



Policy

Title: Board of Governors Code of Conduct

Policy Statement:

The Member 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: _____
(Daniel Vandermeulen, Chair of the Board)

August 25, 2016
(Date)

Sponsorship: Governance

To Be Reviewed: August 25, 2021

Review and Revision Date:

First Approval Date: August 25, 2016

Stakeholders Consulted (Date):

Senior Leadership Team - July 22, 2016

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.

Definitions:

Act means the Post-Secondary Learning Act (Alberta), as amended from time to time.

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:

1. 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;
2. 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;
3. The Member is unable to impartially make decisions in the best interests of the College due to external considerations;
4. Any other situation or circumstance as determined by the Board of Governors.

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.

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

Purpose:

This Code of Conduct establishes guidelines for Member of the Board of Governors to ensure that each Member is able to fulfil his or her obligations to the College.

Guidelines:

1. Compliance

- A. 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.
- B. Members must comply with Applicable Laws and Board of Governors policies and procedures.

- C. Members must take an oath or affirmation upon becoming a Member in the form attached as Schedule “A”.
- D. 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).
- E. A breach of the Code of Conduct by a Member shall be addressed by the Board Chair (or the Vice Chair where the allegation involves 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.
- F. 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.

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 a Conflict of Interest with respect to a 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. A Gift with a value of more than \$100.00 shall be disclosed to the

Board Chair, and the Board Chair may require that such Gift be turned over to the College for its use.

3. 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.

4. 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.

Schedule “A”: Oath or Affirmation

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