



## Policy

**Title: Board of Governors Code of Conduct**

### **Policy Statement:**

**The Members of the Board of Governors of Northern Lakes College must comply with the highest standards of integrity with respect to their roles as governors of the College. Members are expected to act for the benefit of the College, and in a manner which avoids conflicts of interest.**

**Approved:** (Original copy signed by Chair of the Board)  
(Daniel Vandermeulen, Chair of the Board)

November 30, 2018  
(Date)

**Sponsorship:** Governance

**To Be Reviewed:** November 30, 2021

**Review and Revision Date(s):**

**First Approval Date:** November 30, 2018

**Published Date:** January 14, 2019 This Code will come into force 60 days after it is made public.

**Effective Date:** March 14, 2019

**Stakeholders Consulted (Date):**  
(Policy Review Committee, October 9, 2018)

**Reference to other Documents:**  
Post-secondary Learning Act; Freedom of Information and Protection of Privacy Act; Public Interest Disclosure (Whistleblower Protection) Act; Alberta Public Agencies Governance Act; Conflicts of Interest Act.

**Definitions:**

**Applicable Laws** means all federal, provincial, or local laws applicable in the circumstances.

**Board Chair** means the Member appointed as Chair of the board of Governors or his or her designate.

**Board of Governors** means the Board of Governors of Northern Lakes College.

**College** means Northern Lakes College.

**Confidential Information** means documents, reports, legal advice, financial reports, fundraising information, labour relations and employment information, student information, agendas, minutes, briefing notes and related materials, the disclosure of which may prejudice the College or a third party.

**Conflict of Interest** means a circumstance which may cause a Member to be placed in a situation where the Member's other interests or involvements will, or might reasonably be seen to, interfere the Member's role as a governor of the College, and includes a situation where:

- a) The Member or the Member's family may have a direct or indirect pecuniary or other interest in a matter being considered by the Member;
- b) The Member's personal, financial or other duties aside from his or her duties as a governor of the College may influence the discharge of the Member's duties to the College;
- c) The Member is unable to impartially make decisions in the best interests of the College due to external considerations;
- d) Any other situation or circumstance as determined by the Board of Governors.

**Direct associate/directly associated** is:

- a) Your spouse or adult interdependent partner, or your child
- b) A corporation having shared capital and carrying on business or activities for profit or gain and that you are a director or senior officer (president, vice-president, secretary, treasurer) of the corporation
- c) A private corporation carrying on business or activities for profit or gain and that you own or are the beneficial owner of shares of the corporation
- d) A partnership
  - i. Of which you are a partner, or
  - ii. Of which one of the partners is a corporation directly associated with you.

**Gift** means a gift of money, personal property, favor or service offered to a Member arising from or in relation to their appointment to the Board of Governors of the College, but does not include remuneration or reimbursement from the College itself.

**In good faith** means taking action based on objective evidence with honest and good intention.

**Member** means a member of the Board of Governors or a member of any committee established by the Board of Governors.

**Private Interest** is one that benefits you, personally or one directly associated with you. A private interest does not include an interest;

- a) in a matter that is of general application, or
- b) that affects a person as one of a broad class of the public, or
- c) that affects the compensation or benefits on an employee, or
- d) and interest that is trivial

**Wrongdoing** is defined as:

- a) a contravention of a Provincial or Federal Act or Regulation;
- b) an act of omission that creates:
  - i. a substantial and specific danger to the life, health or safety of individuals other than a danger that is inherent in the performance of the duties or functions of an employee, or;
  - ii. a substantial and specific danger to the environment;
- c) gross mismanagement of public funds or a public asset; or
- d) knowingly directing or counselling an individual to commit a wrongdoing.

### **Purpose:**

This Code of Conduct establishes guidelines for Members of the Board of Governors to ensure that each Member is able to fulfil his or her obligations to the College. As publicly funded institutions, we recognize that the people of Alberta have a right to a public service, which is conducted with impartiality and integrity. It is this special obligation to Albertans that demands that there not be, nor seem to be, any conflict between the private interests of employees and their duty to the public. At the same time, it is recognized that employees should enjoy the same rights in their private dealings as any other citizens, unless it can be demonstrated that a restriction is essential to the public interest.

