



## GRANDE PRAIRIE REGIONAL COLLEGE BOARD OF GOVERNORS POLICY

**Policy Name: Board Members' Code of Conduct**

**Number: GP-2**

**Policy Type: Governance Process**

**Approved: January 28, 2010**

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

1. Board members must represent loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards, organizations or staffs. This accountability supersedes the personal interest of any board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest whether real or perceived that supersedes their responsibilities to the College. Board members hold positions of trust so there is a general obligation on them to avoid situations of conflict of interest.
  - 2.1. If a Board member has a potential conflict of interest on any issue, the member must declare the potential conflict prior to discussion of the issue. This declaration shall be noted in the Minutes. The member may make a statement, with the permission of the chair, but shall not take part in the discussion and voting of the issue and shall remove him/herself from the place of discussion. This abstention shall be recorded in the Minutes. The member is still included in determining a quorum.
  - 2.2. Board members shall not be deemed to be in a potential conflict of interest for the purposes of establishment of Board honoraria and allowances within the guidelines of the Post-Secondary Learning Act.
  - 2.3. Board members must not use their positions to obtain employment at the College for themselves, their spouses, spousal equivalents, children, grandchildren, parents or siblings.
  - 2.4. Should a board member be considered for employment by the Board directly, s/he must first resign from the Board.
  - 2.5. Public board members shall not retain their board membership if they are employed by the College.
  - 2.6. A Board member shall not use his/her position to secure special privileges, favours or exemptions for the Board member or any other person.
  - 2.7. A Board member shall not use any confidential information of the College:
    - for personal profit;
    - for the profit of any other person;
    - contrary to any Freedom of Information and Protection of Privacy legislation or regulations; or
    - contrary to the College's policies concerning the use and communication of confidential information.
  - 2.8. A Board member may at any time seek clarification from the Board as to whether any transaction he/she is contemplating would constitute a conflict of interest within the meaning of this policy and the Board shall rule on such a request.

- 2.9. A public Board member, either directly or indirectly (e.g., having interest in a business not publicly traded) shall not receive remuneration from the College through the supply of goods or services unless it is through the College procurement process.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - 3.1. Board members' interaction with the President or with staff must recognize the lack of authority in any individual board member or group of board members except as noted above.
  - 3.2. Board members' interaction with the public, media or other entities must recognize the same limitation and the similar inability of any board member or group of Board members to speak for the board.
  - 3.3. Board members will make no judgments of the President or staff performance except as that performance is assessed against explicit board policies by the official process.
  - 3.4. Board members shall not interfere in the management or operational affairs of the College
4. A Board member may be deemed to have breached his/her duties and responsibilities by being absent from the regular meetings of the Board for three consecutive meetings, or for four regular meetings in any fiscal year, without authorization by a resolution of the Board to do so.
5. If the Board has reasonably determined that a member other than the President has breached the approved standards of conduct for its members, it may petition the Minister to revoke the appointment of the member.