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**POLICY**

The NBCC Board of Governors (the Board) is expected to model the ethical standards and values adopted by the New Brunswick Community College (NBCC). While no code can replace the thoughtful behaviour of an ethical Governor, the essential objective of this policy is to commit the Board and its members to demonstrating high ethical standards in all the Board's activities and to foster a climate of honesty, integrity, and accountability.

**1. COMPLIANCE WITH THE LAW**

Governors are expected to act in full compliance with both the letter and the spirit of all applicable laws. In addition to technical compliance, this means avoiding any situation that could be perceived as improper or demonstrating a casual attitude towards compliance.

**2. ACCOUNTABILITY**

- 2.1. As required in the [New Brunswick Community Colleges Act](#), Governors must act honestly and in good faith in the best interests of NBCC; they must also exercise the care, diligence, and skill that a reasonably prudent person would in comparable circumstances.
- 2.2. For greater clarity, the duty of a Governor is to the organization of NBCC rather than to any individual, community, group, or special interest.
- 2.3. Governors shall respect each other's perspectives and refrain from criticizing (in public or private) the motives, abilities, or personalities of fellow Governors.

**3. INDIVIDUAL AUTHORITY**

- 3.1. Governors may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
- 3.2. Governors' interaction with the President & CEO (President) or with employees must recognize the lack of authority vested in individual Governors except when explicitly Board-authorized.
- 3.3. Governors' interaction with the public, press or other entities must recognize the same limitation and the inability of any Governor (except the Board Chair) to speak for the Board.

**4. CONFIDENTIALITY**

- 4.1. Confidential information includes proprietary technical, business, financial, legal or any other information that NBCC treats as confidential.
- 4.2. Subject to the Board's [Protected Disclosure Policy](#), Governors shall maintain confidentiality of information gained from or about NBCC, including but not limited to any information that could in any way jeopardize the confidentiality of students, customers, or personnel of NBCC or is likely to bring the reputation of NBCC into disrepute.

- 4.3. Governors will respect the confidentiality of information gained during their term on the Board in perpetuity following their service on the Board.
- 4.4. Governors shall never disclose or use confidential information gained by virtue of their association with NBCC for personal gain, or to benefit friends, relatives, a related person, or associates.
- 4.5. If in doubt about what is considered confidential, a Governor shall seek guidance from the Board Chair.

## **5. ATTENDANCE AND PARTICIPATION**

- 5.1. Governors are expected to attend all regularly scheduled Board and committee meetings. Apologies and reasons for unavoidable absences must be provided to the Board Chair or Committee Chair (as the case may be) or through the Senior Executive Assistant to the Board of Governors before the meeting. A record of attendance for all Governors will be kept up to date and included in the Board's meeting packages. It will be published annually on the NBCC's website.
- 5.2. The Board Chair is responsible for addressing attendance problems. Unacceptable attendance could result in the Board Chair requesting the Governor's resignation. The following attendance patterns are unacceptable:
  - 5.2.1. Missing a total of three regular Board and/or Committee meetings in a year without prior permission.
  - 5.2.2. Frequent late arrivals at Board meetings and/or early departures.
- 5.3. Where an extended leave of absence is required, a Governor must submit a request in writing to the Board Chair.
- 5.4. Governors will be properly prepared for and participate in Board deliberations.

## **6. ONGOING EDUCATION AND DEVELOPMENT**

- 6.1. Governors shall acquaint themselves with the *New Brunswick Community Colleges Act*, NBCC By-laws and governance policies and other related governance information, as well as general rules of procedure and proper conduct of a meeting so that decisions of the Board may be made in an efficient, knowledgeable, and expeditious fashion.
- 6.2. Governors shall regularly take part in educational activities, which will assist them in carrying out their responsibilities. (For further information please refer to governance policy [# IV.C.5 Board Orientation and Professional Development](#).)

