

## POLICY NO. 5

# CONCERNING CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS

This policy was adopted for the first time by Resolution Number 262-10 on April 7, 1998 and subsequently amended by Resolution:

- 396-06            October 29, 2019
- 415-12            June 14, 2022

# ***POLICY NO. 5 CONCERNING CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS***

## **TABLE OF CONTENTS**

<b>1.</b>	<b>GENERAL PROVISIONS</b> .....	1
1.1	PREAMBLE.....	1
1.2	DEFINITIONS .....	1
1.3	INTENT .....	1
1.4	SCOPE.....	1
<b>2.</b>	<b>DUTIES AND OBLIGATIONS OF BOARD MEMBERS</b> .....	2
2.1	GENERAL.....	2
2.2	DUTIES AND OBLIGATIONS WHILE IN OFFICE.....	2
2.3	DUTIES AND OBLIGATIONS AFTER LEAVING OFFICE .....	2
<b>3.</b>	<b>REMUNERATION</b> .....	3
<b>4.</b>	<b>CONFLICTS OF INTEREST</b> .....	3
4.1	INTENT .....	3
4.2	CONFLICT OF INTEREST SITUATIONS.....	3
4.3	SITUATIONS CONSTITUTING A CONFLICT OF INTEREST FOR STAFF BOARD MEMBERS.....	4
4.4	DISCLOSURE OF INTERESTS.....	4
4.5	RESTRICTIONS.....	4
4.6	THE ROLE OF THE CHAIRPERSON.....	4
<b>5.</b>	<b>ADMINISTRATION OF THE POLICY</b> .....	4
5.1	THE ROLE OF PROFESSIONAL CONDUCT COUNSELLOR .....	4
5.2	DISCIPLINARY COMMITTEE AND SANCTIONS .....	5
<b>6.</b>	<b>EFFECTIVE DATE</b> .....	5

## **SCHEDULE A – DISCLOSURE OF INTERESTS**

# ***POLICY NO. 5 CONCERNING CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS***

## **1. GENERAL PROVISIONS**

### **1.1 PREAMBLE**

The rules of ethics and professional conduct stated in this document are in conformity with the *Act respecting the Ministère du Conseil exécutif*, CQLR, c. M-30 and applicable regulations thereunder as regards standards of ethics and professional conduct. These provisions complement the rules of ethics and professional conduct outlined in Articles 321 to 330 of the *Quebec Civil Code* and Articles 12 and 20.1 of the *General and Vocational Colleges Act*, CQLR, c. C-29 (the “**Colleges’ Act**”). Public order legislative provisions, notably Articles 12 and 20.1 of the *Colleges’ Act*, take precedence, in the case of conflict, over the provisions of this Policy.

### **1.2 DEFINITIONS**

In this Policy, the following words and expressions mean:

1.2.1 BOARD MEMBER: A member of the Board of Governors.

1.2.2 STAFF BOARD MEMBER: The Director General, the Academic Dean as well as two faculty, one professional and one support staff members of the Board of Governors.

1.2.3 INTEREST: Something which matters, is useful or advantageous.

### **1.3 INTENT**

The intent of this Policy is to establish rules of ethics and professional conduct governing the members of the Board of Governors of the College in order to:

- a) ensure public confidence in the integrity, objectivity and transparency of the Board of Governors;
- b) allow Board members to exercise their mandate and carry out their duties and obligations with confidence, independence and objectivity for the better realization of the College mission.

### **1.4 SCOPE**

This Policy applies to Board members and, in the case of Article 2.3, to former members of the Board of Governors of the College.

## **2. DUTIES AND OBLIGATIONS OF BOARD MEMBERS**

### **2.1 GENERAL**

Board members carry out their duties with independence, integrity and good faith in the best interests of the College and for the realization of its mission. They shall act with prudence, diligence, honesty, loyalty and assiduity as would any reasonable and responsible person in similar circumstances.

