

# Board Member Code of Conduct and Conflict of Interest Procedures – BG 5.0

<b>Procedures Title:</b>	<b>Board Member Code of Conduct and Conflict of Interest Procedures</b>
Associated Policy:	Board of Governors Bylaw 17.00
Procedures Holder:	University Secretariat
Executive Lead:	University Secretary and General Counsel
Original Date:	April 2014
Last Revised:	December 2023
Next Review:	December 2026

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## 1. Purpose and Background

These procedures apply to and provide guidelines for members of Board of Governors with respect to code of conduct and conflict of interest as set out in the section 17 Conflict of Interest and Code of Conduct of the Board of Governors Bylaws (“Board Bylaws”).

## 2. Guiding Principles

As set out in section 17 of the Board Bylaws, the Board of Governors (“Board”) “commits itself and its members to the highest standards of ethical and professional conduct, in which their actions and behaviours uphold the principles of integrity, respect, and accountability. To that end, the Procedures BG 5.0 Code of Conduct serves as the guiding principles with respect to code of conduct, conflict of interest, and oath of office, and should be referred to when addressing concerns and/or questions related to such”.

## 3. Definitions

**In-camera:** means a meeting, or a portion of a meeting, that includes Governors and only those individuals invited by the Board to attend at which any recordings are considered confidential and are not made available to public.

**Personal Interest:** includes but is not limited to a financial advantage, personal relationship or private or professional interest which a Board member has.

**Related person:** means a person closely connected to a Board member including family members, close friends, business associates and individuals with close financial ties to the Board member

## 4. Procedures

### 4.1. CODE OF CONDUCT

Members of the Board of Governors are fiduciaries of the University, which means they are expected to act in the best interests of the University and abide by the regulations of the Yukon University Act and University policies, including Board Bylaws and its self-governing policies.

In addition to the Board member duties and responsibilities set out in the Board Bylaws and policy BOG 2.0 Board Member Responsibilities, Board members shall uphold the following three principles:

#### 1. Confidentiality

Board members shall protect privileged information and respect the confidentiality of proceedings at any closed (in-camera) sessions, meetings, and communication, internal and external. This includes confidential briefing documents, minutes, reports, and other materials and information that are held by the Board and institution as confidential in nature; financial and personal matters are normally considered confidential.

Confidential meeting materials and in-camera agenda items will be marked accordingly. If in doubt and to assure whether the information is confidential, the Board member should seek advice from the Board Chair or University Secretary and General Counsel (“University Secretary”) prior to discussions with others.

When questions about the official position of the Board are asked, the question should be referred to the Board Chair who acts as the official spokesperson of the Board (s. 3.2., Board Bylaws); or, in their absence, the Vice-Chair.

Board members should not discuss the deliberative process for any decision but instead refer questioners to publicly available materials and, if necessary, the Board Chair.

Questions about the official position of the University, should be referred to the President who acts as the official spokesperson of the University (s. 4(m), BOG 3.0 policy).

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### 2. Collegiality

Board members shall foster a collegial working environment and conduct themselves in a manner that demonstrates openness, inclusiveness, trust, and respect for different perspectives. Decisions in the best interests of the University can only be made when its members treat each other with respect and work in a spirit of harmony and cooperation.

### 3. Accountability

The Board and its members shall promote public confidence in the integrity, trustworthiness, and impartiality of the Board. The Board shall meet the highest standards for public reporting, monitoring, and accountability.

Board members shall not attempt to exercise individual authority over any Board or University business, except as explicitly set forth in Board policies. *Accountability of Board members supersedes the personal interests of any Board member as well as any conflicting loyalties with other advocacy or interest groups, employers, or memberships on other boards.*

Board members shall be familiar with Board policies, their fiduciary responsibilities, and related legislation. Board members shall prudently seek the knowledge and experience that may reasonably be expected of a Board member. Board members shall act collectively and respect the decisions of the Board.

### **Oath of Office**

To affirm acceptance of these expectations, new Board members shall sign an *Oath of Office (Addendum A)* at the start of their term and prior to the member's first meeting with the Board. It is binding in perpetuity.

