

Title	Code of Conduct and Conflict of Interest
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I. Overview

The effective governance of the College is contingent on Board members fulfilling their roles and responsibilities with the highest standards of conduct. Section 8.2 of the *College and Institute Act* requires that in carrying out the objects of the College, members of the Board act in the best interests of the College. Board members, be they elected, appointed or ex officio, must ensure that their personal, professional and constituency interests do not conflict with their obligations to the College.

All Board members must conduct themselves in accordance with this By-Law. The provisions of this By-Law are in addition to, and not in substitution for, a Board member's obligation to the College arising by law.

This Bylaw establishes the minimum standards of ethical conduct expected of all Board members of the College. It explains conflict of interest and sets out the process for identifying and disclosing conflicts of interest.

II. Definitions

In this By-Law:

"Board" means the Langara College Board of Governors.

"Board Chair" means the Chair of the Board, except where the Board Chair is the person with the conflict of interest, in which case, the Board Chair refers to the Chair of the Governance and Nominating Committee.

"Board member" means an individual appointed, elected or serving ex officio on the Board.

"College" means Langara College.

"confidential information" means proprietary, technical, business, financial, legal or any other information to which the College restricts disclosure.

"conflict of interest" means a situation where a Board member's private interests may put into question the independence, impartiality or objectivity that the member is obligated to exercise in the performance of the Board member's duties to the College. Conflicts of interest may be actual, potential or perceived and may involve a financial or non-financial interest.

"private interest" means a financial interest or non-financial interest or advantage and includes any benefit to the Board member or related person of the Board member.

"related person" means any closely related family member of a Board member, including, but not limited to, a spouse, child, parent or sibling of a Board member.



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III. Code of Conduct

Section 1: Guiding Principles

When serving on the Board of the College, Board members are expected to uphold the following principles:

- (1.1) *Integrity*: to act at all times in good faith and with honesty and due diligence.
- (1.2) *Participation and Preparation*: to regularly attend meetings and to adequately prepare for the duties expected of them.
- (1.3) *Behaviour*: to act with courtesy, respect, and dignity; and to govern their conduct and language in a manner free from any discrimination or harassment prohibited by the *British Columbia Human Rights Code*.
- (1.4) *Confidentiality*: to preserve the confidentiality of information received in the course of their duties; and to use confidential information solely for purposes within the College and authorized by the College.
- (1.5) *Public Commentary*: to comply with the public comment protocols established by the Board.
- (1.6) *Private Interest*: to ensure that the Board member does not utilize their position on the Board to further a private interest.
- (1.7) *Best Interests of the College*: to ensure that regardless of whether the Member has been elected to the Board as a representative of a constituency, or appointed by the government, that they abide by their duties and loyalty to the College, such that should their duties conflict with the wishes of the constituency or government, their primary duty remains to act in the best interests of the College.
- (1.8) *Duty to Inform*: to inform the Board Chair of any conflicts of interest and any circumstances that may have a negative or harmful effect on their ability to perform their duties.

Section 2: Compliance with the Law

- (2.1) Board members must act at all times in full compliance with both the letter and the spirit of all applicable laws.
- (2.2) In their relationships with the College, Board members must not commit or condone an unethical or illegal act. Board members must direct the President to instruct College employees and suppliers to act ethically at all times and in full compliance with all applicable laws.
- (2.3) Board members are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities, and to know when to seek legal advice. If in doubt, Board members are expected to ask for clarification.
- (2.4) Falsifying any record is unacceptable.
- (2.5) Board members must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.



Section 3: Conflicts of Interest

- (3.1) Board members must avoid situations of actual, potential or perceived conflict of interest.
- (a) An “actual conflict of interest” exists where a Board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.
 - (b) A “potential conflict of interest” exists where there is some private interest that could influence the performance of a member’s duty or function or in the exercise of power and the member has not yet performed that duty or function or exercised the power.
 - (c) A “perceived conflict of interest” exists where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of the member.
- (3.2) A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (e.g., students, support staff, faculty) by a member of that group, who is not a director, officer, or member of the executive of that group, is not considered a conflict of interest. Conflict could reasonably be considered to exist for the following identified groups when considering these matters:
- (a) deliberations and decisions directly affecting a specific instructional program in which:
 - (i) student Board members are enrolled in the program;
 - (ii) faculty or support staff Board members are employed in the program; or
 - (iii) Board members with related persons are enrolled in or employed in the program.
 - (b) deliberations and decisions related to labour negotiations and labour relations:
 - (i) for faculty and support staff Board members;
 - (ii) for Board members with related persons who hold faculty and/or support staff positions at the College; or
 - (iii) for Board members with related persons who hold positions at other institutions who could be seen to gain benefit from information divulged on these matters.
 - (c) deliberations and decisions related to labour disputes regarding faculty and support staff for faculty and support staff Board members who:
 - (i) have responsibility, or joint responsibility with others to adjudicate disputes regarding faculty and support staff;
 - (ii) represent faculty and support staff or their interests in disputes; or
 - (iii) are involved in any deliberations, decision-making or implementation of any such decisions by or on behalf of faculty or support staff associations.
 - (d) deliberations and decisions related to any matter in which the College’s interests may not be aligned with those of the faculty and staff association for Board members who hold executives positions with faculty and staff associations.
- (3.3) For greater certainty, a student Board member voting on issues related to tuition and fees in respect of a program other than for the specific instructional program in which they are enrolled, is not considered to be in a conflict of interest.



