the bank.

The Executive Director is responsible for providing an expense report for credit card purchases to the Board of Directors prior to any regularly scheduled Board of Directors meeting where any transactions have taken place since the last report.

The Executive Director is responsible for assuring that any individual authorized by the Board of Directors to use a Guild credit card receives and reads a copy of this Policy and signs a statement, substantially in the form attached hereto as Appendix "A", agreeing to adhere to this Policy.

APPENDIX "A"
GUILD CREDIT CARD AGREEMENT

As a representative of the Manitoba Writers' Guild (the "**Guild**"), I have been provided access to a Guild credit card and permitted to use said credit card for *bona fide*, acceptable business purposes related to the business of the Guild.

As a condition of the use of the credit card, I agree that I have read and understood and will comply with the Guild policy entitled "The Management of Manitoba Writers' Guild Bank Accounts and Financial Resources" (the "**Policy**") as it relates to credit cards.

I further understand that failure to abide by this agreement or the Policy can result in disciplinary action up to and including termination of employment or my contract, as applicable.

I further agree to immediately return the card to the Guild upon the termination of my employment or contract with the Guild, as applicable, and for whatever reason.

Accepted and Agreed to this ___ day of _____, _____.

Per:

Signature

Name

Title

POLICY: Cash management**Purpose:**

This policy defines the method by which cash flow requirements will be evaluated and how cash will be managed to meet these requirements. This policy also defines the authority required for maintaining and utilizing a line of credit and other methods of borrowing funds.

Applies to: Board of Directors, Finance Committee, Executive Committee and MWG staff in dealing with all MWG cash accounts, line of credit and other borrowing.

Procedure:

Manitoba Writers' Guild management, which in the absence of staff is the Executive Committee of the Board of Directors, will prepare a cash flow analysis as part of the annual budget process, taking into account the availability of cash for operations, capital needs and special projects throughout the budget cycle.

Cash flow statements will be considered by the Board of Directors reviewing actual performance against projections at every meeting as part of the Finance Committee (Treasurer's) Report.

MWG management will provide statements to every Board of Directors' meeting confirming that all wages due have been paid and remittances to the Receiver General have been made as required.

POLICY: Development of annual, grant application, and project budgets**Purpose:**

To provide oversight of MWG finances, developing revenue and expense budgets.

Applies to: Finance Committee, MWG management and the Board of Directors

Procedure:

MWG Management, which is the Executive Committee in the absence of staff, will develop revenue and expense budgets for the approval of the Board. In the absence of staff, these budgets will first be developed by the Finance Committee, then recommended to the Executive. The Executive will review and revise the budget before referring it to the full Board of Directors for approval.

Budgets, including those for annual operations, capital needs, grant applications and any projects to be undertaken by the MWG, shall be reviewed by the Finance Committee, which will make recommendations to the Board. All budgets must balance or show a surplus. Actual performance against budget will be reviewed by the Finance Committee before being referred to the Board of Directors with any recommendations required for maintaining the financial health of the organization.

Revenue designated for use in the following year or for specific projects shall not be entered as cash when received, but shall be entered as deferred revenue, not to be used for purposes other than for which it was designated.

POLICY : The management of debt, deficits, surplus and reserve funds**Purpose:**

To establish procedures for the elimination of the organization's debt, to ensure as far as possible that deficits are not incurred, and to provide for the use of future surpluses.

Applies to: Finance Committee, Board of Directors, and MWG management (which, in the absence of staff, is the Executive committee).

Procedure:

Retirement of debt must be a MWG priority to ensure the financial viability of the organization and is the responsibility of every member of the Board of Directors. A deficit reduction plan will be developed by the Finance Committee in consultation with the Resource Development Committee which shall set annual targets for debt reduction as part of an annual Resource Development Plan.

No deficit budgets shall be approved by the MWG Board of Directors. Should losses occur at the end of the year every effort will be made to minimize risk, pay debts and never carry a debt of more than 10% of the operating budget.

It shall be the goal of the MWG to have annual surpluses. Surpluses will be applied to any outside debt. Once debts are paid, any surplus is to be allocated equally to operating reserve and capital reserve funds.

POLICY: Management of MWG Investments**Purpose:**

This policy is meant to give guidelines and direction to the ongoing funds of the Manitoba Writers' Guild.

Applies to: Finance Committee, MWG management (which, in the absence of staff, is the Executive committee), and the Board of Directors.

Procedure:

The MWG Finance Committee will identify excess funds consistent with the requirements of the Cash Policy.

The organization, after the payment of all debt, shall invest excess funds as identified by the Finance Committee in an investment account.

Investments will only be made in low-risk securities, including:

- obligations of the Government of Canada or guaranteed by the Government of Canada
- obligations of a Province of Canada or guaranteed by a Province of Canada
- obligations of a Schedule 1 Canadian Chartered Bank, including securities such as bonds or debentures, and other investments such as Guaranteed Investment Certificates or term deposits.

Investment of excess cash balances must satisfy the following investment objectives:

- Investment yields that maximize returns to ensure continued growth while minimizing capital erosion by inflation at a low level of risk to the organization
- a level of liquidity to provide flexibility to adjust to changing market conditions
- maturity terms ensuring sufficient cash is available.

POLICY : Preparation for and review of the annual audited statements**Purpose:**

To ensure the accurate preparation of independent annual audited statements.

Applies to: Finance Committee, MWG management, which, in the absence of staff, is the Executive committee, and the Board of Directors.

Procedure:

The Finance Committee shall serve as the audit committee until it is possible to establish an Audit Committee. Both shall include the Treasurer (See also Finance Committee terms of reference).

The Finance Committee shall review the year-end statements of the organization prior to the audit and will ensure that all books, records, and information about financial transactions have been incorporated into the statements by the bookkeeper (normally contracted for services) so that they are ready for the audit review.

The draft audit will be reviewed by the Finance Committee, ensuring it receives the entire audit, including any management letter there may be and notes to the statements recommending any changes that may be required, to the auditors.

The completed audited statements will then be reviewed by the Executive Committee and referred for approval to the Board of Directors, who in turn will recommend the acceptance of the audited financial statements to the membership at the Annual General Meeting.

The Finance Committee will regularly review the work of the appointed auditors and will call for bids from audit firms, including the current auditors unless their performance has been unsatisfactory, every three years.

PERSONNEL POLICIES

Effective Date: November 25, 2009

Introduction

The Manitoba Writers' Guild (MWG) is committed to creating and supporting a healthy, consistent, fair and functional workplace environment, treating all employees with dignity and respect. The MWG Board of Directors is the legal steward of the organization, responsible for the hiring and release of the Executive Director and the establishment of personnel policies and procedures applicable to staff and Board members. The Executive director is responsible for following these policies and procedures regarding all other staff.

MWG is an equal opportunity employer and, as such, abides by *The Human Rights Code*. Except where deemed reasonable by law, the MWG will not discriminate against any employee, or applicant for employment, on the basis of the applicable characteristics set out in *The Human Rights Code* such as ancestry, nationality, ethnic background, religion, age, sex (including pregnancy), gender-determined characteristics, sexual orientation, marital or family status, source of income, political belief, physical or mental disability.

The MWG desires to hire and retain qualified individuals for each employment opportunity. Employment decisions will be based on the applicant's qualifications for the job and the applicant's ability to satisfy reasonable and necessary requirements established for each position.

The Executive Committee is responsible for the revision and the monitoring of the Personnel Policy, to be approved by the Board of Directors and implemented by the staff.

This manual contains statements of personnel policies and procedures. It is designed to be a working guide for the President, the Executive Committee, the Executive Director and staff to create and maintain a healthy, fair, consistent and functional workplace.

MWG Personnel Policies are intended to strike a balance between the needs of the Writers' Guild and the needs of its employees. These policies may be revised and/or replaced to meet the changing needs of the Guild and its employees. All such changes will be coordinated by the Executive Director and approved by the Executive Committee.

