



No. BOG-CORP-00

Title: CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR
MEMBERS OF THE BOARD OF GOVERNORS

CLASSIFICATION: BOARD OF GOVERNORS
FIRST ADOPTED: November 1997 (348.5.1)

PREAMBLE

The rules of ethics and professional conduct stated in this document are in conformity with the Act to amend the Act respecting the Ministère du Conseil exécutif and other legislative provisions as regards standards of ethics and professional conduct. These provisions complement the rules of ethics and professional conduct already outlined in Articles 321 to 330 of the Quebec Civil Code (Appendix 2) and Articles 12 and 20.1 of the Colleges' Act. Public order legislative provisions, notably Articles 12 and 20.1 of the Colleges' Act, take precedence, in the case of conflict, over the provisions of this Code.

Article 1 GENERAL PROVISIONS

1.01 Definitions

In the present Code, the following expressions mean:

- a) "BOARD MEMBER": a member of the Board of Governors;
- b) "STAFF BOARD MEMBER": the Director General, the Academic Dean as well as the two faculty, one professional and one support staff members of the Board of Governors;
- c) "CODE": the Code of Ethics and Professional Conduct for the Members of the Board of Governors;

1.02 Intent

The intent of the Code is to establish rules of ethics and professional conduct governing the members of the Board of Governors of the College in order to:

- a) ensure public confidence in the integrity, objectivity and transparency of the Board of Governors;
- b) allow Board members to exercise their mandate and carry out their duties and obligations with confidence, independence and objectivity for the better realization of the College mission.

1.03 Scope

This Code applies to Board members and, in the case of Article 2.03, to former members of the Board of Governors of the College.

Article 2 DUTIES AND OBLIGATIONS OF BOARD MEMBERS

2.01 General

Board members carry out their duties with independence, integrity and good faith in the best interests of the College and for the realization of its mission. They shall act with prudence, diligence, honesty, loyalty and assiduity as would any reasonable and responsible person in similar circumstances.

2.02 Duties and Obligations While in Office

In the fulfilment of their obligations, Board members shall:

- a) respect the obligations laid down in the Colleges' Act and the College's constituent charter and by-laws and act within the limits of the College's powers;
- b) avoid placing themselves in situations that constitute a conflict between their personal interest, or that of the group or person who elected or nominated them and their duties and obligations as Board members;
- c) be guarded in their comments, avoid attacks on other people's reputations and treat other Board members with respect;
- d) not use College property for the personal benefit of themselves or others;
- e) not divulge nor use privileged or confidential information about the College for the personal benefit of themselves or others;
- f) not abuse their powers or use unduly their position to gain a personal benefit;
- g) not directly or indirectly solicit or accept from a person who has dealings with the College an advantage or benefit of any kind;
- h) not accept a gift, a token of appreciation or other advantages other than those customarily granted and of nominal value.

2.03 Duties and Obligations After Leaving Office

In the year following the termination of their mandate, former Board members shall:

- a) act in such a manner so as not to take any undue advantage of their former position on the Board of Governors;
- b) not act on their own behalf or on behalf of others with respect to a process, a negotiation or any other operation to which the College is a party. This rule does not apply to staff Board members with regard to their employment contract;
- c) not use confidential or privileged information about the College for the personal benefit of themselves or others.

Article 3 REMUNERATION

Board members are not entitled to any remuneration for the carrying out of their duties as Board members. Also, they shall not receive any remuneration from the College other than the reimbursement of expenses authorized by the Board of Governors.

The above stipulation shall not prevent staff Board members from receiving their salary and other advantages foreseen in their employment contract.

Article 4 CONFLICTS OF INTEREST

4.01 Intent

The following rules are meant to assist Board members in their understanding of conflict of interest situations and establish administrative procedures for members in a conflict of interest situation with the view of best serving the interest of the College

4.02 Conflict of Interest Situations

- a) A conflict of interest exists in any situation, whether real, potential or perceived that, by objective standards, is of a nature to compromise or likely to compromise a Board member's independence and impartiality, attributes necessary to the role of governor.
- b) Without restricting the meaning of Article 4.02 a), the following examples are considered to be conflict of interest situations:
 - a situation where a Board member has a direct or indirect vested interest in a deliberation of the Board;
 - a situation where a Board member has a direct or indirect vested interest in a contract or contract proposal with the College;
 - a situation where a Board member, directly or indirectly, would personally benefit from a decision of the College;
 - a situation where a Board member accepts a gift or benefit from an enterprise which deals, or is likely to deal with the College, with the exception of customary gifts of nominal value.

4.03 Situations Constituting a Conflict of Interest for Staff Board Members

In addition to the rules outlined in Article 4.02, a staff Board member is in a conflict of interest in the cases defined in Articles 12 and 20.1 of the Colleges' Act.

4.04 Disclosure of Interest

Within thirty (30) days following the coming into effect of the Code, or in the thirty (30) days following nomination, Board members shall submit to the Chair of the Board a declaration of their interests in organizations which, to the best of their knowledge, have done or are doing business with the College and disclose, if applicable, any conflict of interest, whether real, potential or perceived. This declaration shall be revised and updated annually by the Board members. (Appendix 1)

Within thirty (30) days of becoming aware of new situations of conflict of interest, Board members shall submit to the Chair of the Board a revised declaration.

Furthermore, Board members shall disclose any situation constituting a conflict of interest in the manner and situations outlined in the first paragraph of Article 12 of the Colleges' Act.

4.05 Restrictions

In addition to the conflict of interest provisions foreseen in Articles 12 and 20.1 of the Colleges' Act, Board members in a conflict of interest with regard to an agenda item under discussion shall after having had an opportunity to present their views withdraw from the room and allow deliberation and voting to take place in their absence and in complete confidentiality.

4.06 The Role of Chair

The Chair shall decide on any question concerning the right to vote at a Board meeting. In the case of a challenge on the right to vote on a resolution, the Chair shall hear the representations from Board members on this issue and make a decision on the right to vote. In any event, the Chair has the power to intervene and order a Board member to refrain from voting and to withdraw from the room during the deliberation and vote. The decision of the Chair is final.

Article 5 ADMINISTRATION OF THE CODE

5.01 The Role of Professional Conduct Counsellor

Director of Corporate Affairs or any other person designated by the Board shall act as Professional Conduct Counsellor. This person is responsible for:

- a) informing Board members of the provisions of the Code and on its application;
- b) advising Board members on matters concerning ethics and professional conduct;
- c) investigating allegations of irregularity with respect to the Code and reporting findings to the Board of Governors;
- d) publishing the Code in the College's annual report and the other information prescribed by Law.

5.02 Disciplinary Committee and Sanctions

- a) The Professional Conduct Counsellor shall notify the Board of any complaints or of any other irregular situation foreseen in the Code and report the results of the investigation into the matter.
- b) The Board, or a committee set up for that purpose by the Board, shall act as the disciplinary committee and decide on the validity of the infraction and, if warranted, determine the sanction to be imposed.
- c) The disciplinary committee shall notify the Board member in writing of the alleged infraction(s). Also, the Board member shall be informed of a 30-day delay to submit in writing to the committee personal comments on the alleged infraction(s) and sanction and of the possibility of meeting the members of the committee, if requested.

- d) In the case of an urgent situation requiring immediate action or in the case of a serious offense, the Chair may temporarily suspend a person from office.
- e) If the disciplinary committee concludes that a Board member has contravened the law or Code, it shall impose the appropriate sanction. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.

Article 6 EFFECTIVE DATE

The Code of Ethics and Professional Conduct comes into effect on January 1, 1998.