
THE BOARD OF GOVERNORS CODE OF CONDUCT



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ARTICLE 1: STATUTORY BASIS OF CODE OF CONDUCT

1.1 THE BOARD OF GOVERNORS

Grant MacEwan University is a public post-secondary institution established under the *Post-secondary Learning Act* of the Province of Alberta. The Board of Governors of Grant MacEwan University (“Board”) exercises diligent stewardship, guiding the University according to its mandate, in the best interests of the institution and in the public interest, while respecting collegial governance.

1.2 AUTHORITY OF THE CODE OF CONDUCT

The Board Code of Conduct (“Code of Conduct”) is written in accordance with the *Conflicts of Interest Act* (the “Act”), as amended from time to time. In the event of any conflict between the provisions of this Code of Conduct and the provisions of the Act, the provisions of the Act shall govern. The Code of Conduct provides guidance and structure to the Board in fulfilling its obligations and duties under the Act. This Code of Conduct shall take precedence over any policies, procedures, standards, protocols, or terms of reference adopted by the Board, except where expressly indicated in this Code of Conduct.

ARTICLE 2: DEFINITIONS AND INTERPRETATION

2.1 DEFINITIONS

In this Code of Conduct:

- **Act** means the *Conflicts of Interest Act*, as amended from time to time and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in this Code of Conduct shall be read as referring to the amended or substituted provisions;
- **Board** means the corporation constituted in the *Post-secondary Learning Act* as The Board of Governors of Grant MacEwan University;
- **Board Chair** means the individual, as constituted in the *Post-secondary Learning Act* and appointed by the Lieutenant Governor-in-Council through an Order-in-Council to serve as Chair of the Board, and where the context permits, Board Chair shall include Acting Chair;
 - The Board Chair is the “chair” of the University for the purposes of the Act, as that term is defined therein;
 - The Board Chair is a “senior official” for the purposes of the Act, as that term is defined therein.
- **Code Administrator** means the Board Chair whose role it is to administer the Board’s Code of Conduct as defined in this Code of Conduct;
- **Committee** means a standing or *ad-hoc* committee established by the Board;

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- **Donor** means an individual, organization, corporation, or foundation that provides support to the institution by voluntarily transferring property but that is not a paid supplier of goods or services to the University.
 - **External Advisor** means a person who is not a member of the Board, appointed by the Board to provide expert advice to the Board or to a Committee of the Board;
 - **Friend of the University** means a person, organization, corporation, or foundation who is a champion for the institution and provides non-financial support to achieve institutional priorities but who is not a paid supplier of goods or services to the University.
 - **Member(s)** means any individual, including the Board Chair and the President, appointed to the Board in accordance with the *Post-secondary Learning Act*;
 - **Minister** means the member of the Legislative Assembly of Alberta determined under the *Government Organization Act* (Alberta), who is appointed by the Premier as the Minister responsible for the *Post-secondary Learning Act*;
 - **President** means the individual as constituted in the *Post-secondary Learning Act* and appointed by the Board to serve as President of the University, and where the context permits, the word President shall include Acting President;
 - The President is the “chief executive officer” of the University for the purposes of the Act, as that term is defined therein, and as such, is a “senior official” for the purposes of the Act.
 - **Resolution** means a motion that has been adopted and recorded and reflects the decision of the meeting; and
 - **University** means the public university constituted under the *Post-secondary Learning Act* and incorporated as The Board of Governors of Grant MacEwan University.

2.2 INTERPRETATION AND APPLICATION

2.2.1 This Code of Conduct applies to all Members.

2.2.2 In this Code of Conduct, all reference to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this Code of Conduct and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this Code of Conduct.

ARTICLE 3: BOARD CODE OF CONDUCT

3.1 RESPONSIBILITIES OF THE BOARD

3.1.1 Members bear a fiduciary responsibility and are expected to act in the best interests of the University. Although Members bring special expertise and points of view to the Board’s deliberations, the best interests of the University remain paramount in all Board activities. Members must be conscientious in contributing to and helping the Board fulfill its responsibilities for guiding the University, in defining its mission, planning and goal setting, protecting and furthering its assets, and being responsible for the ethical conduct of its affairs. Members are prohibited from acting in self-interest or furthering their private interests by virtue of their position or through carrying out their duties.

3.1.2 The specific responsibilities of an individual Member include acting in an ethical and impartial manner and complying with the Code of Conduct and the University's policies.