### **2.2 DUTIES AND OBLIGATIONS WHILE IN OFFICE**

In the fulfilment of their obligations, Board members shall:

- a) respect the obligations laid down in the Colleges' Act and the College's constituent charter and bylaws and act within the limits of the College's powers;
- b) avoid placing themselves in situations that constitute a conflict between their personal interest, or that of the group or person who elected or nominated them and their duties and obligations as Board members;
- c) be guarded in their comments, avoid attacks on other people's reputations and treat other Board members with respect;
- d) not use College goods or property for their benefit nor for the benefit of others;
- e) not divulge nor use privileged or confidential information obtained in the fulfilment of their duties as Board members for their benefit nor for the benefit of others;
- f) not abuse their powers or use unduly their position to gain a personal benefit;
- g) not directly or indirectly grant, solicit or accept undue favours or advantages for themselves or other persons;
- h) not accept a gift, a mark of appreciation or other advantages other than those customarily granted and of modest value.

### **2.3 DUTIES AND OBLIGATIONS AFTER LEAVING OFFICE**

In the year following the termination of their mandate, former Board members shall:

- a) act in such a manner so as not to take any undue advantage of their former position on the Board of Governors;

- b) not act on their own behalf or on behalf of others with respect to a process, a negotiation or any other operation to which the College may be a party to. This rule does not apply to staff Board members with regard to their employment contract;
- c) not use confidential or privileged information about the College for personal gain nor give advice based on information not available to the general public.

### **3. REMUNERATION**

Board members are not entitled to any remuneration for the carrying out of their duties as Board members. Also, they shall not receive any remuneration from the College other than the reimbursement of expenses authorized by the Board of Governors.

The above stipulation shall not prevent staff Board members from receiving their salary and other advantages foreseen in their employment contract.

### **4. CONFLICTS OF INTEREST**

#### **4.1 INTENT**

The following rules are meant to assist Board members in their understanding of conflict of interest situations and establish administrative procedures for members in a conflict of interest situation with the view of best serving the interest of the College.

#### **4.2 CONFLICT OF INTEREST SITUATIONS**

- a) A conflict of interest exists in any situation, whether real, potential or perceived that, by objective standards, is of a nature to compromise or likely to compromise a Board member's independence and impartiality, attributes necessary to the role of governor, or in a situation where a Board member uses, or seeks to use, the position of governor to receive an undue advantage for themselves or seeks to acquire such an advantage for a third party.
- b) Without restricting the meaning of Article 4.2 a), the following examples are or can be viewed as conflict of interest situations:
  - a situation where a Board member has a direct or indirect vested interest in a deliberation of the Board;
  - a situation where a Board member has a direct or indirect vested interest in a contract or contract proposal with the College;
  - a situation where a Board member, directly or indirectly, would personally benefit from a decision of the College;

- a situation where a Board member accepts a gift or benefit from a business enterprise which deals, or is likely to deal, with the College, with the exception of customary gifts of modest value.

#### 4.3 SITUATIONS CONSTITUTING A CONFLICT OF INTEREST FOR STAFF BOARD MEMBERS

Other than the rules outlined in Article 4.2, a staff Board member is in a conflict of interest in the cases defined in Articles 12 and 20.1 of the Colleges' Act.

#### 4.4 DISCLOSURE OF INTERESTS

Within thirty (30) days following nomination, Board members shall submit to the Chairperson of the Board a disclosure of their interests in organizations which, to the best of their knowledge, have done or are doing business with the College and disclose, if applicable, any inherent conflict of interest, whether real, potential or perceived. This disclosure of interests shall be revised and updated annually by the Board members. (Schedule A)

Furthermore, Board members shall disclose any situation constituting a conflict of interest in the manner and situations outlined in the first paragraph of Article 12 of the Colleges' Act.

#### 4.5 RESTRICTIONS

Besides the conflict of interest provisions foreseen in Articles 12 and 20.1 of the Colleges' Act, Board members in conflict of interest with regard to an agenda item under discussion shall withdraw from the room and allow deliberation and voting to take place in their absence and in complete confidentiality.

#### 4.6 THE ROLE OF THE CHAIRPERSON

The Chairperson is responsible for the smooth running of Board meetings. They shall decide on any question concerning the right to vote at a Board meeting. In the case of a challenge on the right to vote on a resolution, the Chairperson shall hear the representations from Board members on this issue and make a decision on the right to vote. The Chairperson has the power to intervene and order a Board member to refrain from voting and to withdraw from the room during the deliberation and vote. The decision of the Chairperson is final.