Employer Conduct

The Manitoba Writers' Guild (MWG) will make every reasonable effort to ensure that staff members are

- properly informed about the MWG, its policies, programs and procedures
- provided with a work environment which is open, consistent and fair to all employees
- treated with dignity and allowed to carry out their roles in the organization without fear of harassment, including sexual harassment
- provided with clear descriptions of their duties and responsibilities, including expectations concerning workload
- provided with appropriate opportunities to take part in the planning and execution of their duties
- appropriately recognized for their contributions to the organization

Employee Conduct

The MWG requires its employees to adhere to the following standards of conduct:

- present the MWG to the public in a positive way in their behaviour and speech, remembering that they are the ambassadors and interpreters of the organization
- set an example in work ethic and quality of work
- dress appropriately for their position and situation while they are working
- contribute to the success of the organization and their colleagues by working in a positive, respectful, effective and cooperative manner
- ensure that the good will of colleagues, members, writers, volunteers and the public is maintained
- fulfil all staff responsibilities in a professional manner

- ensure that all MWG property or money is used only for the benefit of the MWG. All materials developed in the course of duties remain the property of the MWG.
- fulfil attendance requirements as agreed when they were hired
- abide by the MWG policies, including conflict of interest guidelines

POLICY: Employment Agreements

Purpose: to confirm the annual employment agreement as the primary vehicle for setting out employee-employer expectations, responsibilities, and pay.

Applies To: All annual MWG employees working 20 hours a week or more.

Procedure:

Employees are hired under an annual employment agreement. The parties may agree to renewal of the employment agreement on a yearly basis. Efforts to renew annual agreements are to begin no later than May 1st, following a performance review, and are to be concluded by June 30th of each year.

The employment agreement shall include dates and terms of employment, applicable job description, and terms of remuneration. The employment agreements are governed by the laws of the Province of Manitoba and are to be consistent with MWG Personnel Policies.

If the Writers' Guild does not wish to renew the employment agreement with the employee, the MWG shall notify the employee in writing no less than two weeks before the expiration of the agreement. If an employee does not wish to renew his agreement, the employee shall notify the MWG, in writing, no less than two weeks before the expiration of the agreement.

POLICY: Job Descriptions

Purpose: To outline what the MWG expects of the employee

Applies To: All Employees

Procedure:

The employee's job description is as stated in Schedule "A" attached to his Employment Agreement. The terms of employment are limited to the duties outlined in the job description. The employee will not be required to perform personal services for members, the Board of Directors, or other employees not connected with the operation of the Manitoba Writers' Guild. Job descriptions will be reviewed annually by the Executive Committee, who may delegate this task to the Executive Director. If revisions to job descriptions are necessary, the Executive Director shall make said revisions in consultation with the employee, and then forward the revisions for the approval of the Executive Committee.

POLICY: Employee Files

Purpose: To maintain the confidentiality of personnel records

Applies To: All Employees

Procedure:

Employees' record files are confidential. Employees, upon request to the Executive Director or Executive Committee, may have access to their personnel files and may view them in a place designated by the Executive Director. The Executive Director, the President, or a designate, must be present while an employee is reviewing the file. Nothing may be taken out of the file by the employee without the written authorization of the Executive Director or President.

POLICY: Employment Procedures

Purpose: To enable the Manitoba Writers' Guild (MWG) to effectively hire the staff necessary to provide services to MWG members and the general public.

Applies To: All Employees

Procedure:***Hiring staff and part-time employees:***

The Executive Director, under the direction of the Executive committee, is responsible for recruiting, hiring, and terminating all staff. Through the establishment of an ad hoc Hiring committee, the Executive Director, under the direction of the Executive committee, may involve other staff members and/or members of the Executive committee in recruitment.

The Executive Committee is responsible for the recruitment, hiring, and termination of the Executive Director. Additional members from the community, chosen for their expertise, may be asked to join the ad hoc Hiring committee.

The Executive Director may hire part-time or casual employees on an as-needed basis, but only within existing budgets, and only with the approval of the MWG President.

Existing job vacancies:

The job description will be reviewed by the Executive Director. Before the position is posted, the Executive Director will recommend any changes to the job description and submit said changes to the Executive Committee for approval. The Executive Director will make certain that funds to pay for the position are available before the job is posted.

The Executive Director will ensure job postings are affixed to Bulletin Boards within the Artspace building and in the MWG office. Postings may also be included in the MWG electronic newsletter, advertised in newspapers, and posted on appropriate Internet bulletin boards. These postings should include the title of the position, a summary of the job responsibilities, the required job qualifications, and a deadline date for applications.

Under the direction of the Executive committee, job vacancies may be reposted with a new deadline for applications if there were no satisfactory applications in response to the first posting.

New positions:

The Executive Director will recommend the creation of any new positions to the Executive Committee. The Executive Director's recommendation will include the rationale for the new position, outline the demand and need for the new job, and demonstrate that funds are available to salary the position. The Executive Committee will consider the new position and make a recommendation to the Board of Directors, who will then make the final decision.

POLICY: Elimination of a position

Purpose: to provide an orderly procedure for discontinuing positions at the MWG when they are no longer needed or there are insufficient funds to support them.

Demand may not always remain constant for MWG programs and services. Finances may also fluctuate, sometime dramatically. Both may necessitate the elimination of positions within the MWG. This policy is not to be used in lieu of discipline or firing.

Applies To: Executive Director, staff

Procedure:

The Executive Director will propose the elimination of any existing positions to the Executive Committee and include the rationale for its elimination. The Executive Committee will review the Executive Director's proposal and make a recommendation to the Board of Directors, who make the final decision. The creation or elimination of the Executive Director position is the responsibility of the Executive Committee.

The employee in the position shall be notified by the Executive Director or Executive Committee of the Board's decision in person and in writing, and will be given a minimum of two weeks' pay in lieu of notice.

POLICY: Nepotism

Purpose: To reaffirm the MWG's commitment to equal opportunity in all employment matters, throughout the organization, and to avoid the appearance of conflict of interest.

Applies To: All Employees, The Executive Committee

Procedure:

The MWG believes that all individuals are entitled to equal employment opportunities and will not discriminate in favor of an individual solely on the basis of a family relationship.

1. To avoid the appearance of impropriety, the Executive Director may not hire any members of his immediate family (spouse, child, mother, father, siblings) to fill a job at the MWG.
2. Members of the Hiring Committee or the Executive Committee may not hire any members of their immediate family (as defined above) as Executive Director.

POLICY: Hours of Work

Purpose: To establish hours of work for Winnipeg MWG employees.

Applies To: All employees

Procedure:

Working hours are as stated in Schedule "B" of the Employment Agreement. Unless otherwise agreed in an individual's terms of employment, the normal work week is 35 hours. The normal working hours are 9:00 a.m. to 5:00 p.m. with a one hour break for lunch. Part-time employees are entitled to one 15-minute rest break for each three and one-half hours worked, and a one-half hour unpaid lunch break if their shift extends beyond 5 hours.

Hours of work/ flexible hours

Flexible hours for employees may be instituted at the discretion of the Executive Director and with the approval of the President where it is deemed to be mutually advantageous.

Guidelines:

1. Office hours may be set in agreement with employees, the Executive Director, and the Executive Committee.
2. Service to members and the public should not be downgraded by any change in normal office hours.
3. Any arrangements for flexible working hours will be included in Schedule B of the Employment Agreements and will be reviewed annually.
4. Arrangements for flexible hours can be suspended by the Executive Director or President if abused, if employee performance suffers, if the needs of the MWG change, and in case of emergency.

Overtime

Any work in excess of 40 hours per week is considered overtime and shall be authorized by the employee's supervisor before such overtime is worked, whenever possible.

An employee who is required to work beyond 40 hours of work per week will be granted time and a half off in lieu of payment as required by law. Such time off shall be taken at a time consented to by the immediate supervisor and/or the Executive Director. Time off may be accumulated to a maximum of forty (40) hours each Employment Agreement contract year.

These discretionary days off are granted to staff in recognition of the fact that their duties may require additional hours of work, above and beyond their normal hours, and are given in lieu of overtime pay.

POLICY: Vacation & Holidays

Purpose: To establish vacation periods and holidays for MWG employees.

Applies To: All employees

Procedure

Vacation

Employees are entitled to paid vacation, as earned, and as indicated in their Employment Agreements (usually to be two weeks after one year of service).

For the purpose of this policy, a vacation year is the period beginning on the first day of July and ending on the 30th day of June. Vacation scheduling is subject to the approval of the Executive Director. Employees are required to take annually the vacations to which they are entitled unless requested otherwise by management.