### **Guidelines:**

#### **1. Compliance**

- A. The terms of this Code of Conduct apply to all Board Members of the College.
- B. Members of the Board of Governors are required to act in the best interests of the College, and are required to act in a manner reflecting their duty of utmost good faith as Members and must carry out their duties with impartiality at all times.
- C. Members must comply with Applicable Laws and Board of Governors policies and procedures.

- D. Members must take an oath or affirmation upon becoming a Member in the forms attached as Schedule "A".
- E. Members are required to comply with the Code of Conduct, and to disclose to the Board Chair a circumstance where a Member becomes aware of non-compliance by any Member (or to the Vice Chair if it involves the Board Chair).
- F. Board Members must not act in self-interest or further their private interests by virtue of their position as a Board Member, or through the carrying out of their duties as a Board Member.
- G. A Breach of the Code of Conduct by a Member shall be addressed by the Board Chair (or the Vice Chair where the allegation involved the Board Chair) and shall, where in the opinion of such person the matter cannot be resolved informally, be referred to the Board of Governors for resolution.
- H. Where a Member is found to have violated this Code of Conduct, the Board of Governors may impose a sanction against the Member, including a request for the Member's resignation, or a request to the Minister to revoke the Member's appointment. The decision of the Board of Governors on disciplinary issues is final and binding on the Member.
- I. Board members have a duty to safeguard confidential, proprietary, or personal information as defined by FOIP. It is expected that the material will be protected in a manner that is appropriate to the sensitivity of that material.

## **2. Conflict of Interest**

- A. Members must avoid a Conflict of Interest.
- B. Members are required to disclose to the Board of Governors a circumstance where the Member has either an actual or a perceived Conflict of Interest with respect to the matter.
- C. Where a Member has a Conflict of Interest with respect to a matter, the Member will not participate in any Board of Governors discussion with respect to it, nor shall the Member participate in any votes taken by the Board of Governors with respect to the matter.
- D. In the event of a dispute regarding whether or not a member has a Conflict of Interest with respect to a matter, the Board of Governors shall decide the issue, and the decision of the Board of Governors is final and binding.
- E. The Secretary of the Board of Governors shall record in the minutes of meetings any Conflict of Interest declared or voted on by the Board of Governors.

- F. A Member shall not accept a Gift other than the normal exchange of hospitality between persons doing business together, tokens exchanged as part of protocol, or the normal presentation of gifts to persons participating in public functions.
- i. The above-mentioned gifts and hospitality shall be of nominal or nil monetary value.
  - ii. Generally, the value of gifts shall not exceed \$100 and must not include cash or cheques.
  - iii. Events attended shall not exceed a value of \$200.
  - iv. Members shall confirm (in writing) with the Board Chair whether a gift with a value greater than \$100 accrue to them personally or to the college.
- G. Members should not gain personal financial benefit directly or through a direct associate by use of their position or college information obtained in the course of their appointment including:
- i. obtaining an unauthorized material benefit from a transaction between the college and another individual or company;
  - ii. competing against the college by selling, consulting, operating, or maintaining any product or service which is offered by the college; and
  - iii. entering into a relationship with a superior or subordinate that may result in personal gain or undue favour.

Senior Officials (the Board Chair) are subject to all the provisions above, as well as a Senior Official must not use his or her office or power to influence or seek to influence a decision to be made by or on behalf of the Government of Alberta or Northern Lakes College to further their own private interest or their direct associate's interest

- H. The College appreciates board members are unfettered in their outside involvement in paid work, volunteer work, board work, or committee involvement, except where actual or apparent conflicts of interest may arise. If an appearance before a Committee, Council, Board, Commission, Organization, Association or any other agency could result in adverse consequences for the college or represent a conflict of interest between the interests represented by the board member and the interests of the college, the board member must not participate. Board members may however, exercise their rights as a citizen so long as it is clear that they are representing themselves as a private citizen and in no way represent the interests of the college.