### 5. ADMINISTRATION OF THE POLICY

#### 5.1 THE ROLE OF PROFESSIONAL CONDUCT COUNSELLOR

The Secretary General or any other person designated by the Board shall act as Professional Conduct Counsellor. This person is responsible for:

- a) informing Board members of the provisions of this Policy and on its application;

- b) advising Board members on matters concerning ethics and professional conduct;
- c) providing the College's Contract Rules Compliance Monitor (RARC), and/or their delegate, with a list of the organizations disclosed pursuant to Article 4.4, for purposes of ensuring best practices in the procurement process;
- d) investigating allegations of irregularity with respect to this Policy and reporting findings to the Board of Governors;
- e) publishing this Policy in the College's annual report and the other information prescribed by law.

## 5.2 DISCIPLINARY COMMITTEE AND SANCTIONS

- a) The Professional Conduct Counsellor shall notify the Board of any complaints or of any other irregular situation foreseen in this Policy and report the results of the investigation into the matter.
- b) The Board, or a committee set up for that purpose by the Board, shall act as the disciplinary committee and decide on the validity of the infraction and, if warranted, determine the sanction to be imposed.
- c) The disciplinary committee shall notify the Board member, in writing, of the alleged infraction(s). Also, the Board member shall be informed of a thirty (30) day delay to submit, in writing to the committee, personal comments on the alleged infraction(s) and sanction and of the possibility of meeting the members of the committee, if requested.
- d) In the case of an urgent situation requiring immediate action, or in the case of a serious offence, the Chairperson may relieve provisionally a person from office.
- e) If the disciplinary committee concludes that a Board member has contravened the law or this Policy, it shall impose the appropriate sanction. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.

## 6. EFFECTIVE DATE

This Code of Ethics and Professional Conduct comes into effect when enacted.

**SCHEDULE A**  
**DISCLOSURE OF INTERESTS**

*[For information purposes only; changes to Schedule A shall not require a policy amendment.]*

**A. WITHIN THIRTY (30) DAYS FOLLOWING NOMINATION**

The following form should be completed electronically (*via Office 365-Microsoft Form*):

As a member of the Board of Governors of John Abbott College, I, \_\_\_\_\_, acknowledge that I have obligations with respect to conflict of interest rules. These rules are described in Policy no. 5 *Concerning Code of Ethics and Professional Conduct for Members of the Board of Governors* ("Policy") and in the legislation referred to therein.

Pursuant to the first paragraph of Article 4.4 of such Policy, Board members are to submit to the Chairperson of the Board a declaration of their interests in organizations which, to the best of their knowledge, have done or are doing business with the College and disclose, if applicable, any inherent conflict of interest, whether **real, potential** or **perceived**.

As such, I hereby declare as follows:

<input type="checkbox"/>	I, my spouse* and dependent child* do <b>NOT</b> have any interest* in any organization doing (or having done) business with the College (to the best of my knowledge).
<input type="checkbox"/>	I, my spouse* and/or dependent child* have an interest* in the following organization(s) doing (or having done) business with the College (to the best of my knowledge) which may result in a real, potential or perceived conflict of interest:  _____  _____  _____

Furthermore, as per the second paragraph of Article 4.4 of the Policy, I undertake to inform the Director General in writing should I, in the future, have a direct or indirect interest in an enterprise that places my personal interest in conflict with that of the College.

Signed this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.



---

NAME:

*	For the purposes of this disclosure:	
	Spouse:	A married or civil union spouse, including a <i>de facto</i> spouse.  Two persons of opposite sex or the same sex who live together and represent themselves publicly as a couple are <i>de facto</i> spouses provided they have been cohabiting for at least one year or from the time they together become the parents of a child. (CQLR, c. I-16, s. 61.1)
	Dependent Child:	A child who does not have dependent children of their own, and is either: <ul style="list-style-type: none"><li>- minor or not emancipated, or</li><li>- person of full age and full time-student, but not married or in a civil union.</li></ul> A dependent child includes the dependent child of the Board member and their spouse, if applicable.
Interest:	Typically holding a position of authority within the organization, responsible for planning, directing and controlling their activities, such as a Board member, a Director General, President, Officer, etc.	

**B. ANNUAL UPDATE**

On an annual basis, at the end of each financial year, the government Questionnaire required by the Ministry of Higher Education for the College's annual financial report (RFA) should be completed in the manner prescribed.

A Questionnaire is required for each Board member that is or was a member at any time during the financial year. As such, a Questionnaire must be obtained from each Board member that ceases to be a Board member at any time during a financial year (to be obtained at their departure).