Manitoba Moon Voices Inc.

REPORT TO MMVI MEMBERS

RE: Proposed Amendments to MMVI By-Law No. 4

PURPOSE OF REPORT

The purpose of this report is to present the membership with a consolidated set of proposed amendments to Manitoba Moon Voices Inc. (MMVI) By-Law No. 4.

The proposed amendments have been developed from the existing MMVI By-Law No. 4, the Notice to MMVI Members regarding proposed By-Law amendments, and the MMVI By-Law Amendment Proposal.

As Manitoba Moon Voices Inc. continues to grow as a provincial organization, the responsibilities placed upon the Board of Directors continue to grow as well. It is important that MMVI's governance framework clearly identifies the standards, responsibilities and expectations associated with serving as a Director.

The proposed amendments are intended to strengthen:

- Board governance;
- accountability;
- transparency;
- Director independence;
- conflict-of-interest practices;
- financial and organizational integrity;
- Director orientation and governance knowledge; and
- clarity regarding quorum and the ability of the Board to conduct its business.

These amendments are not intended to create unnecessary barriers to community involvement or leadership development. MMVI remains committed to ensuring meaningful opportunities exist for Members and community participants through committees, advisory circles, working groups, events, programs and other community engagement activities. The new amendments will be highlighted in red.

The objective is to ensure that individuals who exercise the legal authority and fiduciary responsibilities of a Director are subject to appropriate governance standards while maintaining opportunities for broader community participation within MMVI.

BACKGROUND

MMVI's current By-Law No. 4 establishes our governance structure, including Membership, Meetings of Members, the Board of Directors, Officers, committees, conflict of interest and the process for amending the By-Laws.

Article 5 establishes the Board of Directors and currently provides for a Board consisting of nine (9) Directors.

As part of MMVI's continuing governance development, several areas have been identified where additional clarity and stronger governance standards would benefit the organization.

These areas include:

1. Director screening and qualifications;
2. Child and Adult Abuse Registry Checks;
3. financial integrity requirements;
4. Director governance commitments;
5. immediate family relationships on the Board;
6. close personal relationships that may affect independent decision-making;
7. strengthened conflict-of-interest requirements;
8. mandatory Board governance orientation;
9. community committee participation; and
10. clarification of Board quorum.

The proposed amendments are set out below using language intended to remain consistent with the wording and structure of the existing MMVI By-Law No. 4.

PROPOSED BY-LAW AMENDMENTS

For clarity, the following section first identifies the wording presently contained in MMVI By-Law No. 4 and then sets out the wording proposed for amendment. The proposed language is drafted in the same form and style as the existing By-Law so that, if approved by the Membership, it can be inserted directly into the consolidated By-Law No. 4.

AMENDMENT NO. 1 – SECTION 4.02 NOTICE OF MEETING OF MEMBERS

Current By-Law Wording

4.02 Notice of Meeting of Members

a) No public notice of any Annual or Special Meetings of MMVI shall be required.

b) Notice of the time and place of every Meeting of Members shall be given to each Regular and Youth member in good standing by sending a written notice by prepaid mail, email, telephone, electronic, or another communication facility.

c) Notice will be sent to the last contact information provided by the MMVI records for the Regular or Youth member in good standing.

d) Notice will be given no less than fourteen (14) days prior to the record date for the determination of a member in good standing.

e) The record date for the determination of a member in good standing is thirty (30) days before the date on which the meeting is to be held.

Proposed Amended Wording

Sections 4.02(a), (b) and (c) remain unchanged. Existing sections 4.02(d) and (e) are replaced by:

d) Notice will be given no less than fourteen (14) days prior to the annual or special meeting date.

e) The determination of a member in good standing is thirty (30) days before the date on which the annual or special meeting is to be held.

The purpose of this amendment is to clarify the two timing requirements.

AMENDMENT NO. 2 – SECTION 5.03 QUALIFICATIONS

Current By-Law Wording

5.03 Qualifications

a) Each Director shall be an Indigenous woman or gender-diverse individual of Indigenous ancestry;

b) Who is a Regular or Youth member who supports the Vision, Mission, and Objectives of MMVI and agrees to abide by the Code of Honour;

c) Who is not less than 18 years of age;

d) Who has the legal capacity to enter into contracts;

e) Who is a resident of Manitoba for the entire term as a Director;

f) Not be an undischarged bankrupt;

g) Not be an employee of MMVI, and if any Director becomes an employee of MMVI, they shall, immediately upon becoming an employee, resign as a Director of MMVI.

