



Board of Governors Code of Conduct

Board of Governors

Approving Authority: Board of Governors

Established: December 8, 2022

Date of Last Review/Revisions: N/A

1. PURPOSE AND SCOPE

- 1.1 This Code of Conduct is intended to establish the eligibility, roles, responsibilities, and rules of conduct for Board Members (also known as “Members” or “Governors”) in order to maintain and build public confidence in the integrity, trustworthiness, and transparency of the Board of Governors and to support Members as they carry out their duties with confidence and independence, all in the pursuit of the University’s objects and mission.
- 1.2 The Code applies to all Members, whether such Member is by Office, Constituency or At Large.
- 1.3 The provisions of the Code are in addition to, and not in lieu of, any obligations imposed on a Member by law or by Bylaw.

2. POLICY STATEMENT

- 2.1 The University expects all Members of the Board of Governors to adhere to a high standard of conduct. Moreover, Members are expected to show respect to one another and conduct themselves responsibly and fairly with the care, diligence, loyalty, and prudence of a reasonable individual.
- 2.2 Members should engage in conduct that is in accordance with and furthers the commitments identified in the University’s mission.
- 2.3 This Code has been designed to give Members information so as to outline their roles, responsibilities, obligations, and expected conduct as well as to outline actions that may have a negative impact on the University and the potential consequences of such action. Difficulties and problems are most easily avoided or minimized if assistance is requested as soon as possible. Members may seek assistance with specific items by contacting the Board Chair, Vice Chair, or President and Vice Chancellor.

3. DEFINITIONS

“Act” means the *St. Jerome’s University Act, 2000, S.O, 2000, c. Pr34*;

“Board” means the Board of Governors of the University;

“Bylaw” means the *St. Jerome’s University Bylaw*;

“Faculty” means those persons determined to be Faculty in the Bylaw;

“Graduate” means a graduate as defined in the Bylaw;

“Member” means a member of the Board;

“Member by Office” means a Member who is appointed as a result of holding an office as provided for in the Bylaw;

“Member by Constituency” means a Member who is appointed from one of the constituencies required by Bylaw;

“Senior Administrative Position” means anyone with the title of Executive Director Finance and Administration, Chief Financial Officer or Vice President;

“SJU” or “University” means *St. Jerome’s University*;

“Staff” means Staff as defined in the Bylaw;

“student” means Student as defined in the Bylaw;.

“UW” means *University of Waterloo*.

4. MEMBERSHIP

4.1 Member Appointments

With the exception of Members by Office, the appointment of Members shall be by Board resolution after considering a recommendation of the Governance and Nominations Committee.

4.2 Membership by Office

The following are Members by Office:

- (a) the President & Vice-Chancellor;
- (b) the Vice President of the University (if any);
- (c) the Chancellor;

- (d) the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior;
- (e) the Episcopal Delegate, and
- (f) the Past-Chair of the Board, if any.

4.3 Membership by Constituency

4.3.1 Constituencies

The Board shall have Members from the following constituencies:

- (a) the Faculty;
- (b) the Staff, and
- (c) the students.

4.3.2 Appointment of Members by Constituency

Members are appointed by the Board from each of the above-noted constituencies:

- (a) Faculty - In accordance with the requirement of the Act and Bylaw, there shall be at least one (1) but not more than two (2) member(s) of Faculty whose employment is in good standing appointed to the Board. Nominations for appointment result from an election by, and from among, the Faculty. The elections are conducted under the direction of the Board.
- (b) Staff – In accordance with the requirement of the Act, there shall be at least one (1) member of the Staff whose employment is in good standing appointed to the Board. Nominations result from an election from among the regular full-time staff. Election is by the regular full-time and regular part-time staff and is conducted under the direction of the Board.
- (c) Students – In accordance with the Bylaw, one (1) Member shall be a Student as defined in the Bylaw. It is general practice that the student Member appointed to the Board be the student elected by the student body as the President of the University Students' Union at the commencement of the term of the student Member.

