

BOARD OF GOVERNORS – Governance Process

Policy # **GP 4 Code of Conduct**

Original Implementation Date: April 21, 2015

Most Recent Activity: February 19, 2019 *Revisions Made*

Next Mandatory Review Date: 2020-2021

Frequency of Reviews: Every three (3) years



The Board commits itself, its committees and its Board members to ethical and business-like conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

As a public post-secondary institution, the reputation of Medicine Hat College (“MHC” or the “College”) is fundamental to its success. This Code of Conduct (the “Code”) applies to the Board of Governors of MHC (the “Board of Governors”) who have an involvement with or contribute to the College’s activities or who act on behalf of the College (each individually a “Board member” and collectively, the “Board members”).

As a publicly funded institution we recognize that the people of Alberta have a right to a public service which is conducted with impartiality and integrity. It is this special obligation to Albertans that demands that there not be, nor seem to be, any conflict between the private interests of Board members and their duty to the public. At the same time, it is recognized that Board members should enjoy the same rights in their private dealings as any other citizens, unless it can be demonstrated that a restriction is essential to the public interest.

Purpose

This Code articulates the overarching legal and ethical principles to which the Board of Governors expects its Board members to adhere. These ethical standards include honesty, integrity, respect for others, fair dealing, diligence, prudence and accountability in the use of the College’s resources. Adherence to such standards not only serves to further the reputation of MHC, but also provides an essential foundation for excellence in education.

This Code outlines general principles intended to govern the conduct of its Board members and to provide overall guidance in matters of expected conduct.

The provisions outlined in this policy apply to all Board members and understanding there may be additional provisions that apply that are outside of this policy which may impact Board members as well. The College’s operational Code of Conduct policy does not have any effect on the Board of Governors.

All Board members shall sign a Code of Conduct upon appointment and each September thereafter.

Definitions

- **Act:** Conflict of Interest Act
- **Apparent Conflict of Interest:** an apparent conflict of interest exists if there is a reasonable perception, which a reasonably well informed person could properly have, that the employee and/or Board member's ability to exercise their duties must have been affected by their private interest.
- **Applicable Laws:** all federal, provincial and municipal laws, statutes, regulations, bylaws, orders and instruments, and all terms and conditions of any grant of approval, permission, authority or license of any court of government or self-regulatory authority that apply to a party and its operations and business.
- **Board Member:** anyone appointed by the Government of Alberta to the Medicine Hat College Board of Governors.
- **Conflict of Interest:** occur when the interest of the member and the interests of the College are in conflict. An example includes, but is not limited to, when Board members undertake to direct, manage or participate in any non-College activities where such activity would conflict with the effort they would otherwise be expected to dedicate to College activities.
- **MHC or the College:** Medicine Hat College.
- **Undertaking:** any activity which an individual is financially compensated for their involvement.

1. Respect for Others

- 1.1 Board members will strive to treat everyone equitably and with respect, including respect for their rights.
- 1.2 Board members must be responsive, fair, and courteous in dealing with others. Rude or insulting behaviour towards anyone is unacceptable.
- 1.3 No Board member will take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.
- 1.4 The Board accommodates and respects different opinions and perspectives and disagreements must proceed only by rational debate. Board members will not thwart rational debate by verbal or physical violence or intimidation. Board members will not verbally abuse, vilify or belittle other individuals either directly or indirectly.
- 1.5 Board members will ensure that they refrain from discriminating against or harassing anyone on the grounds of race, religious belief, colour, gender, sexual orientation, gender identity, gender expression, physical disability, mental disability, marital status, family status, source of income, age, ancestry or place of origin or other grounds as prohibited under applicable laws. [*Alberta Human Rights Act.*]

- 1.6 Board members shall ensure that they refrain from engaging in a course of vexatious comment or conduct, which could include but is not limited to gestures, remarks, jokes, taunting, innuendo, display of offensive materials, electronic distribution of offensive material, hazing, stalking, or other acts that is known or ought to be reasonably known to be unwelcome to the person or persons to whom the course of comment or conduct is directed.
- 1.7 Board members have a duty to take reasonable care to avoid causing harm (including physical and emotional harm) to anyone.
- 1.8 Board members who supervise other Board members must treat them fairly and afford them equality of opportunity, maintain open and honest communication with them, and ensure that they understand performance standards expected of them. Evaluations of Board members' performance shall be undertaken objectively and without bias.
- 1.9 The Board supports Board members being involved in community based work where they will grow personally and/or professionally and/or where the College will benefit from such involvement. This includes volunteer work, board work (volunteer or paid) or committee involvement.

