

FANSHAWE COLLEGE BOARD OF GOVERNORS' POLICY MANUAL

CATEGORY B - BOARD PROCESS

TITLE: GOVERNOR'S CODE OF CONDUCT

POLICY NUMBER: B-25.10.05
EFFECTIVE DATE: 2014 01 23
REFERENCE: 35805, 40708, 41813, 42908, 43810, 49303, 50704, 52301

BACKGROUND INFORMATION:

By-Law No. 1 makes reference to the following Code of Conduct for Governors. It should be noted that the Role of the Governor (Board Policy B-25.10) and the Governor's Code of Conduct (Board Policy B-25.10.05) are closely linked. The Role of the Governor identifies the expectations of the Governor and the Code of Conduct describes how these responsibilities should be performed. Section II of By-Law No. 3 outlines the consequences of a breach in failing to comply with these Board policies and describes the procedures to be followed.

DEFINITIONS:

Conflict of Interest – a situation where a Governor has a private or personal interest that is sufficiently connected to his or her duties and responsibilities as a Governor that it influences the exercise of these duties and responsibilities. Conflict of Interest is further defined in the Minister's Binding Policy Directive provided to each Governor as a part of orientation.

THE POLICY:

1. General

- 1.1 All Governors owe a *Duty of Care* and a *Duty of Loyalty* to the College.
- 1.2 Governors shall participate in, support, and contribute to the College's endeavours to support the community.
- 1.3 Governors shall avoid behaviours unbecoming of a Board Member including but not limited to activities that are illegal, that are in breach of established Board policies, that demonstrate a lack of respect for Board Members or Board decisions, or that constitute or demonstrate harassment, violence, or discrimination.
- 1.4 Governors shall comply with policies set by the Board from time to time, including but not limited to policy statements regarding attendance, *conflict of interest* and policy statements designed to maintain the confidentiality of any and all information, discussions or proceedings at in-camera sessions of the Board, or other information, discussions or proceedings determined by the Board, or the Chair of the Board, to be confidential.

- 1.5 Governors shall comply with policies set by the College from time to time that have application to Governors, including:
 - 1-B-09 Harassment and Discrimination Prevention
 - 1-B-46 Respectful College Community
 - 1-D-05 Safe College Campus
 - 1-E-09 Reimbursement of Expenses
 - 1-K-01 Acceptable Use of College Computing Resources and Infrastructure
- 1.6 This Code of Conduct applies to all meetings of the Board of Governors including, but not limited to regular Board meetings, Task Force meetings, and Planning Workshops.
- 1.7 The Chair is responsible for enforcing the policy and procedures pertaining to the Governor's Code of Conduct, which pertains to general conduct, *conflict of interest*, confidentiality, Board business, attendance, and the day-to-day operation of the College.
- 1.8 In cases where a Governor alleges a breach of College policy by a non-Governor, the Governor shall follow the procedure specified in the College policy.

2. Conflict of Interest

- 2.1 Governors must avoid *conflict of interest* with respect to their fiduciary responsibility in representing the *Ownership*.
- 2.2 Governors who find themselves in a *conflict of interest* with respect to an issue shall abstain from the vote and from the deliberation, whenever the Board is to decide or discuss the issue in conflict. If a *conflict of interest* situation arises during an in-camera session of the Board, the Governor shall excuse himself/ herself from the room for that part of the discussion and the vote, if applicable. The Governor is expected to return for remaining agenda items.
- 2.3 Internal staff Governors (namely the academic representative, the support staff representative, and the administrative staff representative) shall abstain from the vote and any deliberation, whenever the Board is to decide or discuss terms and conditions of employment for any staff group and shall not serve on a task force or committee regarding these issues.
- 2.4 Governors must not use their positions to obtain employment with the College for anyone. However, some Internal Governors may, by virtue of their positions at the College, continue to hire for positions, but must not use their role as a Governor to interfere with any hiring decisions.
- 2.5 An External Governor shall not act as a reference for a person seeking employment with the College.
- 2.6 External Governors must first resign from the Board of Governors, if they apply for employment with the College. External Governors must also resign from the Board of Governors, if their spouse or same-sex partner has obtained employment with the College.

- 2.7 Governors shall not use their position to influence decisions that would have a direct impact on course grades involving themselves, their spouse or same-sex partner or anyone else.
- 2.8 At the beginning of each meeting of the Board of Governors, each Governor shall disclose all agenda items posing a *conflict of interest*, if any.
- 2.9 In cases where a *conflict of interest* exists, Governors shall declare the *conflict of interest* at the earliest opportunity.
- 2.10 If a Governor is uncertain about a *conflict of interest*, then the Governor is to raise the uncertainty with the Board and the Board is to determine by majority vote whether a *conflict of interest* exists. The affected Governor shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.11 Any Governor who perceives another member to be in a *conflict of interest* is to raise the concern with the Chair of the Board of Governors. The Chair shall discuss the matter with the Governor who is perceived to be in conflict and, as appropriate, hold a further discussion with the reporting Governor. If the discussions do not lead to a resolution, the matter shall be brought to the Board and the Board is to determine by majority vote whether or not a *conflict of interest* exists. The affected Governor shall refrain from voting on whether or not a *conflict of interest* exists.
- 2.12 Governors may not conduct private business with the College unless it follows an open, fair and transparent tendering process. Governors who wish to engage in commercial or professional business with the College must:
 - 2.12.1 follow the proper procedure for submitting bids or proposals to the College.
 - 2.12.2 disclose the potential engagement to the Board Chair.
 - 2.12.3 not use their position on the Board to influence the decision.
 - 2.12.4 avoid using any in-camera information for personal or professional gain.