4.4 Members at Large

The Board shall also consist of the following Members:

- (a) Graduate – In accordance with the requirement of the Act at least one (1) Member must be a Graduate. The Bylaw includes any Graduate Member as one of the Members at Large.
- (b) General Public – In accordance with the Bylaw, a maximum of twelve (12) Members (including any Graduate members) may be appointed by recommendation from the Governance and Nominations Committee. These Members are referred to as “Members at Large”.

5. MEMBER ELIGIBILITY

Members shall be at least 18 years of age and a Canadian Citizen (save for the Provincial Superior of the Congregation of the Resurrection in Ontario or the delegate of the Provincial Superior).

Individuals are ineligible for appointment or shall cease to be a Member effective immediately and the position on the Board deemed to be vacant where:

- (a) a potential Member is an undischarged bankrupt, or
- (b) a Member becomes bankrupt.

6. TERMS

6.1 Term of Members by Office

The Term of a Member by Office shall continue for their term of office or appointment.

6.2 Term of Members by Constituency

Members who are Faculty and Staff shall have a term of three (3) years, beginning July 1.

Reappointment as a Member for Faculty and Staff is conditional upon re-election as a nominee by the electing constituency. Although Faculty and Staff Members may be re-nominated by their constituencies and re-appointed by the Board for up to two (2) additional terms, reappointment limits the opportunities for other members of the University constituencies to be involved in Board governance and is not preferred.

Where a Faculty or Staff Member ceases to be a member of the constituency, they shall also cease to be a Member. Where a Faculty or Staff Member whose employment is not in good standing with the University or is appointed to a Senior Administrative Position, that member is deemed to have resigned and a vacancy created on the Board for that constituency.

Student Members shall be appointed for one (1) year terms beginning July 1.

If the student Member of the Board is no longer enrolled in at least three (3) courses at SJU/UW, that Member shall be deemed to have resigned and a vacancy created on the Board for that constituency.

7. TERM OF MEMBERS AT LARGE

Members at Large carry an initial appointment of three (3) years commencing on July 1.

Regular turnover of Members enhances Board vitality and is encouraged. While reappointment of Members at Large for a second term of up to three (3) years is possible, it occurs following a positive assessment by the Governance and Nominations Committee showing a sustained and significant contribution by the Member. The Governance and Nominations Committee will consider the potential of a Member to fill a leadership role during a second term.

With the exception of individuals serving in Board leadership roles, or those involved in special projects, Members at Large will not normally be appointed to a third three (3) year term.

7.1 Appointment

7.1.1 Assessment of Appointment Needs

The Governance and Nominations Committee shall consider the need for the appointment or reappointment of a Member at any time and need not fill all vacancies on the Board.

7.1.2 Recruitment and Selection

The Governance and Nominations Committee shall define the scope, knowledge, skills, experience or qualifications desired by the Board at any time and shall prepare a description of desired candidates to reflect the Board's governance needs.

The Governance and Nominations Committee shall advertise for candidates and shall select advertising venues appropriate to the position being advertised, identify the timeline for posting, and post accordingly. Media normally includes the University of Waterloo, St. Jerome's University and Diocese of Hamilton websites, and may include additional websites, newspapers, or professional publications.

The Governance and Nominations Committee will review and screen all applications as they relate to the requirements of the position as outlined in the advertisement. From these qualified applicants, The Governance and Nominations Committee will create a short list of suitable candidates for interviews. Interviews will be conducted by the Governance and Nominations Committee and the Board Chair. In keeping with the *Accessibility for Ontarians with Disabilities Act* and *Human Rights Code*, St. Jerome's University will accommodate potential Board members. The Governance and Nominations Committee may but need not require or check references for candidates.

The Governance and Nominations Committee is responsible for determining which candidate is the best all-round fit for the position, taking into consideration factors including the knowledge, skills, experience and competencies and personal attributes of candidates that support the work of the Board and the mission of the University and current needs of the Board. The Governance and Nominations Committee will make a recommendation to the Board for approval of the candidates to be considered for invitation to join the Board. The names and resumes of recommended candidates will be included as part of the information brought forward to the Board.