Up to five vacation days may be carried over from one fiscal year to the next fiscal year, upon approval of the Executive Director. The MWG fiscal year begins July 1 and concludes June 30th.

Holidays

The following statutory holidays shall be recognized: New Year's Day, Louis Riel Day, Good Friday, Easter Monday, Victoria Day, Canada Day, Civic Holiday (first Monday of August), Labour Day, Thanksgiving Day, Christmas Day and Boxing Day. Remembrance Day is considered a holiday when it falls on a work day.

An employee is not entitled to pay for a statutory holiday in which the employee does not work and where the employee has not earned wages for part or all of each day of at least 15 days during the 30 calendar days preceding the statutory holiday.

Employees will be granted time off with pay to observe recognized religious holidays, upon approval of the Executive Director or Executive Committee.

POLICY: Leave of absence

Purpose: To establish policy and necessary procedure for the leave of absence of employees

Applies to: All employees who are not independent contractors

Procedure

Maternity Leave

Every pregnant employee who has completed seven months of employment, whether full-time or part-time, is entitled to a maximum of fifty-four (54) weeks of unpaid leave (seventeen weeks of maternity leave and thirty-seven (37) weeks parental leave).

An employee may end her maternity leave earlier than the day set out by giving her employer written notice at least two weeks or one pay period, whichever is longer, before the day she wishes to end the leave

Parental Leave

An employee who has been employed longer than seven consecutive months who adopts or becomes a parent of a child is entitled to parental leave to a maximum of 37 weeks.

The employee must give written notice to the employer at least four weeks before the commencement of the intended leave; or in the case of an adoption, the day on which the adoption occurs or is recognized under Manitoba law.

An employee who gives less notice than is required is entitled to the 37 weeks of parental leave less the number of days by which the notice given is less than four weeks. A parental leave must commence not later than the first anniversary of the date on which the child is born or adopted or comes into the care and custody of the employee.

An employee who takes maternity leave and parental leave shall take them in one continuous period, unless the employee and the employer otherwise agree or a collective agreement otherwise provides.

An employee may end his or her parental leave earlier than the day set out by giving the employer written notice at least two weeks or one pay period, whichever is longer, before the day the employee wishes to end the leave.

Jury/Witness duty

Employees are entitled to leave with pay when summoned for jury duty or court attendance. Employees who initiate their own legal activities or other personal court appearances are not eligible for time off with pay.

Compassionate Leave

An employee will be granted up to 5 days off work, with pay, in the event of death or life-threatening illness in the immediate family. Immediate family is defined as spouse, common-law spouse, children, brother, sister, and parent.

An employee encountering extenuating circumstances may request an extension of compassionate leave from the Executive Director, and the Executive Director may request an extension of compassionate leave from the President, with consideration given to:

- a) travel time involved;
- b) complexity of the situation for which the extension is being granted.

Leave may be granted employees in the event of the death of a grandparent or in-law, or to attend the funeral of another person, upon receiving the approval of the Executive Director. Leave may also be granted to the Executive Director in the event of the death of a grandparent or in-law, or to attend the funeral of another person, upon receiving the approval of the President.

An employee who has been employed by the same employer for at least 30 days is entitled to unpaid compassionate care leave of up to eight weeks to provide care or support to a seriously ill family member.

For an employee to be eligible for compassionate care leave, a physician must issue a certificate stating that:

1. a family member of the employee has a serious medical condition with a significant risk of death within 26 weeks from
 - α) the day the certificate is issued, or
 - β) if the leave was begun before the certificate was issued, the day the leave began; and
2. the family member requires the care or support of one or more family members.

An employee who wishes to take a leave under this section must give the employer notice of at least one pay period, unless circumstances necessitate a shorter period. The employee must give the employer a copy of the physician's certificate as soon as possible.

An employee may take no more than two periods of leave totaling no more than eight weeks, which must end no later than 26 weeks after the day the first period of leave began. Unless the employee and employer agree otherwise, an employee may end a leave earlier than the expiry of eight weeks by giving the employer at least 48 hours' notice of his or her expected date of return.

POLICY: Positive Work Environment**Purpose:**

To encourage appropriate conduct in the workplace and to reinforce the responsibilities of all parties in achieving and maintaining a positive work environment. This applies to the conduct of individuals in their performance of assigned duties and responsibilities.

Applies To: All Employees

Definition of a Positive Work Environment: The work environment consists of the shared physical and social surroundings where work activities take place. A positive work environment should be free from offensive remarks, materials, or behaviour, and from harassment of any kind.

Conduct of employees

Employees shall observe standards of behaviour consistent with their function and role as employees in a work environment.

Individuals have the right to be treated with respect in the work place. The Manitoba Writers' Guild, in exercising its responsibility as the employer, will endeavour at all times to provide a work environment which is supportive of productivity and the personal goals, dignity, and self-esteem of every person.

The MWG will not, and employees should not, condone harassment and any behaviour in the workplace that is unacceptable and likely to undermine work relationships or productivity.

Responsibility

The responsibility for creating and maintaining a positive work environment rests with all persons sharing the workplace. Members, volunteers, and co-workers are expected to recognize and refrain from deliberate or thoughtless remarks and actions which offend, embarrass, harass or humiliate others.

The Executive Director and the Executive Committee have an ongoing responsibility to take reasonable steps to stop any activity in the work place which undermines this policy. Inaction on the part of staff and supervisors, or the abuse of this policy by any individual, may result in disciplinary action, revocation of membership, or removal from the Board.

Procedure:

Employees should:

1. immediately make their disapproval and/or unease known to the person responsible for the offending action or remark, if the person can be identified. If the employee chooses not to confront the person, the employee should speak directly with their immediate supervisor, the Executive Director or the President/Executive Committee chair;
2. if the offending activities or remarks do not stop after the person has been approached, speak to their supervisor, the Executive Director and/or the President/Executive Committee Chair and confirm the conversation with them in a letter;
3. if there is more than one offensive incident, keep a record of the dates, times, and nature of the incidents and witnesses, if any;
4. follow the lines of authority, i.e. supervisor, Executive Director, and/or President, in reporting allegations of inappropriate conduct;
5. take action as soon as reasonably possible;
6. where possible, ensure the person alleged to be responsible is advised that you have taken the above steps;
7. take reasonable steps to ensure that all information concerning the case is kept confidential.

The Executive director, or the President in the case of the Executive Director, or an Executive Committee member in the case the complaint is about the President or another Board member should:

1. ask the complainant to express their complaint in writing to their immediate supervisor;

2. assure the complainant that an objective examination of the complaint shall take place;
3. interview the complainant and the person(s) alleged to be responsible as soon as possible;
4. interview any witnesses;
5. document the situation clearly and completely;
6. render a decision as soon as possible and advise the parties of action to be taken, if any. If higher authority is required to make a decision, forward all relevant material as soon as possible to the Executive Committee and advise all parties of the action taken. The decision of the Executive Committee shall be final.
7. take reasonable steps to ensure that all information concerning the case is kept confidential.

Confidentiality

Situations involving harassment shall be treated in strict confidence by the MWG. All information from investigations pertaining to a complaint shall be treated in strictest confidence by the MWG and will not be held in the personnel file of the complainant.

POLICY: Performance Review

Purpose: To provide a constructive environment for employee encouragement and performance evaluation.

Applies To: All employees

Procedures:***Performance Management***

Performance management is an ongoing process. Each year employees set the objectives to be met in consultation with the Executive Director or Executive Committee prior to the next appraisal date. These are monitored throughout the year and the employee's performance is evaluated based upon how well he/she met the objectives. Supervisors are encouraged to offer praise, encouragement, and correction when required, throughout the year at the moment when it would be of greatest benefit.

Probationary Period

All employees will have their performance reviewed for a period of time following their initial appointments. The normal probationary period is three months in duration. Upon satisfactory completion of the probationary period, the employee may be contracted to year-end, June 30. Employment agreements may be renewed annually thereafter upon satisfactory performance.

Performance review:

An employee's performance shall be evaluated yearly on or before June 30th of each fiscal year. Employees will normally complete a self-evaluation as part of the review which is shared with the Executive Director or supervisor before the actual performance review. The Executive Director shall then complete the performance review in writing, sharing it with the employees at the performance reviews. Employees shall sign this review to indicate they have read the contents and will have the opportunity to add their own comments.