Proposed Amended Wording

The existing provisions of section 5.03(a) through (g) remain in effect and the following provisions are added:

h) Criminal Record Check – Each Director shall provide a satisfactory Criminal Record Check completed within six (6) months prior to election or appointment. The existence of a criminal record shall not automatically disqualify an individual from serving as a Director. Where a Criminal Record Check discloses a conviction or other information of concern, the Board shall consider the nature and circumstances of the offence, the time that has passed, its relevance to the duties of a Director, evidence of rehabilitation, and any other information considered appropriate. The Board may require an updated Criminal Record Check during a Director's term where reasonably necessary to protect the interests of MMVI.

i) Child and Adult Abuse Registry Checks – Each Director shall provide a Child Abuse Registry Check and an Adult Abuse Registry Check completed within six (6) months prior to election or appointment. A person listed on either registry shall be ineligible to serve on the Board of Directors.

j) Financial Integrity – A Director shall not have been convicted within the previous ten (10) years of fraud, theft, embezzlement, breach of trust, forgery or other financial misconduct which, in the opinion of the Board, may reasonably affect the person's ability to discharge the fiduciary responsibilities of a Director; nor shall a Director be prohibited by a court, tribunal or regulatory authority from acting as a director, officer, trustee or fiduciary. Where appropriate, the Board may consider the circumstances of an offence, the period of time that has passed and evidence of rehabilitation, except where the person is prohibited by law from serving.

k) Board Governance Commitment – Each Director shall, within thirty (30) days following election or appointment, review and sign the MMVI Code of Conduct, a Confidentiality Agreement and a Conflict of Interest Declaration, and shall comply with such documents throughout their term. Failure to execute or comply with the required governance documents may constitute grounds for suspension or removal in accordance with these By-Laws and applicable MMVI policies.

l) Family Relationship Restrictions – No two immediate family members shall serve concurrently on the Board of Directors. For the purposes of this section, immediate family includes a spouse, common-law partner, parent, child, step-parent, step-child, grandparent, grandchild, sister, brother, half-sister, half-brother, mother-in-law, father-in-law, son-in-law or daughter-in-law. Where two immediate family members would otherwise be elected at the same election, the candidate receiving the greater number of votes shall be declared elected. Where the vote is equal, the tie shall be resolved in accordance with section 5.05. Where an immediate family relationship develops during a term, one Director shall resign within thirty (30) days. If the Directors cannot determine which Director shall resign, the Board may determine the matter by resolution, excluding the affected Directors from discussion and voting.

m) Close Personal Relationships – A person may be determined to be ineligible to serve as a Director where a close personal relationship creates an actual, potential or perceived conflict of interest which may reasonably impair, or appear to impair, the independent exercise of that person's duties. Any determination under this section shall require a two-thirds (2/3) vote of the Directors entitled to vote on the matter, shall exclude any affected Director from discussion and voting, and shall be supported by written reasons.

n) Board Governance Orientation – Every Director shall complete a Board Governance Orientation approved by MMVI within ninety (90) days following election or appointment. The orientation shall include the roles and responsibilities of Directors, fiduciary duties, duty of care, duty of loyalty, financial oversight, conflict of interest, confidentiality, risk management, the MMVI By-Laws and governance policies, and Indigenous non-profit governance practices. A Director who fails to complete mandatory orientation within the required period without reasonable cause may have voting privileges suspended by resolution of the Board until completion. The Board may extend the period where reasonable circumstances exist.

AMENDMENT NO. 3 – SECTION 5.05 PROCESS FOR ELECTION OF DIRECTORS

Current By-Law Wording

5.05 Process for Election of Directors

a) The election shall take place at an Annual or special assembly and notice given to members subject to sections 4.02, 4.03, and 4.04 of the By-Laws;

b) A Registered Regular or Youth member of MMVI in good standing and registered no less than thirty (30) days prior to the assembly at the time of nomination must have a nominator and seconder who are registered MMVI Regular or Youth members also in good standing and registered no less than thirty (30) days prior to the assembly;

c) The Regular or Youth member must support the Vision, Mission, and Objectives of MMVI and agree to abide by the Code of Honour to be eligible on the day of elections to be considered in good standing;

d) To be a candidate for election, the member nominated for directorship must accept and consent to the nomination by signing the nomination document and be present at the Annual Assembly;

e) Candidates will each be allowed to address the membership present at the assembly for four (4) minutes or as determined by the membership; this is inclusive of nominator's address to the assembly;

