

**CODE OF CONDUCT FOR MEMBERS OF THE COUNCIL OF
THE UNIVERSITY OF MANITOBA GRADUATE STUDENTS' ASSOCIATION
(THE "CODE")**

This Code applies to all members.

I. GENERAL DUTIES AND OBLIGATIONS OF MEMBERS WHEN REPRESENTING THE UMGSA

All members have a fiduciary duty to act only in the best interests of the University of Manitoba Graduate Students' Association (hereinafter referred to as "UMGSA").

At the time of appointment to Council, each member shall sign and file a declaration with the UMGSA Office Manager indicating that they have read, understood, and agreed to comply with this Code.

During their term of office, each Member:

- shall carry out their functions with honesty, integrity, independence, and good faith;
- shall act responsibly with the prudence of a reasonable individual;
- shall respect the confidentiality of information received in the performance of duties, as well as the confidentiality of the deliberations of the Council and Committee, both during and after their tenure on the Council or its committees;
- shall respect fellow Council Members; the authority of the Council and Council decisions once made;
- shall treat all Members equal, no matter their gender, ethnicity, creed, disability or sexual orientation;
- shall prepare for, attend and participate in meetings of the Council, and committees as appropriate or send a proxy;
- shall declare any real or apparent conflict of interest as soon as they are aware of it;
- shall not assist any person or any organization in its dealings with the UMGSA when such intervention may result in real or apparent preferential treatment to that person or organization by the UMGSA;
- shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, any information acquired in the exercise of their office that is not otherwise generally available to the public; and

- shall not use, directly or indirectly, any facilities, property or services of the UMGSA nor allow them to be used, for purposes other than as expressly approved by the UMGSA.
- shall not make use of any confidential information obtained as a Member, in order to derive therefrom a benefit or advantage for themselves or that of any family member;.

II. RULES GOVERNING CONFLICTS OF INTEREST

Preamble:

A Member holds a position of trust. As such, there is a general obligation to avoid situations of conflict of interest.

Definition of Conflict of Interest:

A conflict of interest arises when a Member's personal and/ or business/ occupational/ professional interests compete with or supersede the Member's dedication to the interest of the UMGSA. This could arise from a real or apparent conflict of interest.

Real Conflict of Interest:

A "real conflict of interest" exists when a Member holds a business, occupational or professional interest, whether directly or indirectly ("a personal interest"), that in the opinion of a reasonable person is sufficient to put into question the Member's ability to exercise their duties on the Council independently, impartially and objectively.

Avoidance of Conflicts:

Each Member must arrange their personal interests and conduct themselves in a manner to avoid a real or apparent conflict of interest. Without limiting the generality of the foregoing, a Member:

- shall not act on behalf of, or deal with, the UMGSA, in any matter where a real or apparent conflict may exist;
- shall not use the relationship with the UMGSA to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds significant interest;
- shall not use property owned by the UMGSA to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds significant interest;

- shall not use information acquired through membership on the Council to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds significant interest;

Clarification

If a Member is in doubt as to whether or not a conflict exists, the Member must seek the advice of the Chair of the Council or Committee; or of a person designated by the Council; and must follow the advice given. In the case of the Council Chair, they are to seek the advice of the Executive Committee.

Declaration of Conflict of Interest:

A Member must take immediate steps to resolve the conflict or to remove the perception that one exists.

Each Member is required to make a declaration of the nature and extent of any conflict of interest at the first opportunity after the facts related to the conflict of interest have come to the Member's attention.

After making a declaration of a conflict of interest, the Member:

- shall not take part in the discussion of the matter and shall not vote on any question in respect of the matter (the Member may be counted for the purposes of reaching quorum for that meeting);
- shall leave the meeting for the period during which the matter is under discussion; and
- shall not attempt in any way, before, during or after the meeting, to influence the discussion and/or voting on any question in respect of the matter.

After a declaration of a conflict of interest has been made by a Member:

- the declaration and the resolution of any conflict of interest shall be recorded in the minutes of the meeting.

III. RULES GOVERNING CONFIDENTIALITY

Proceedings at "open" sessions of meeting of the Council are not confidential. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of an open session are not confidential, unless specifically identified as "confidential".

Proceedings at “closed” sessions of meetings of the Council are confidential. Proceedings at meetings of committees of the Council are confidential, unless otherwise explicitly directed by the Council.

Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of a closed session of a Council meeting or a committee meeting are confidential.

During the term of the Member and thereafter, confidential information received by a Member shall not be divulged to any other person without express prior, written authorization of the Council.

It is the responsibility of Members and any other person who receives confidential information to ensure the security of confidential information entrusted to them at all times. At the appropriate time, such documentation must be destroyed in a confidential matter. Members may return such documentation to the Office Manager for destruction.

OTHER

Rules about Gifts:

Members should not accept entertainment, gifts or favors that create or appear to create preferential treatment for the Member or the UMGSA. Gifts and entertainment should only be accepted or offered by a Member in the course of performing Council responsibilities where:

- The gift has no more than token value;
- It is the normal exchange of hospitality or customary gesture of courtesy between persons doing business together;
- The exchange is lawful and in accordance with local ethical practices and standards, and
- It could not be construed as creating a sense of obligation on the part of the Member.

Inappropriate gifts received by a Member should be returned to the donor.

Non-Compliance:

A Member who breaches any of the terms of this Code shall be subject to sanction by the Council, up to and including a request for the Member’s resignation, or removal from the Council by the appointing body, as the case may require.

An Executive Member who breaches any of the terms of this Code may face impeachment according to the UMGSA bylaws.

The Chair and/or the Executive Review Committee shall assess the circumstances surrounding any non-compliance with these guidelines and shall make a recommendation to the Council.

All individuals are required to report any events that do not appear to be in compliance with the policy to the Office Manager so as to reasonably ensure that the President/Chair of the Council, the Executive Review Committee and Auditor are informed of such events.

Orientation:

The Code shall form part of the orientation program for all Members.

Endnote:

Nothing in the Code is intended to preclude any person from membership on the Council. The Code exists to provide a framework within which to deal with situations that arise between a Member's duties to the Council and their private affairs. As long as the "Declaration" is properly made and the provisions of the Code followed, the relationship may continue.