Reviews will be conducted by the Executive Director who, at his discretion, may invite a member of the Executive Committee to observe the review. The performance review of the Executive Director will be conducted by the President with support from the Executive Committee as determined by the President.

Salary adjustments are based upon performance/merit and available resources. All adjustments are proposed by the Executive Director and reviewed by the Executive Committee, and if seen as necessary, a recommendation will be made to the Board, for ratification before coming into effect.

POLICY: Employee Discipline and Termination

Purpose: To provide the Executive Committee and the Executive Director and supervisors with procedures which allow them to adequately warn employees whose unacceptable behavior or consistently poor performance warrants disciplinary action and to effect the termination of employees, when necessary, in an orderly manner.

Applies To: All Employees

Policy:

When unacceptable behavior, violation of rules or inadequate performance warrants corrective or disciplinary action, it is necessary that such action be taken in a fair and consistent manner. The degree of discipline required depends on the frequency, seriousness and circumstances of the offense, violation, or inadequate performance.

Procedures: Disciplinary Steps

1. **Verbal Warning** - The mildest form of discipline is used when the offense is less serious, does not represent a danger to others, and has not occurred frequently.
 - α) The supervisor will meet privately with the employee to discuss the facts of the case or incident.
 - β) The employee will be advised as to what action will be taken should another violation occur.
 - χ) A written advice of the verbal warning will be included in the employee's personnel file.
2. **Written Warning** - The second step in the warning procedure is used when offenses, violations or inadequate performance continue after a verbal warning has been issued, or in the case of more serious matters. A written warning will be given prior to a termination for cause, except in cases of flagrant violations or behavior which constitutes a danger to others.
 - α) The employee will be advised what action may be taken if another violation occurs, which may include termination.
 - β) A written record of the meeting will be prepared, which states the facts that were reviewed, the actions taken or to be taken, and corrective measures to be effected. The supervisor will review this record with the employee, who will be asked to sign it as an acknowledgment. The employee will be given a copy, as will the President.
3. **Suspension** - A suspension, which may be with or without pay is used in two possible circumstances:
 - α) When the violation or unacceptable behavior, although serious, does not justify immediate termination.
 - β) When it is necessary to have the employee leave the MWG pending an investigation of the facts concerning an alleged violation.
4. **Involuntary Termination** - Involuntary termination generally occurs for one of three reasons:
 - α) **Poor Performance** - When an employee consistently renders sub-standard work and other forms of performance improvement have failed, it may become necessary to terminate the employee's services.
 - β) **Discipline** - This is the strongest form of discipline that can be imposed and, in cases of violation of policies or unacceptable behavior, is applied only for the most serious cases or where the progressive discipline system has failed to alleviate the problem.
 - χ) **Workforce Reduction** - Although the MWG exercises care in planning its staffing needs, on some occasions it may be necessary to reduce staff or eliminate positions.

No employee may be involuntarily terminated without the express approval of the Executive Director and the prior knowledge of the President, who shall be consulted prior to this action being taken.
5. **Review of Letters of Warning** - Letters of warning shall be reviewed every six (6) months and shall expire after twelve (12) months unless reconfirmed. When a letter of warning is no longer appropriate, the employee will be so notified in writing and the letter removed from the employee's personnel file.
6. **Voluntary Resignation** - When an employee wishes to resign from his/her position with the MWG, written notification should be submitted to the Executive Director soon as possible, but no later than

two (2) weeks or ten (10) working days prior to the last day of work. If the supervisor determines that it is in the best interests of the MWG, the employee may be asked to leave immediately rather than working out the notice period. When this occurs, the employee will receive pay in lieu of notice for up to two (2) weeks at straight-time rates. Notwithstanding any other provisions of this policy, the MWG reserves the right to terminate any individual's employment and compensation at any time, for any cause, with or without notice.

POLICY: Dispute resolution**Purpose:**

To provide a mechanism for resolving disputes or grievances relating to the Personnel Policy, the workplace, or the relationship between any member of the Board of Directors and the Executive Director

Applies To: All employees, Executive Committee and Board of Directors

Policy

Should any grievances arise as to the interpretation of the Personnel Policy or any other matter relating to employment, such grievances shall be initiated within 10 working days after the circumstances giving rise to the grievance have occurred. Grievances must be provided in writing to the Executive Director in the case of staff and to the President in case of the Executive Director. If the complaint is about the President or another Board member, it may be provided in writing to another member of the Executive Committee. Employees and Directors shall normally attempt to resolve disputes between themselves within 10 working days before referring the dispute to a supervisor, the Executive director, or the President in the case of the Executive director, or to another Executive Committee member if the complaint is about the President or another Board member.

Procedure

Grievances, expressed in writing, shall be processed in the following manner:

First, by the immediate supervisor and/or the Executive Director, who will attempt to resolve the problem within ten working days.

Second, by the President, who will attempt to resolve the problem within ten working days.

Third, if necessary, by the Executive Committee, which may appoint a conciliator who will attempt to resolve the problem within ten working days.

All documents and proceedings shall be held in confidence, with reports from the Executive Committee to the Board of Directors as appropriate and in confidence.

POLICY: Electronic Communications

Purpose: To regulate the use of MWG electronic communications systems.

Applies To: All end-users of the MWG's electronic communications equipment.

Policy: The MWG's communication systems such as voice mail, e-mail, Web site, network and Internet access, both internal and external, are primarily for MWG use. Communications transmitted through these systems should have a business purpose and are not to be used in a way that may be disruptive, threatening, offensive to others, harmful to morale, or illegal.

The MWG's policy prohibiting sexual harassment, in its entirety, applies to the use of all MWG electronic communications systems. There is to be no display or transmission of sexually explicit images, messages, or cartoons, or any transmission or use of electronic communications that contain ethnic slurs, racial epithets, or anything that may be construed as harassment or disparagement of others based on race, national origin, sex, sexual orientation, age, disability, or religious beliefs.

The electronic communications systems shall not be used to solicit others for commercial ventures, religious and political causes or other non-job related solicitations. Nor shall the electronic communications systems be used to facilitate any unauthorized copying or transmission of copyright protected materials.

Employees should not attempt to disrupt electronic communications, to violate computer system security, or to gain access to another employee's personal electronic files or e-mail messages without the latter's express permission. However, MWG management reserves the right to enter an employee's e-mail files whenever there is a business need to do so. All messages are MWG records. The MWG reserves the right to access and disclose all messages sent over its electronic communications systems, without notice to users of the systems, for any MWG purpose, including but not limited to: maintaining the system; preventing or investigating allegations of system abuse or misuse; assuring compliance with software copyright laws; complying with legal and regulatory requests for information; and ensuring that the MWG's operations continue appropriately during an employee's absence.

By using the MWG e-mail, voice mail, Web site, network, or Internet access systems, the employee knowingly and voluntarily consents to being monitored, and acknowledges the employer's right to conduct such monitoring. The MWG may store electronic communications on magnetic media for a period of time after the communication is created. Violation of any portion of this electronic communications policy may result in disciplinary action up to and including termination.

All electronic information of the Manitoba Writers' Guild including any database is proprietary information only for the use by the Manitoba Writers' Guild Board and staff. Unauthorized use of MWG electronic information without the authority of the Board of Directors is just cause for dismissal and may constitute a breach of privacy law.

MWG BOARD OF DIRECTORS' RESPONSIBILITIES

STEWARDSHIP

The Board of Directors is the steward of the Manitoba Writers' Guild (MWG) mission and vision, maintaining accountability and financial responsibility to ensure the organization's future.

Members of the MWG Board of Directors must believe in its mission and vision and its importance to the community, maintaining the public trust, and acting in the best interest of the members.

GOVERNANCE

Working as a volunteer to support Manitoba Writers' Guild is important, but it is different from the governance function of the Board of Directors.

