



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

Effective Date: March 11, 2020

Approval Authority: Board of Governors

Supersedes/Amends: January 30, 2013

Policy Number: BD-10

SCOPE

This Code applies to all Members (as defined below).

PURPOSE

The purpose of this Code is to establish the rules of ethics and professional conduct applicable to the Members.

DEFINITIONS

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

“Conflict of Interest” means a situation in which a Member, or their Related Party(ies), has a personal interest that conflicts or could conflict with the Member’s obligations to the University. The existence of a Conflict of Interest involves two elements:

- a) the Member’s or a Related Party’s personal interest(s); and
- b) the Member’s obligations to the University.

Personal interests may include business, commercial or financial interests, as well as relationships, private and career interests. A Member’s obligation to the University is to act in the University’s best interests, which includes acting in support of the University’s integrity and mission and avoiding circumstances that may undermine confidence and trust of the public, as well as the confidence and trust necessary between the University and the Members.

Conflicts of Interest may be actual or potential. An actual Conflict of Interest is a situation where the personal interest actually conflicts with the Member’s obligations to the University. A potential Conflict of Interest is a situation where the personal interest has not yet conflicted with the Member’s obligations to the University but might be expected to.

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A perceived Conflict of Interest is a situation where an actual or potential Conflict of Interest may or may not exist, but where there may be, nonetheless, from the perspective of a reasonably well informed and impartial person, a perception of a Conflict of Interest. This is sometimes referred to as an “apparent” Conflict of Interest.

“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 of Governors (the “Board”) of the University, 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.

“Related Party” means a Member’s immediate relative (a spouse, child, parent, sibling or person with whom a Member has a personal/close relationship that is of primary importance in their life), or other person living in the same household, or any other person with whom the Member shares a financial interest, either directly or indirectly, or any entity in which the Member has an ownership interest.

CODE

Standard of Conduct

1. A Member shall conduct themselves in an ethical and professional manner. They shall honour the principles of collegiality and fairness, and comply with their duties and obligations with objectivity, care, integrity, loyalty, prudence and diligence to facilitate and foster the accomplishment of the University’s mission.

Situations of Conflicts of Interest

2. A Member shall comply with their duties and obligations, and act in such a manner as to avoid any Conflict of Interest. The interests of the University shall always prevail when a Member is in a situation of Conflict of Interest or when the personal interest of a Related

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Party places a Member in a situation of Conflict of Interest. The following, without limitation, are examples of Conflicts of Interest:

- a) 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;
- b) when a Member is a member of the board of directors or of 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;
- c) 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 minor or customary gifts, gratuities or favours of a trivial or nominal value that do not place and do not have the appearance of placing the recipient under any obligation and/or do not give the impression that there is a purpose or attempt to influence any decision;
- d) when a Member uses their 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 from the perspective of a reasonably well informed and impartial person;
- e) when a Member uses their position as a Member to seek, obtain or influence employment at the University for any persons (including the Member or any other person);
- f) when a Member uses information obtained in the performance of their duties and responsibilities as a Member which is not generally communicated to the public for their own advantage or benefit, or for the advantage or benefit of a Related Party;

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- g) 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 their own advantage or benefit, or for the advantage or benefit of a Related Party;
- h) when a Member is a party to a legal proceeding, grievance or other legal demand or claim against the University.

Disclosure of Conflicts of Interest

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 of the Board (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 Statements shall not discharge a Member from their obligation under this Code to disclose Conflicts of Interest on an on-going basis as and when they arise.

Management of Conflicts of Interest

6. A Member shall have primary responsibility for the identification and management of their Conflicts of Interest. A Member may seek guidance from the Secretary-General who shall serve as a resource to help them identify a Conflict of Interest. Moreover, the Secretary-General shall advise a Member, upon their request, on any question regarding the application of the rules set out in this Code.
7. When a situation of Conflict of Interest not disclosed in the Disclosure Statement arises, a Member shall:

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- a) 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 Governance and Ethics Committee. In the case of a disclosure by the Chair of the Governance and Ethics Committee, a copy of the disclosure shall be transmitted to the Chair of the Board;
 - b) abstain from participating in any discussion or decision involving that person, body, enterprise or association; and
 - c) withdraw from any meeting for the duration of the discussion or vote to decide such matter.
8. Any Member shall resign their position as a Member if their 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 their 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 shall 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 them.

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 their 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.

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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 their 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.

Procedure in Case of Non-Compliance

13. 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:
 - a) the Member requesting that the situation be brought to the attention of the Governance and Ethics Committee shall notify the Secretary-General in writing;
 - b) 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;
 - c) 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, which comprise two elements:
 - i. *Audi alteram partem* - the duty to give persons affected by a decision a reasonable opportunity to be heard;

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- ii. *Nemo iudex in causa sua debet esse* - the duty to reach a decision untainted by bias.
- d) after hearing the parties, the Governance and Ethics Committee shall prepare written, reasoned and signed recommendations, which shall be forwarded to the Board; and
- e) 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

- 14. 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:
 - a) issue a warning, a reprimand or a finding of misconduct;
 - b) suspend the Member for a period of time; or
 - c) 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.

Policy Responsibility and Review

- 15. The overall responsibility for implementing and recommending amendments to this Code shall rest with the Governance and Ethics Committee, and the Secretary-General shall be responsible for the administration of this Code.

Approved by the Board on February 18, 1998 and amended on February 4, 2010,
January 30, 2013 and March 11, 2020.