



<b>Category:</b> Governance	<b>Responsible Owner:</b> <b>Chair – Board of Governors</b>	<b>Effective Date:</b> August 1, 2020
<b>Policy Number:</b> 10.1	<b>Final Approval Body:</b> Board of Governors	<b>Proposed Review Date:</b> August, 2021
<b>Policy Name:</b> Code of Conduct – Board Members	<b>Forms:</b> Conflict of Interest Declaration Form	<b>Amendment History:</b>

**A. POLICY:**

**PURPOSE:**

The *Code of Conduct* policy clarifies the key principles and guidelines to which Board members of Columbia College must always adhere in carrying out their governance role within the Society.

**SCOPE:** This policy applies to all elected and ex-officio members of the College Board of Governors.

**WHEN TO USE THE POLICY:**

The policy should be reviewed by new Board members at their election and as part of the annual orientation of Board members. The policy should be continually reviewed on to ensure adherence to key principles at all times.

**POLICY STATEMENTS:**

**1. Respectful Interactions**

- a. Columbia College is committed to being an inclusive space, open to diverse views that can be discussed in a respectful and thoughtful manner, free of discrimination, hate, or bullying in any form. In accordance with the *Respectful Workplace* policy 1.5 and the College’s *Code of Ethics*, Board members are expected to contribute to a respectful and inclusive environment for everyone involved at Columbia College.

**2. Communication and Interaction**

- a. Governors are expected to participate fully and frankly in the deliberations and discussions of the Board and its Committees.
- b. During deliberations, Governors are expected to present their views in a clear, organized, and relevant manner, show respect for others and exercise tolerance for other perspectives, and be adaptable, flexible and open-minded in the consideration of any matter before the Board.
- c. When considering decisions, Governors should assess issues from multiple perspectives, and consider the impact of decisions on the College’s internal and external environments (e.g., faculty, students, staff, Society, community).
- d. Approved courses of action should be made in the best interest of the College, and in alignment with College values.

**3. Knowledge**

- a. Governors must devote the necessary time and attention required to make informed decisions on issues that come before the Board. While College administration will provide Governors with all of the information deemed necessary in order to discharge their responsibilities, Governors must ask for all information they believe pertinent in order to make an informed decision.
- b. Governors are expected to be generally knowledgeable about the College’s mandate, goals and objectives, and operations. Governors must also maintain an understanding of the community, business, and political environments within which the College operates.
- c. Governors are expected to be knowledgeable about their statutory and legal obligations.

- d. Governors are expected to understand the difference between the Board's governance role and the Administration's managerial role.

#### **4. Fiduciary Duty**

- a. A Governor is legally required to act honestly and in good faith with a view to serving the best interests of the College. The key elements of this legal responsibility are:
  - i. a Governor must act in the best interests of the College, and with a view to the purposes of the Society, not in their own self-interest nor in the interest of third parties.
  - ii. a Governor must disclose to the Board any personal interests that might conflict with the interests of the College.
  - iii. a Governor may not take personal advantage of opportunities that come before them in the course of performance of their duties as a Board member, unless the opportunity and the interest is disclosed to and approved by the Board.
  - iv. a Governor must keep confidential information confidential in accordance with the requirements set out in the *Code of Conduct* and *Conflict of Interest Guidelines* for the Board of Governors.
  - v. A Governor elected or appointed due to position or familiarity with related or stakeholder interests and concerns is not a delegate or democratic representative of any interest or group. While such a Governor may express and take into account those interests and concerns, nothing in the Code, nor in the circumstances of a Governor's election or appointment, relieves any Governor from the duty to act in the best interests of the College and with a view to advancing its welfare.

#### **5. Duty of Care**

- a. In discharging their responsibilities, each Governor must exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances. This means:
  - i. A Governor must be proactive in the performance of his or her duties: attending meetings, participating in a meaningful way, and being vigilant to ensure the College is being properly managed.
  - ii. The expectations of a Governor will depend upon the skills and experience that the Governor brings to the Board relative to the particular matter(s) under consideration.
  - iii. Governors shall act in the highest ethical manner and with integrity in all professional dealings.

#### **6. Public Statements**

- a. Each Governor has an important role as an ambassador of the College but should not speak on behalf of the College. The Principal, Executive Director, and such other persons who may be designated by the Principal or Executive Director are the spokespersons for the College.
- b. The Board Chair is the only spokesperson for the Board of Governors, and in this capacity, the Board Chair consult with the Principal or Executive Director.

### **B. PROCEDURES:**

1. Board members to review this document upon joining the Board, and annually at the first Board meeting of the calendar year.
2. Board members will confirm they have read and understood all policy statements above by signing the appropriate section on the *Conflict of Interest Declaration Form*.
3. If a Board member feels that they or another member of the Board cannot uphold the guidelines above, they are to communicate this to the Board Chair. The Board Chair and the Board member in question will discuss the issue and consider whether the Board member should:
  - a. submit a resignation from the Board or
  - b. modify their behavior accordingly
4. Board members who resign from the Board for any reason are asked to do so in writing, and may choose how much detail they provide regarding the reason for their resignation.

### **LINKS TO SUPPORTING FORMS, DOCUMENTS, WEBSITE:**

### **REFERENCE TO EMPLOYMENT AGREEMENT CLAUSES:**

**REFERENCE TO BYLAWS or ARTICLES:**

**RELATED ACTS AND REGULATIONS:**

**RELATED POLICIES:**

*Respectful Workplace policy*

*Code of Ethics, Employee Handbook*

**APPROVALS:**

<b>Responsible Owner:</b>	<b>Date:</b>
<b>Principal or Designate:</b>	<b>Date:</b>
<b>IF APPLICABLE:</b>	
<b>Chair, Academic Board</b>	<b>Date:</b>
<b>Chair, Marketing and Recruitment Committee:</b>	<b>Date:</b>
<b>Chair, Finance Committee:</b>	

**APPROVAL FOR ALL POLICIES**

<b>Chair, Board of Governors</b>	<b>Date:</b>
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<b>Revision Date(s):</b>	<b>Replaces Policy Number:</b>
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**Note:** The Policy Font is Calibri size 10.