3. Confidentiality

- 3.1 Governors will respect the confidentiality appropriate to issues of a sensitive nature, and all information in-camera is to be kept confidential. Subsequent discussions of confidential issues may only involve those participants who attended or were eligible to attend the original confidential discussions.
- 3.2 The Chair (of the Board, or applicable task force) has the sole authority to determine the confidentiality of an agenda item.
- 3.3 Issues determined to be confidential shall remain confidential until released publicly through appropriate means.

4. Board Business

- 4.1 Governors will comply with relevant Board policies and support Board decisions. Once a decision is made, the Board will speak with one voice with respect to the decision taken.

- 4.2 Governors will only speak on behalf of the Board when requested to act on behalf of the Chair.
- 4.3 Governors will not be personally compensated for their time or commitment spent on Board business because they are volunteers who serve the College without privilege or remuneration. However, Governors will be reimbursed for expenses incurred while traveling or conducting authorized Board business.

5. Attendance

- 5.1 Governors are expected to attend all of the regularly scheduled Board meetings and planning workshops. Apologies and reasons for absence should be tendered to the Chair through the Board Office in advance of the meeting.
- 5.2 The Chair is responsible for addressing attendance problems. Unacceptable attendance will result in the Chair requesting the Governor's resignation. The following attendance patterns are not acceptable and constitute a breach of the Governor's Code of Conduct:
 - 5.2.1 missing any two regular Board meetings in a year without an acceptable reason.
 - 5.2.2 missing three Board meetings in a year with or without a reason or without the permission of the Board,
 - 5.2.3 frequent late attendance at the meetings or leaving early.

6. Day-to-Day Operation of the College

- 6.1 Governors do not have individual authority within the College.
- 6.2 Governor interaction with the President or with staff must be in accordance with the Role of the Governor. Any request by an individual Governor for information where the response could be disruptive or require a material amount of staff time or funds must be brought forward to the whole Board for consideration.
- 6.3 Governor interaction with the public, press or other entities must recognize the limitation and the inability of an individual Governor to speak for the Board.
- 6.4 Governors shall not give consequence or voice to individual judgements of the President or staff performance.
- 6.5 Governors who are approached about operational issues should refer the person/issue to the President.

7. Breaching the Governor's Code of Conduct

- 7.1 A possible breach of the Governor's Code of Conduct shall be reported to the Board Chair, who shall investigate the allegation. The Board Chair shall use his/her discretion in determining what other resources may be required to complete an investigation. The conclusion drawn by the Board Chair from the investigation regarding whether breach has occurred shall be final.

- 7.2 The Board Chair shall comply with the following principles in situations where an allegation of a breach has occurred:
- 7.2.1 the Governor should be treated in a fair and respectful manner.
 - 7.2.2 the Governor should be given an opportunity to respond.
 - 7.2.3 the Governor should be clearly notified in writing of the Board Chair's decision regarding the alleged breach, its reasons, and the consequences, if any.
 - 7.2.4 in cases where it is alleged that a Governor has breached a College policy that applies to Governors, the Chair shall follow the procedure specified in that policy. The Chair may adapt such procedure to suit the circumstances, provided that the above principles are maintained.
- 7.3 Any breach to the Governor's Code of Conduct Policy shall carry one of the following consequences:
- 7.3.1 The Board Chair may issue one or more warnings to the Board Member. The Board Chair may choose to consult with members of the Board Process Committee or other Board members as appropriate. Warnings shall not be disclosed to the Board.
 - 7.3.2 The Board may remove a Board Member from the Board of Governors in accordance with the principles and procedures outlined in By-Law No. 3.
- 7.4 Since the President is an ex-officio member of the Board, the President may only be removed as a Board Member by having his/her employment contract terminated.

8. Agreement

- 8.1 Each Board member will be required to sign a compliance statement annually (see Appendix 1) to acknowledge their agreement to the terms of this Board policy.

MONITORING:

A Governor's conduct may be monitored by any one, or both, of the following approaches:

1. Self Assessment – Governors shall assess their own conduct at least annually, and are encouraged to seek feedback from other Board Members in this process.
2. Board Assessment – The Chair, and/or designates, may discuss with an individual Governor his/her conduct at any time.

APPENDIX 1
(To Policy B-25.10.05)

BOARD of GOVERNORS
CODE of CONDUCT COMPLIANCE STATEMENT
AND CONFIDENTIALITY AGREEMENT

I, _____, hereby undertake as part of my responsibility as a Governor on the Board of Governors of Fanshawe College (the “College”) to comply with all provisions of the Governor’s Code of Conduct Policy (Board Policy B-25.10.05) and explicitly agree to keep all confidential information, whether verbal, written, electronic, or otherwise (the “Confidential Information”), regarding the business of the College, in strictest confidence.

I undertake that I will not remove any Confidential Information from the College premises or from off-site meeting locations, unless appropriately approved. I also agree to safeguard any Confidential Information in an appropriate location within my home or office and use it only when required for the College’s business. I also agree to safely dispose of all Confidential Information in a safe and secure manner, which may include returning the Confidential Information to the Board Office.

I further commit to continue to respect and maintain the confidentiality of the Confidential Information of the College even after my position on the Board of Governors of the College has ended.

Signature

Date