7.1.3 Appointment Process

The Chair of the Board will notify any candidate of the Board's decision regarding appointment in a timely manner. Where the Board does not approve the potential candidate, the Board Chair shall notify the candidate in writing. Where the Board approved the candidate as a Member, the Board Chair will discuss possible dates for the candidate to join the Board.

Appointment of a Member is not effective until such Member has complied with this Code of Conduct and the Board receives the Acknowledgement and Declaration of Conflict in accordance with the *St. Jerome's University Act, 2000, S.O., 2000, c. Pr34*, confirming the Member's eligibility to serve on the Board.

New Members will participate in a Board orientation as an introduction to the roles and responsibilities of the Board and the mission of the University. While it is preferable that a Board orientation is attended prior to the first Board meeting, it is not required.

7.2 Retirement

Any Member intending to retire from the Board prior to the completion of their term or who becomes ineligible for Board service as a Member should notify the Chair of the Board and the President in writing or by email.

8. VACANCIES

8.1 Vacancy of a Member by Office

Where the office of a Member by Office remains vacant, the position on the Board shall remain vacant.

8.2 Vacancy of a Member by Constituency

8.2.1 Vacancy of a Faculty or Staff Member

When a vacancy occurs prior to the end of the term for a Faculty or Staff Member, the Governance and Nominations Committee will take the following action:

- (a) if the vacancy occurs with more than six (6) months remaining in the term, then a by-election will be conducted, or
- (b) if the vacancy occurs with less than six (6) months remaining in the term, the seat may remain vacant until the next regular appointment period.

8.2.2 Vacancy of a Student Member

When a vacancy occurs prior to the end of the term for a Student Member, the Governance and Nominations Committee will take the following action:

- (a) if the vacancy occurs with more than six (6) months remaining in the term, then the Governance and Nominations Committee will endeavour to fill the vacancy with a representative of the University Students' Union, or
- (b) if the vacancy occurs with less than six (6) months remaining in the term, the seat may remain vacant until the next regular appointment period.

8.3 Vacancy of a Member at Large

When a vacancy occurs prior to the end of the term of appointment of a Member at Large, the Governance and Nominations Committee will take the following action:

- (a) if the vacancy occurs with more than six (6) months remaining in the term, the Governance and Nominations Committee will endeavour to fill the vacancy for the balance of the term, or for a period incorporating the balance of the term, or

- (b) if the vacancy occurs with less than six (6) months remaining in the term, the vacancy will continue until the next regular appointment period.

9. ROLES AND RESPONSIBILITIES

9.1 Roles and Responsibilities of Members During Their Term of Office

By accepting appointment to the Board, Members accept a 'trust': stewardship of the University which is to ensure its long-term integrity and viability. Inherent in this trust is a promise to perform one's duties with prudence and diligence, in the sole interest of the University.

Without limiting the generality of any of the foregoing, but subject to provision 8.1(p), Members, during their term of office shall:

- (a) carry out their functions with integrity, independence, decorum, and good faith, and shall act in the best interests of the University;
- (b) demonstrate a commitment to the University and its mission;
- (c) devote the time necessary to prepare for and attend Board meetings and meetings of any Board committees on which they serve, and to keep abreast of developments that impact these bodies;
- (d) act as ambassadors for the University by supporting and attending University functions and activities beneficial to the operation of the University including the University's public functions, Investiture, public lectures, and fundraisers where the identifiable presence of Members provides demonstrable support for the University;
- (e) acknowledge that the University operates as a charitable institution and support its charitable efforts;
- (f) contribute to the effective functioning and decision-making of the Board and its committees by (i) engaging in critical questioning to ascertain that a particular approach or decision is in the best interests of the University and (ii) sharing insights and perspectives material in evaluating the approach or decision put to the Board, especially if such views have not already entered the conversation;
- (g) carry out their functions in such a way as to maintain confidence in the University;
- (h) make every reasonable effort to avoid potential, real, or perceived conflicts of interest;
- (i) disclose real, perceived, or potential conflicts of interest in accord with this policy;
- (j) maintain the confidentiality of information received in the performance of their duties as well as maintain the confidentiality of the deliberations in which they participate;
- (k) not assist any person or any organization in its dealings with the University when such intervention may result in real or perceived preferential treatment to that person or organization by the University;

