

RESOLUTION OF THE BOARD OF GOVERNORS

CARLETON UNIVERSITY (the "Corporation")


WHEREAS it is considered in the best interest of the Corporation to revise the Code of Conduct;

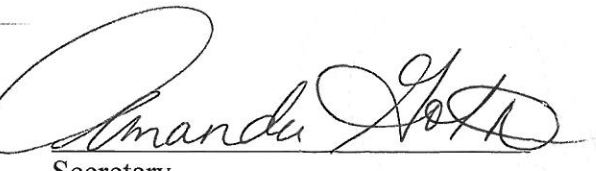
On motion duly made, seconded and carried it is **RESOLVED THAT**:

1. Effective immediately the Code of Conduct is hereby amended and adopted in the form attached hereto as Schedule A.
2. Effective immediately the Consent to Act as a Governor Form is rescinded.
3. Any one of the officers and governors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, which are necessary or desirable for the implementation of this resolution.

ENACTED this 9 day of January, 2018.

WITNESS the seal of the Corporation.


Chair of the Board


Secretary

Board of Governors Code of Conduct

I. General Duties

The powers and duties of the Board of Governors are to see to the “government, conduct, management and control of the University” and to facilitate the accomplishment of the objects and purposes of the University as set out in the *Carleton University Act*, and are elaborated in the University Bylaws.

Governors must:

1. Support the vision, mission and strategic plan of the University as such are articulated and adopted by the Board from time to time.
2. Be informed about the issues facing the University and Ontario universities in general.
3. Prepare for meetings, seeking clarification of pending issues and any information not provided in the meeting package so as to enable informed decision-making, it being understood that officers of administration are fully available for consultation with members of the Board through either the University Secretary's office or the Office of the President.
4. Attend Board meetings and meetings of committees of the Board faithfully, providing regrets in advance if attendance is prevented by some unforeseen occurrence.
5. Participate actively and openly in discussions, being respectful of the process, and of the opinions of fellow members of the Board, officers and staff, refrain from making disparaging comments of fellow members and staff and to leave their personal biases out of all board discussions.
6. Observe the parliamentary and Board procedures, and treat all interested parties with dignity and respect.
7. Review the minutes of meetings and note any errors or omissions promptly.

Revised Version Approved by the Executive Committee on behalf of the Board - Aug. 24, 2015

Revisions approved by the Board Sept. 29th, 2015 and November 24th, 2015

Revisions approved at the 594th meeting of the Board, January 26th, 2016

Revisions approved at the 606th meeting of the Board, January 9th, 2018

8. Recognize the distinction between the role of the Board to oversee the creation of University policy for the better accomplishment of the goals and objects of the University, and the role of the administration to develop and implement policy and to manage the day-to-day operations of the institution.
9. Vote in a manner consistent with the terms of this document and in particular in compliance with the fiduciary duty and the conflict of interest provisions.
10. Respect the principle of Board collegiality, meaning an issue may be debated vigorously, but once a duly constituted decision is made by the Board or any of its Committees, it is recognized as such by all members of the Board. However, subject to the Code of Conduct, a member may publicly express disagreement/comment with regards to a decision of the Board.
11. Subject to paragraph 10, refrain from taking any action that is damaging to the reputation of the University, when the University is acting in accordance with the objects and purposes set out in the Act and the law.
12. Act with honesty and integrity and conduct themselves in a manner consistent with the nature and conduct of the Board's business, associated responsibilities and the maintenance of public confidence.
13. Maintain a sufficient level of professional competence and knowledge to discharge her or his duties and obligations.

II. Fiduciary Duties

As a member of the Board of Governors, a Governor is a fiduciary with respect to the business and affairs of the University. In addition to both the general duties referred to in Section I of this document and the specific duties with respect to Conflicts of Interest (as defined in Section III of this document), each Governor, as a fiduciary, shall at all times:

1. Act fairly, in utmost good faith, independently, impartially, and in the best interests of the University in the conduct of her or his duties.
2. Act and vote always in the best interest of the University as a whole and not as a representative of any group, stakeholder or particular interest.
3. Avoid impropriety and the appearance of impropriety, and observe the highest standard of conduct such that the integrity and impartiality of the Board and the process she or he is required to follow are preserved.
4. Avoid being influenced by self-interest, and use best efforts to avoid the influence of outside pressure, political consideration or fear of criticism.

5. Avoid allowing past or existing financial, business, professional, family or social relationships, responsibilities or allegiances to influence her or his conduct or judgment.
6. Take no action that interferes with the right of Governors to have the opportunity to speak fully and candidly in front of the Board of Governors in a climate that is respectful and free from intimidation.
7. Maintain the confidentiality of all closed session discussions, as well as materials, reports, data and other documentation submitted to the Governor in confidence (material provided for discussion at Open session is not subject to confidence).
8. Respect the duty of confidentiality referred to in paragraph II-7 above which survives the end of the term of office of a member of the Board.

