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Name:	Board of Governors Code of Conduct
Policy Number:	2017-02
Origin:	Board of Governors
Approved:	October 27, 2017
Issuing Authority:	Board of Governors
Responsibility:	University Secretary
Effective Date:	October 27, 2017

Preamble

The Board of Governors of Saint Mary's University has adopted a Board Charter which sets out the role and responsibilities of the Board, and the responsibilities of individual Governors. This Board of Governors Code of Conduct Policy (Policy or Code of Conduct) is developed with reference to the Board Charter.

General Duties and Obligations of Governors

1. A Governor has a duty to observe the highest standards of personal and professional conduct and to make decisions in the best interests of the University. Governors shall fulfill their obligations with impartiality, independence, loyalty, prudence and diligence to facilitate and foster the accomplishment of the University's mission. A Governor shall act responsibly and in good faith, with transparency, objectivity, care and integrity. In their handling of all issues, they are expected to honour the principles of collegiality and fairness.
2. Governors of Saint Mary's University are directors with fiduciary responsibilities towards the University and the University community, which means they have:
 - i) A duty of loyalty towards the University.
 - ii) A duty to act honestly and in good faith in the best interests of the University as a whole.
 - iii) In carrying out their responsibilities as Governors, to exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.
 - iv) A duty to declare conflicts of interest.
 - v) A duty to respect the confidentiality of all information received in their role as Governor.
3. Additionally, Governors shall, in the execution of all of their responsibilities, conduct themselves with honesty, trust, fairness, respect and personal responsibility.

Application of Code of Conduct

4. These standards of conduct apply to all members of the Board of Governors, members of Board Committees, including non-Governors, external experts and others appointed by the Board, and officers of the University and other persons authorized to attend meetings of the Board or its Committees.

Confidentiality

5. Proceedings at regular and in-camera sessions of the Board are confidential. Meetings of committees of the Board are closed and the proceedings are confidential, unless otherwise directed by the Chair of the committee.
6. Briefing documents, minutes, reports and other documents identified as confidential and any documents received by a Governor or anyone else for purposes of a meeting or other deliberations of the Board or its committees, are confidential.
7. Confidential material received by a Governor or anyone else for purposes of a confidential proceeding of the Board or its committees shall not be divulged to any other person without the express prior authorization of the Board.
8. Governors shall not comment publicly or to anyone outside the Board on confidential Board or committee deliberations.
9. After leaving office, Governors shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated.

Use of Information

10. A Governor, while in office as well as after having left office, shall not make use of any information obtained in his/her capacity as a Governor in order to derive a personal benefit or advantage therefrom or for a related party, except for information that has entered the public domain or that is required to be released in virtue of applicable legislation or by order of a legal authority having jurisdiction.
11. A Governor, while in office as well as after having left office, who holds information with respect to a procedure, a negotiation or other operation to which the University is a party shall not give advice nor act in the name or on behalf of someone else concerning such procedure, negotiation or other operation, unless the information has entered the public domain or was released in virtue of applicable legislation or by order of a legal authority having jurisdiction.

Collegiality

12. Governors shall foster a collegial working environment.
13. Governors shall conduct themselves in a manner that demonstrates respect for different perspectives, builds on the contribution of others and constructively puts forward alternative considerations.
14. When a Board decision is made, the Governors shall respect that decision.
15. All communications to or from the media or the public shall be directed to the Chair of the Board or other designated person, with regard to Board business.

Situations of Conflict of Interest – Perceived, Actual or Potential

16. A Governor shall perform their obligations and act in such a manner as to avoid any conflict of interest or perceived conflict of interest. The interests of the University shall always prevail where a Governor is in a situation of conflict of interest or perceived conflict of interest, or where the personal interest of a related party places a Governor in a situation of conflict of interest or perceived conflict of interest. The following, without limitation, are examples of conflicts of interest or perceived conflicts of interest:
 - i) when a Governor or a related party, whether directly or indirectly, has a personal interest in the outcome of deliberations of the Board, has a personal interest in a contract or a proposed contract to be entered into by

