

**Policy Name:** Code of Conduct**Number:** GP-7**Policy Type:** Governance Process**Date Approved:** April 21, 2009

The Board expects of itself and its members ethical, businesslike and lawful conduct. This includes proper use of authority and appropriate decorum when acting as board members. It expects its members to treat one another and staff members with respect, co-operation and a willingness to deal openly on all matters.

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations or any personal interest as a consumer.
2. Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Members must avoid a conflict of interest with respect to their fiduciary responsibility.
 - 3.1. A conflict of interest arises when a Board member's personal interest, whether real or perceived, could supersede his or her dedication to the best interest of the College. The test of a conflict of interest is not just a case of whether the Board member is actually influenced by a personal interest but whether circumstances lend themselves to such a possibility.
 - 3.2. Matters that constitute a conflict of interest are those that may lead to direct or indirect financial gain for an individual Board member. These include, but are not limited to:
 - matters affecting a private company of which the board member is a shareholder, a public company in which the Board member holds more than 1 % of the number of shares issued, or a partnership or firm of which the Board member is a member;
 - matters affecting a contract for the sale of goods, merchandise or services to which the board member is a party;
 - matters affecting the Board member's selling or leasing land to the College or having an interest in land being considered by the College;
 - matters affecting issues in which the Board member has a direct or indirect pecuniary interest.
 - 3.3. There must be no self-dealing or any conduct of private business or personal services between any Board Member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise "inside" information. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
 - 3.4. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation. A statement identifying the conflict shall be recorded in the minutes. All board members shall sign an acknowledgement of this Conflict of Interest policy and agree to abide by it.

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- 3.5. In event of a disagreement as to whether an individual board member has a conflict of interest the board shall vote on whether there is a conflict, and the decision of the vote shall be binding on the member.
- 3.6. Board members will not use their board position to obtain employment in the organization or preferred treatment for themselves, family members, or close associates. Should a public board member apply for employment, he or she must take a leave of absence from the Board. If hired, he or she must first resign from the board.
4. Board Members will respect the confidentiality appropriate to issues of a sensitive nature, including at all times the content of in camera meetings. All board members shall sign an acknowledgement of this Confidentiality policy and agree to abide by it.
5. Board Members, with the exception of the President, shall not attempt to exercise individual authority over the organization.
 - 5.1. Board Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - 5.2. Board Members' interaction with the public, press or other entities must recognize the same limitation and the inability of any Board Member to speak for the Board except to repeat explicitly stated Board decisions.
 - 5.3. Except for participation in Board deliberation about whether the CEO has achieved reasonable interpretation of Board policy, Board Members will not express individual judgments of performance of employees of the CEO.
6. Board Members shall be familiar with the incorporating documents, by-laws, regulations, and governance policies of the board as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
7. Members will be properly prepared for board deliberation.
8. Board Members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
9. Board Members will support the legitimacy and authority of board decisions, irrespective of the members' personal position on the issue.
10. Board Members shall attend meetings on a regular and punctual basis. If a Member other than the President is absent from more than two regular meetings during the academic year, the board must review the circumstances and may, consistent with the bylaws, request the Minister to remove and replace the member.
11. Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
12. A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, he or she and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board Members who are found to have violated the Code of Conduct may be subject to censure.

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