

**POLICY**

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 of 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. CONFLICT OF INTEREST**

Governors are to avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the Board member’s judgment in making decisions in the best interest of NBCC. Governors shall be governed by the Conflict of Interest Policy. If a Governor becomes involved in a conflict of interest situation, he/she should follow the process described in the Conflict of Interest Policy.

**4. INDIVIDUAL AUTHORITY**

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

## 5. CONFIDENTIALITY

- 5.1. Confidential information includes proprietary technical, business, financial, legal or any other information that NBCC treats as confidential.
- 5.2. 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.
- 5.3. Governors will respect the confidentiality of information gained during their term on the Board in perpetuity following their service on the Board.
- 5.4. 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.
- 5.5. If in doubt about what is considered confidential, a Governor shall seek guidance from the Board Chair.

## 6. ATTENDANCE AND PARTICIPATION

- 6.1. Governors are expected to attend all regularly scheduled Board and committee meetings. Apologies and reasons for unavoidable absences must be provided to the Chair of the Board or Committee (as the case may be) through the 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.
- 6.2. The option to attend meetings remotely via video conference is available. Please refer to Appendix A for guidelines on participating in meetings remotely through the use of technology.
- 6.3. The Board Chair is responsible for addressing attendance problems. Unacceptable attendance could result in the Chair requesting the Governor's resignation. The following attendance patterns are unacceptable:
  - 6.3.1. Missing a total of three regular Board and/or Committee meetings in a year without the permission of the full Board.
  - 6.3.2. Frequent late arrivals at Board meetings or early departures.
- 6.4. Those not in compliance with the attendance expectations as detailed in Clause 6.2 will officially resign from the NBCC Board of Governors.
- 6.5. Governors will be properly prepared for Board deliberations.

## 7. ONGOING EDUCATION AND DEVELOPMENT

- 7.1. Governors shall acquaint themselves with the *New Brunswick Community Colleges Act*, regulations, 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.
- 7.2. Governors shall regularly take part in educational activities, which will assist them in carrying out their responsibilities.

## **8. 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.

## **9. ACCEPTANCE OF GIFTS**

It is essential to fair business practices that all those who associate with NBCC as suppliers, contractors or other relationships, have access and be perceived to have access to NBCC on equal terms. As such,

- 9.1. Gifts and entertainment shall only be accepted or offered by a Governor in the normal exchanges common to established business relationships for NBCC. An exchange of such gifts shall create no sense of obligation on the part of the Governor.
- 9.2. Governors and related persons shall not accept, solicit or offer entertainment, gifts or favors (including services) that create or appear to create a favored position for themselves or for a supplier seeking to do business with NBCC. Any firm offering such inducement shall be asked to cease.
- 9.3. Under no circumstances shall a Governor or related persons offer or receive cash, preferred loans, securities or secret commissions for preferential treatment. Any Governor experiencing or witnessing such an offer shall report the incident to the Board Chair immediately.
- 9.4. Inappropriate gifts received by a Governor shall be returned to the donor.
- 9.5. Full and immediate disclosure to the Board Chair of borderline cases will always be taken as good faith compliance with these standards.

## **10. 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.

## **11. AVOIDANCE OF PREFERENTIAL TREATMENT**

- 11.1. Governors will not use their position of trust to secure special privileges, favours or exceptions for themselves or any other person.
- 11.2. 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.
- 11.3. 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.
- 11.4. A Governor shall not use his or her 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.

## **12. POLITICAL ACTIVITY**

Governors are free to participate in political activities including belonging to a political party, supporting a candidate for elected office and actively seeking 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. More specifically:

- 12.1. 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 his or her ability to discharge his or her 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.
- 12.2. 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 his/her own personal political beliefs.
- 12.3. 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.
- 12.4. 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.
- 12.5. Governors must not engage in political activities during service for or on behalf of NBCC or use NBCC facilities, equipment, or resources in support of these activities.
- 12.6. All Governors have the right to vote in any election, attend public political meetings and make contributions to the party(ies) of their choice.
- 12.7. Nothing in this section is intended to preclude Governors from engaging in private, informal discussions regarding political issues.

## **13. USE OF NBCC PROPERTY**

- 13.1. 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.
- 13.2. 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.

## **14. LEGAL PROCEEDINGS**

- 14.1. 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 he/she, or his/her accredited bargaining agent, is a party to the legal proceeding in question.
- 14.2. 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 he/she, or his/her bargaining agent on his/her behalf, is a party to the proceedings in question.

- 14.3. 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 NBCC.

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

15.1. 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.

15.2. In a hearing, forum, debate or protest, Governors are to make a disclaimer between their opinions and the position of NBCC.

15.3. Governors are not to use NBCC letterhead or forms for private use.

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

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

#### **17. DISCLOSURE AND MONITORING**

17.1. 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.

17.2. Each Governor has a personal responsibility to disclose any actions that may constitute a breach of this Code of Conduct. Initially, disclosure should be made to the Board Chair. Following a discussion with the Board Chair:

17.2.1. A Governor may determine that he/she should resign from the Board, in which case a letter of resignation should be submitted to the Board through the Board Chair.

17.2.2. The Board Chair may refer the matter to the Governance Committee for review. The Governance Committee will then advance options to the full Board regarding appropriate consequences for the breach.

17.3. A Governor who has concerns regarding compliance with this Code of Conduct by others should raise those concerns with the Board Chair. The Board Chair will address the concerns by gathering appropriate information and speaking to the Governor(s) who is/are the subject of the concerns. Where appropriate, the matter may be referred to the Governance Committee by the Board Chair for review and recommendation to the Board.

## 18. CONSEQUENCES OF BREACH

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. Where the violation is determined to be of a criminal nature, the matter will be referred to appropriate law enforcement authorities.

## APPENDIX A

### GUIDELINES FOR ATTENDING MEETINGS REMOTELY VIA TECHNOLOGY

The following Guidelines set out the criteria for meeting participation through the use of available technology:

1. Governors who are unable to attend a meeting in person will be accommodated to every extent possible when connecting remotely via video-conference.
2. Please inform the Executive Assistant to the Board of Governors if you will be attending a meeting remotely so that appropriate arrangements can be made in advance.
3. If attending remotely, Governors are required to connect at least 15 minutes before the meeting is scheduled to convene.
4. In order to minimise disruption:
  - a. If video connectivity is lost during the course of the meeting, Governors will have the option of reconnecting via conference call.
  - b. Attempts to reconnect via video-conference may be accommodated during a break if required.
  - c. If there is a complete technical breakdown, the meeting will proceed without delay with the remaining Governors who are present in person.
5. When participating via video, please remember the following:
  - a. Give your full attention to all participants as you would if you were in the same room.
  - b. Always assume that microphones are already live to all locations and be cognisant of any extraneous pre-meeting conversation being broadcast when you might not intend it to.
  - c. Mute your microphone, except when you are speaking, to minimize background noise.
  - d. Take into consideration any time delay in the audio when inviting comment or answering a question.
  - e. Speak clearly and maintain eye contact by looking into the camera.
  - f. Minimize distractions and stay focussed.
  - g. If the video-conferencing tool is equipped with a message board, please use this feature to communicate directly with the Executive Assistant to the Board of Governors should questions arise or you need assistance participating/interjecting from afar.