CODE OF ETHICS AND PROFESSIONAL CONDUCT APPLICABLE TO
MEMBERS OF THE BOARD OF GOVERNORS AND MEMBERS
OF COMMITTEES ESTABLISHED BY THE BOARD

Effective Date: January 30, 2013
Originating Office: Board of Governors
Supersedes/Amends: February 4, 2010
Policy Number: BD-10

PURPOSE

The purpose of this Code is to establish the rules of ethics and professional conduct applicable
to the members of the Board of Governors (the “Board”) of Concordia University (the
“University”) and of the Corporation (the “Corporation”) as well as to members of standing
committees established by the Board.

SCOPE

This Code applies to all members of the Board and of the Corporation and to all members of
standing committees established by the Board.

DEFINITIONS

For the purposes of this Code, the following definitions apply:

“conflict of interest” means a situation where a Member has a personal interest, whether direct
or indirect, which he/she is aware of and which is sufficient to put into question the
independence, impartiality and objectivity that he/she is obliged to exercise in the performance
of his/her obligations as a Member.

“Internal Member” means any Member who represents one of the following constituencies of the University: full-time faculty, part-time faculty, permanent administrative and support staff, undergraduate students or graduate students.

“Member” means a member of the Board or of the Corporation or of a standing committee established by the Board, whether or not a member of such a standing committee is a member of the Board.

“perceived conflict of interest” means a situation where a Member, while not in a conflict of interest, appears to have, in the opinion of a reasonably informed and well-advised person, a personal interest that is sufficient to put into question the independence, impartiality and
General Duties and Obligations of Members

1. A Member has a duty to observe the highest standards of personal and professional conduct and to make decisions in the best interests of the University. He/she shall fulfill his/her obligations with impartiality, independence, loyalty, prudence and diligence to facilitate and foster the accomplishment of the University’s mission. A Member shall act responsibly and in good faith, with transparency, objectivity, care and integrity. In his/her handling of all issues, he/she is expected to honour the principles of collegiality and fairness.

Situations of Conflicts of Interest or Perceived Conflicts of Interest

2. A Member shall perform his/her 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 Member is in a situation of conflict of interest or perceived conflict of interest, or where the personal interest of a related party places a Member 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 Member 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 Member is a member of the Board of Directors or the senior management personnel of a body, enterprise or association, whether public or private, whose interests may be in competition with those of the University;

iii) when a Member accepts gifts, gratuities or favours from a person, body, 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 Member uses his/her position to help a person or body, enterprise or association in dealings with the University in a situation which gives rise to real or perceived preferential treatment;

v) when a Member uses information obtained in the performance of his/her obligations as a Member which is not generally communicated to the public for his/her own advantage or benefit or for the advantage or benefit of a related party;

vi) when a Member 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 Member is a party to a legal proceeding, grievance or other legal demand or claim against the University.

Conflict of Interest Disclosure Statement

3. Following the initial appointment of a Member, the Secretary-General shall provide such Member with a copy of this Code and request the completion of a Conflict of Interest Disclosure Statement. The Secretary-General shall also request annual completion of the Disclosure Statement by all Members no later than September 30 of each year.
4. The Secretary-General shall ensure that copies of the completed Disclosure Statements are transmitted to the Chair of the Governance and Ethics Committee. The information provided in the Disclosure Statements shall be kept confidential unless disclosure is required by law or by a legal authority having jurisdiction.

5. The filing of the initial and annual Disclosure Statement does not discharge a Member from his/her obligation under this Code to disclose conflicts of interest on an on-going basis as and when they arise.

Management of Conflicts of Interest or Perceived Conflicts of Interest

6. A Member is expected to have primary responsibility for the identification and management of his/her conflicts of interest or perceived conflicts of interest. A Member may seek guidance from the Secretary-General who shall serve as a resource to help him/her identify a conflict of interest or perceived conflict of interest. Moreover, the Secretary-General shall advise a Member, upon his/her request, on any question regarding the application of the rules set out in this Code.

7. Where a situation of conflict of interest or perceived conflict of interest not disclosed in the Disclosure Statement arises, a Member shall:

i) disclose same in writing, as soon as reasonably possible, to the Secretary-General who shall ensure that a copy is transmitted to the Chair of the Ethics and Governance Committee. In the case of a disclosure by the Chair of the Governance and Ethics Committee, copy of the disclosure shall be transmitted to the Chair of the Board; and

ii) abstain from participating in any discussion or decision involving that body, enterprise or association; and

iii) withdraw from any meeting for the duration of the discussion or vote to decide such matter.
8. Any Member shall resign her/his position as a Member if her/his role as a member of a body, enterprise or association, whether public or private, doing business with the University serves as a source of continuing conflict of interest in a such a way as to impede her/his role as a Member.

9. Any Internal Member shall withdraw from any meeting for the duration of a discussion or vote to decide any matter concerning negotiations relating to a collective agreement or a collective labour contract which governs the University’s personnel. However, this does not prevent that Internal Member from expressing an opinion on general measures relating to conditions of employment within the University which would also apply to him/her.

Respect of Confidentiality

10. A Member, while in office as well as after having left office, shall be bound to respect the confidentiality of information or documents obtained in his/her capacity as a Member, as well as the confidentiality of all deliberations and decisions that took place in closed session meetings of the Board and meetings of committees established by the Board, unless the information or documents have entered the public domain or were released by virtue of applicable legislation or by order of a legal authority having jurisdiction.

Use of Information

11. A Member, while in office as well as after having left office, shall not make use of any information obtained in his/her capacity as a Member 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.

12. A Member, 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.

Enforcement Mechanism

13. The Governance and Ethics Committee shall oversee and review the application of this Code, and the Secretary-General shall be responsible for the administration of this Code.

Procedure in Case of Non-Compliance

14. If there are reasonable grounds to believe that an infringement to this Code has occurred, any Member or the Secretary-General may request the Governance and Ethics Committee to examine or inquire into any allegations to that effect. In such a case:

   i) the Member requesting that the situation be brought to the attention of the Governance and Ethics Committee shall notify the Secretary-General in writing;

   ii) upon receiving such notification, the Secretary-General shall prepare a dossier and forward it to the Chair of the Governance and Ethics Committee and to all the parties concerned;

   iii) the Governance and Ethics 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 and Ethics 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 said recommendations of the Governance and Ethics Committee. Any proposed action or sanction to be taken pursuant to the said recommendations shall be voted upon by secret ballot.
Sanctions

15. Should a Member fail to comply with the duties and obligations stipulated in this Code, the Board, on the recommendation of the Governance and Ethics 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 Member for a period of time; or

iii) remove the Member from the Board or the committee established by the Board in accordance with the provisions set out in the University By-Laws.