The Board

- sets the mission, vision and success factors of the organization,
- ensures the Manitoba Writers' Guild is operated according to the laws,
- exercises reasonable care in safeguarding the assets of the organization,
- provides direction and counsel to staff,
- ensures all remittances to the Receiver General are kept up-to-date,
- ensures all payments to writers and members are up-to-date,
- ensures debts are paid and collected as appropriate,
- approves the Strategic and Business Plans including the budget,
- receives, reviews, and approves the audited statement, including the management letter,
- recommends the acceptance of the audit and the appointment of auditors to the members at the Annual General Meeting,
- implements plans and evaluates their progress, reviewing and updating them regularly,
- recruits, evaluates and renews or replaces the Executive Director, and
- evaluates its own performance, recruiting and training new members as needed.

In establishing the strategic direction, the Board must be satisfied that all the relevant factors influencing the future direction of the organization will be considered. Once approved, the Strategic Plan provides a basis for evaluating the performance of the organization.

The Board's role in Strategic Planning is that of leadership. Board members bring their individual expertise and knowledge to the formulation of Manitoba Writers' Guild policy and direction, but are not usually involved in the day-to-day operations of the organization.³

Expectations of Board Members

The MWG draws extensively on its Board to accomplish its goals, and joining the Board will require a solid commitment of time and resources. The time commitment expected of a Board member is approximately 60 hours per year or an average of about 5 hours per month. This includes time spent in Board and committee meetings and related work, as well as time spent on fundraising and attending MWG-sponsored events.

Directors are expected to participate fully in the affairs of the Board as follows:

- Work together with other Directors in a manner that is mutually respectful and co-operative

³ Volunteers may be needed to assist as there is never enough staff to accomplish everything. It is important to distinguish the role of volunteer and Board member. A Board member provides direction through governance. Working as a volunteer you take direction from the staff, or the Board as a whole, or a committee, but you do not direct staff outside of the governance function.

- Attend and participate in full Board meetings on a bi-monthly basis
- Sit on at least one committee, meet an average of once per month with the committee, and actively work to both develop and fulfill the objectives of that committee
- Contribute to the fundraising efforts of the MWG
- Make financial contributions according to one's ability
- Attend Guild-sponsored events
- Promote the MWG generally

Role of the Board of Directors

The MWG's volunteer Board of Directors is a governing board, not an advisory board. The Board is legally responsible for the governance of the organization.

Its role in relation the Guild is to:

- Ensure the mission and goals of the Guild are being met
- Ensure that the Guild members are being effectively served
- Ensure the long-term viability and stability of the Guild
- Ensure that the Guild's activities and services are accessible to all Manitobans
- Ensure it represents the interests of all Manitoba writers in terms of writing genre, employment status, career stage, place of residence, gender, age, ability and ethno-cultural background

LEGAL DUTIES AND THE EXERCISE OF DUE DILIGENCE

A director, once elected, has legal duties under Manitoba law.⁴ Volunteer directors are required to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Directors should be up-to-date and knowledgeable about the policies and activities of the Manitoba Writers' Guild and should make reasonable inquiries about its operations. They should promptly complete tasks they are asked to do, and should prepare for and attend Board meetings. Directors may not complain or plead ignorance if decisions are taken at meetings which they ought to have attended. Directors with more than three unexplained absences may be removed by a resolution of the Board at a Board meeting.

Directors who are present at a meeting are deemed to have consented to any resolution passed unless a formal dissent is added to the minutes. Absent Directors must record their dissent within 21 days of becoming aware of the resolution objected to or else consent is deemed to have been given. The receipt of minutes of a meeting is sufficient notice of any resolutions passed at the meeting. Minutes of the previous meeting will be circulated prior to the next meeting of the Board.

Directors must use a certain degree of skill in managing the affairs of Manitoba Writers' Guild. The test of whether a director has used proper skill is a subjective one based on the individual circumstances of that director. If a director has special training in areas such as law or accounting, then that director must exercise a degree of care corresponding to his or her special skills.

Directors believe in our mission, our vision and our importance to the community, and always act in good faith and in the best interest of the Manitoba Writers' Guild.

Legislation

The Manitoba Writers' Guild, as an incorporated entity and as a registered charity, is required to comply with provisions of several provincial and federal laws, including:

- the Corporations Act of Manitoba

⁴ The Manitoba Corporations Act RSM 1987 includes not-for-profit corporations.

- the various statutes specific to not-for-profit corporations
- the Income Tax Act
- the Charities Accounting Act
- the Charities Endorsement Act
-

CONFLICT OF INTEREST

Directors are in positions of great trust. In legal terminology it is said that directors owe a *fiduciary duty*, which means a duty to avoid making a personal profit from the position and to avoid conflicts of interest whenever possible.

The Corporations Act does allow for Conflict of Interest, provided full disclosure of the conflict is made to the Board of Directors. All directors who have a direct or indirect interest in a contract with Manitoba Writers' Guild or stand to gain from a Board decision must disclose that interest in full to their fellow directors and abstain from voting on the decision. An opportunity for disclosure will be given at the beginning of every Board meeting, though disclosure may be made at any time during the meeting.

MANITOBA WRITERS' GUILD COMMITTEES

Terms of Reference

Committees are an essential tool for the effective and efficient functioning of a not-for-profit corporation's board of directors. An appropriate committee structure allows a board to focus expertise where it can best be used, and manage the flow of information so directors are not burdened with unnecessary material that can hinder rather than facilitate good decision making. Solid committee work— i.e., thoughtful assessment of information that results in well-focused recommendations or options— is a linchpin of prudent and informed board decisions. All Board members are expected to serve on at least one standing committee.

Executive Committee:⁵

Membership:

- President (chair),
- Immediate Past President,
- Vice-President(s),
- Treasurer,
- Secretary
- and Executive Director (non-voting).

Reports to:

- Board of Directors at every Board meeting

Frequency:

- Meets between Board meetings and in emergencies

Responsibilities:

- Carries on the work of the Board of Directors between meetings
- Personnel ⁶
- Provides leadership for policy, planning, finance and personnel.
- Serves as steward of the organizations Strategic Plan
- Addresses matters specifically referred to it by the Board of Directors.
- Authorizes expenditures, in accordance to Board policy, on behalf of the organization between meetings. A report of such expenditure shall be made to the next meeting of the Board

Authority

- Its decisions are subject to approval by the Board of Directors.

Evaluation:

- By the full Board every two years to establish its necessity and review the terms of reference.

⁵ There are differences of opinion regarding the necessity of Executive Committees. They can alienate the rest of the Board members if they hoard information and make the majority of the decisions just taking them to the full Board for ratification. In the current situation though, as there is no Executive Director and all Board members may not wish to attend to details, it would seem to be prudent. The need for an Executive Committee should be reviewed every two years.

⁶ When the MWG again has staffing a separate Personnel Committee with individuals with experience in Human Resources could be created and chaired by an Executive member

Finance and Audit Committee⁷

Membership:

- Treasurer (Chair)
- President,
- at least one member at large.

Reports to:

- Board of Directors at every Board meeting

Frequency:

- As determined by the Board, monthly meetings recommended.

Responsibilities:

- Financial planning, develops annual budgets for consideration and approval by the Board,
- Monitors performance of actual against budget by reviewing financial statements,
- Develops, reviews, and recommends financial policies to the Board.
- Negotiates the payment of debt and lines of credit as necessary,
- Manages financial risk
- Serves as steward of the organization's business plan,
- Implements and oversees organizations insurance plans
- Ensures the annual audit is conducted in an efficient, cost-effective and objective manner,
- Oversees the organization's financial and control systems,
- Reviews and recommends to the Board for approval the annual financial statements, including the selection of appropriate accounting policies and practices, and
- Recommend the appointment of the external auditor, and the appropriate fee.

Authority

- Its decisions are subject to approval by the Board of Directors.

Evaluation:

- By the full Board every two years to review the terms of reference and the effectiveness of the Committees performance.

⁷ Eventually the Audit Committee might be a separate Committee that need meet only twice a year and is only responsible for the audit functions. For now, the functions will be combined. It may also need to be responsible for day to day banking, ensuring the remittances are made, and receipts written during the transition.

Resource Development Committee

Recommended membership:

- Vice president (chair),
- Two other members of the Board of Directors⁸
- a representative from the membership and
- one community member appointed by the first four for their fundraising expertise in the community.

Reports to: the Board of Directors at every meeting

Frequency: As determined by the Committee, monthly recommended.