- (l) shall not act as a spokesperson on behalf of the Board or the University unless appointed as such under the Bylaw, a University Policy or expressly directed by the Board Chair;
- (m) not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, or any other person or organization, any information acquired in the exercise of their office that is not otherwise generally available to the public;
- (n) not use, directly or indirectly, any facilities or services of the University, nor allow them to be used, for purposes other than expressly approved by the President of the University;
- (o) not use any information that is made known to them and that is not known to the general public to transact shares or other securities in corporations or other entities involved in transactions that are under consideration, have been approved, or have been rejected, and
- (p) not be precluded, as employees or students of the University and elected to the Board by due process in accordance with the Bylaw, from activities appropriately associated with their roles.

9.2 Additional Roles and Responsibilities of the Chair of the Board

9.2.1 Role of the Chair

The Board Chair is a senior leader of the University and as such is responsible for:

- (a) the integrity and effectiveness of the Board's governance role and processes;
- (b) presiding at meetings of the Board;
- (c) representing the Board within the institution;
- (d) representing the institution to its external community as appropriate;
- (e) acting as the sole spokesperson of the Board;
- (f) acting as the signing officer of the Board, and
- (g) maintaining effective relationships with Members, management and the external community.

9.2.2 Responsibilities of the Chair for Board Governance

The Board must meet its obligations and fulfill its governance responsibilities as defined in the Act and set out in the Bylaws. It is the responsibility of the Board Chair to ensure that the Board's obligation is met by overseeing the quality of the Board's governance processes, including:

- (a) promoting a governance role for the board that balances independent oversight and respects the role of management;
- (b) adopting an annual work plan that is consistent with the institution's strategic directions, mission and vision;

- (c) aligning the work of the Board committees with the Board's role and annual work plan;
- (d) inviting Members to sit on standing committees;
- (e) monitoring Board succession processes to recruit, select and train directors with the skills, experience, background and personal qualities required for effective Board governance;
- (f) monitoring that the Board and individual governors have access to appropriate education;
- (g) may attend any Committee meeting as a voting member, and
- (h) overseeing the review, evaluation, and revision of the Board's governance structures and processes as required.

9.2.3 *Responsibilities of the Chair as a Presiding Officer*

The Board Chair is the presiding officer at Board meetings. As the presiding officer at Board meetings, the Chair is responsible for:

- (a) setting agendas for Board meetings, seeing that matters are dealt with at Board meetings appropriately and that matters under consideration are suited to the Board's role and annual work plan;
- (b) conducting meetings according to applicable legislation, the bylaws, the Board's governance policies and rules of order;
- (c) facilitating and advancing the business of the Board, including preserving order at Board meetings;
- (d) encouraging input so that the Board hears all sides of a debate or discussion;
- (e) facilitating the decision making process of the Board;
- (f) seeing that the relevant information is made available to the Board in a timely manner, and that external advisors are available to assist the Board as required, and
- (g) ruling on procedural matters during meetings.

9.2.4 *Responsibilities of the Chair for Relationships*

The Board Chair shall:

- (a) provide assistance and advice to Committee Chairs so that Committee Chairs understand Board expectations and have the resources that are required for performance of their duties;
- (b) maintain a constructive working relationship with the President providing advice and counsel as required;
- (c) work with the President to establish Board expectations, and

- (d) work with the President to establish objectives that are aligned with the Board's expectations and that the President's is assessed based on progress toward successfully achieving those objectives.

9.2.5 *Responsibilities of the Chair for Other Duties*

In addition to the above, the Chair is responsible for:

- (a) addressing any complaints in accordance with the provisions of the Collective Agreement and the University's Policy on Workplace Violence and Harassment;
- (b) chairing the Nomination Committee for the Presidential Search Process, and
- (c) such other duties as the Board determines from time to time.

