

**Category:** Governance

**Policy Name:** Council terms of reference

**Number and date of approving motion:** 2021-53, 21 December 2021

**Motion number and date of last review:** 2022-10-08, 11 October 2022

**President's Signature:**



**Binding Purpose:**

To define Council members' responsibilities and authority identified in Section 5.02 of the Manitoba Historical Society Constitution and Bylaws: "The Council shall be responsible for the general management and supervision of the affairs of the Society".

To define legal obligations of duty of care, loyalty and compliance required of directors of an incorporated body.

**Policy Requirements:**

1. develop and monitor progress on a strategic plan to guide the Society toward fulfillment of the four objects in the Manitoba Historical Society Constitution and Bylaws:
  - to foster the preservation of property relevant to an appreciation of the history of Manitoba
  - to encourage research and publications relating to the history of Manitoba and western Canada
  - to promote and encourage public interest in Manitoba and Canadian history, and
  - to assist in the formation and activities of local historical societies in furthering the objectives of the Society throughout Manitoba
2. duty of care: attend and contribute to discussion and decisions at six Council meetings per year and the annual general meeting to
  - create, review and approve policies to guide the Society in its activities, risk management and the relationship of Council and Executive to the Executive Director
  - approve the annual operating budget and monitor variances
  - decide on the creation and use of internally restricted funds
  - hire, support, guide and monitor performance of the Executive Director
3. duty of loyalty: maintain undivided allegiance to the organization by
  - placing the Society's interests first rather than using the position to further private interests
  - adhering to the code of conduct, confidentiality and conflict of interest policies
4. duty of compliance:
  - respect the requirements of the Manitoba Historical Society Act, the bylaws and governance policies
  - support lawful decisions of the Council

5. Council members will:

- adhere to applicable legislation, Society bylaws, the Society's code of conduct and conflict of interest policies as well as professional ethics and practices
- be proactive, emphasizing
  - outward vision rather than internal focus
  - proactive, future vision rather than reaction
  - diversity in viewpoints
  - strategic leadership, not administrative detail
  - distinct Council, Executive and staff roles
  - collective, not individual decisions
- consider and respect others' opinions but support all lawful decisions of Council

6. Each Council member is expected to participate as a member of one standing or ad hoc committee and assist with fundraising activities as required.

7. Attendance at Council meetings: As required by section 8:07 of the MHS Constitution and Bylaws, any elected Council member who fails to attend three consecutive meetings of Council without reasonable cause may be removed by a simple majority vote of Council members at a regular meeting of Council. Attendance may be in person or electronic.

**Frequency of review:** every three years