## **7. RELATIONSHIPS WITH MEMBERS OF THE NBCC COMMUNITY**

Governors are expected to treat others with dignity and respect in all their communications and behaviours. They are expected to contribute to a positive working environment. They are encouraged to act as ambassadors of NBCC and are relied upon to demonstrate professionalism in their role.

## **8. ACCEPTANCE OF GIFTS**

Please refer to governance policy [# IV.C.9 Conflict of Interest](#) for guidance.

## **9. PERSONAL CONDUCT**

Governors have a responsibility, at all times, to conduct themselves in a manner that does not harm the ability of NBCC and/or the Board to maintain a positive image among stakeholders and the general public.

## **10. AVOIDANCE OF PREFERENTIAL TREATMENT**

- 10.1. Governors will not use their position of trust to secure special privileges, favours or exceptions for themselves or any other person.
- 10.2. Governors should not place themselves in situations where they are obligated, or obliged, to any person or organization who might benefit from, or seek to gain, special consideration or favour. The honesty and integrity of Governors must be above suspicion.
- 10.3. Governors will avoid any situation that they feel would cause any person to believe that they have brought bias or partiality to a question before the Board.
- 10.4. A Governor shall not use their position with NBCC to solicit clients or seek an advantage for the Governor's business, or a business operated by a related person, close friend, family member, business associate, corporation, union or partnership of the Governor, or a person to whom the Governor owes an obligation.

## **11. POLITICAL ACTIVITY**

Governors are free to participate in political activities including belonging to a political party and supporting a candidate for elected office. Governors' political activities, however, must be clearly separated from activities related to their appointment. If engaging in political activities, Governors must be able to demonstrate impartiality in relation to their duties and responsibilities to NBCC. All Governors have the right to vote in any election, attend public political meetings and make contributions to the party(ies) of their choice. More specifically:

- 11.1. A Governor should not participate in a political activity where it may reasonably be seen to be incompatible with the Governor's duty, or otherwise be seen to impair their ability to discharge their duties and responsibilities as a member of the NBCC Board of Governors in a politically impartial fashion or would cast doubt on the integrity or impartiality of the Board.
- 11.2. A Governor must refrain from political participation on behalf of NBCC. This includes sharing views, contributing funds or other NBCC assets, aligning or partnering NBCC to political campaigns or using NBCC's name or programs/services to advance their own personal political beliefs, as well as using NBCC facilities, equipment, or resources in support of these activities.
- 11.3. A Governor shall not in any manner be compelled to take part in any political undertaking or to make any contribution to any political party or be in any manner threatened or discriminated against for refusing to take part in any political activity.
- 11.4. A Governor shall not directly or indirectly use or seek to use the authority or official influence of their positions to control or modify the political actions of any other person.
- 11.5. Nothing in this section is intended to preclude Governors from engaging in private, informal discussions regarding political issues.

## **12. USE OF NBCC PROPERTY**

- 12.1. A Governor shall require the approval of the President and the Board Chair to use property owned by NBCC for personal purposes or to purchase property from NBCC unless the purchase is made through the usual channels also available to the public.
- 12.2. Even then, a Governor shall not purchase property owned by NBCC if the Governor is involved in an official capacity in some aspect of the sale or purchase.

## **13. LEGAL PROCEEDINGS**

- 13.1. Governors must not sign affidavits relating to facts that have come to their knowledge in the course of their duties for use in court proceedings unless a lawyer acting for NBCC has prepared the affidavit. The requirement does not apply in circumstances where the Governor is an employee and they, or their accredited bargaining agent, are a party to the legal proceeding in question.
- 13.2. Governors are obliged to cooperate with lawyers defending NBCC's interests during legal proceedings. This requirement does not apply in circumstances where the Governor is also an employee and they, or their bargaining agent on their behalf, are a party to the proceedings in question.
- 13.3. Written opinions prepared on behalf of NBCC by legal counsel are subject to solicitor/client privilege and are therefore confidential. Governors who are permitted to review legal opinions prepared for NBCC shall not disclose these opinions to any other person without the prior written consent of the Board Chair.