The President, the Chair of the Board and the University Secretary are the official spokespersons for the University, relating to public statements concerning matters coming before the Board, and all decisions of the Board or one of its committees. The Chair may designate or authorize another member of the Board or the University's administration to act as a spokesperson. The approved minutes of a meeting of the Board are the only official recording of its decisions. During Board or Committee meetings, Governors are not permitted to photograph, record, broadcast, tweet, post on social media or film meetings, or any parts thereof, without prior permission of the Board.

All Board members and participants at meetings shall maintain an appropriate level of decorum and respect. The Chair or in his absence the Vice-Chair may request that individuals leave a meeting or choose to adjourn the meeting.

III. Conflict of Interest

A Conflict of Interest refers to a situation where financial, professional or other personal consideration may compromise or have the appearance of compromising an individual's professional judgment in the performance of his or her duties or in the exercise of his or her fiduciary obligations as a Governor.

For the purposes of these guidelines, a Conflict of Interest includes the concept of a Conflict of Commitment, and is defined as follows:

A member of the Board is involved in a conflict of interest where (i) the member owes a duty to the University as a Governor, and (ii) the member has a personal interest in the matter or owes a duty to act in the matter in the interests of a different person, group of persons, institution or organization.

A Conflict of Interest or a Conflict of Commitment may arise in various cases. The following are definitions of the various types of interests that a member may have, which could give rise to a Conflict of Interest, a Conflict of Commitment, or a perception of either:

Financial Interest: A member has a pecuniary or financial interest where he or she stands to gain a financial advantage from a decision made. The financial interest may take the form of money, gifts, favors or other special considerations.

Undue Influence: A private or personal interest that impairs, influence or appears to influence the objective exercise of his or her duties as a Governor.

Adverse Interest: A member is a party to a claim or proceeding against the University.

Personal Relationship: A non-arm's length relationship, including but not limited to family members and persons with whom there is or has recently been a close personal relationship.

Apparent/Perceived Conflict of Interest: A reasonable apprehension which a reasonable person may have, that a conflict of interest exists, even if there is neither a potential nor a real conflict.

For the purposes of these guidelines, the following are intended to be examples, and not an exhaustive list, of situations giving rise to a real or apparent/perceived Conflict of Interest or Conflict of Commitment:

1. Entering into a business or other contract/transaction on behalf of the University with a company or firm in which a Governor or a person related to the Governor has a financial interest.
2. Influencing the purchase of equipment, materials or services for the University from a company or firm in which a Governor or a person related to the Governor has financial interest.
3. Accepting gifts, benefits or favors from individuals or firms with which the University does business, except as token courtesies.
4. Directing students or staff of the University to carry out work for a company or firm in which a Governor has a financial interest.
5. Using the University's resources or facilities for a Governor's personal benefit or the benefit of related persons.
6. Using the position as Governor to obtain employment with the University.
7. Participating in the appointment, hiring, promotion or evaluation of a related person.
8. Representing the interests of a group of employees or contractors as a voting member of the executive body or as an officer of a staff or faculty association or union.

IV. Process for Dealing with a Breach of the Code of Conduct

Both prior to serving on the Board and during their term of office, Governors must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its Committees deal with the matter at issue. If at any time a Governor is not certain whether she/he is in a conflict of interest position, she/he may consult with the Board Chair, University Secretary or the President for advice and guidance.

If there is any question or doubt about the existence of a real or perceived conflict, the matter may be referred to the Board or a Committee of the Board, as the case may be, who will determine by majority vote if a conflict exists. The Governor potentially in a conflict of interest shall be absent from the discussion and shall not vote on the issue.

It is the responsibility of other Governors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Governor to raise the issue for clarification, first with the Governor in question and, if still unresolved, with the Chair of the Board.

If a conflict is identified, the Governor must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.

The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting, or in a note to file in the Office of the University Secretary.

Where it has been determined by the Chair, the Executive Committee, or the Board that a Governor has breached the Code of Conduct, including the duty of confidentiality, the Chair, the Executive Committee or the Board will consider the extent to which the Code of Conduct has been breached in consideration of the need for redress.

Where there has been a failure on the part of a Governor to comply with the Code of Conduct, the Chair, in consultation with the Executive Committee, may:

- a) issue a verbal or written reprimand to the Governor; or
- b) request that the Governor apologize, issue a retraction, take appropriate corrective action, or resign.

The Board of Governors may:

- a) issue a motion of censure; or
- b) remove the Governor from his or her position as a Governor in accordance with the Bylaws.

V. Gifts and Hospitality

Governors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which serve to influence the activities or affairs of the University. Governors may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice. Where a Governor receives a gift or privilege in excess of \$200.00, she/he shall fill out Form 1 attached to this policy and forward it to the attention of the University Secretary.

I confirm that I have read, understand and agree to abide by the Code of Conduct.

Name *(please print)*

Signature

Date



Statement of Disclosure as a Governor

FORM 1

I _____, hereby disclose having received _____,
from _____, which is a gift in excess of \$200.00.

I make this disclosure in accordance with the Code of Conduct.

Signature

Date