- the University or a University-related body, or obtains, or is likely to obtain, a personal advantage or benefit as a result of a decision made by the University or a University-related body;
 - ii) when a Governor is a member of a board or the senior management or other staff of a body, enterprise or association, whether public or private, whose interests may be in competition with those of the University;
 - iii) when a Governor accepts gifts, gratuities or favours from a person, enterprise or association engaged in or wishing to engage in transactions with the University, except in the case of customary gifts, gratuities or favours of a purely nominal value;
 - iv) when a Governor uses his/her position to help a person, enterprise or association in dealings with the University in a situation which gives rise to real or perceived preferential treatment;
 - v) when a Governor uses information obtained in the performance of their obligations as a Governor which is not generally communicated to the public for their own advantage or benefit or for the advantage or benefit of a related party;
 - vi) when a Governor uses or allows to be used, directly or indirectly, the University's goods or services for activities other than those approved by the University for his/her own advantage or benefit or for the advantage or benefit of a related party;
 - vii) when a Governor is a party to a legal proceeding, grievance or other legal demand or claim against the University.
17. The following will assist Governors to address conflicts:
- i) Each Governor shall complete and deliver, at least annually, to the University Secretary an Annual Disclosure of Potential Conflicts of Interest form (Disclosure) listing personal interests which could give rise to a possible conflict, direct or indirect, with the Governor's duties to the University. Each Governor shall notify the University Secretary in writing of any changes to that list in a timely fashion.
 - ii) If a Governor is unsure whether they are in conflict, they must discuss the concern with the Chair of the Board, or committee, and the Board or committee shall decide by majority vote whether or not a conflict exists.
 - iii) A conflict of interest shall be disclosed by the Governor to the University Secretary at the earliest possible opportunity, and no later than the beginning of the meeting at which the matter which may give rise to the conflict is the subject of consideration. The disclosure of conflict shall be included in the minutes of the meeting in question.
 - iv) The Governor who has disclosed a conflict shall not take part in the discussion nor vote on the matter and shall absent her or himself from the meeting when the matter is being discussed.
 - v) A Governor who is an employee of the University, or whose partner or relative is an employee of the University, may take part in discussions and vote on all matters relating generally to the financial operations of the University, other than matters in which the Governor's interest or the interest of the Governor's partner or relative is not the same or substantially the same as that of other employees of the University.
 - vi) A Governor who is a student, or whose partner or relative is a student, may take part in discussions and vote on all matters relating generally to the financial operations of the University, except for those matters in which the Governor's interest or that of their partner or relative is not the same or substantially the same as that of the other students of the University.
 - vii) During a Board or committee meeting, when the Chair of the Board or the committee considers that a conflict exists, but the Governor considered to

have the conflict does not disclose the conflict, the Chair of the Board or the committee may declare that a conflict exists and rule that the Governor shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Governor may challenge the Chair of the Board or committee Chair by asking that a resolution be carried by the majority of the Governors present and voting. The Governor considered to have the conflict shall absent her or himself from the meeting while the conflict is discussed and a vote taken.

18. A Governor is expected to have primary responsibility for the identification and management of their conflicts of interest or perceived conflicts of interest. A Governor may seek guidance from the University Secretary who shall serve as a resource to help them identify a conflict of interest or perceived conflict of interest. The University Secretary shall advise any Governor, upon their request, on any question regarding the application of the rules set out in this Code.
19. Where a situation of conflict of interest or perceived conflict of interest not disclosed in the Disclosure arises, a Governor shall:
 - i) disclose same in writing, as soon as reasonably possible, to the University Secretary; and
 - ii) abstain from participating in any discussion or decision involving that person, enterprise or association; and
 - iii) withdraw from any meeting for the duration of the discussion or vote to decide such matter.

Managing undeclared conflicts of interest

20. The Board as a whole is responsible for managing the fiduciary responsibilities of the Governors, with the support of the University Secretary. Where a conflict of interest has not been declared, and a Governor is of the opinion that a conflict of interest exists, the Governor should speak privately with the Board Chair or the committee Chair who should then speak privately with the Governor who is believed to have a conflict of interest and provide that Governor with the opportunity to disclose it. If the perceived conflict of interest is not disclosed, the Board Chair or the committee Chair should disclose it to the Board, or committee and the Board or committee shall decide by majority vote whether a conflict of interest exists.