Responsibilities

- Reviews and recommends to the Board a long-term resource development strategy for securing operating, capital and endowment funds for the Organization
- Develops annual fundraising plan including budget and targets for Boards consideration and approval
- Monitors fundraising plan
- Recommends resource development policies to the Board
- Develops and recommends to the Board the policy for involving the Board and individual directors in fundraising and resource development activities
- Recruits, develops, and coordinates volunteers

Authority

- Its decisions are subject to approval by the Board of Directors.

Evaluation:

- By the full Board every two years to review the terms of reference and the effectiveness of the Committee's performance.

⁸ You want to have two potential Vice-Presidents in training, though they could also just be community volunteers

Nominations and Governance Committee

Membership:

- Chair: Immediate Past-president, President, or as designated by the Board⁹
- One other member of the Executive
- Two members of the Board of Directors
- One representative of the membership

Reports to: The Board at every meeting

Responsibilities:

- Recommends Board and Committee structure including their size and composition
- Reviews and makes recommendations for any changes as appropriate to governance documents
- Recommends qualifications for Directors, including among other things, the competencies, skills, experience and personal qualities recommended for candidates for Board membership
- Identifies Board candidates performing such due diligence as may be deemed appropriate on individuals believed to be qualified candidates for Board membership
- Ensures all newly appointed Directors are provided with an orientation as to the nature and operation of the business and affairs of the Organization and as to the role of the Board and its committees,
- Facilitates ongoing training of Directors with respect to matters of corporate governance
- Recommends and implement an annual self-evaluation to assess the effectiveness and contribution of the Board, of all committees of the Board and of the Directors.

Authority

- Its decisions are subject to approval by the Board of Directors.

Evaluation:

- By the full Board every two years to review the terms of reference and the effectiveness of the Committee's performance.

⁹ Consideration could be given to including the Vice-President, even serving as Chair, as the nominees will be the people he or she will be working with when becoming President. Past-Presidents are often used however, for their experience, understanding what's required in a Director, and with a bit of distance and independence.

Membership and programs committee

Membership:

- Secretary and/or Vice-President, Membership & Programs (chair)
- At least two other members of the Board of Directors
- Two Representatives of the Membership

Reports to: The Board at every meeting.

Responsibilities

- Recommends policies for membership recruitment and renewal
- Ensures a membership list is kept and is up-to-date
- Ensures Membership cards are mailed to new and renewing members
- Negotiates discounts and other membership card benefits
- Listens to the membership as to their priorities for services and programs of the organization
- Recommends priorities for membership services and programs
- In the absence of staff, recruits volunteers to carry out programs and services. If staff are present, the committee oversees programs and services

Authority

- Its decisions are subject to approval by the Board of Directors.

Evaluation:

- By the full Board every two years to review the terms of reference and the effectiveness of the Committee's performance.

**MANITOBA WRITERS' GUILD BOARD OF DIRECTORS'
JOB DESCRIPTIONS
Effective Date: May 2009.**

BOARD MEMBER (Director)

Authority/Responsibility:

The tasks and responsibilities of any board of directors charged with a governance function are:

1. Developing a long-term perspective
2. Ensuring sound performance and organizational health
3. Ensuring financial health
4. Ensuring sound relationships
5. Rendering account
6. Anticipating and managing risk
7. Representing and advocating effectively
8. Ensuring a sound governance framework

[From: Laskin, Barbara. *Governance Works! A guidebook of governance essentials*. Arts and Cultural Industries Association of Manitoba Inc. and SaskCulture Inc., 2006, pp. 24-33.]

The Board of Directors is the legal authority for the Manitoba Writers' Guild. As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization. A Director must be a person with ability, experience, judgment and integrity consistent with the needs of the organization. A Director's duty is to protect the assets of the organization, set strategic direction for fulfilling its mission, honour the rights of the employees, stakeholders and creditors, and ensure the financial health of the organization.

As an individual Director, the individual has no specific authority, but only has authority as part of the Board of Directors. A Director cannot unilaterally operate, give direction to management or staff, or authorize transactions unless specific authority has been delegated by the Board and is properly transacted.

When a motion has been decided by proper decision-making protocol of the Board, every Director is expected to support the decision. If the Director is strongly opposed to the decision of the Board and cannot agree to support the decision, the individual should resign from the Board.

Qualifications/Skills:

Knowledge and skills in one or more areas of Board governance: policy, finance, resource development, personnel or programs.

Term:

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term, and may be re-elected for three additional terms. Directors appointed between Annual General Meetings by the Board will serve until the next AGM, when they may stand for election. The partial term is not considered in their length of service, which begins when they are elected.

Duties:

Every Director, in discharging his or her duties, must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Actions to be taken by discharging their duties include:

- Directors are to attend all Directors' meetings. (Directors who do not attend Directors' meetings will be deemed to have consented to the resolutions passed at those meetings unless dissenting notices are sent out according to the Corporations Act);
- Directors are to prepare adequately for each Board and Committee meeting which they attend. This includes reading the material, analyzing the information, and conducting independent research if necessary to better understand the material;
- Directors are to make reasonable enquiries about information provided to them by management and staff to ensure the information is correct;
- Directors are to stay informed about writing, and the environment of writers and the business of writing professionally, and in particular those events sponsored by the Manitoba Writers' Guild;
- Directors are to read critical documents issued by the organization to stakeholders;
- Directors should utilize the programs and services of the Manitoba Writers' Guild as appropriate;
- Directors make a serious commitment to participate actively in committee work and must serve on at least one committee,
- Directors volunteer for and willingly accept assignments and complete them thoroughly and on time;
- Directors get to know other Board and Committee members, building a collegial working relationship that contributes to consensus;
- Directors are active participants in the Board and Committees annual evaluation and planning efforts;
- Directors must comply with the Manitoba Writers' Guild Code of Ethics, and
- Directors are expected to take time to educate themselves on their governance duties and sound governance practices.

Legal Responsibilities and Liability

The MWG is incorporated as a not-for-profit corporation required by law to be governed by a board of directors. Generally, directors are legally expected to carry out duties honestly, skillfully, and diligently, acting at all times in the best interests of the organization. If a director is negligent in carrying out duties, he/she is liable for any loss sustained by the organization arising from this negligence.

To protect yourself from such liability as a board member of MWG, you should do the following:

- Act reasonably, prudently, and sagaciously, honestly, in good faith, and in the best interests of the organization.
- Exercise the same degree of skill and diligence that is reasonably expected of someone of your knowledge and experience when carrying out your duties.
- Act within the law.
- Keep informed about the management of the organization and make sure it is properly managed by attending and participating in all Board meetings. Ask questions and ensure that such questions have been answered to your satisfaction.
- Ensure that specific functions and tasks have been assigned to individuals and/or committees that are accountable to the Board, and monitor and supervise those persons.
- Do not let your personal interests or the interests of some third party conflict with those of the organization.
- Do not use for your own purpose any confidential information given to you in your capacity as a director.
- Do not allow Board duties to serve personal ends.
- Do not contract with another as to how they will vote at a meeting of the Board or its committees.
- Declare your interest in any arrangement in which you have an interest and refrain from voting in any such arrangement.

You can be held legally liable for any loss sustained by the organization if the loss arises from negligence in the performance of your duty as a director.

Director's Evaluation

Directors' performance is evaluated annually through a process to be identified by the Board. Results of the evaluation will be communicated by the Chair of the Board. Where the evaluation results identify that the Board member is not operating at a satisfactory level, a development program will be initiated or the Director may be terminated from the Board.

PRESIDENT

Term:

The President is elected for up to a two-year term, and may be re-elected for a maximum of four years of service.

Accountability:

The President is accountable to the Board of Directors and the membership.

Duties:

The President is the Chair of the Board providing leadership to the Board ensuring the Board performs its duties to the organization. The President is accountable to the Board and the organization. The President must fulfill the expectations of a Director as set out in the role description for a Director and has the following additional duties.

Board Operations

- Sets Board agendas, effectively chairs Board meetings, including encouraging participation and the free flow of ideas; ensuring appropriate material is distributed in advance; ensuring meetings are conducted in a timely and orderly fashion; and promoting a spirit of collegiality where tough questioning and discussion is encouraged.
- Ensures all delegated Committee functions are followed through with feedback to the Board.
- Ensures there are sufficient opportunities for Directors to meet in the absence of management.
- Acts as the Board's representative when communications are required with external parties, including the media.
- Serves as liaison between the Board and chairs of Board Committees, and liaison between the Board and the Executive Director.
- Ensures annual accountability reporting on the performance of the Board is provided to stakeholders.
- Chairs Annual General Meetings and, with the Executive Director, provides a summary of the organization's performance on the strategies of the organization and its financial results.
- Approves such expenses of Directors that require reimbursement.

