



Policy:	G-1.1
Approved By:	Board of Governors
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Policy Holder:	President

BOARD CONDUCT BY-LAW

Purpose / Rationale

Members of the Board must avoid any conflict of interest that might impair or impugn the independence, integrity or impartiality of their Board. There must be no apprehension of bias based on what a reasonable person might perceive.

Members of the Board who are in any doubt must disclose their circumstances and consult with the chair.

Scope / Limits

This policy applies to all Board members, appointed or elected, voting or non-voting and *ex officio*.

Principles

Part One: Code of Ethics

1. Each member, regardless of whether he or she is elected or appointed or is an *ex officio* member of the board, has the responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

Members of specific constituency groups such as faculty, staff or students may bring forward to board discussions the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of the college as a whole.

2. Board members are expected to act at all times in good faith and with honesty and due diligence.
3. Board members are expected to regularly attend meetings and to adequately prepare for the duties expected of them.

"If a member of the board has not attended three (3) consecutive regular meetings of the board, the member is no longer a member of the board unless excused by resolution of the board." The College and Institute Act, [6, 59.7].

4. Board members shall stand by and uphold decisions of the Board.
5. The conduct and language of Board members must be free from any discrimination or harassment prohibited by the Human Rights Code.
6. Board members' conduct shall reflect social standards of courtesy, respect and dignity.

7. Board members must not reveal or divulge confidential information received in the course of their duties.
8. Confidential information must not be used for any purpose outside that of undertaking the work of the Board. To this end each member of the Board shall take due care to ensure that confidential information of the Board is not made public.
9. The Board speaks as with one voice. The Board Chair or someone designated by the chair represents the Board in the public. All Board members must refer to the chair for public comments about the board and its decisions.
10. Performance of Board duties shall not result in any personal or private financial or other substantive gain for its members. (Private gain does not include honoraria for service on the Board.)

Part Two: Conflict of Interest

Actions taken in the course of performing duties as a member of the Board shall neither cause nor suggest the reality or perception that the member's ability to perform or exercise those duties has been or could be affected by private gain or interest. All board members shall ensure that:

1. Personal financial interests, assets or holdings are not in conflict with any decision, information or other matter that may be heard by or acted upon by the Board.
2. Activities undertaken as a private citizen are not in conflict with any responsibilities held as a member of the Board.
3. Activities undertaken as a member of the Board are not in conflict with any activities undertaken as a private citizen.
4. They remain impartial at all times toward individuals who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual.
5. Personal employment is not dependent on any decision, information or other matter that may be heard by or acted upon by the Board.
6. Other memberships, directorships, voluntary or paid positions or affiliations, are not in conflict with work undertaken in the course of performing their duties as a member of the board.
7. Student members are not considered to be in conflict on issues related to fees and charges paid to the institution by students, and may engage in the full debate and vote on these issues.

Part Three: Enforcement

As part of their commitment to the Board, members of the Board are required to affirm an oath agreeing to abide by the Board Conduct By-law.

1. The Board Chair shall take action if the Board Conduct By-Law is breached. Such action may include removal from a board activity including a board meeting, suspension from activities other than regular board meetings for a period of time, suspension for up to two consecutive regular board meetings (in-camera sessions are considered part of the regular board meeting), reprimand, warning, forfeiture of stipend and other sanctions. Any suspension imposed must not exceed two consecutive board meetings based on the limit noted in Section 59(7) of the College and Institute Act.
2. A member on whom a penalty has been imposed may appeal to the Board of Governors the decision or the penalty, or both.
3. The decision of the board is final.

A. DEFINITIONS

1. **Board** means the governing board as defined in The College and Institute Act.
2. **External member** means a community member appointed by Order in Council.
3. **Internal employee** member means a member of the faculty or support staff working at the college, elected by his or her peers to the board as allowed under The College and Institute Act (including the *ex officio* position of chair of education council).
4. **Student member** means a student elected to the board by his or her peers as allowed under The College and Institute Act.
5. **Board employee** member means the president of the college who is named in The College and Institute Act as a non-voting member of the board.
6. **Board chair** means an external member elected annually to the position of the chair from among the voting board members by a majority vote.

B. GUIDELINES

The following guidelines are intended to assist the members of the Board and the Board Chair to resolve or handle situations where real or potential conflict of interest exists or the code of ethics has been breached.

1. Handling Conflict of Interest

- a) The board chair will examine the agenda with a view to determining potential or real conflict of interest.
- b) If the Board Chair believes there is a conflict of interest situation, the Chair will advise the individual involved of the real or potential conflict of interest.
- c) If the Board member agrees, then he or she will:
 - i. Declare the conflict at the commencement of the meeting at which the topic of conflict is scheduled.
 - ii. For in-camera sessions, the Board member in conflict will absent himself or herself from the meeting for the duration of the discussion and decision on the topic in conflict.
 - iii. For public sessions, the Board member in conflict will refrain from discussing or voting on the topic in conflict.
- d) If the Board member does not agree, the Board Chair will:
 - i. Call an in-camera meeting prior to the meeting of at which the topic of conflict is scheduled.
 - ii. Put the question to the full Board for a decision at that in-camera meeting.
 - iii. The Board's decision will be final.

2. Handling a Breach to the Code of Ethics

- a) When a breach to the code of ethics has been identified, the Board Chair will take whatever action he or she believes is appropriate based on the nature and severity of the breach. Such action may include but is not limited to:
 - i. Warning
 - ii. Reprimand
 - iii. Suspension from the Board
- b) If the member accepts the decision of the Board Chair, the penalty is imposed and the Board Chair must report on his or her actions at the next in-camera meeting of the Board.

3. Processing an Appeal

- a) If the member rejects the decision of the Board Chair, he or she may appeal to the board in writing. The appeal must be requested within one week of the imposition of the penalty.
 - i. The penalty will remain imposed until such time as the Board hears the appeal.
 - ii. The Board will make every effort to hear the appeal within one month of its imposition.
- b) On hearing the appeal the Board may:
 - i. allow whatever evidence it considers appropriate, without regard to the rules of evidence
 - ii. allow the appeal, or
 - iii. impose any of the penalties listed in B 1. above or, in the case of an appointed member, request that the Lieutenant Governor in Council remove the appellant from the Board.
- c). The decision of the board is final.

C. LEGISLATIVE REFERENCE

College and Institute Act Sections: 19.1(d)