

**BOARD OF
GOVERNORS
CODE OF CONDUCT**

This Code of Conduct is intended to set basic rules of conduct for Board members in order to maintain and build public confidence in the integrity, objectivity and transparency of the Board of Governors and to allow Board Members to exercise their mandate and carry out their duties with confidence, independence and objectivity for the better fulfillment of the University's mission.

This Code applies to all Members of the Board of Governors of NSCAD University and to all Members of committees established by the Board of Governors, whether or not the Members of such committees are Governors (hereinafter referred to as "Member" or "Members").

It is the desire of the Board that all of its actions be seen to be founded on the principle of ethical community leadership. All Members have a fiduciary duty to act only in the best interests of the University.

At the time of appointment to the Board, each Member shall sign and file a declaration with the University Secretary indicating that he/she has read, understand and agrees with this Code.

1. Code of Conduct

During Term of Office

- 1.1 Members are accountable to exercise the powers and discharge the duties of their office diligently, with impartiality, honestly, in good faith and in the best interests of the University rather than in the interests of any other person, entity or constituency.
- 1.2 Members will be ethical and responsible. Members will treat other Members, students and staff with respect and will deal fairly/ethically on matters relating to their role as a Board Member and representative of the University.

- 1.3 Members will respect the authority of the Board and Board decisions once made.
- 1.4 Members will not use, directly or indirectly, any facilities, property or service of the University, nor allow them to be used; for purposes other than as expressly approved by the University.
- 1.5 Members will respectfully work with other Members in a spirit of harmony and cooperation, giving Members courteous consideration of their opinions. Members will be guarded in their comments and avoid attacks on other people's reputations.
- 1.6 Members will represent loyalty to the interests of NSCAD University. This accountability supersedes any loyalty such as that to advocacy or interest groups and membership on other Boards or staffs.
- 1.7 Members will avoid conflicts of interest with respect to their fiduciary responsibility to the University.
 - 1.7.1 A "conflict of interest" exists where there is a potential or actual divergence between the personal interests of a Member and that Member's obligation to uphold the interests and mission of the University. In a conflict of interest situation, an impartial observer might reasonably question whether actions or decision taken by the Member on behalf of the University are influenced by consideration of personal interests. Members will carry out their functions in such a way as to maintain confidence in the University.

In this context, "personal interests" mean the personal, private or financial interests of a Member or a closely associated person or related business. A "closely associated person" means a person related to the Member or a person with whom a Member has an intimate personal relationship.

Conflict of interest situations may take many forms. Examples include, but are not limited to, cases in which a Member:

- is party to a decision on the part of the University to enter into a contract that may affect a family member's financial interests or those of a related business;
- participates in a University recommendation or decision that affects the employment of a partner, spouse or other family member;

- is an employee of the University and such a Member's promotion, terms of employment, or termination of employment are being discussed;
- uses University resources for private business purposes;
- uses information acquired in the course of University activities, which is not in the public domain, to advance their personal or financial interests or those of a related business.

1.7.2 There will be no self-dealing or conducting of private business or personal services between any Board Member and the University except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.

1.7.3 A Member will not assist any person or any organization in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organization by the University.

1.7.4 When the Board is to decide upon an issue, about which a Member has a conflict of interest, that Member will absent herself or himself without comment from not only the vote, but also from the deliberation. Such Member may, if determined by the Board, be asked to withdraw from the meeting during the discussion or voting of any motion relating thereto. In instances where such a Member's promotion, terms of employment, or termination of employment are being discussed, such Member shall withdraw from the meeting.

Members are expected to have primary responsibility in the identification and management of their own conflicts of interest.

1.7.5 Members will disclose conflicts of interest to the Chair, annually, and as they arise.

1.7.6 If a Member is uncertain about whether a conflict of interest exists, he/she will consult the Chair of the Board for clarification.

- 1.8 Members will not communicate any matter designated as confidential to others, and will abide by the confidentiality of such confidential information in perpetuity. Proceedings at meetings of Committees of the Board are confidential unless otherwise explicitly directed by the Board.

Proceedings at “open” sessions of meetings of the Board are not confidential. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of an open session are not confidential, unless specifically identified as “confidential”.

Proceedings at “closed” sessions of meetings of the Board are confidential.

Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of a closed session of a Board meeting or a committee meeting are confidential.

During the term of the Member and thereafter, confidential information received by a Member shall not be divulged to any other person without the express prior written authorization of the Board.

It is the responsibility of Members and any other person who receives confidential information to ensure the security of confidential information entrusted to them at all times. At the appropriate time, such documentation must be destroyed in a confidential matter. Members may return such documentation to the University Secretary for destruction.

- 1.9 Members will carry out their duties in such a way as to maintain confidence in the administration of the University. Members will not attempt to exercise individual authority over any Board or University business, except as explicitly set forth in Board policies or otherwise determined by the Board.

1.9.1 Members’ interaction with the President and staff will recognize that an individual Member or group of Members does not have authority.

1.9.2 Members’ interaction with the public, press or other similar entities will recognize that they do not speak on behalf of the Board.

1.9.3 Members will make no formal or public evaluations of the President or staff outside of the official process.

- 1.9.4 Members will refer employees to use of appropriate University policies and procedures to obtain information, address concerns, resolve issues or disputes and or bring their concerns to the Board.
- 1.10 Members will attend meetings on a regular and punctual basis and be well prepared for each meeting and for the discussion of all agenda items.

After Leaving Office

- 1.11 Members will act in such a manner so as not to make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive a benefit or advantage for themselves or that of any family member.
- 1.12 Members will respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the *in camera* deliberations of the Board.

2. Failure to Comply with the Code of Conduct

- 2.1 A Member who breaches any of the terms of this code shall be subject to sanction by the Board, up to and including a request for the Member's resignation, or removal from the Board by the appointing body, as the case may require.

The Chair shall assess the circumstances surrounding any non-compliance with these guidelines and shall make a recommendation to the Board of Governors.

All individuals are required to report any events which do not appear to be in compliance with the policy to the University Secretary, so as to reasonably ensure that the President, Chair of the Board and Auditor are informed of such events.

The University Secretary shall give an incident/compliance report to the Board of Governors annually.

3. **Declaration**

Purpose:

The purpose of this Declaration is to identify, in advance, any possible areas where a Member's private affairs might come into conflict with the business of the University. It is to be completed and signed by each Member on an annual basis and will be maintained in confidence in the Office of University Governance.

Declaration: Please indicate which of the following applies to you.

_____ 1. To the best of my knowledge, there are no situations in which my personal interests would come into conflict with my duties as a Member of the University Board of Governors.

_____ 2. I do have personal interests which fall within the realm of the University. These are listed on the attached sheet of paper.

I understand my responsibilities to avoid situations wherein these interests conflict with my duties as a Member of the University Board of Governors and that, by following these guidelines, I will be able to avoid such conflicts.

If, during my tenure as a Board Member, any situation arises in which my private affairs would come into conflict with my duties as a member of the University Board of Governors, I will immediately inform the University Secretary, in writing.

(Signature)

(Date)

4. **Statement of Understanding**

I have read and understood the Code of Conduct for Members of the Board of Governors of NSCAD University.

(Signature)

(Date)