

Board and Non-Board Committee Member Code of Conduct

Policy Type: Governance Process

Original Date Approved: October 22, 2015

**Date Reviewed by Governance
Committee:** February 2, 2017, May 6,
2021, February 11, 2025

Date Revised:
February 23, 2017, May 6, 2021, June
8, 2023

1. Purpose

The College is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

2. Application

This Code of Conduct applies to all Governors, and non-Board members of Committees.

3. Governors' Duties

- a) All Governors stand in a fiduciary relationship to the College. As fiduciaries, Governors must act honestly, in good faith, and in the best interests of the College. All Governors, External Governors and Internal Governors, are held to the same duties and standard of care.
- b) Governors will be held to strict standards of honesty, integrity and loyalty. A Governor shall not put personal interests ahead of the best interests of the College.
- c) Governors must avoid situations where their personal interests will conflict with their duties to the College. Governors must also avoid situations where their duties to the College may conflict with duties owed elsewhere. Where conflicts of interest arise, governors will comply with the requirements of the By-laws and applicable legislation, the Conflict of Interest Directive and the Board's Conflict of Interest Policy.
- d) In addition, all Governors must respect the confidentiality of information about the College.

4. Best Interests of the College

Governors must act solely in the best interests of the College. All Governors, whether they are External Governors or Internal Governors, are held to the same duties and standard of care. Governors who are elected by a particular group must act in the best interests of the College, even if this conflicts with the interests of such group.

5. Employment

External Governors must resign from the Board if they become an Employee or a Student.

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6. Confidentiality

- a) Governors and Committee members owe a duty to the College to respect the confidentiality of information about the College, whether that information is received in a meeting of the Board or of a Committee, or is otherwise provided to or obtained by the Governor or Committee member. Governors and Committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the College unless otherwise authorized by the Board.
- b) It is recognized that the role of Governor may include representing the College to third parties. However, such representations must be respectful of and consistent with the Governor's duty of confidentiality. In addition, the chair is the only official spokesperson for the Board. Every Governor and Committee member shall ensure that no statement not authorized by the Board is made by them to the press or public, even if such statement was dealt with in an open session of the Board.
- c) Confidential Matters:
 - i. All matters that are the subject of closed (in camera) sessions of the Board are confidential until disclosed in an open session of the Board.
 - ii. All matters that are before a Committee or a task force are confidential unless they have been determined not to be confidential by the chair of the relevant Committee or by the Board.
 - iii. All matters that are the subject of open sessions of the Board are not confidential.
- d) Procedure for Maintaining Minutes:
 - i. Minutes of closed sessions of the Board shall be recorded by the secretary or designate or if the secretary or designate is not present, by a Governor designated by the chair of the Board.
 - ii. All agendas and minutes of closed sessions of the Board and minutes of meetings of Committees shall be marked confidential and shall be handled in a secure manner.

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7. Board Spokesperson

Only the chair or designate may speak on behalf of the Board. The President or their designate may speak on behalf of the College.

8. Attendance

- a) Governors and Committee members are expected to attend all Board meetings and all meetings of the Committees to which they are assigned.
- b) It is recognized that Governors and Committee members may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. An attendance rate of at least 75% of the total of Board and Committee meetings is acceptable.
- c) Where a Governor or Committee member fails to attend two Board or Committee meetings, as the case may be, in a 12-month period, the chair of the Board shall discuss the reasons for the absences with the Governor or Committee member and document the discussion.
- d) Where a Governor or Committee member fails to attend at least three Board or Committee meetings, as the case may be, in a 12-month period, and where that brings the Governor's or Committee member's attendance below the acceptable threshold outlined in paragraph b above, the chair of the Board shall bring this matter before a closed (in camera) Board meeting to consider possible sanctions.
- e) A Governor or Committee member's record of attendance shall be considered in connection with the renewal of a Board term or future assignment to a committee.
- f) The Board shall determine if a Governor or Committee member's absences are excusable. The Board may grant a Board or Committee member a limited period of time to rearrange their schedule so that there are no conflicts with regularly scheduled Board or Committee meetings.

9. Monitoring

Upon appointment, each Governor shall sign a written declaration that they have read, understood and will comply with this Code of Conduct. A Governor who has concerns

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regarding compliance with this Code of Conduct should raise those concerns with the chair of the Board who will determine what action shall be taken.

10. Board Assessment

The Board will conduct an annual self-assessment of their performance which includes components of the Code of Conduct. The annual survey is issued to all Governors by June of each year.