

| POLICY TITLE | Board Conduct By-Law |
|---|-----------------------------------|
| POLICY NUMBER | Number: G-1.1 |
| POLICY TYPE | Governance Policy |
| APPROVAL DATE | May 2, 2002 |
| APPROVAL BODY | Board of Governors |
| REPLACES (IF APPLICABLE) | n/a |
| LAST UPDATE OR AMENDMENT OR REVIEW DATE | April 29, 2003 October 3, 2022 |
| NEXT REVIEW DATE | 2027 |
| HOLDER | President |
| RESPONSIBLE OPERATIONAL LEADER | n/a |
| SUPPORTING DOCUMENTS | Oath of Office |

BOARD CONDUCT BY-LAW

PURPOSE AND/OR RATIONALE

The purpose is to ensure the ethical leadership of the College and that all Board members will act in the best interest of the College at all times. Board members have a duty of loyalty and a duty of care in the performance of their duties. Board members must ensure that their private, professional, and constituency interests do not conflict with their obligations to the College and will avoid or address any real, potential, or perceived conflict of interest. This Bylaw is in addition to any obligation a Board member may have to the College arising under the law.

POLICY APPLICATION, SCOPE, AND/OR LIMITS

This policy applies to all Board members, appointed or elected, voting or non-voting and ex officio.

DEFINITIONS

1. **Board** means the governing board as defined in the College and Institute Act.
2. **External member** means a community member appointed by Order in Council.
3. **Internal employee member** means a member of the faculty or support staff working at the college, elected by his or her peers to the board as allowed under the College and Institute Act (including the *ex officio* position of chair of education council).
4. **Student member** means a student elected to the board by his or her peers as allowed under the College and Institute Act.

5. **Board employee** member means the president of the college who is named in the College and Institute Act as a non-voting member of the board.
6. **Board chair** means an external member elected annually to the position of Chair by a majority of the external Board members.
7. **Respondent Board member** means a Board member who is alleged to have breached a College bylaw or policy, including the Board Conduct By-Law.
8. **Actual conflict of interest** exists where a Board member exercises an official power or performs an official duty or function and at the same time, knows or reasonably ought to know that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.
9. **Potential conflict of interest** exists where there is some private interest that could influence the performance of a member's duty or function or in the exercise of power and the member has not yet performed that duty or function or exercised the power.
10. **Perceived conflict of interest** exists where informed people might reasonably believe that an actual or potential conflict of interest exists on the part of the member.
11. **Conflict of Interest** means an actual, potential or perceived conflict of interest.
12. **Private interest** means a financial or non-financial interest or advantage and includes any benefit to the Board member or a related person of the Board member.
13. **Related person** means any closely related family member of a Board member, including but not limited to a spouse, child, parent or sibling of a Board member.
14. **Confidential information** includes proprietary, technical, business, operational, financial, and legal information, personal information relating to College personnel or students, or any other information of which the Board member becomes aware in the course of his or her Board duties and which the College treats as confidential.

PRINCIPLES

PART ONE: CODE OF ETHICS

1. Board members must act at all times in full compliance with all applicable laws. Further, Board members must avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance with applicable laws.
2. Each member, regardless of whether he or she is elected or appointed or is an *ex officio* member of the board, has the responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of any particular constituency.

Members of specific constituency groups such as faculty, staff or students may bring forward to board discussions the views of their respective constituency; however, in deliberations and voting they shall always act in accordance with the best interest of the college as a whole.

3. Board members are expected to act at all times in good faith and with honesty, integrity and due diligence.

4. Board members are expected to regularly attend meetings and to adequately prepare for the duties expected of them.
“If a member of the board has not attended three (3) consecutive regular meetings of the board, the member is no longer a member of the board unless excused by resolution of the board.” College and Institute Act, (s. 59(7)).
5. The Board speaks with one voice. Board members shall stand by and uphold decisions of the Board. The Board Chair or someone designated by the Board Chair represents the Board in public, and other Board members shall not make representations or comments on behalf of the Board. All Board members must refer to the Board Chair (or designate) for public comments about the Board and its decisions.
6. The conduct and language of Board members must be free from any discrimination or harassment. Board members’ conduct must reflect the highest standards of courtesy, civility, respect and dignity.
7. Board members must not reveal or divulge confidential information received in the course of their duties.
8. Confidential information must not be used for any purpose outside that of undertaking the work of the Board.
9. Performance of Board duties shall not result in any personal or private financial or other substantive gain for its members or related others. However, private gain does not include honoraria for service on the Board.