Meeting procedures

21. The Chair of the Board and each committee shall open each Board and committee meeting with a call for disclosures of actual, potential or perceived conflicts of interest.
22. Any conflicts of interest declared by Governors will be recorded in the minutes which will also record that the Governor did not participate in any discussions or voting and, if applicable, that the Governor left the meeting.
23. Where a conflict of interest is declared to the Chair prior to a Board or committee meeting, the declaration is to be disclosed to the Board or committee and recorded in a Disclosure of conflict of interest form which shall be retained by the University Secretary.
24. Where the Board or committee Chair is themselves declaring a personal conflict of interest, the Board Chair shall disclose the conflict to the Board, and ask the Vice-Chair of the Board to take control of the meeting and recuse themselves. In the case of a committee Chair, committee Chair shall ask another member of the committee to take control of the meeting and recuse themselves from any discussion or decision surrounding the matter for which they have declared a conflict.

Annual Disclosure of Potential Conflicts of Interest

25. Following the initial appointment of a Governor, the University Secretary shall provide the Governor with a copy of this Policy and request the completion of a Disclosure form. The University Secretary shall also request annual completion of the Disclosure by all Governors no later than September 30 of each year.
26. The University Secretary shall provide a summary report on the conflict of interest disclosures to the Governance Committee.
27. The information provided in the Disclosure shall be kept confidential unless disclosure is required by law or by a legal authority having jurisdiction.
28. The filing of the initial and annual Disclosure form does not discharge a Governor from their obligation under this Policy to disclose conflicts of interest on an on-going basis as and when they arise.

Enforcement Mechanism

29. The Governance Committee shall oversee and review the application of this Policy, and the University Secretary shall be responsible for its administration. The University Secretary shall advise any Governors, upon their request, on any question related to this Policy. The University Secretary shall provide a copy of this Policy to each Governor in conjunction with the distribution of the annual Disclosure; and shall promote and implement this Policy.

Procedure in Case of Non-Compliance

30. If there are reasonable grounds to believe that an infringement to this Policy has occurred, any Governor or the University Secretary may request the Governance Committee to examine or inquire into any allegations to that effect. In such a case:
 - i) the Governor requesting that the situation be brought to the attention of the Governance Committee shall notify the University Secretary in writing;
 - ii) upon receiving such notification, the University Secretary shall prepare a dossier and forward it to the Chair of the Governance Committee and to all the parties concerned;
 - iii) the Governance Committee shall allow all the parties concerned to be heard and to state their case, in accordance with the rules of natural justice;
 - iv) after hearing the parties, the Governance Committee shall prepare written, reasoned and signed recommendations, which shall be forwarded to the Board;
 - v) the Board shall deliberate on, and dispose of, in a closed session meeting the recommendations of the Governance Committee. Any proposed action or sanction to be taken pursuant to the said recommendations shall be voted upon by secret ballot.

Sanctions

31. Should a Governor fail to comply with the duties and obligations stipulated in this Policy, the Board, on the recommendation of the Governance Committee, shall have the power to do one or more of the following:
 - i) issue a warning, a reprimand or a finding of blame; or
 - ii) suspend the Governor for a period of time; or
 - iii) remove the Governor from the Board or the committee established by the Board in accordance with the provisions set out in the Board By-Laws.

Acknowledgement and Undertaking

I confirm that I have read, understand and agree to abide by the above Saint Mary's University Board of Governors Code of Conduct Policy.

Signature Date

Print Name

Related Document: Annual Disclosure of Potential Conflicts of Interest

Saint Mary's University Board of Governors

Annual Disclosure of Potential Conflicts of Interest

Governors of Saint Mary's University are directors with fiduciary responsibilities towards the University and the University community, which means they have:

1. A duty of loyalty towards the University.
2. A duty to act honestly and in good faith in the best interests of the University.
3. A responsibility when carrying out their responsibilities as Governors, to exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.
4. A duty to declare conflicts of interest.

In compliance with the requirements of the Board of Governors, I confirm that (circle that which does apply):

1. I am / am not a student
2. I am / am not an employee of the University
3. My spouse/partner is / is not an employee of the University

NOTE: In responding to 1, 2 and 3, students employed under terms of an agreement with the University are considered employees.

Declaration

I, _____ (Name/Position) would have an interest, directly or indirectly in any contract, transaction or other matter arising between the University and any of the following business or other organizations, including corporations, sellers of goods or services, other contractors as follows:

Name of Organization/Position

NOTE: If insufficient space, please attach list.

I acknowledge that it is my responsibility to notify the University Secretary in writing and in a timely manner, of any changes in this information that may arise.

SIGNATURE

DATE

PRINT NAME