### **3. External Activities**

- A. As a Senior Official the Board Chair must not participate in external activities that conflict or could appear to conflict with the interests and work of the College. For example:

- i. Business Interest – must not be involved in business interests that could benefit from or influence the decisions of the College.
- B. Concurrent Employment or Appointments: Board Members must not accept or hold a job or appointment that affects their work or impartiality. Board Members may take or hold employment including self-employment unless such employment:
  - i. causes an actual or apparent conflict of interest; or
  - ii. is performed in such a way to appear to be an official act of Northern Lakes College, or to represent Northern Lakes College’s opinion or policy; or
  - iii. interferes through telephone calls, or otherwise, with regular duties; or
  - iv. involves the use of Northern Lakes College’s premises, equipment, supplies or assets, unless such use is otherwise authorized by the College.

Prior to accepting or holding any employment, Board Members are required to notify the Board Chair in writing about the nature of such employment. The Chair must then review the office for conflicts of interest, and if there is a conflict of interest, in writing, advise the Board Member and recommend not taking the employment or put procedures in place to manage the conflict.

Board Members shall not accept additional compensation for duties which they perform in the course of their duties with Northern Lakes College.

#### **4. Confidentiality**

- A. Members shall not disclose Confidential Information to any other person except as authorized by the Board of Governors or as required by law.
- B. Members shall maintain the confidence of all discussions, deliberations, decisions or other matters heard by the Board of Governors *in camera*, unless such disclosure is required by law.
- C. Members shall take reasonable steps to ensure that College information provided to or received by the Member (including without limitation Confidential Information) is protected through reasonable data protection precautions.
- D. Members shall be required to execute a confidentiality agreement in the form attached to this Code of Conduct as Schedule “B”.
- E. A Member shall consult with the Board Chair in the event that the Member receives any legal process or other documentation requesting the disclosure of any Confidential Information or *in camera* discussions.

## **5. Collegiality and Conduct**

- A. Members shall conduct themselves in a respectful, ethical, transparent and accountable manner, consistent with their role as a governor of a public post-secondary institution.
- B. Members shall comply with the rules of procedure established by the Board of Governors for meetings and related proceedings, and shall abide by the direction provided by the Board Chair.
- C. Except as required to carry out the Member's duties, a Member shall not disparage the reputation of another Member or of an employee or student of the College.
- D. Members shall be aware of and respect the governance role of the Board of Governors, and the separation of the Board of Governors from the administration of the College.
- E. Members shall endeavor to attend each meeting of the Board of Governors, and shall, where a Member has been absent for more than three consecutive meetings of the Board of Governors without leave of the Board Chair, be subject to sanction as determined by the Board of Governors.
- F. Members shall not hold themselves out as representatives authorized to speak on behalf of the Board of Governors or of the College unless such Member has been authorized to do so by the Board of Governors.
- G. If a Board Member is charged with an offence under the *Criminal Code of Canada* or *Controlled Drug and Substances Act (Canada)* they shall immediately disclose the charge to their the Board Chair, or if the charge is against the Board Chair then it will be disclosed to the Vice Chair. In the event that a Board Member makes a report the Board Chair shall determine if the Board Member has (a) created a real or perceived conflict of interest that impacts the College's interests and/or (b) seriously compromised the Board Member's ability to continue to perform his/her role as a member of the Board.

## **6. Responding to a Potential Breach**

If a real or apparent breach is reported, the Member will be advised in writing. The identity of the individual who reported the breach will be kept confidential, unless required by law.

Where the complaint concerns the President and CEO or a Board Member, the Chair of the Board will complete an initial assessment to determine if an investigation is warranted. Where the complaint concerns the Chair of the Board, the Vice Chair will complete an initial assessment to determine if an investigation is warranted, and involve

the Ethics Commissioner if it is. Where warranted, an investigation will be initiated, including interviewing the complainant, respondent and any witnesses. Prior to interviewing the respondent, the investigator will inform the respondent of all of the allegations that have been made against them and allow them an opportunity to present their case.

Once an investigation is complete, a written report will be completed. The written report may have facts about the breach found, and whether the board member has breached the Code. The report will also decide what type of breach it is and give any related recommendation or action. A letter containing the decision, an outline of how the complaint will be resolved (if any) and a summary of the findings will be given to the board member under investigation.

