



NUMBER **GP 100**

TITLE **BOARD MEMBERS' CODE OF CONDUCT**

BOARD OF GOVERNORS POLICY

APPROVAL DATE June 27, 2023

NEXT REVIEW June 15, 2026

The Board expects ethical conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

Where confusion may arise or clarification is required in the interpretation of this Code, the Board Chair will be consulted.

1. Board members must be loyal to the public interest. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no 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 inside information.
 - b. Board members shall not acquire or dispose of any interest in any company where the knowledge of confidential information gained as a Board Member could reasonably affect the value of such investments.
 - c. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates.
 - d. Should a Board member or relative of a Board member be considered for employment, they must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
 - e. A Board member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the college's interests shall discuss the implications of accepting such a position with the Board Chair, recognizing that acceptance of such a position might require the member's resignation from the College Board.
 - f. Board members will complete annually, or as requested by the Province, a related party disclosure declaration form.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a. Board members' interaction with the President or with staff must recognize the lack of authority in any individual Board member or group of Board members.
 - b. Board members will make no judgements of President or staff performance except as that performance is assessed against explicit Board policies by the official process.
 - c. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board.

4. Board members are encouraged to make themselves available, where appropriate, to hear and discuss successes, innovations, problems and concerns within the college community. Board members will be approached occasionally by a community member(s), employee(s) or student(s) regarding a concern or problem. The protocol for dealing with these issues is as follows:
- a. Community Member – The Board member should suggest that contact be made with the President or other senior administrator (if known). If the community member is not prepared to do the follow-up, it would be appropriate to suggest contact with the Chair. If the community member is not prepared to take further action, the Board member should inform the Chair/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.
 - b. Student – The Board member, in the following order, should suggest that contact be made with the instructor, school chair/department head/supervisor, senior administrator, President, or Chair regarding the concern. If the student is not prepared to take further action, the Board member should inform the Chair/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.
 - c. Employee – The Board member, in the following order, should suggest that contact be made with the school chair/department head/supervisor, senior administrator, President or Chair regarding the concern. If the employee is not prepared to take further action, the Board member should inform the Chair/President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.

In all cases, the complainant must be advised that for any follow-up, the complainant must be willing to participate in the process at some point.

5. Board members are expected to attend all Board meetings. Board members not attending two consecutive or a total of three meetings in a year may be asked for their resignation.

Board members wishing to attend a conference must bring their request before the Board as a whole and should justify the value of attending the conference and present a report upon their return.

6. It is essential to fair business practices that all those who associate with the college, as suppliers or contractors, have access to the Board on equal terms.
- a. Board members and members of their immediate families shall not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the college. Any firm offering such inducement shall be asked to cease.
 - b. Similarly, no Board member will offer or solicit gifts or favours in order to secure preferential treatment for themselves or the college.
 - c. Under no circumstances shall Board members offer or receive cash, preferred loans, securities or secret commissions. Any Board member experiencing or witnessing such an offer shall report the incident to the Board Chair immediately.
 - d. Gifts and entertainment shall only be accepted or offered by a Board member in the normal exchanges common to established business, educational or cultural relationships for the college. An exchange of such gifts shall create no sense of obligation on the part of the Board member.
 - e. Inappropriate gifts received by a Board member shall be returned to the donor.
 - f. Full and immediate disclosure to the Board Chair of the receipt of any gift or favour will always be taken as good-faith compliance with these standards.