

## **Code of Ethics and Professional Conduct for the Members of the Board of Governors of Cape Breton University**

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### **1 Purpose**

- 1.1 The purpose of this Code is to establish rules of ethics and professional conduct, to ensure public confidence in the integrity, impartiality and transparency of the actions of the Board of Governors, and to enable members of the Board to carry out their mandate and functions in an independent and objective way, to best serve the University and its mission.

### **2 Definition**

- 2.1 For purposes of this policy, "member" refers to any voting member of the University Board of Governors, and to any appointees to its committees or sub-committees, including those appointees who are not voting members of the Board itself.

### **3 Scope**

- 3.1 All members of the Board of Governor, its committees and sub-committees<sup>1</sup>, are subject to the rules of this Code, as well as to the relevant provisions of more general legislation and regulations. Section 4.10 of this Code applies also to Board members who have left office.

### **4 General Duties and Obligations of Members**

- 4.1 Members are required to carry out their functions with integrity and good faith in the best interests of the University and its mission, including a duty to faithfully attend meetings and participate in deliberations and decision making. Members shall act responsibly and fairly, with the same diligence, loyalty and prudence that a reasonable and responsible person would exercise in similar circumstances. While some Members may be appointed by specific stakeholder groups, or by the Minister, once appointed they are obliged to place the best interests of the University as an institution foremost and exclusively in their deliberations.

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<sup>1</sup> Such formally-established committees and sub-committees include: Executive Committee, Alumni Committee, Audit Committee, Tributes Committee, Nominating Committee, Bylaws Committee, Academic Council, Investment Committee, Negotiations Advisory Committee, Pension Committee, which may be added to or modified by the Board from time to time.

- 4.2 As a component of due diligence, Members will expect regular reports on various legal responsibilities of the University from the President & Vice-Chancellor and question the President & Vice-Chancellor and members of the senior University administration on the implementation of policy to meet the University's statutory obligations to ensure accountability and limit risk.
- 4.3 Members must be aware of the difference between matters of policy (Board responsibility) and matters of administration (President & Vice-Chancellor's responsibility). Matters of policy may be defined as: general rules or principles, or a statement of general direction or intent, which provide guidance to the President & Vice-Chancellor and senior administrators in reaching decisions with respect to the particular matters entrusted to their care.
- 4.4 Members must protect, and defend to the public and government, the autonomy of the University.
- 4.5 Members must do their utmost to understand the University, its mission, its strategic plan, its culture, and its teaching and research and service contributions, and promote them to the external community. Once the decision is taken after a fair and objective hearing of differing opinions on issues before the Board, Members are obliged to represent those discussions and their outcome fairly and accurately in public, and to respect the decision of the majority to direct the University and to establish its policies.
- 4.6 Members have a duty to try to interpret the needs of society and the larger community to the University, to ensure that new developments and long-term trends are explored.
- 4.7 Members must clearly recognize that the only spokesperson to the media for Board matters is the Chair of the Board of Governors or the Chair's express delegate. Also, that the only spokesperson for the senior administration to the media on Board matters is the President & Vice-Chancellor or his/her express delegate.
- 4.8 Members are obliged to communicate promptly and clearly to the Chair of the Board and to the President & Vice-Chancellor any significant concern or complaint, and let them deal with it. Members should refer any request for information about Board activities or actions from any Member of the University or the external community to the Board Chair or the Board Secretary for response.
- 4.9 Members may not use the resources of the University, whether human, material, or intellectual, for their own benefit, or for the benefit of a third party, without having obtained prior approval from the President & Vice-Chancellor for such use.
- 4.10 Members and former members are required to respect the confidentiality of information received in the performance of their duties, in particular as it may pertain to the personal situations of particular individuals.

## **5 Situations of Conflict of Interest**

- 5.1 Members must avoid situations in which there may be a real, apparent or potential conflict between their personal interest and their duties as Members. The guidelines set out below are intended to facilitate understanding of conflict of interest situations, and to allow such situations to be resolved in the University's best interest.

