

# Manitoba Runners' Association Inc.

## Governance Policy

### Revised May 8, 2023

#### ARTICLE 1: GOVERNANCE

- 1.1 Policy: This constitutes the Governance Policy stipulated in section 4.6.2 of the Bylaws.

#### ARTICLE 2: BOARD OF DIRECTORS

- 2.1 Role of the Board: The Board of Directors acts as the governing body for the MRA. It is responsible for guiding the MRA's strategic direction in accordance with its vision, mission, and values. It is NOT responsible for overseeing the MRA's day-to-day activities—day-to-day oversight is the responsibility of the Executive Director.
- 2.2 Typical Functions: Key functions of the Board include (but are not limited to) the following:
- 2.2.1 Developing and reviewing, on a periodic basis, the vision, mission, values and mandate of the MRA.
  - 2.2.2 Providing input into and approving the MRA's strategic direction. Allocating appropriate resources in its pursuit. Monitoring and evaluating the strategic direction.
  - 2.2.3 Establishing policies related to the management and operation of the MRA. (See ARTICLE 5: Policies and Policy Review below.)
  - 2.2.4 Delegating responsibility and related authority to the Executive Director for the management and operation of the MRA.
  - 2.2.5 Appointing the Executive Director and ensuring the Executive Director's ongoing performance, professional development, and compensation review.
  - 2.2.6 Providing financial oversight to ensure the long-term sustainability of the MRA. Ensuring proper financial controls are in place. Protecting the Members' interest in the MRA.
- 2.3 Director Behaviour: In a position of trust, each Director is obliged to act honestly and in good faith to oversee the MRA's interests and activities.
- 2.4 Director Volunteers: By nature of the MRA's size, it relies heavily on volunteers. In particular, Directors are often called upon to serve on committees, at MRA events, or in other roles as part of the running community. At all times, Directors must remember their position as representatives of the MRA and ambassadors for the running community.

#### ARTICLE 3: ELECTION OF BOARD OF DIRECTORS

- 3.1 Nomination of Board of Directors: Together with the Executive Director, the Governance Committee shall consider and recruit potential candidates for Directors. The Governance Committee shall bring forward a slate of candidates for election at the Annual General Meeting. Should there be fewer than 11 Directors, the Governance Committee may bring forward names

of candidates for Directors at any time. Candidates shall provide written consent for the nomination.

- 3.2 **Member Nominations:** In accordance with the Bylaws, a Member may nominate another Member to be included in the slate of candidates for election as a Director by submitting the nomination to the Chair of the Governance Committee.
- 3.3 **No Nomination for Incumbents:** Incumbent Directors wishing to be re-elected are not subject to nomination, but must provide notice to the Chair of the Governance Committee of their intention to run for re-election no less than 14 days before the Annual General Meeting.
- 3.4 **Board Size:** As stipulated in the Bylaws and Articles of Incorporation, the number of individuals to be elected will be sufficient to fill a Board with minimum of five and maximum of 11 Directors, including Directors serving the second year of their two-year terms.
- 3.5 **Explicit Election:** Unless there are more candidates than available Director positions, each Director shall be elected by a majority of votes cast by Members at the Annual General Meeting.
- 3.6 **One Vote per Position:** In the event there are more candidates than available Director positions, each Member shall be entitled to cast one vote for each available position, so long as each vote is cast for a different nominee. The nominee(s) with the most votes shall be elected.

#### **ARTICLE 4: REMOVAL OF DIRECTOR**

- 4.1 **Removal:** A Director may be removed in accordance with the Disciplinary Action Policy.

#### **ARTICLE 5: POLICIES AND POLICY REVIEW**

- 5.1 **Authority and Currency:** As stipulated in the Bylaws, a primary function of the Board is to make policies to manage the affairs of the MRA. In the interests of keeping such policies relevant and up-to-date, the Board shall review each policy at least once each year.

5.2 Policy and Governance Review: The Board maintains at least the following policies and governance practices, reviewed periodically as suggested.

<b>Policy</b>	<b>Suggested Review</b>	<b>Rationale and Notes</b>
Bylaws	January	Lead time needed for changes to be approved at the AGM
Financial Statements for previous fiscal year	February	Required by Bylaws at least one month before the AGM
Disciplinary Action Policy	March	Leading up to racing season Required by Bylaws
Governance Policy	May	Early in new Board's mandate Required by the Bylaws
Committee Policy	May	Early in new Board's mandate Required by the Bylaws
Meeting Policy	May	Early in new Board's mandate Required by the Bylaws
Membership Policy & Dues	August	Leading up to Race Director's Meeting and budget planning Required by the Bylaws (Membership Policy)
Sanctioning Agreement & Fees	August	Leading up to Race Director's Meeting and budget planning
Financial Policy	November	Leading up to the budget
Budget	December/ January	Leading up to the next fiscal year