2. **Individual Responsibility and Accountability**

- 2.1 Ethical behaviour is an individual, as well as a collective, responsibility of all Board members.
- 2.2 The Board operates on the principle of individual accountability within a system of defined roles and governance. Board members must assume the responsibilities that are appropriate to their positions and roles. They are accountable to the Board and each other for their actions, shall exercise sound judgment, and act in good faith in performance of their responsibilities.
- 2.3 Board members' accountability to the Board supersedes any personal interest of the Board member as an individual consumer of the College's services.
- 2.4 Members shall never use their status within the Board to obtain personal gain or benefits from other Board members, individuals or entities, whether related or non-related to the College.
- 2.5 If a Board member is charged with an offence under any Federal statute arising from their conduct while on or off duty, they shall immediately disclose the charge to the Board Chair. If the Board Chair is charged with a similar offence, they shall immediately disclose the charge to the Board Vice-Chair.
- 2.6 No Board member shall act in self-interest or furthering their private interests by virtue of their position or through carrying out their duties on the Board.
- 2.7 Pursuant to Section 23.925 of the Conflict of Interest Act, the Board Chair has statutory obligations beyond the Board members. The Board Chair will breach the Conflict of Interest Act if:
 - 2.7.1 They take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest of themselves, a person directly associated with them or their minor or adult child.

- 2.7.2 They use their office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest of themselves, a person directly associated with them or their minor child or to improperly further any other person's private interest.
- 2.7.3 They use or communicate information not available to the general public that was gained by them in the course of carrying out their office or powers to further or seek to further a private interest of their or any other person's private interest.
- 2.7.4 They fail to appropriately or adequately disclose a real or apparent conflict of interest.

3. Honesty, Impartiality, and Integrity

- 3.1 Honesty, impartiality, and integrity are fundamental principles under which the College operates. Board members shall be truthful, accurate and objective in their work and interactions with other Board members, individuals and entities.
- 3.2 Board members must conduct their respective activities in a manner that is objective, independent and impartial and that assigns first priority to the needs and goals of the College.

4. Conflict of Interest

- 4.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness.
- 4.2 When the Board must decide upon an issue, about which a Board member has an unavoidable conflict of interest, that Board member shall absent themselves without comment from not only the vote, but also from the deliberation. A statement identifying the conflict shall be recorded in the minutes.
- 4.3 Board members must not use their positions to obtain employment in the College.
- 4.4 If a public Board member is being considered for employment at the College, the Board member must temporarily withdraw from the applicable Board deliberation, voting and access to applicable Board information.
- 4.5 Public Board members must not retain Board membership if they are employed by the College.
- 4.6 If there is a dispute among Board members as to whether or not there is a conflict of interest, the Board shall vote on whether there is a conflict, and the decision of the vote shall be binding.
- 4.7 Even the appearance of an undue influence or conflict of interest with respect to one's actions on behalf of the College can be harmful. Board members will not enter into a conflict of interest situation with respect to outside professional activities, personal and financial interests, and the receipt of benefits from third parties, including MHC contractors and vendors.
- 4.8 If an appearance before a committee, council, board, commission, organization, association or any other agency could result in adverse consequences for the College, or represent a conflict of interest between the interests represented by

the Board member and the interests of the College, the Board member must not participate.

- 4.9 Board members may however, exercise their rights as a citizen so long as it is clear that they are representing themselves as a private citizen and in no way represent the interests of the College.
- 4.10 Board members may not seek nomination as a candidate in a federal, provincial, or municipal council election but can hold office in a political party or constituency association as long as it does not affect their ability to act in the best interest of the College.

5. Restrictions Regarding Gifts

The College seeks donations from its stakeholders to supplement the financial revenue streams which is then used for operational, capital and student scholarship purposes. This section is intended only for individual gifts, benefits or other favors directed for private use by a Board member.

- 5.1 Board Members shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their office or duties, from an individual or organization, other than:
 - 5.1.1 The normal exchange of gifts between friends;
 - 5.1.2 The normal exchange of hospitality between individuals doing business together;
 - 5.1.3 Tokens exchanged as part of protocol; or
 - 5.1.4 The normal presentation of gifts to persons participating in public functions, awards, speeches, lectures, presentations or seminars.
- 5.2 Acceptance of cash or cash equivalents as gifts is strictly prohibited.
- 5.3 The value of a single tangible gift permitted by this section shall not exceed \$100.00. The cumulative maximum cash value limit for tangible gifts permitted by this section from a single source in a calendar year is \$200.00.
- 5.4 The value of a single event invitation permitted by this section shall not exceed \$250.00. The cumulative maximum cash value limit for event invitations permitted by this section from a single source in a calendar year is \$500.00.
- 5.5 In addition to the above paragraph, for an invitation to a conference (to speak or present in an active capacity) where travel, admission, and / or accommodation expenses are gifted, the value of the airfare, conference fees and accommodation which may be accepted together shall not exceed \$3000.00. The cumulative maximum cash value limit for conference invitations permitted by this section from a single source in a calendar year is \$6000.00. Exceptions to this provision may only be approved by the Board Chair in writing prior to acceptance to attend any such an event.
- 5.6 For the Board Chair only, the value of a single event invitation permitted by this section from a donor or friend of the College shall not exceed \$300.00, and the cumulative maximum cash value limit for event invitations permitted by this section from a single donor in a calendar year is \$600.00.