f) The voting for the election will be by secret ballot approach, where a third-party neutral election officer will be contracted;

g) The third-party neutral election officer will open the nomination and will provide the prescribed nomination form or document to Regular and Youth members;

h) The third-party neutral election officer will close nominations at the set time listed on the agenda;

i) Each Regular or Youth member registered for and present, whether in person or virtually, at a meeting to elect a director is entitled to cast one vote per vacant director position by way of a ballot;

j) If the number of nominated candidates is equivalent to the number of Board positions up for election, a secret ballot voting process will still occur to document the number of votes per candidate;

k) If the number of candidates nominated for any director position exceeds the number of positions to be filled, the candidates who received the fewest votes shall be eliminated until the number of candidates remaining equals the number of positions to be filled;

l) The candidates with the most votes shall take the longer-term position and the second-highest votes and so forth until all vacant positions are filled;

m) If there is a tie for the last Director position, the third-party neutral electoral officer will put both names into a secret ballot form and the candidate who receives the highest votes will be determined the winner of that tie;

n) By a show of hands of the membership, an Ordinary Resolution shall be passed to accept the new Board of Directors after the election results are declared.

Proposed Amended Wording

Section 5.05 is proposed to be replaced so that the election process works together with the enhanced Director qualifications in section 5.03 and the Board Candidate process described in the Grandmother's Report:

a) The election of Directors shall take place at an Annual or Special Assembly and notice shall be given to Members in accordance with sections 4.02, 4.03 and 4.04 of these By-Laws.

b) A Regular or Youth Member seeking election as a Director shall be in good standing as of the annual or special meeting date established under section 4.02(e), shall meet all qualifications set out in section 5.03, and shall complete the Board candidate application and screening requirements approved by MMVI before being confirmed as an eligible candidate.

c) A prospective candidate may submit a Board candidate application at any time during the year. MMVI may review applications, confirm membership and By-Law eligibility, complete required consent-based checks, contact references and maintain a pool of applicants who have been determined eligible for future elections or vacancies.

d) Inclusion in the Board Candidate Pool does not constitute nomination, appointment or election to the Board and does not guarantee that an individual will be elected or appointed. All elections and appointments remain subject to these By-Laws.

e) At the time nominations are called, an eligible candidate shall have a nominator and a seconder who are Regular or Youth Members in good standing and who meet the membership requirements established for the election.

f) A candidate shall accept and consent to the nomination by signing the prescribed nomination or candidate document and shall be present at the Annual or Special Assembly, in person or by an electronic means permitted by these By-Laws.

g) Candidates shall each be allowed to address the Members present for two (2) minutes, or for such other period as may be determined by the Members, inclusive of any nominator's address.

h) Voting for the election of Directors shall be by secret ballot and a third-party neutral election officer shall be retained.

i) The third-party neutral election officer shall open and close nominations at the times established on the agenda and shall confirm that each nominee has been determined eligible in accordance with sections 5.03 and 5.05 before the nominee's name is placed on the ballot.

j) Each Regular or Youth Member entitled to vote and present, whether in person or virtually, at a Meeting of Members to elect Directors is entitled to cast one vote for each vacant Director position by way of ballot.

k) If the number of eligible nominated candidates is equal to the number of Board positions to be filled, a secret ballot shall nevertheless be conducted to record the number of votes received by each candidate.

l) If the number of eligible nominated candidates exceeds the number of positions to be filled, the candidates receiving the fewest votes shall be eliminated until the number of candidates remaining equals the number of positions to be filled.

m) The candidates receiving the highest number of votes shall fill the available positions, with the candidate receiving the highest vote taking the longest available term, followed by the next highest vote and so forth until all vacant positions are filled.

n) Where there is a tie affecting the final Director position, the third-party neutral election officer shall conduct a further secret ballot between the tied candidates and the candidate receiving the highest number of votes shall be declared elected.

o) Following declaration of the election results, an Ordinary Resolution of the Members shall be passed to accept the new Board of Directors.