3.1.3 Members hold a position of trust. As such, there is an obligation to avoid and address conflicts of interest whether real, perceived, or potential. Every Member has a responsibility first and foremost to the interests of the University and must function primarily as a Member, not as a member of any particular constituency. This expectation also applies to other persons who engage with the Board from time to time including External Advisors.

3.1.4 The Board Chair must understand and meet the obligations of a senior official under the Act, which include, but may not be limited to:

- a. Providing a written disclosure of any concurrent employment or appointment to the Ethics Commissioner.
- b. Not taking part in a decision in the course of carrying out their office or exercising their powers if they know that the decision might further their own private interest, that of person directly associated with them, or that of their minor or adult child or step-child, pursuant the Act;
- c. Not using their office or powers to influence or seek to influence a decision to be made by or on behalf of the Crown or a public agency to further their own private interest, or that of a person directly associated with them, or that of their minor child or step-child, or to improperly further any other person's private interest, pursuant to the Act;
- d. Not using or communicating information not available to the general public that was gained by them in the course of carrying out their office or powers to further or seek to further a private interest of their own, or any other person's private interest, pursuant to the Act; and
- e. Not failing to appropriately and adequately disclose a real, potential or perceived conflict of interest in the manner specified in this Code of Conduct.

3.1.5 If designated at any time as a designated senior official, the Board Chair must understand and meet the obligations of a designated senior official under the Act.

3.2 PURPOSE, APPLICATION, AND ADMINISTRATION

3.2.1 The Board commits itself and its Members to the highest standards of ethical conduct in which all actions and behaviours uphold the principles of integrity, respect, transparency, and accountability. The Code of Conduct is designed to build and maintain public confidence in the Board as it exercises its mandate and carries out its duties.

3.2.2 The Code of Conduct applies to all Members. Upon appointment to the Board, all Members shall be apprised of the Code of Conduct and complete a statement attesting that they have read and agreed to the statements included in the Code of Conduct.

3.2.3 The Code of Conduct applies to the continuing responsibilities of all Members after completion of their term(s) with respect to decisions made by the Board while the person was a Member.

3.2.4 For the purpose of this Code of Conduct, the Board Chair is the Code Administrator for Members. In the event of an allegation that the Board Chair has breached the Code of Conduct, the Code Administrator is the Board's audit committee chair or governance & HR committee chair, depending on the nature of such allegation.

3.3 IDENTIFYING CONFLICTS OF INTEREST

3.3.1 A conflict of interest occurs when a Member's personal interests interfere, or may appear to interfere, with the interests of the University. Personal interests may include business, commercial, or financial interests as well as personal matters and career interests. Conflicts of interest may be real, potential, or perceived.

3.3.2 A conflict of commitment is a type of conflict of interest. A conflict of commitment occurs when a Member's activity outside of their primary role as a Member interferes with or detracts from their Board-related obligations.

3.3.3 Where a Member has or represents external interests that have the potential to, could be perceived to, or actually compete with the University's interests, the Member may be in a conflict of interest. Members must use their discretion and best judgment in determining whether a conflict of interest is present. The following examples are a non-exhaustive list of situations the University considers to be a conflict of interest:

- a. The Member is involved with a Board discussion or vote which could affect the University's dealings or relationship with any organization which the Member has an involvement as a shareholder, director, officer, owner, partner, or is otherwise a person who holds a position of influence in that organization;
- b. The Member has a material interest in an existing or proposed transaction, contract, or other arrangement with the University which might benefit the Member directly or indirectly;
- c. The Member's personal, financial, corporate, or other duties with an external body may influence the performance of the Member's Board-related obligations;
- d. The Member is involved in any alternate appointment, business, undertaking, or employment other than their position as a Member;
- e. The Member is involved with collective bargaining, negotiations, grievances, or other labour relations matters or activities involving MacEwan faculty or non-academic staff, and their involvement as a Member or as part of any discussion or vote of the Board or a Committee could give them access to otherwise confidential labour relations information;
- f. Any of the above situations where a person related to the Member has the same, similar or a related interest, notwithstanding any involvement of the Member themselves.

3.3.4 In any situation where there is a material interest or a reasonable possibility that the Member could be influenced by external considerations, the Member must bring these interests or considerations forward to be addressed by the Board in accordance with this Code of Conduct.