### **Non-Compliance**

Board members shall be apprised of the terms of the Board Bylaws as part of the orientation program. Board members who breach any terms of the Board Bylaws 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 Board Chair shall assess circumstances surrounding any non-compliance and make a recommendation to the Board. In situations where the Board Chair is involved, a Governance Committee of the Board will be tasked to review the matter.

## 4.2. CONFLICT OF INTEREST

A conflict of interest means a situation when a person has a personal interest that conflicts (real), might conflict (potential) or may be perceived to conflict (apparent) with the interests of the University and may arise when:

- Board member's personal and/or professional interests compete with or are in conflict with the interests of the institution; or
- Board member's interests come into consideration in any matter where the interests of the institution are involved; or
- a Board member uses information obtained as a result of serving on the Board for personal benefit, or for the benefit of a related person.

### 4.2.1. Interpretation

For the purpose of these Procedures the following situations are considered to be conflicts of interest. This is not a closed nor exhaustive list.

#### a. Financial Conflict of Interest

Financial conflict of interest exists when the Board is making decisions

- affecting a private company in which the Board member or a related person is a proprietor or shareholder
- affecting a public company in which the Board member or a related person holds more than 1% of the shares issued
- affecting a partnership or firm in which the Board member or a related person is a member
- affecting a contract for the sale of goods, merchandise or services to which the Board member or a related person is a party and from which they will benefit directly or indirectly
- affecting the Board member or a related person in selling or leasing land or an interest in land to the Board, or will benefit directly or indirectly from such transaction
- affecting the Board member or a related person's direct or indirect monetary interests.

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A Board member who has an interest, direct or indirect, in any private company, firm, partnership or other entity that engages in business dealings with the University shall disclose their interests to the Board.

### b. Non-Financial Conflict of Interest

Non-financial conflict of interest exists when the Board is making decisions

- affecting a not-for-profit organization (including a First Nation government) which a Board member is involved with or holds divided loyalties towards
- affecting a Board member's employer
- affecting a related person's relationship with the University

### c. Gifts

A Board member shall not accept a gift, favour or service from any individual, corporation, or organization other than normal exchange of small gifts between friends, normal exchange of hospitality, or normal presentations as part of protocol.

### d. University Employment

A Board member shall not hold full-time or part-time permanent or term employment with the University, except for the faculty, non-faculty employee, student, and Senate members elected to the Board, and the President. Should they choose to be employed by the University, they will forthwith resign from membership on the Board.

A Board member who is in casual employment with the University or providing services under contract shall declare potential conflict of interest and shall not participate or vote on matters affecting the program, unit, division, or community campus they are attached to.

### e. Internal Conflicts of Interest

Board members who are internal to the University (i.e., the faculty, employee, student, and Senate members as well as the President) may be placed in a greater number of conflict-of-interest situations due to their multiple roles within the institution. The following are identified as standing conflicts which exist for internal Board members:

- Instructional Program decisions
  - student Board members enrolled in the program(s) affected by the decision

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- employee Board members employed in the program(s) affected by the decision
- Board members with related persons enrolled in or employed in the program(s) affected by the decision.
- Tuition fee increase/decrease
  - student Board members
  - Board members with related persons registered at the institution
- Labour negotiations (including bargaining mandates, negotiation updates and agreement ratification))
  - In-scope Senate, faculty, and non-faculty employee Board members.
  - Board members with related persons who hold faculty and/or non-faculty employee positions at the institution.
- Presidential performance management (including annual performance plans, reviews and any necessary discipline but not including annual performance surveys)
  - Senate, faculty, and non-faculty employees who report through a structure ultimately led by the President.

A Board member must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest or the appearance of a conflict of interest.

### 4.2.2. Dealing with a Conflict

- a. A Conflict of Interest is declared at the start of the member's term of office and prior to the member's first meeting with the Board by signing the *Declaration of Conflict of Interest (Addendum B)*. In case of any changes to personal or professional circumstances, it is the responsibility of a Board member to provide a full and timely update on the signed Declaration.

Members are asked to declare any conflicts of Interest for agenda items at the start of each Board and Board Committee meeting; it is a standing agenda item and the person taking the meeting minutes, notes the declaration.