A Member is considered to have a real conflict of interest whenever he/she holds a personal interest, whether direct or indirect, which he/she is aware of, and which is sufficient to put into question the impartiality and objectiveness the member is obliged to exercise.

A Member is considered to have an apparent conflict of interest whenever he/she, while not in a real conflict of interest situation, appears to have, in the opinion of a reasonably informed person, an interest that is likely to jeopardize the impartiality and objectiveness the member is obliged to exercise.

- 5.2 Without limiting the generality of the foregoing, the following may be considered as illustrations of situations of conflict of interest:

- a) when any Member, whether directly or indirectly, has a personal interest in the outcome of deliberations of the Board or any of its committees (e.g., including, but not limited to, business or labour relations negotiations, etc.);
- b) when any Member, directly or indirectly, has a personal interest in a contract or a proposed contract to be entered into by the University or a University-related body (e.g. including, but not limited to business or labour relations contracts from which the Member or his/her company, employer or association may benefit, etc.);
- c) when any Member, directly or indirectly, obtains or is likely to obtain a personal advantage as a result of a discretionary decision made by the University or a University-related body;
- d) when any Member is a member of the senior management of a corporation, institution or body, whether public or private, whose interests may be in competition with those of the University;
- e) when any Member accepts gifts, gratuities or favours (including, but not limited to future reciprocal support in exchange for a partisan view or vote) from a firm or corporation engaged in or wishing to engage in transactions with the University (except in the case of customary gifts of a purely nominal value).

### **5.3 Disclosure of Interest**

Any Member of the Board, its committees or sub-committees, having a conflict of interest shall disclose this situation to the Secretary of the Board at the earliest possible occasion. This disclosure will be communicated to the President & Vice-Chancellor and to the Chair of the Board, and, as appropriate, to the Chair of any relevant committee.

Where the Member does not recognize or identify such a real or apparent conflict, the matter so identified shall be referred to the Board's Ethics Committee for resolution on a timely basis, such Committee to be comprised of three senior external appointees to the Board's membership, including the Chair and the Vice-Chair, except where the conflict in question may involve the Chair or the

Vice-Chair, in which case the Executive Committee shall nominate a senior external Member, to replace the affected party on the Ethics Committee.

#### 5.4 Withdrawal from Deliberations

Any Member of the Board or its committees having a conflict of interest -- whether disclosed or determined by the Ethics Committee--- with respect to an issue under discussion shall withdraw from the meeting where such discussion takes place.

#### 5.5 Resignation from the Board of Governors

Any Member of the Board or its committees who is a member of a body, firm or organization doing business with the University in a substantial and ongoing way shall resign his/her position on the Board or committee. It is the responsibility of the Ethics Committee to determine whether the business relationship in question must be considered as substantial and ongoing.

### 6 Compliance

#### 6.1 Procedures

If there are reasonable grounds to believe that an infringement to this Code has occurred or may occur, or in the case of alleged or actual conduct deemed to be contrary to the standards of ethics and professional conduct set out herein, any Member of the Board may request the Ethics Committee to inquire into any allegations to that effect.

The Member making an allegation of non-compliance shall notify the Secretary of the Board in writing. The Secretary will forward notification to the Ethics Committee and to all parties concerned.

The Ethics Committee shall hear all parties, and shall prepare a written and signed recommendation, which shall be forwarded to the Executive Committee.

#### 6.2 Sanctions

Should a Member of the Board or any of its committees or sub-committees fail to comply with the duties and obligations specified in this Code, the Executive Committee may recommend to the full Board that the Member be issued a warning or a reprimand, or be suspended as a Member for a determined period of time.

Any proposed sanction or action to be taken shall be voted on by the Board by secret ballot.

### 7 Implementation

#### 7.1 This Code of Ethics and Professional Conduct will take effect from the date of the meeting of the Board at which it is adopted and may be amended from time to time.

Upon acceptance of appointment to the Board of Governors, its committees or sub-committees, a member will be asked to accept the Code of Ethics and Professional Conduct and so attest with his/her signature.