9.2.6 *Board Chair Skills and Qualifications*

Ideally the Board Chair should possess the following personal qualities, skills, and experience:

- (a) strong identification with the Mission of the University;
- (b) proven leadership skills;
- (c) good strategic and facilitation skills, and an ability to influence and achieve consensus;
- (d) the ability to act impartially and without bias;
- (e) tact and diplomacy;
- (f) effective communication skills;
- (g) effective decision-making skills;
- (h) political acuity;
- (i) time to continue the legacy of building strong relationships between the organization and the community;
- (j) the ability to establish professional relationships with the President and other Members, and
- (k) Governance and board level experience.

9.2.7 *Board Chair's Term of Office*

The term of the Board Chair is outlined in the Bylaw.

9.3 Role of the Past Chair

9.3.1 Role of the Past Chair

The Past Chair:

- (a) is a full voting Member and bound by the obligations of any Member;
- (b) is a member of and attends meetings of the Executive;
- (c) facilitates the leadership transition of the Board;
- (d) provides context and background as necessary to facilitate continuity in Board processes
- (e) provides advice and support to the incoming Board Chair, and
- (f) may attend any Committee meeting as a non-voting resource, to support the ongoing work of the Board.

9.3.2 Term of Office of Past Chair

The Term of the Past Chair is as outlined in Bylaw.

9.4 Duties of Members After Leaving Office

After leaving office, Members:

- (a) shall return all University property (including all computer hardware and software, University access keys and fobs, parking pass, documents, data, recordings or other property, whether tangible or intangible, including all information stored in electronic form, obtained, prepared by or for the University and utilized to complete the duties of the Member) to the President unless otherwise instructed by the President;
- (b) shall continue to be obligated by the requirements with respect to confidentiality set out in section 11 of this Code;
- (c) shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated;
- (d) for a period of two (2) years, shall not make use of any information obtained in their capacity as a Member that is not generally available to the public, in order to derive therefrom a benefit or advantage for themselves or that of any family member, or any other person or organization, and
- (e) for a period of two (2) years, shall not give advice nor act in the name of or on behalf of someone else in negotiations with or in regard to contracts with the University, except as outlined in provision 3.1(m).

10. COMMUNICATIONS

10.1 Communications between Members

10.1.1 It is expected that Members conduct University business at Board and committee meetings and that substantive discussions about matters relevant to the Board will be conducted openly at the Board and at committee levels so that all Members can be aware of relevant issues and be able to contribute to discussions.

10.1.2 Communications between Members are expected to be professional and respectful.

10.2 Communication with the Public

10.2.1 Members are permitted to reference their role as a Member on resumes or personal marketing materials, including digital platforms, provided such reference is limited to the Member's title, roles and responsibilities.

10.2.2 Members are not permitted to make public statements with respect to the decisions of the Board, unless written authorization from the Chair of the Board has been provided prior to such statement. Members are required to direct all inquiries with respect to the decisions of the Board to the Chair of the Board who shall be the only spokesperson for the Board.

10.2.3 Members are expected to maintain and support the decisions of the Board publicly at all times, notwithstanding any personal views that may have been expressed to the Board contrary to any decisions of the Board.

10.2.4 Notwithstanding 9.2.1, in all personal communications, Members shall take every precaution to avoid a member of the public perceiving such Member as to be speaking for the Board or representing the Board. This includes any communications on personal digital platforms such as Facebook, Instagram, Twitter and Linked-In which allow posts of both biographical information (including reference to a Member as being a Member of the Board) and personal commentary. Where a Member has identified themselves on such media as a Member of the Board, there is the possibility that any communications/posts could be attributed to the University and/or the Board. Members shall refrain from making any communications/posts on their personal digital or social media that would otherwise be contrary to this Code.

10.3 University Email

10.3.1 The University will provide a dedicated email address to each Member for the purpose of communications from the University, Board, amongst Members and strictly for the conduct of University business. Such email address will be used for the purpose of distributing all relevant Board and committee notifications and documentation and Members may use it to communicate with other Members (the "University Email").

