



Douglas College

**Title:** MEMBERS' CODE OF CONDUCT (ETHICS AND CONFLICT OF INTEREST)  
**Approved By:** College Board  
**Effective Date:** April 14, 1983  
**Revised:** September 18, 2008  
**Bylaw No.:** 83-3 (A3)

---

The purpose of this document is to set out minimum standards of ethical conduct expected of all Board members while maintaining, to the extent possible, their ability to exercise their rights and responsibilities as members of the Board.

College Board members are expected to demonstrate high standards of personal and professional conduct to maintain public confidence in their actions and their organizations. These standards include the need to avoid conflicts of interest.

## **ETHICAL CONDUCT**

### **Compliance With the Law**

1. Board members should act at all times in full compliance with both the letter and spirit of all applicable laws.

### **General Ethical Character and Behaviour**

2. Board members should behave, and be perceived, as ethical people. Integrity, honesty, and trust are essential elements of the organization's success.

### **Specific Ethical Obligations**

3. Each Board member shall:
  - (a) Debate and seek out alternative perspectives on all issues coming to the Board to the maximum extent possible. This should occur at all Board meetings.
  - (b) Commit to monitor the financial reports in a manner that is more than just compliant.
  - (c) Balance the short-term and long-term consequences of his or her decisions.
  - (d) Exercise independent judgement and appropriate due diligence. It is no longer good enough to rely on provided information only (e.g. through forums at the College, community connections).

### **CONFLICT OF INTEREST**

#### **Definition of Conflict of Interest**

4. A conflict of interest arises when a Member's other interests may put into question the independence, impartiality and objectiveness that a Member is obliged to exercise in the performance of his or her duties. A conflict of interest may be real, potential, deemed or perceived, and it may involve a financial or non-financial interest.
5. A conflict of interest does not exist where:
  - (a) A Member has or may have an interest in common with many other people;
  - (b) A Member has or may have an interest that is remote or insignificant;
6. A conflict of interest is deemed to exist where a Member is or becomes a member of the executive of a Douglas College union or bargaining unit or a member of a Douglas College bargaining committee, and the Board is considering labour relations or compensation matters involving that union, bargaining unit or bargaining committee.

#### **Responsibility of Member to Disclose Own Conflict of Interest**

7. It is the responsibility of a Member to identify a conflict of interest to the Chair of the Board in writing, or verbally at a Board meeting if the conflict of interest arises without notice.

8. A Member who has a conflict of interest in relation to an issue must declare this prior to Board discussion or other consideration of that issue wherever possible.

#### **Obligation of Board Chair to Notify Board of Disclosure**

9. When a Member has disclosed a conflict of interest under section 7 or 8, the Chair of the Board must notify all other Members of the disclosure prior to the next Board meeting, or if that is not practicable, prior to Board consideration of the matter in which the conflict of interest has been identified.

#### **Responsibility of Members to Identify Conflicts of Interest of Other Members**

10. If the Chair of the Board or any other Member believes another Board member to have a conflict of interest, the Chair of the Board or other Member must identify the conflict of interest to the rest of the Board.

#### **Process for Determining Existence of Conflict of Interest**

11. Where there is disagreement among Members about the existence of a conflict of interest identified under section 10, the Board shall hold a vote to resolve the matter. With the Member believed to be in conflict refraining from voting, the Board shall determine by majority vote whether a conflict of interest, as defined in sections 4 through 6, exists. If a Member is declared by majority vote to be in a conflict of interest, the Member is deemed to be in a conflict of interest.

#### **Conduct of Member Following Declaration or Determination of Conflict of Interest**

12. Following a disclosure of conflict of interest by a Member under section 7, or a finding of conflict of interest under section 11, the Member must absent himself/herself from the proceedings during any consideration of the matter in which the conflict of interest exists. "Consideration" includes discussion, debate and voting.

## **GENERAL**

### **Obligation to Report Violations of Code of Conduct**

13. A Board member who becomes aware of a violation or suspected violation of this code of conduct has an obligation to report the violation or suspected violation to the Board Chair.

### **Guidance from Board Chair or President**

14. Any Board member with a concern about standards of ethical behaviour may seek guidance from the Board Chair or the President.

### **Oath of Office**

15. Each member will take an Oath of Office to be sworn or affirmed, signed, and dated, before the Board at the commencement of the Member's first meeting with the Board. The Board Chair will administer the Oath of Office.

Original signed by:  
Board Chair  
President

## OATH OF OFFICE

I, \_\_\_\_\_, sincerely promise and swear (or affirm) that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Douglas College. I have read and agree to abide by the Members' Code of Conduct (Ethics and Conflict of Interest).

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Date