AMENDMENT NO. 4 – NEW SECTION 5.13A COMMUNITY COMMITTEES AND PARTICIPATION

Proposed New By-Law Wording

5.13A Community Committees and Participation

a) MMVI recognizes the importance of community participation, leadership development and the inclusion of the knowledge, experience and voices of its Members and communities.

b) Notwithstanding the eligibility requirements applicable to Directors, the Board may appoint Members or other appropriate individuals to committees, advisory bodies, circles and working groups established by MMVI, including Advisory Committees, Working Groups, Event Committees, Program Committees, Youth Committees, Elder or Grandmother Advisory Groups, and such other bodies as the Board may establish from time to time.

c) Members of a committee, advisory body, circle or working group may participate in discussions, provide advice and recommendations, support organizational initiatives, programs and events, and serve as volunteers or community representatives.

d) Unless an individual is also a duly elected or appointed Director, participation on a committee, advisory body, circle or working group does not confer the legal powers, responsibilities or authority of a Director, and the individual shall not vote on matters reserved to the Board of Directors.

AMENDMENT NO. 5 – SECTION 5.16 QUORUM

Current By-Law Wording

5.16 Quorum

a) At any meeting of the Board of Directors of MMVI, a quorum shall consist of a majority of the Directors holding office including one Co-Chair.

b) Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

c) For the purposes of determining quorum, a Director may be present in person, or by telephone, teleconference or other electronic means as per section 5.17.

d) If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws.

Proposed Amended Wording

5.16 Quorum

a) At any meeting of the Board of Directors of MMVI, five (5) Directors shall constitute a quorum, provided that at least one (1) of the Directors present is a Co-Chair.

b) Despite any vacancy among the Directors, where five (5) Directors are present, the Directors may exercise all the powers of the Directors.

c) For the purposes of determining quorum, a Director may be present in person, or by telephone, teleconference, videoconference or other electronic means as permitted under section 5.17.

d) If the number of Directors at a meeting falls below five (5), there can be no further transaction of business until quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the Board at which five (5) Directors, including at least one Co-Chair, are present shall be competent to exercise all or any of the authorities, powers and discretions by or under these By-Laws.

Reason

Five (5) Directors, including at least one Co-Chair, constitutes quorum. If five Directors attend a properly called Board meeting, the meeting may proceed and the Board may conduct its business notwithstanding absences or vacancies elsewhere on the Board.

AMENDMENT NO. 6 – SECTION 6.10 CONFLICT OF INTEREST

Current By-Law Wording

6.10 Conflict of Interest

a) Every Director is in a fiduciary relationship with MMVI and is obligated to act in the utmost good faith towards MMVI in their dealings with it or on its behalf. No Director shall place themselves in a position where there is a conflict between their duties as a Director and their other interests.

b) Every Director who is in any way directly or indirectly interested in any existing or proposed contract, transaction or arrangement with MMVI or who otherwise has a conflict of interest shall declare the interest fully at a meeting of the Directors in the manner required by the Corporations Act and shall leave the meeting until such time the conflict matter has been dealt with and shall refrain from discussion and acting in respect of the matter on which a conflict has been declared.

c) If a Director or Officer has made a declaration of their interest in a proposed contract and has not voted or had a discussion in respect of the contract, they are not accountable to MMVI or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of their holding office or of the fiduciary relationship established thereby.

d) Every declaration of a conflict of interest shall be declared and recorded in the minutes of all meetings of MMVI.

Proposed Amended Wording

6.10 Conflict of Interest

a) Every Director and Officer is in a fiduciary relationship with MMVI and shall act honestly, ethically, in good faith and in the best interests of MMVI. No Director or Officer shall place themselves in a position where their personal interests, relationships or obligations conflict, or may reasonably be perceived to conflict, with their duties to MMVI.

b) Every Director and Officer shall disclose any actual, potential or perceived conflict of interest immediately upon becoming aware of the conflict. A conflict may include an immediate family relationship, close personal relationship, employment relationship, financial interest, business partnership or business relationship, contracting or procurement opportunity, funding decision, organizational or outside board relationship, or any other matter in which a reasonable person may perceive bias or an impairment of independent decision-making.

c) Where a Director or Officer has an actual, potential or perceived conflict of interest in a matter being considered by the Board, the Director or Officer shall declare the conflict, refrain from attempting to influence the Board or any Director in respect of the matter, leave the meeting during discussion of the matter except where requested solely to provide information, refrain from participating in debate, abstain from voting, and ensure that the declaration and absence from discussion and voting are recorded in the minutes.

d) A Director who has declared a conflict shall not be included in determining the vote required on the conflicted matter, except as may otherwise be required by the Act.

e) Failure by a Director or Officer to disclose a conflict of interest may constitute grounds for disciplinary action, suspension or removal in accordance with these By-Laws and applicable MMVI policies.

f) Every declaration of a conflict of interest shall be recorded in the minutes of the meeting of MMVI.