PART TWO: CONFLICT OF INTEREST

1. Actions taken in the course of performing duties as a member of the Board shall neither cause nor suggest the reality or perception that the member’s ability to perform or exercise those duties has been or could be affected by private interests. All Board members shall ensure that:
 - a) Private interests, including personal financial interests, assets or holdings are not in conflict with any decision, information or other matter that may be heard by or acted upon by the Board.
 - b) Activities undertaken as a private citizen are not in conflict with any responsibilities held as a member of the Board.
 - c) Activities undertaken as a member of the Board are not in conflict with any activities undertaken as a private citizen.
 - d) They remain impartial at all times toward individuals or groups who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual.

- e) Personal employment is not dependent on any decision, information or other matter that may be heard by or acted upon by the Board.
 - f) Other memberships, directorships, voluntary or paid positions or affiliations, are not in conflict with work undertaken in the course of performing their duties as a member of the board.
2. Elected members of the Board are not considered to be in conflict of interest when bringing informed perspectives from their constituency to discussions. However, when voting they must represent the best interests of the college as a whole.
3. Student members are not considered to be in conflict on issues related to fees and charges paid to the institution by students, and may engage in the full debate and vote on these issues.
4. Handling Conflict of Interest
- a) At the time of appointment to the Board, each Board member must disclose to the Board Chair all interests or relationships of which the Board member is aware which will or may give rise to a conflict of interest.
 - b) If, at any time during the course of his/her appointment to the board, a Board member:
 - i. Perceives that his/her actions/activities may be deemed by a reasonable person as a conflict of interest, or a Board member becomes aware of a conflict of interest before or after a transaction is complete;
 - ii. Is concerned another Board member is in a conflict of interest situation;the Board member shall disclose to the Board Chair, in writing, the nature, facts and extent of his/her concern.
If the Board Chair believes he/she may be in a conflict of interest, he/she will disclose this to the Board Vice Chair.
 - c) If, at any time during the course of his/her appointment, a Board member is in doubt whether a conflict of interest exists, the Board member shall seek advice from the Board Chair.
 - d) Prior to each Board meeting:
 - i. The Board Chair will examine the agenda with a view to determining whether there are any conflicts of interest.
 - ii. If the Board Chair has a conflict of interest, the Vice Chair will take over the duties of the Board Chair.
 - iii. Upon receipt of the agenda, Board members will review and report any conflict of interest, for themselves or other Board members, to the Board Chair prior to the meeting.
 - iv. If the Board Chair believes there is a conflict of interest, the Chair will advise the individual involved of the conflict of interest.
 - v. If the Board member agrees there is a conflict of interest, then he or she will:

1. Declare the conflict at the commencement of the meeting at which the topic of conflict is scheduled.
 2. For in-camera sessions, the Board member in conflict will absent himself or herself from the meeting for the duration of the discussion and decision on the topic in conflict.
 3. For public sessions, the Board member in conflict will refrain from discussing or voting on the topic in conflict.
- e) If the Board member does not agree, the Board Chair will:
- i. Call an in-camera meeting prior to the meeting of at which the topic of conflict is scheduled.
 - ii. Put the question to the full Board for a vote on whether a conflict of interest exists at that in-camera meeting. Prior to the vote, the Board must be provided with information regarding the alleged conflict and the relevant Board member must be given an opportunity to present his/her position on whether a conflict exists.
 - iii. The question of whether a conflict exists will be determined by a majority vote of the Board members entitled to vote on the question. Neither the Board Chair nor the member allegedly in conflict are entitled to participate in this vote.
 - iv. The Board's decision will be final.
 - v. If the Board determines a conflict of interest exists, the Board member shall:
 1. declare the conflict at the commencement of the meeting at which the topic of conflict is scheduled to be discussed.
 2. will absent him/herself from any in-camera sessions for the duration of the discussion and decision on the topic in conflict; and
 3. for public sessions, will refrain from discussing or voting on the topic of conflict.
 - vi. Where a conflict of interest is discovered after consideration of a matter, the conflict must be disclosed to the Board and recorded at the first opportunity. If the Board determines that a member in conflict influenced the decision on the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision.