- b. Where a Board member has declared a financial conflict related to an interest shared by a broad class to which the Board member belongs, and the decision or recommendation does not impact the Board member disproportionately, the conflict

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should be waived by a motion; after such waiver the member will be permitted to participate as if no conflict existed.

- c. Where a Board member has an unwaived conflict of interest or is found by majority vote of the Board to have a conflict, that Board member must absent themselves during the discussion and not vote on the issue in question.
- d. Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board Chair or the University Secretary and appropriately recorded at first opportunity. In this case, the Board may re-examine the matter and rescind, vary, or confirm its decision.
- e. Any person who perceives a Board member to be in conflict of interest in a matter under consideration, must disclose that conflict to the Board Chair or the University Secretary, at the first opportunity.
- f. Where a Board member is in doubt that a conflict of interest exists, the Board member must declare it or/and seek advice from the University Secretary. If necessary, the Board must determine by vote if a conflict exists.
- g. Where the conflict exists (“Other Conflicts of Interest”, s. 4.2.2), the University Secretariat will ensure that materials relating to such decisions are not circulated to a Member with a known conflict of interest.

### 5. Exceptions to the Procedures

Conflict of Interest:

President & Vice-Chancellor may take part in discussions and vote on matters related to the financial operation of the University, including on matters related to the remuneration, benefits or working conditions of a class or group of employees of the University.

### 6. Problem Solving

Any questions arising out of the content or communication of this procedures or disputes arising from a decision made as a result of applying this policy should be first reported to

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the Executive Lead who will endeavor to find a resolution with all stakeholders. Failing such a resolution, the matter should be reported to the University Secretariat.

University Secretary and General Counsel acts as an adjudicator in assisting the Board and Board Chair with matters related to the oath of office and conflict of interest.

### 7. Document History

Include all updates here, including non-substantive changes, beginning with formal approval.

<i>Date (Month DD, YYYY)</i>	<i>Update (Approver: change)</i>
April 2014	Policy established and approved by the Board
May 2014	Policy revised
September 2017	Policy revised
June 2020	Policy revised
February 2023	Policy revised
December 8, 2023	Policy revised and approved by the Board By University Secretariat: policy code change from BOG5.0 to BG5.0 to reflect the new policy classification; document category changed from policy to procedures



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### Addendum A - Oath of Office

Reference: BG 5.0 Code of Conduct Procedures

I, NAME , sincerely affirm that I will truly, faithfully, and impartially, to the best of my ability execute the duties and responsibilities of my position as a member of the Board of Governors of Yukon University. I have read and agree to abide by the members' Code of Conduct as outlined in the procedures BG 5.0 Board Member Code of Conduct and Conflict of Interest. I understand that the duty of confidentiality remains binding on me after the expiration of my appointment and continues indefinitely.

Signature: \_\_\_\_\_

Date: Click or tap to enter a date.

## Addendum B – Declaration of Conflict of Interest

Reference: BG 5.0 Code of Conduct Procedures

Board Member's Name: [Click or tap here to enter text.](#)

Board Member's position: [Choose an item.](#)

### Employment at YukonU

Are you an employee of YukonU? Yes No

*If "Yes", your employment status:* [Choose an item.](#)

Do you have a *related person* who is an employee of YukonU? Yes No

*If "Yes", their name and employee position:* [Click or tap here to enter text.](#)

### Study at YukonU

Are you a student of YukonU? Yes No

Do you have a *related person* who is a student of YukonU? Yes No

### Business Interests

To the best of your knowledge, do you or your related person(s) have an interest, direct or indirect, in any private company, firm, partnership or other entity that engages in business dealings with the University which might produce a real or perceived conflict of interest, including owning or working for companies that supply goods or services to Yukon University?

Yes No

*If "Yes", indicate name of entity(s) and relationship:*

[Click or tap here to enter text.](#)

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### Personal Interests

To the best of your knowledge, do you or your related person(s) engage in any other activity or have a personal interest that could be regarded as a conflict of interest for you in your role as a Board member?

Yes      No

*If "Yes", indicate activity and personal interest:*

Click or tap here to enter text.

- I understand that, in case of any changes to my personal or professional circumstances, it is my responsibility to provide a full and timely update on this declaration.*

Signature: \_\_\_\_\_

Date: Click or tap to enter a date.