Section 4: Disclosure of Conflicts of Interest

- (4.1) A Board member must, immediately upon becoming aware of a conflict of interest, disclose the conflict (preferably in writing) to the Board Chair.
- (4.2) If a Board member is uncertain whether a situation involves a conflict, the member must immediately seek the advice of the Board Chair.
- (4.3) If a Board member believes that another Board member is in a conflict of interest, the Board member must immediately identify the conflict to the other Board member and request that the conflict be declared. If the other Board member refuses to declare the conflict, the concerned Board member must immediately notify the Board Chair. If the situation involves a conflict of interest by the Board Chair, the concerned Board member must immediately notify the Chair of the Governance and Nominating Committee.
- (4.4) A Board member must disclose the nature and extent of any conflict at the first meeting of the Board or committee meeting after which the facts leading to the conflict have come to that Board member's attention. Prior to the approval of the agenda at each Board and committee meeting, the Board Chair or the chair of the committee (as the case may be) must request that Board members disclose any conflicts of interest. All disclosures must be recorded in the minutes of the meeting. After disclosing the conflict, the Board member:
- (a) must not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the meeting);
 - (b) may, if the meeting is open to the public, remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - (c) must, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - (d) must not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.
- (4.5) Where a conflict of interest is discovered after consideration of a matter, the conflict must be disclosed to the Board and appropriately recorded at first opportunity. If the Board determines that member in conflict influenced the decision of the matter, the Board shall re-examine the matter and may rescind, vary, or confirm its decision.

Section 5: Determining Conflicts of Interest

- (5.1) Where a conflict of interest has been identified to the Board Chair pursuant to Part III Sections 4.2 or 4.3 of this By-Law, unless the Board Chair and the conflicted Board member agree that a conflict of interest exists, the Board must determine by majority vote whether or not a conflict of interest exists. Prior to the vote, the Board must be provided with information regarding the nature of the conflict and the relevant Board member must be given an opportunity to provide their perspective on whether or not a conflict of interest exists.



- (5.2) All Board members determined to be in a conflict of interest must comply with Part III, Section 4.4 of this By-Law.
- (5.3) If a Board member does not agree with the determination of the Board, they shall comply with Part III, Section 4.4 nonetheless, and the Board and the Board member may engage the provisions of Part IV, Section 2.1.

Section 6: Activities with Outside Businesses or Other Organizations

- (6.1) Board members must disclose conflicting outside business activities at the time they join the Board.
- (6.2) Board members must not hold a private interest, or hold or accept a position as an officer or director in an organization in a material relationship with the College, where by virtue of the Board member's position in the College, the Board member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the College, unless that interest has been fully disclosed in writing to the College and the Board member complies with this By-Law and any conflict management plan stipulated by the Board Chair.

Section 7: Confidential Information

- (7.1) Board members must not, either during or following their term on the Board, disclose confidential information to any person unless authorized.
- (7.2) Board members must never use confidential information gained by virtue of their association with the College for any purpose other than an authorized College purpose.
- (7.3) If a Board member is uncertain whether information is confidential, the member must seek guidance from the Board Chair.

Section 8: Investment Activity

- (8.1) Board members must not, either directly or through related persons, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at the College which could reasonably affect the value of such securities.

Section 9: Outside Employment or Association

- (9.1) A Board member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the College's interests must discuss the implications of accepting such a position with the Board Chair. Acceptance of such a position may require the member's resignation from the Board.



Section 10: Entertainment, Gifts and Favours

- (10.1) Board members and their related persons must not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the College. Any person or entity offering such inducement must be asked to cease.
- (10.2) Board members must not offer or solicit entertainment, gifts or favours in order to secure preferential treatment for themselves or the College.
- (10.3) Board members must not under any circumstances offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Board member experiencing or witnessing such an offer should report the incident to the Board Chair immediately.
- (10.4) Board members must not accept or offer gifts or entertainment valued in excess of \$200 and may only do so where such practices are common exchanges to established business relationships for the College. An exchange of such gifts should create no sense of obligation on the part of the Board member.
- (10.5) Gifts valued in excess of \$200 received by a Board member should be returned.
- (10.6) Full and immediate disclosure to the Board Chair of borderline situations shall be construed as good-faith compliance with this By-Law.