10.3.2 University Email is not to be used for communications with the public not related to University business. It shall be considered a breach of the Member's duties to use the University Email for personal or private communications, particularly where such communications may be perceived to be made under the authority of the Board without regard to the recipient of the communication.

10.3.3 All communications unrelated to the business of the Board must emanate from the personal (not University Email) account, and at all material times, no Member shall link the position of Chair to any statements in personal communications.

10.3.4 Members may request that communications be sent to a personal email account. Such Members remain responsible to adhere to the restrictions with respect to communications in this Code.

10.4 University Devices

10.3.1 Members wishing to utilize University devices for Board matters should speak with the Assistant to the Board to make those arrangements.

10.3.2 University Devices shall not be used for any purpose save and except for matters pertaining to the Board, unless otherwise authorized by the President.

11. RULES GOVERNING CONFLICTS OF INTEREST

11.1 Real or Perceived Conflict of Interest:

11.1.1 A Member shall be considered to have a real conflict of interest when they hold a personal interest, whether direct or indirect, that they are or should be aware of and that would, in the opinion of a reasonably informed and well-advised person, be sufficient to put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of their duties.

11.1.2 A Member shall be considered to have a perceived conflict of interest when a real conflict of interest is not present, but given the particular circumstances, they could appear to have, in the opinion of a reasonably informed and well-advised person, a perceived personal interest, whether direct or indirect, that could theoretically put into question the independence, impartiality, and objectiveness that the said Member is obliged to exercise in the performance of his/her duties.

11.2 Examples of a real Conflict of Interest

The following, without limitation, are examples of a real conflict of interest:

- (a) when a Member, whether directly or indirectly, has a personal interest in the outcome of deliberations of the Board; in a contract or a proposed contract to be entered into by the University or a University-related body; or is likely to obtain a personal advantage as a result of a discretionary decision made by the University or a University-related body;
- (b) when a Member is a member of the senior management personnel of a corporation, institution, or body, whether public or private in nature, whose interests may be in competition with those of the University, and
- (c) when a Member accepts gifts, gratuities, or favours 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.

For additional information related to conflict of interest, see Appendix A "Supplementary Information."

11.3 Management of Conflicts of Interest

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

11.3.2 To manage one's conflict, a Member must endeavor to identify what is, or could be, a real or perceived conflict of interest. The President shall serve as the resource person to all Members in helping to identify conflict of interest.

11.4 Annual Declaration and Disclosure of Conflict of Interest

11.4.1 The President shall distribute and request the annual completion by Members of the Declaration and Disclosure of Conflict of Interest Form, "Appendix B" to the Code ("Declaration").

11.4.2 The President shall advise any Members, upon their request, on any question pertaining to the application of the rules of the said Code.

11.5 Process of Disclosing Conflict of Interest

Where a situation of a real conflict of interest arises, the Member shall undertake the following:

11.5.1 Disclosure of Conflict of Interest

Where a situation of a real conflict of interest arises, whether or not previously declared in the Declaration arises, Members shall:

- (a) make a full written disclosure of the real conflict to the President as soon as they aware of it, or
- (b) make a verbal disclosure to the Chair of the meeting where the real conflict arises.

The disclosure of a real conflict of interest will be retained by the President and communicated to the Board Chair and the Executive Committee. The disclosure and resolution of any real conflict of interest will be recorded in the minutes of the body in question.

11.5.2 Disclosure of a Perceived Conflict of Interest

In the case of a perceived conflict of interest, it shall be up to the Member to decide how to proceed, though Members are encouraged to declare perceived conflicts of interest and abide by the policies addressing real conflicts of interest.

11.5.3 Abstaining and Withdrawing from Voting

Following the disclosure of a conflict of interest, the Member shall abstain from voting and, at the Member's discretion or at the request of the Chair of the Board or a Committee Chair, withdraw from the Board's or Committee's deliberations for which the Member has a conflict of interest.

11.5.4 *Resignation as Member*

Any Member may, of their own accord, resign their position as a Member if their role as a member of a body, firm, or organization doing business with the University serves as a real or perceived source of continuing conflict of interest in a substantial and ongoing way such as to impede their role as a Member. The Chair of the Board or the Chair of the Committee to which the Member belongs may suggest resignation to the Member on the basis of conflict of interest.