3.4 PROCESS FOR DISCLOSING AND MANAGING CONFLICTS OF INTEREST

3.4.1 If a Member has a conflict of interest, the Member must immediately disclose the conflict of interest to the Code Administrator.

3.4.2 If a Member's conflict of interest relates to, or is due to, involvement in an alternate appointment, business, undertaking or employment other than their position as a Member, the Member must also submit a written request to the Code Administrator that the appointment, business, undertaking or employment be reviewed to determine if it can continue as a manageable conflict.

3.4.2.1 A request to the Code Administrator to review a conflict of interest must include:

- a. A description of the nature of the conflict of interest;
- b. The proposed actions the Member will take to ensure the conflict of interest does not prejudice the responsibilities of their position as a Member; and
- c. The contact information of persons involved with the alternate appointment, business, undertaking or employment that the Code Administrator may contact if necessary in determining whether the conflict is manageable or not.

3.4.2.2 The Code Administrator may involve any parties considered appropriate in reviewing the request.

3.4.2.3 The Code Administrator will investigate and notify the Member in writing whether the conflict of interest is approved as manageable or is denied.

- a. If the conflict of interest is determined to be a manageable conflict, it is the obligation of the Member to ensure the conflict remains manageable and to notify the Code Administrator of any material change in circumstances.
- b. If the conflict of interest is determined to be unmanageable, the Member must end or resolve the conflict or resign from their Board position.

3.4.3 If a Member has a real, potential, or perceived conflict of interest, whether or not it has been reviewed by the Code Administrator, the Member shall declare that conflict at any meeting of the Board or Committee involving discussion or voting on a matter related to the conflict of interest. A Member who has declared such a conflict shall abstain from participating in discussion with respect to the matter and from voting thereon and shall absent themselves from that portion of the meeting. The minutes of the meeting shall record the Member's disclosure and abstention.

3.4.4 Members have an ongoing and active responsibility to ensure the Code Administrator is notified of any material changes in a previously disclosed conflict of interest.

3.5 GIFTS AND EVENTS

3.5.1 Members must not accept any gift or invitation to a conference or event where acceptance may create a real, potential, or perceived conflict. Members must use their discretion and recognize that while a gift or invitation to a conference or event may be offered with the expectation of receiving nothing in return, acceptance may still create a perception of a conflict of interest. Where such a perception exists, acceptance must be avoided or the perception should be resolved prior to acceptance.

3.5.2 Without special written approval, any gifts or invitations to conferences or events allowed by section 3.5.1 will not exceed the following limits:

- a. Any single gift cannot exceed a cash value of \$250;
- b. Any combination of gifts received from a single source within a calendar year cannot exceed a total cash value of \$500;
- c. Any single paid invitation to an event cannot exceed a cash value of \$500, inclusive of food and beverage;
- d. Any combination of paid invitations to events from a single source within a calendar year cannot exceed a total cash value of \$500, inclusive of food and beverage;
- e. Any single paid invitation to speak or participate in a panel at a conference or similar event in relation to the Member's role at the University cannot exceed a cash value of \$8,000;
- f. Any combination of paid invitations to speak or participate in a panel at a conference or similar event in relation to the Member's role at the University received from a single source within a calendar year cannot exceed a total cash value of \$16,000; or
- g. The Board Chair can accept a single event invitation from a Donor or Friend of the University if the value is \$1,000 or less. Any combination of such event invitations from a single source cannot exceed a cash value of \$2,000 per calendar year.
- h. Event invitation limits do not apply to attendance at social events if attendance at the social event is sponsored by a charitable foundation, the Governor General of Canada, a provincial Lieutenant Governor, any Canadian federal, provincial, municipal or regional government or any member of any such government, a consul or ambassador of a foreign country or a not-for-profit organization, provided the not-for-profit organization is not constituted to serve management, union or professional interests and does not have for-profit

enterprises or representatives of for-profit enterprises as a majority of its members.

Special approval for gifts and invitations to conferences or events exceeding these limits may be granted subject to section 3.5.7.

3.5.3 Any Member who is uncertain whether the acceptance of a gift or invitation to a conference or event is appropriate may contact the Code Administrator for direction.

3.5.4 If the valuation of any gift or invitation to a conference or event is disputed, the value will be as determined in the sole discretion of the Code Administrator.