6. Secondary Employment or Appointments

- 6.1 Board members shall declare in writing to the Board Chair any concurrent appointment, business, undertaking or employment, including self-employment, upon initial appointment and immediately at any time there is a change from the initial declaration. Such declarations shall be in writing and placed in the Board member's file held in the Executive office.
- 6.2 The Board Chair shall declare in writing to the Board Vice-Chair any concurrent appointment, business, undertaking or employment, including self-employment, upon initial appointment and immediately at any time there is a change from the initial declaration. Such declarations shall be in writing and placed in the Board Chair's file held in the Executive Office.

7. Duty and Responsibility

- 7.1 Board members must conduct themselves ethically and in compliance with the broad array of laws and regulations that apply to their activities. They must familiarize themselves with and follow the Board policies.
- 7.2 Board members must maintain confidentiality of information that is personal, confidential, sensitive or legally protected by the *Freedom of Information and Protection of Privacy (FOIP) Act*.
- 7.3 Board members must immediately report, in writing, all potential, real or apparent conflicts of interest with the Board Chair, so that they shall be evaluated and, when necessary, eliminated, managed, or reduced appropriately. Any approvals or plans to manage conflicts of interest shall be documented and placed in the Board member's file and reviewed annually as part of the Code of Conduct annual sign-off procedure.
- 7.4 Board members must ensure the health and safety of its community and the security of its premises and facilities.
- 7.5 The Board is committed to ensuring that all Board members have easy and full access to, and is aware of the various policies and procedures of the Board. Board members shall be provided copies of all policies to be contained within their Policy and Bylaw manual. In addition, current versions of all policies and procedures shall be available on the College website.

8. Authority

- 8.1 Board members must not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- 8.2 The Board Chair (or designate) is the only member authorized to speak for the Board.
- 8.3 The Board Chair is designated to work with the President and CEO. The Board Chair and the President and CEO will ensure that regular ongoing communication occurs between the two parties.

9. Violations

- 9.1 If any Board member is perceived to have violated the Code of Conduct, the Board Chair is authorized to pursue resolution, using the process as outlined in Section 10.
- 9.2 If the Board Chair is perceived to have violated the Code of Conduct, the Board Vice-Chair is authorized to pursue resolution using the process as outlined in Section 10.

10. Process for Complaints and Investigation

10.1 Purpose

The Board of Governors is committed to protecting all members or complainants who expose possible conflicts of interest or breaches of the Code of Conduct by Board members.

All Board members should familiarize themselves with this process for addressing conflicts of interest and the requirements of their Code of Conduct. This process does not replace or modify individual rights guaranteed by law, contract or codes of professional ethics.

10.2 These procedures outline the process by which:

- 10.2.1 Board members or any complainant may make a disclosure of a conflict of interest or violation of policy by a Board member;
- 10.2.2 The Board will respond to a disclosure;
- 10.2.3 The Board will ensure protection from reprisals for making a disclosure.

10.3 Board members or a complainant must provide a written complaint to the Board Chair (or the Board Vice-Chair if the complaint is concerning the Board Chair). For the purpose of this section, the Board Chair shall be included as a Board member if the complaint is about that position.

10.3.1 The complaint must include:

- 10.3.1.1 the complainants full name and contact information and signature;
- 10.3.1.2 all relevant details concerning the possible conflict of interest or violation of policy;
- 10.3.1.3 any background information that is relevant to the complaint.

10.3.2 The Board Chair or Board Vice-Chair may consult with the President and CEO in starting the investigation.

10.3.3 If deemed appropriate, the Board Chair, Board Vice-Chair and/or President and CEO may consult with legal counsel.

10.3.4 The Board Chair or Board Vice-Chair shall raise the matter at the next opportunity with the Board providing as much detail as possible. The individual who has the complaint against them shall not participate in that meeting.

- 10.3.5 The Board shall provide instruction to the Board Chair or Board Vice-Chair as to the process that should be followed going forward and shall determine if the Board member should continue with their Board duties while the investigation process is in progress.
- 10.3.6 The Board shall ensure that at all times during the process, the principles of natural justice and procedural fairness are followed. The principles of natural justice and procedural fairness ensure that a fair decision is reached by an objective decision-maker. Maintaining procedural fairness protects the rights of individuals and enhances confidence in the Board's processes. The elements of procedural fairness includes but not limited to: the right for the Board member to receive details of the complaint, the opportunity to respond and be heard, and the right to be provided with a summary of the outcome in writing.
- 10.3.7 The Board discussion of the circumstances surrounding the situation shall be held in-camera, however, any motions that are required shall be conducted in a closed meeting.
- 10.3.8 The Board will provide the complainant and respondent with the written decision in relation to the complaint within 15 business days on completion of the investigation report. That decision is final.
- 10.3.9 Copies of all documentation shall be filed in the Board member's file after the investigation and outcome is completed, in a sealed envelope, initialed by either the Board Chair or Board Vice-Chair.
- 10.3.10 Any discipline provided to the Board member must be in accordance with the Conflict of Interest Act and the Post-secondary Learning Act.

11. Effective Date

Following approval by the Board of Governors, this code will be made public. The code will become effective 30 calendar days after being made public.