11.6 **Resolving Questions about Conflicts of Interest**

11.6.1 *Chair to Consider Potential Conflicts of Interest*

Occasions may arise when it is unclear if a real conflict of interest has arisen, including situations where an affected Member may be uncertain as to whether a real conflict of interest exists, or a Member may believe that another Member is in a position of real conflict of interest in a particular case.

In such cases, the Chair shall be asked for an opinion on the real conflict of interest in a private discussion with the affected Member. Where the issue involves the Chair, the matter will be referred to the Vice Chair in a similar process.

11.6.2 *Where Conflict of Interest Question Remains*

Where the Chair (or Vice Chair as the case may be) cannot resolve the issue to the satisfaction of the parties, the matter shall be referred to the following process as soon as possible:

- (a) Where the question regarding a real conflict of interest should arise when the Board is not sitting, the Chair shall refer the matter to the Executive Committee for determination as to whether a real conflict exists. The Executive Committee shall immediately move into a confidential session where the matter is to be considered and put to a vote of the Executive pursuant to the provisions below:
 - i. The affected Member will have an opportunity to address the Executive as to the *real* conflict of interest. The Chair shall determine the length of time to be allocated for discussion.
 - ii. Following the Member's address, the Member shall be excused from the confidential session during the Executive's deliberations and subsequent vote.
 - iii. A majority vote of the Executive shall determine the matter.
 - iv. If the matter involves a member of the Executive Committee, after the affected Member has addressed the Executive Committee, the affected Member will be excused from the discussion at the Executive Committee. The Member suspected of having a *real* conflict of interest shall not have a vote.
- (b) Where the question regarding a real conflict of interest should arise during a meeting of the Board, the Board shall immediately move into a confidential session where the matter is to be considered and put to a vote of the Board pursuant to the provisions below:

- i. The affected Member will have an opportunity to address the Board as to the real conflict of interest. The Chair shall determine the length of time to be allocated for discussion.
 - ii. Following the Member's address, the Member shall be excused from the confidential session during the Board's deliberations and subsequent vote.
 - iii. A majority vote of the Board shall determine the matter. The Member suspected of having a real conflict of interest shall not have a vote.
- (c) The determination of the Executive or the Board, as the case may be, shall be final and binding.

12. RULES GOVERNING CONFIDENTIALITY

- 12.1 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."
- 12.2 Proceedings at "confidential" (e.g., in camera) sessions of meetings of the Board are confidential.
- 12.3 All meetings of committees of the Board are confidential sessions, unless otherwise explicitly directed by the Board.
- 12.4 Where not prescribed, membership to sit on a standing committee is at the sole discretion of the Chair and shall be by invitation of the Chair. Such invitations shall avoid potential conflicts of interest.
- 12.5 Except by invitation of the Chair of a committee, Members shall not be permitted to attend committee meetings or have access to the proceedings of committee meetings.
- 12.6 All Members shall maintain the confidentiality of all committee meetings.
- 12.7 Agendas, briefing documents, minutes, reports, and other documents received by a Member for purposes of a confidential session of a Board meeting or a committee meeting are confidential.
- 12.8 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 Chair.
- 12.9 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. Pursuant to University policies, such documentation must be stored, and/or destroyed in a confidential matter. Members may return such documentation to the President for destruction pursuant to University policies. Members shall consult with the President prior to destroying any confidential information.