3.5.5 The Code Administrator's direction regarding a specific gift or invitation to a conference or event must be provided in writing and, in providing such direction, the Code Administrator must act reasonably and take into account the best interests of the University and whether or not there is a real, potential or perceived conflict of interest.

3.5.6 If a Member accepts a gift with a value in excess of any maximum stipulated by this Code, the gift will become the property of the University.

3.5.7 If a Member is offered a gift or invitation to an event or conference of which the cash value may or does exceed any stipulated maximum value, the Member must contact the Code Administrator to seek special approval to accept the gift or event invitation. The Code Administrator will grant special approval only reasonably, in accordance with the principles and provisions of the Code of Conduct, and where acceptance would not create a real, potential or perceived conflict of interest. Such approval will be granted in writing. The Code Administrator may consult with any other parties necessary in considering whether to grant special approval.

3.6 COLLEGIALITY

3.6.1 Members shall foster a collegial working environment and conduct themselves in a manner that demonstrates a climate of openness and trust, respect for different perspectives, builds on the contribution of others, and constructively puts forward alternative considerations. Members shall treat one another, students, administrators, faculty, and staff with respect and will work in a spirit of collaboration, cooperation and civility.

3.7 ACCOUNTABILITY

3.7.1 The Board and its Members have a fiduciary duty to act in the best interests of the University. Members shall not attempt to exercise individual authority over any Board or University business, except as explicitly set forth in Board policies. Accountability of Members supersedes the personal interests of any Member as well as any conflicting loyalties with other advocacy or interest groups, employers, or memberships on other boards. Members shall make themselves familiar with their fiduciary responsibilities, Board and applicable University policies, and applicable legislation. Members shall seek the knowledge and experience that may reasonably be expected of a Member. Once decisions are reached, Members shall avoid expressing individual perspectives, act collectively, and respect the decisions of the Board.

3.8 NON-COMPLIANCE AND BREACH

3.8.1 Members shall be apprised of the contents of the Code of Conduct as part of their orientation.

3.8.2 Any individual who observes or believes a Member is non-compliant with any terms of the Code of Conduct, may make a complaint to the Code Administrator. Individuals reporting in good faith and with reasonable grounds are protected from reprisal in accordance with the University's Safe Disclosure Policy.

3.8.3 The Code Administrator shall assess circumstances surrounding any alleged non-compliance, allow the individual who is subject to the complaint an opportunity to respond, conduct or direct the conduct of, any investigation deemed necessary, make a determination, and give a recommendation to the Board.

3.8.4 Members who are determined to have breached any terms of the Code of Conduct may be subject to sanction by the Board, up to and including a request for the Member's resignation or a recommendation to the Minister or appointing body for the Member's removal from the Board or any Committee.

3.8.5 Members are to report, in writing, a potential breach of this Code of Conduct by another Member to the Code Administrator.

3.9 NOTICE PERIOD AND AMENDMENTS

3.9.1 Any further changes or amendments to content responsive to the requirements of the Act will be submitted to the Ethics Commissioner for approval in the manner required by that Act.

3.9.2 The University reserves the right to amend this Code at any time, including but not limited to:

- a. On the advice or demand of the Office of the Ethics Commissioner; or
- b. Where required to ensure compliance with any changes to the *Post-secondary Learning Act*, the Act, or any other applicable legislation or order in council.

3.9.3 This Code of Conduct will be effective on the date specified in the approval Resolution by the Board or, if no date is specified, on the date the Resolution was passed, and all prior or existing code of conduct provisions of the Board, wheresoever situated, are repealed as of the effective date of this Code of Conduct.

FACT SHEET

Relevant Dates

Approved 20.10.08
Effective 20.10.08
Next Review 25.10

Modification History

19.10.03 New Board Code of Conduct approved effective October 3, 2019 by Board Motion #03-10-03-2019/2020. Approved by the Ethics Commissioner on August 13, 2019.

20.10.08 Revised to reflect Order in Council 237/2020 removing President as designated senior official under the *Conflicts of Interest Act*. Approved effective October 8, 2020 by Board motion #02-10-08-2020/21. Approved by the Ethics Commissioner on August 13, 2020.

RELATED POLICIES AND PROCEDURES: (if appropriate)

The Board of Governors Bylaws
Safe Disclosure

REFERENCE: (if appropriate)

Post-secondary Learning Act
Alberta Public Agencies Governance Act
Conflicts of Interest Act