PART THREE: ACCOUNTABILITY

1. As part of their commitment to the Board, members of the Board are required to affirm an oath agreeing to abide by the College by-laws and polices, including the Board Conduct By-Law.
2. The Board Chair shall take action if College bylaws or policies, including the Board Conduct By-Law, are breached. Such actions may include penalties such as physical removal from a board activity including a board meeting, suspension from other activities other than regular board meetings for a period of time, suspension for up to a maximum of two consecutive regular board meetings (in-camera sessions are considered part of the regular board meetings), warning, reprimand, fines or

other penalties determined to be appropriate in the circumstances. Prior to making any determination on any action, the Board Chair shall provide the Respondent Board member with a copy of the allegations made against him or her, and an opportunity to respond.

3. In the case of a serious breach, the Board Chair may make a recommendation to the Board that it request that the Lieutenant Governor in Council remove the Respondent Board member from office for cause. If the Board Chair makes a recommendation to request the removal of the Respondent Board member, and the Respondent Board member does not dispute the recommendation, such recommendation shall be referred to the full Board for a vote. Any resolution requesting the removal of a Board member must be passed by at least a 2/3 majority of the Board. Neither the Respondent Board member nor the Board Chair may participate in this vote. Should the Respondent Board member dispute the recommendation, he/she may appeal that recommendation to the full Board.
4. The Board Chair will provide the Respondent Board member with a copy of his/her decision, and a brief outline of the reasons.
5. A Respondent Board member who has been found to have breached a College bylaw or policy, including the Board Conduct By-Law, and on whom a penalty has been imposed, who disputes such finding or penalty, may appeal the decision finding the breach, the penalty imposed, or both, to the full Board.
6. Processing an Appeal
 - a) If the Respondent Board member disputes the decision or recommendation of the Board Chair, he or she may appeal to the Board in writing. The appeal must be requested within one week of the receipt of the Board Chair's decision.
 - i. The decision and penalty will remain imposed until such time as the Board hears the appeal.
 - ii. The Board will make every effort to hear the appeal within one month of its imposition.
 - iii. Except as a witness, the Board Chair will not participate in the hearing of the appeal, nor will he/she be entitled to vote on any resolution relating to the outcome of the appeal.
 - b) On hearing the appeal the Board:
 - i. will provide the Respondent Board member with an opportunity to outline his or her position and present any supporting document or arguments.
 - ii. will hear whatever evidence it considers appropriate, without regard to the rules of evidence.

- c) After hearing the evidence and arguments presented, the Board may:
 - i. allow the appeal;
 - ii. reject the appeal, including the appeal of the penalty imposed by the Board Chair, or
 - iii. substitute any of the penalties outlined in paragraphs 2 or 3 above for the penalty imposed by the Board Chair. If the Board intends to impose a penalty greater than that imposed by the Board Chair, it must advise the Respondent Board member and provide him/her with an opportunity to make submission on that possible penalty.
- d) Should the Board determine there is just cause for the removal of a Board member it may pass a resolution requesting the Lieutenant Governor in Council remove the Board member from office. Any resolution requesting the Lieutenant Governor in Council to remove a Board member from office must be passed by the vote of at least a 2/3 majority of the Board. Neither the Board Chair nor the Respondent Board member may participate in this vote.
- e) The decision of the Board is final.

RELATED LEGISLATED REFERENCES

[College and Institute Act Section: 19.1](#)

LINKS TO RELATED CAMOSUN POLICIES, DOCUMENTS, AND/OR WEBSITES

[Oath of Office](#)