13. BREACHES OF CONDUCT

- 13.1 Where, during the course of a meeting of the Board or any meeting of a committee of the Board, a Member is accused by any other Member of failing to comply with the duties and obligations stipulated in this policy, the Chair, in their sole discretion, may eject such Member from the balance of such meeting, without prejudice to any other actions that may be taken by the Board as against the Member pursuant to this section.
- 13.2 Any Member of the Board may submit a formal recommendation to the Board that another Member or Members be sanctioned for failure to comply with the duties and obligations stipulated in this policy. That formal recommendation shall be in writing and directed to the Chair of the Board.
- 13.3 Where the Chair submits such a recommendation or the recommendation is as against the Chair, it shall be in writing and directed to the Vice Chair.
- 13.4 Where possible, within thirty (30) days of receiving the formal recommendation of sanction, the Board shall meet in a confidential session, where the matter will be considered and put to a vote of the Board.
- 13.5 The Member under consideration for sanction shall be provided with a copy of the written complaint at least ten (10) days prior to the confidential session and will have an opportunity to address the Board at the confidential session. The Chair (or Vice Chair, as appropriate), in consultation with the Executive Committee, shall determine the appropriate length of time for the Member under consideration for sanction to speak, but the Member shall not be provided with less than five (5) minutes..
- 13.6 For any deliberations on the recommended sanction, the Member shall be deemed to be in a real conflict of interest and excused from the part of the confidential session where such deliberation(s) take place.
- 13.7 A majority vote of the Board shall determine the outcome and/or the potential sanction to be applied, as outlined below. The Member under consideration for sanction shall not have a vote.
- 13.8 With regard to the sanctioning of a Member, the Board may decide to do one or a combination of the following:
- (a) reject the recommendation for sanction;
 - (b) issue the Member a warning;
 - (c) suspend the Member for a definite period of time, normally not exceeding one (1) year, or
 - (d) remove the Member from the Board pursuant to the By-law.
- 13.9 The decision of the Board to sanction a Member is final and not subject to appeal.
- 13.10 The decision of the Board shall be communicated by the Chair of the Board (or Vice Chair) to the Member within seven (7) business days.

Appendix A Supplementary Information

The situations in which a *real* conflict of interest may arise cannot be exhaustively set out. The following are examples of situations or circumstances where *real* conflicts commonly arise:

Acting for an Improper Purpose: An affected person must act solely in the best interests of the University. An affected person who is a nominee of a particular group must act in the best interests of the University even if this conflicts with the interests of the nominating group.

Appropriation of the University's Opportunity: When an affected person diverts opportunity or advantage that belongs to the University to personal use.

Duty to Disclose Information of Value to the University: An affected person must disclose, when not bound by professional obligation, information that is relevant to a vital aspect of the University's affairs.

Gifts: When an affected person, relative, or member of the household of the affected person or any other person or entity designated by the affected person, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the University may transact business.

Pecuniary Interests: An affected person has a pecuniary interest in a matter if:

- (a) the affected person, relative, or member of the household of the affected person has a controlling interest in or is a director or senior officer of a company that could financially profit or be affected by a decision of the Board or a Board committee, or
- (b) the affected person or a closely connected person could make a financial profit from or be affected by a decision of the Board, or a Board committee.

Serving on Other Boards: An affected person may be in a position where there is a conflict between one's duties to the University and one's duties to another organization. This may arise where an affected person serves as director or officer of another institution, body, or group that interacts with the University. It may also arise where an affected person has an association or relationship with another entity. For example, if two institutions are both seeking to take advantage of the same opportunity, an affected person may be in possession of confidential information received in one board room or related to the matter that is of importance to a decision being made in the other board room. The affected person cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. Therefore, the affected person must declare a conflict of interest.

Transactions with the University: When an affected person transacts with the University directly or indirectly; or, when an affected person has or may have a material direct or indirect interest in a transaction or contract with the University, a *real* conflict of interest may exist.

Appendix B
Acknowledgment and Declaration of Conflict

The purpose of this Acknowledgement and Declaration is to confirm eligibility for appointment and 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 by the President.

Acknowledgment: I hereby acknowledge that I am:

1. at least eighteen (18) years of age or older,
2. a Canadian citizen, and
3. not an undischarged bankrupt.

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

- _____ 1. I have read the Code of Conduct. 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 Board of Governors.
- _____ 2. I have read the Code of Conduct. I do have personal interests that 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 St. Jerome's University Board of Governors and that, by following the rules set out in the Code of Conduct, 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 St. Jerome's University Board of Governors, I will immediately inform the designated University authority, as prescribed in the Code of Conduct.

(Signature)

(printed name)

(Date)