The College wishes to clearly convey the importance of protecting the college, its reputation, employees and assets from the consequences of wrongdoings as defined in the *Public Interest Disclosure (Whistleblower Protection) Act* (PIDA). To achieve this, the College is committed to upholding an atmosphere whereby employees and Board Members can confidentially disclose alleged wrongdoings and alleged violations of this Code and College policies or seek advice about disclosing these matters, without retribution.

### **Consequences of a breach:**

Where a Member is found to have violated this Code of Conduct, the Board of Governors may impose a sanction against the Member, including a request for the Member's resignation, or a request to the Minister to revoke the Member's appointment. The decision of the Board of Governors on disciplinary issues is final and binding on the Member.

## **7. Obligations of the Board Chair**

The Board Chair is designated as a senior official and as such has additional restrictions on offices and powers including:

- A. Must fully disclose all real or apparent conflicts of interest to the Ethics Commissioner
- B. Must not take part in a decision, use their office or powers to influence a decision, or communicate information not available to the general public gained through their office or powers, to further their private interests, the family's private interests, or the private interests of any other person



**Schedule “A”: Oath or Affirmation – Member Acceptance of Code of Conduct  
Policy Sign-Off**

I, \_\_\_\_\_, by virtue of my appointment to the Board of Governors of Northern Lakes College swear / solemnly affirm that:

1. I will carry out my duties ethically, conscientiously and with due diligence.
2. I will abide by the Board of Governors Code of Conduct, Board of Governors policies and procedures, and all national, provincial and local laws which apply to me in my capacity as a member of the Board of Governors.
3. I will treat everyone with respect and consideration.
4. I understand that should I fail in these matters, I will be subject to disciplinary sanction as determined by the Board of Governors, and that such decision shall be final and finding on me.

SWORN / AFFIRMED before me at the \_\_\_\_\_  
of \_\_\_\_\_ in the Province of  
Alberta,  
on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.



\_\_\_\_\_

\_\_\_\_\_  
A Commissioner for Oaths in and for  
the Province of Alberta

## **Schedule “B”: Confidentiality Agreement**

Northern Lakes College (the “College”) protects the confidentiality, privacy and security of student, board, personnel and other confidential or sensitive information which the College receives or creates. Members of the College community are, from time to time, required to collect, use and disclose confidential information. For the purposes of this Agreement, confidential information includes (but is not limited to): (a) information about students, prospective students or employees of the College, including student and prospective student records; (b) personal Information as defined in the *Freedom of Information and Protection of Privacy Act*; (c) personal and employment information about employees, board members, volunteers and contractors of the College; (d) business information including discussions, financial records, employee remuneration records, reports, memoranda, contracts, legal advice, computer programs, technology and drafts of each; (e) information obtained from a third party, including contracts and negotiation documents; and (f) information about College operations, including reports, presentations or survey results.

### **I WILL:**

1. Protect the College’s confidential information.
2. Follow College policies, procedures and other requirements on permitted uses of College e-mail and information technology systems, and on privacy and security, as amended from time to time.
3. Access only such confidential information that I require in order to perform my duties at the College.
4. Promptly return to the College all confidential information in my possession or control in whatever format when my work or service with the College ends.
5. Take all necessary steps to protect the security of such confidential information in accordance with the College’s policies and procedures.
6. Advise the President if I am aware of a possible breach of this Agreement, or of any release of confidential information.

### **I WILL NOT:**

7. Post or discuss any College confidential information on the internet (including any social networking or other websites).
8. Access, show, tell, use, release, e-mail, copy, give, sell, review, change or dispose of the College’s confidential information, unless required to do so by law.
9. Store confidential information on non-College systems.

**I AGREE THAT:**

- 10. The obligations set out in this Agreement are important aspects of my duties on the Board.
- 11. My access to confidential information and my use of College systems may be audited or monitored without notice to me.
- 12. My obligations of confidentiality apply during the term on the Board and indefinitely thereafter.

By signing this, I agree that I have read, understand and will comply with the terms of this Agreement:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Date