Board Effectiveness

- Ensures the Board's responsibilities are clear to the Board, and the boundaries between Board and Management are understood by the Board and by Management.
- Provides the leadership and direction necessary to ensure the Board works as a well-organized and unified team
- Ensures the Board has sufficient resources— specifically, timely and pertinent information— to support informed decision-making.
- Ensures there are procedures to monitor legislation and best practices relating to Board responsibilities.
- Ensures the Board represents and protects the interests of the organization.
- Is available to individual Board members for questions, counsel and discussion regarding the organization.

Management Performance and Succession

- Acts in a mentoring and advisory capacity to the Executive Director
- Directs the annual evaluation of organizational performance
- Leads the conduct of the annual Executive Director evaluation
- Approves and monitors the Executive Director's expense reports, referring all requests for advances to the Board through the Finance Committee.

Board Evaluation/Selection/Succession

- Ensures, together with the Nominating and Governance Committee, that annual evaluations are conducted of the performance of the Board as a whole, the Board committees and the contribution of individual Directors.
- Provides feedback annually to each Director on their performance on the Board.
- Together with the Governance Committee, reviews nominees to the Board to ensure they meet the requirements outlined in the Directors' qualification document

- Ensures there is a process for new Board members to receive orientation to the mission, strategies, business and structure of the organization, as well as the duties and responsibilities of all Board members
- Together with the Nominating and Governance Committee, facilitates Board succession planning.

Evaluation

The President's performance is evaluated annually through a process to be identified by the Board. Results of the evaluation will be communicated by the Immediate Past President or one of the Vice-Presidents of the Guild.

VICE-PRESIDENTS

The Manitoba Writers' Guild has two Vice-Presidents. By mutual agreement one will act in the absence of the President. The Vice-Presidents are accountable to the Board of Directors.

Term

Vice-Presidents are elected for terms up to two years by the members at the Annual General Meeting and may be re-elected for a maximum of four years.

Duties

- May act in the absence of the President
- Serves on the Executive Committee
- Is available to support the work of the President
- Learns the role and responsibilities of the President so succession is possible and easily implemented
- One Vice-President chairs the Resource Development Committee, the other chairs the Membership and Programs Committee
- May act as a signing officer for the organization
- Orients the new Vice-Presidents

Evaluation

The Nominating and Governance Committee annually reviews the Vice Presidents' Job Descriptions. Recommended changes are presented to the Board. The Vice-Presidents' performances are evaluated annually through a process to be identified by the Board. Results of the evaluation will be communicated by the Chair of the Board.

TREASURER

The Treasurer, subject to the provisions of any resolution of the Board of Directors, shall have care and custody of all the funds of the Organization and shall deposit, or cause to have deposited, the same in the name of the Organization in such bank or banks, or with such other depository or depositories, as the Board of Directors may direct.

Accountability

The Treasurer is accountable to the Board of Directors.

Term

The Treasurer shall be elected by the members at an Annual General meeting for a term of up to two years. The Treasurer may be reelected for another two years for a maximum term of four years.

Duties

- Serves on the Executive Committee
- Chairs the Finance Committee
- Oversees an independent audit from an outside accounting firm
- Acts as a signing officer for the organization
- Monitors the financial operations of the organization to ensure it is meeting the objectives of the business plan and the annual budget
- Leads the budget process, presenting it on behalf the Finance Committee, to the Board for approval.
- Receives and reviews cash flow statements to ensure the ongoing viability of the organization.
- Ensures that all GST and employee remittances are paid and that such payments are verified by a signed statement to that effect, normally by the Executive Director, to the Board of Directors
- Keeps financial reports on file
- Reviews the terms of reference of the Finance Committee with the Committee with any recommendation for revision to the Board of Directors.
- Orients the new Treasurer

Evaluation

The Nomination Governance Committee annually reviews the Vice Presidents' Job Descriptions. Recommended changes are presented to the Board. The Treasurer's performance is evaluated annually through a process to be identified by the Board. Results of the evaluation will be communicated by the Chair of the Board.

SECRETARY

Accountability

The secretary is accountable to the Board of Directors.

Term

The Secretary is elected by the membership at an Annual General Meeting for up to a two-year term and may be re-elected for a maximum of a four-year term.

Duties

- Serves on the Executive Committee
- The Secretary shall give or cause to be given, notices for all meetings of the Board of Directors, and the Members when directed to do so and shall have charge of the minute books* and records of the Organization (other than accounting records) and shall keep or cause to be kept records containing:
 - a) a copy of the Bylaws of the Organization and all amendments thereto;
 - b) minutes of meetings and resolutions of Members and Directors and any committee thereof;
 - c) the names, addresses and other occupations, if any, of all persons who are or have been directors of the Organization, with the several dates on which each became or ceased to be a director, and
 - d) the names and addresses of all persons who are members of the Organization.
- Keeps records of Board attendance
- Signs Board minutes
- Records or causes to be recorded all corrections to the Board minutes
- Conducts General Board Correspondence
- Ensures members of the organization are notified of General Meetings
- Orients the new Secretary
- Is a member of either the Nominating and Governance Committee or the Membership and Programs Committee.

Evaluation

The Nominating and Governance Committee annually reviews the Secretary Job description. Recommended changes are presented to the Board. The Secretary's performances are evaluated annually through a process to be identified by the Board. Results of the evaluation will be communicated by the Chair of the Board.

A TYPICAL BOARD MEETING

Regular meetings of the Board of Directors of MWG take place bi-monthly, so that the Board meets an average of six times per year. Meetings are generally held at Burns Creative Classroom on the second floor of the Artspace Building, 100 Arthur Street in Winnipeg.

Meetings are chaired by the President, or the Vice-President in the President's absence. Quorum at the meetings is currently six directors. Voting is by show of hands, and proceedings loosely follow Roberts' Rules of Order.

Items typically considered at a regular Board meeting are included on the following agenda:

**Manitoba Writers' Guild
Board of Director's Meeting
Manitoba Writers' Guild Board Room
218-100 Arthur Street**

AGENDA

1. Approval of the agenda
2. Approval of previous minutes
3. Business arising from the minutes
4. Correspondence
5. Reports
 - President – Executive Committee
 - Treasurer – Finance Committee
 - Vice President – Resource Development Committee
 - Vice President – Membership & Programs Committee
6. Review of recovery or strategic plans
7. Task assignments with timelines
8. Governance (include meeting evaluation)
9. Next meeting dates and possible agenda items
10. Adjourn

**Board of Directors
MEETING EVALUATION FORM**

Please indicate your degree of satisfaction with the following statements by placing a checkmark in the appropriate box. Your options are:

- Very Satisfied
- Somewhat Satisfied
- Somewhat Dissatisfied
- Very Dissatisfied

		Very Satisfied	Satisfied	Some-what Satisfied	Somewhat Dissatisfied	Very Dissatisfied
		5	4	3	2	1
1.	We spent sufficient meeting time addressing broad future issues, and did not dwell on past issues.					
2.	We worked to respect and advance the aims expressed in our current Strategic Plan.					
3.	We all had fair opportunity to voice comments and opinions.					
4.	We were given sufficient documentation to exercise our responsibilities appropriately.					
5.	The time allotted to individual agenda items was sufficient.					