## **14. PUBLIC COMMENT, UNAUTHORIZED REPRESENTATION OR ASSOCIATION**

- 14.1. NBCC's name must not be associated with an expression of private opinion. In a public or private presentation or protest, Governors are not to leave the impression that they are speaking on behalf of NBCC, or that their position at NBCC lends validity to their private opinions.
- 14.2. In a hearing, forum, debate or protest, Governors are to make a disclaimer between their opinions and the position of NBCC.
- 14.3. Governors are not to use NBCC letterhead or forms for private use.

## **15. OBLIGATIONS UPON LEAVING NBCC BOARD OF GOVERNORS**

- 15.1. All documentation provided to Governors is the property of NBCC. Upon leaving the Board and on written request by the Senior Executive Assistant to the Board of Governors, Governors shall immediately return to NBCC all documentation in their possession or certify destruction of the same.

## **16. DISCLOSURE AND MONITORING**

- 16.1. To demonstrate determination and commitment to high standards of conduct, each Governor shall review and declare compliance with this Code of Conduct upon joining the Board and annually thereafter.
- 16.2. Each Governor has a personal responsibility to disclose any actions that may constitute a breach of this Code of Conduct.

## **17. PROTECTED DISCLOSURE (WHISTLEBLOWER)**

For disclosure of alleged wrongdoing in relation to compliance with NBCC's legal obligations please refer to governance policy [# IV.C.19 Protected Disclosure](#).

## **18. COMPLAINTS PROCEDURE**

- 18.1. All complaints received in respect of this Code of Conduct shall be referred to the Board Chair. The Board Chair may also refer the matter to the Governance Committee for advice.
- 18.2. In the case of a complaint regarding the Board Chair, such complaint shall be referred to the Chair of the Governance Committee.
- 18.3. The Board Chair, or the Chair of the Governance Committee, shall conduct (or cause to be conducted) such investigation as they consider appropriate.
- 18.4. The privacy of an individual who makes a complaint in respect of this Code of Conduct will be respected as much as is possible in the circumstances.
- 18.5. Any individual who, in good faith, has made a disclosure of a breach or potential breach of this Code of Conduct will not suffer any adverse consequences as a result.
- 18.6. All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to NBCC, its students or employees, or to the public.
- 18.7. The Board prohibits discrimination, harassment, or retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding an alleged breach of this Code of Conduct.
- 18.8. A Governor who legitimately, and in good faith, makes a complaint regarding a breach, or perceived breach, of this Code of Conduct shall not, as a result of those activities, be threatened or harassed, or otherwise discriminated or retaliated against. However, since such allegation of impropriety may result in serious personal repercussions for the subject of the complaint, the individual making the allegation of impropriety should have reasonable and probable grounds before making a complaint and should undertake such reporting in good faith, in the best interests of NBCC, and not for personal gain or motivation.
- 18.9. Any individual who retaliates against a person who has made a complaint regarding this Code of Conduct may be subject to disciplinary action.
- 18.10. If an investigation reveals that a complaint was made frivolously or undertaken for improper motives or in bad faith or without a reasonable basis, as determined by the Board, appropriate disciplinary action may be taken.
- 18.11. A Governor who has been found to have breached this Code of Conduct and disputes such finding, may appeal the decision to the full Board. Any such appeal must be requested within one week of receipt of the Board Chair or Governance Committee Chair's decision. The Board Chair, or Governance Committee Chair, may not participate in the hearing of any appeal nor will they be entitled to vote on any resolution relating to the outcome of the appeal.

## **19. CONSEQUENCES OF BREACH**

- 19.1. Failure to comply with the terms of this Code of Conduct may result in disciplinary action that may include, but not be limited to warning, verbal or written reprimand, suspension of privileges, suspension, request for a Governor's resignation, or a recommendation that the Governor's appointment be rescinded.
- 19.2. Where the violation is determined to be of a criminal nature, the matter will be referred to appropriate law enforcement authorities.