Section 11: Use of the College's Property

- (11.1) Board members may only use property owned by the College for personal purposes, or purchase property from the College, at the same cost and through the same processes available to the general public.
- (11.2) Notwithstanding, Part III, Section 11.1 of this By-Law, a Board member should not purchase property owned by the College if that Board member is involved in an official capacity in some aspect of the sale or purchase.

IV. Compliance with this By-Law**Section 1: Responsibility of Board Members**

- (1.1) Board members should attend a new Board member orientation session prior to their first Board meeting and must do so within 60 days of the commencement of their term.
- (1.2) Prior to their first Board meeting, Board members shall be required to swear, sign and date the Oath of Office in the form attached as Appendix A. The Board Chair, or their delegate, shall administer the Oath of Office.
- (1.3) Notwithstanding the requirements in Part IV, Section 1.1, a Board member who has not yet attended a new Board member orientation session shall be permitted to vote and otherwise participate in a Board meeting as a Board member, provided that the Board Chair is satisfied that the Board member has made reasonable efforts to fulfil the requirements in Part IV, Section 1.1 and has sworn the Oath in Part IV, Section 1.2.



- (1.4) Once a Board member has completed the requirements in Part IV, Sections 1.1 and 1.2, and attended a minimum of one Board meeting, the Board member shall become eligible to receive the honorarium for serving as a Board member.
- (1.5) Annually, Board members must review and agree to comply with this By-Law and complete a conflict of interest declaration in the form attached as Appendix A. In addition, upon becoming aware of a conflict of interest, Board members must update their conflict of interest declarations.
- (1.6) Any Board member who knows or suspects a breach of this By-Law must report it to the Board Chair.

Section 2: Dispute Resolution

- (2.1) If the Board has exhausted all possible means of resolving a conflict of interest declaration and the Board member(s) in question and the Board are still at an impasse, then the matter will be referred to a single adjudicator and resolved in accordance with the following process:
 - (a) The Board shall identify and retain an external adjudicator within 7 days of the request for adjudication, such request either being made by the Board, by resolution, or the relevant Board member(s).
 - (b) Within 7 days of retaining the adjudicator, the Board shall submit a written report of no more than 10 pages to the adjudicator and a copy to the Board member(s) in question, documenting the nature of the perceived conflict, and the background leading to the impasse.
 - (c) The Board member(s) perceived to be in conflict shall submit a written report of no more than 10 pages to the adjudicator and a copy to the Board within 7 days of the submission of the Board's report, setting out the nature of the perceived conflict, their rationale for not being in conflict, and the background leading to the impasse.
 - (d) The adjudicator shall review the documentation, gather any other additional information required to make an informed decision, and provide the Board and the relevant Board member with a determination on the declaration of conflict of interest in keeping with this By-Law within two weeks of receiving the Board member's report, or may, if further review is necessary, request an extension from the parties involved.
 - (e) The finding of the adjudicator will be final.
 - (f) Except as set out in this Section, the adjudicator will apply the procedural rules established for domestic commercial arbitration rules by the British Columbia International Commercial Arbitration Centre.
 - (g) The reasonable costs of the adjudicator will be the responsibility of the Board.



Section 3: Sanctions for Breach of this By-Law

- (3.1) If a Board member contravenes any provision of this By-Law, the Board may impose one or more of the following sanctions:
- (a) issue a letter of reprimand describing the nature and extent of the conflict of interest and any sanctions recommended or actions taken by the Board;
 - (b) for elected Board members, make a recommendation that the Board member resigns from the Board; or
 - (c) pass a resolution (on a vote of at least two-thirds majority of the Board) providing the Lieutenant Governor in Council with the authority to remove a Board member for cause.



Appendix A

**LANGARA COLLEGE
BOARD OF GOVERNORS**

**Oath of Office, Code of Conduct Agreement
and Conflict of Interest Declaration for Board Members**

Oath of Office: I have read and understood the Langara College Code of Conduct and Conflict of Interest By-Law. I sincerely promise and agree that I will impartially, faithfully and to the best of my ability, execute the duties and responsibilities as a member of the Board of Governors of Langara College. I agree to conscientiously attend Board meetings and any ongoing professional development as may be recommended by the Board from time to time.

I, _____, declare that after due consideration and that to the best of my knowledge:

I do not have any actual, potential or perceived conflicts of interest.

My related persons do not have any actual, potential or perceived conflicts of interest.

Initial

OR

An actual, potential or perceived conflict of interest may arise because of:

I agree to comply with the Code of Conduct and Conflict of Interest By-Law and promptly provide an updated Conflict of Interest Declaration annually and as may be required by changed circumstances.

Signature

Date

Name of Board Member