Comments:

A TYPICAL ANNUAL GENERAL MEETING

MWG's annual general meeting, held once per year (usually in fall) deals with business that the organization is required by law to address. Following is a typical agenda for an annual general meeting:

**Manitoba Writers' Guild
Annual General Meeting
Saturday, October 3, 2009 10:00 a.m.
Burns Creative Classroom, Artspace**

Call to Order

1. Approval of agenda
2. Review and approve minutes of previous General Meeting.
3. Business arising from the minutes
4. Correspondence
5. President's Report
6. Treasurer's Report
7. Motion to accept the audited financial statements
8. Appointment of the auditor
9. Committee Reports
 - Membership & Programs
 - Resource Development
 - Nominations and Governance
10. Directors' election
11. Adjournment of AGM

Typical documents that would be distributed at an Annual General Meeting include:

- α) Agenda
- β) Minutes from the last General Meeting
- χ) Annual Report – which includes President's Report, Treasurer's Report and Committee Reports
- δ) Audited Financial Statements for fiscal year just ended
- ε) Annual Operating Budget for upcoming year

MANITOBA WRITERS' GUILD
Guidelines for Guests at Board and Committee Meetings
Approved June 2013

PURPOSE

These Guidelines help prepare guests' expectations in instances where they attend meetings of the Board of Directors (the Board) of the Manitoba Writers' Guild or its Committees.

It is the expectation that the business of Board and Committee meetings will proceed appropriately and in a safe, comfortable and secure manner for all meeting participants. These Guidelines describe measures that are consistent with past practice and with the relevant Board-approved by-laws, policies and protocols.

GUIDELINES

- a) Board and Committee meetings are generally not open to the public as discussions at such meetings may involve confidential matters. Attendance of guests at a meeting is limited to those guests specifically invited by the Chairperson of the meeting and all such guests are expected to keep confidential everything heard and received at the meeting.
- b) Guests may be asked to comply with measures to address safety and accessibility considerations. Whenever possible, these measures will be conveyed to a guest in advance of his or her arrival at a meeting.
- c) Guests may be required to sign-in upon arrival at a meeting and the names provided through this process may be listed among the attendees included in the official minutes of the meeting.
- d) Guests may request a copy of the minutes of a meeting that they attend, but the Chair of such meeting will have the discretion to provide the minutes.
- e) Guests attending meetings of the Board or a Committee do not have speaking privileges unless they have been advised of such privileges in advance of the meeting or are granted speaking privileges at the meeting.
- f) Guests may be asked to leave a Board or Committee meeting at any time by the Chair of the meeting and are expected to do so without delay.
- g) Interference with the progress of a meeting by a guest will not be permitted and any guest who attempts to impede the business of the meeting will be instructed by the Chairperson of the meeting to leave. In such circumstances, guests are expected to exit the meeting without delay.

- h) No audio or visual record or transmittal by any guest of any Board or Committee meeting is permitted without the prior approval by the Chair of the relevant meeting.

Questions concerning these Guidelines may be directed to the Executive Director.

MANITOBA WRITERS' GUILD

Membership Policy

Approved October 2014

Membership in the Manitoba Writers' Guild is open to writers working in all genres and at all levels of development. Membership is also open to persons who are not writers but who are interested in the art of writing and support the aims of the Guild.

Membership Categories and Fees

Categories of membership are described in Article 3 of the Guild's bylaws.

Reduced fees are designated for full-time post-secondary students, youth, and those on fixed incomes. For the purposes of Guild membership, "youth" denotes an individual who is under the age of 18 and/or a student in primary or secondary school. A lifetime member is not required to pay a membership fee.

Appeal Process

The Board may reject an application for membership or revoke membership under certain circumstances.

Where the Board, in its discretion, rejects any application for membership or revokes any person's membership in the Guild, the Board's decision must be communicated in writing to the affected applicant or member.

The affected applicant or member may appeal the decision of the Board by setting out, in writing, the reasons why their application should be accepted or their membership not revoked. Any written appeal must be received by the Board within two weeks from the date of service of the Board's original decision. The affected applicant or member will be deemed to have accepted the Board's decision if they fail to appeal the decision in writing and within the timeframe specified.

Where an appeal in writing is received by the Board within the timeframe specified, the Board will review the appeal and provide the affected applicant or member with the Board's final decision in writing. No further appeal from this final decision is available.

MANITOBA WRITERS' GUILD: A Guide for Volunteers

Approved August 2014

Who We Are

The Manitoba Writers' Guild is a provincial arts service organization representing professional and emerging writers in Manitoba. Its mission is to encourage, develop, promote and celebrate writers and writing, to support the freedom to write and to read, and to advocate for the well-being of writers.

Why Volunteer for the Guild?

Volunteering for the Guild gives you the opportunity to make connections within the writing community and within the arts community as a whole and to contribute to that community. You can meet people from a variety of backgrounds and with a wide range of interests. You'll be involved in events and programs that enrich the arts scene in Manitoba.

Volunteers benefit the Guild in many ways, too. Like many arts organizations, we run on a small budget. The contributions of volunteers to the Guild's events and programs enable us to offer more and better programming than we could with only our small staff. Volunteers who serve on committees benefit the Guild by bringing a broad range of skills, interests and experience, diverse perspectives, and a wide range of community contacts.

Becoming a Guild Volunteer

When you join the Guild or renew your membership, you can check the appropriate box on the membership form. Or you can just call or e-mail the office any time and let the staff know you're interested in volunteering.

When a volunteer opportunity comes up, the office will contact the volunteers on the list with a description of the duties involved.

The Guild may occasionally conduct interviews for volunteer positions, depending on the nature of the task and the level of responsibility, and may seek references if the volunteer would be required to handle cash or other material assets of the Guild. If the volunteer is expected to work with vulnerable persons in the course of his or her duties, the Guild may require additional information, such as background or criminal record checks, as may be required by law or as may be reasonable in the circumstances.

Training and Support

Volunteers will receive orientation and, where necessary, training appropriate to their assigned tasks. When a volunteer signs up for a task, they will receive clear information about what their responsibilities are and to whom they will report.

Health and Safety Provisions

The Guild takes the health and safety of its volunteers seriously. The Guild will ensure that all volunteers know where the fire exits are, either in the Artspace building or in other venues where events are held, and will inform them of any relevant safety procedures. If volunteers have any health or safety concerns about the nature of the duties assigned, they should discuss them with a staff member as soon as possible.

Accessibility

The Artspace building is accessible for wheelchairs. When events are held in other venues, the Guild will ensure volunteers are informed about the accessibility features of the venue where they will be working. The Guild will make reasonable efforts to accommodate volunteers with specific accessibility needs.

Grievances

If a volunteer has a concern relating to their duties, they should speak first to their supervisor and try to address the concern. If this does not resolve the situation, the volunteer may address their concerns in writing, giving

pertinent details of dates and circumstances, to the Guild's Executive Director and/or President by sending an e-mail to info@mbwriter.mb.ca.

If the supervisor has concerns about the volunteer's performance, they will speak to the volunteer directly to resolve the issue. If this is unsuccessful, the supervisor will refer the matter to the Board for consultation at its next regularly scheduled meeting.

Reimbursement of Expenses

Volunteers will be reimbursed for out-of-pocket expenses related to their role with the Guild, when those expenses are reasonable and have been pre-approved by the Guild. Volunteers should record their expenses, and submit receipts wherever possible.

Confidential Information

When volunteers come across or are provided with confidential information pertaining to the Guild, its Board, its staff, or its members, they must respect the confidentiality of that information and not share it with anyone, except as required in the course of their duties with the Guild.

KEY PARTNERSHIPS

The MWG also supports and advocates on behalf of writers by partnering with the following organizations:

- Access Copyright
- Arts and Cultural Industries Association of Manitoba
- Association of Manitoba Book Publishers
- Book and Periodical Council
- Canadian Conference for the Arts
- Canadian Writers' Summit Committee
- *Contemporary Verse 2* magazine
- Freedom to Read Week
- McNally Robinson Booksellers
- Millennium Library
- *Prairie Fire* magazine
- Red River College
- University of Winnipeg
- University of Manitoba
- Winnipeg International Writers' Festival
- Winnipeg Public Library System

BOARD OF DIRECTORS

The current Board members and their respective lengths of service in their current positions are:

Name	Position	Served since
Susan Rocan	President	2016
Chris Rutkowski	Past-President	2016
Doug Whiteway	Vice President (Membership & Programs)	2016
Anna Valdron	Vice President (Resource Development)	2017
Dennis Maione	Secretary	2016
Clarise ?	Treasurer	
Bob Armstrong	Director	2016
Geoff Butler	Director	2017*
Alexandria Dawson	Director	2016
Shayla Elizabeth	Director	2013
Laura McKay	Director	2017
Anna Valdron	Director	2016
Doug Whiteway	Director	2014