



MARIANOPOLIS
COLLEGE

CODE OF ETHICS
AND PROFESSIONAL CONDUCT
FOR MEMBERS OF THE
BOARD OF GOVERNORS

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CODE OF ETHICS AND PROFESSIONAL CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS

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The use of the male pronoun within this Policy is to facilitate reading only and should be interpreted as referring to either male or female.

ARTICLE 1 – GENERAL PROVISIONS

1.1 Preamble

The rules of ethics and professional conduct stated in this document are in conformity with the *Act respecting the Ministère du Conseil exécutif*, R.S.Q. chapter M-30 and other legislative provisions as regards standards of ethics and professional conduct.

1.2 Definitions

In the present Policy, the following expressions mean:

1.2.1 BOARD MEMBER: A member of the Board of Directors of the College including a Staff Board Member.

1.2.2 STAFF BOARD MEMBER: The Director General, the Academic Dean as well as two members of faculty and two staff members of the Board of Directors.

1.2.3 POLICY/CODE: This Policy concerning the Code of Ethics and Professional Conduct for the Members of the Board of Directors.

1.2.4 COLLEGE Marianopolis College.

1.2.5 INTEREST: Something which matters is useful or advantageous.

1.3 Intent

The intent of the Policy is to establish rules of ethics and professional conduct governing Board Members in order to:

- a) ensure public confidence in the integrity, objectivity and transparency of the Board of Directors;
- b) allow Board Members to exercise their mandate and carry out their duties and obligations with confidence, independence and objectivity for the better realization of the College mission.

1.4 Scope

This Policy applies to Board Members and, in the case of Article 2.3, to former members of the Board of Directors of the College.

ARTICLE 2 – DUTIES AND OBLIGATIONS OF BOARD MEMBERS

2.1 General

Board Members carry out their duties with independence, integrity and good faith in the best interests of the College and for the realization of its mission. They shall act with prudence, diligence, honesty, loyalty and assiduity as would any reasonable and responsible person in similar circumstances.

2.2 Duties and Obligations While in Office

In the fulfillment of their obligations, Board Members shall:

- a) respect the obligations laid down in the General and Vocational Colleges Act, R.S.Q. chapter C-29, the Act Respecting Private Education, R.S.Q. chapter E 9.1A, the Act to Incorporate Marianopolis College and by-laws, and act within the limits of the College's powers, a copy of each being attached hereto as Appendix A;
- b) avoid placing themselves in situations that constitute a conflict between their personal interest, or that of the group or person who elected or nominated them and their duties and obligations as Board Members;
- c) be guarded in their comments, avoid attacks on other people's reputations and treat other Board Members with respect;
- d) not use College goods for their benefit nor for the benefit of others;
- e) not divulge nor use privileged or confidential information obtained in the fulfillment of their duties as Board Members for their benefit nor for the benefit of others;
- f) not abuse their powers or use unduly their position to gain a personal benefit;
- g) not directly or indirectly grant, solicit or accept undue favours or advantages for themselves or other persons;
- h) not accept a gift, a mark of appreciation or other advantages other than those customarily granted and of nominal value.

2.3 Duties and Obligations after Leaving Office

In the year following the termination of their mandate, former Board Members shall:

- a) act in such a manner so as not to take any undue advantage of their former position on the Board of Directors;
- b) not act on their own behalf or on behalf of others with respect to a process, a negotiation or any other operation to which the College may be a party to. This rule does not apply to Staff Board Members with regard to their working conditions;
- c) not use confidential or privileged information about the College for personal gain nor give advice based on information not available to the general public.

ARTICLE 3 – REMUNERATION

Board Members are not entitled to any remuneration for the carrying out of their duties as Board Members. Also, they shall not receive any remuneration from the College other than the reimbursement of expenses authorized by the Board of Directors.

The above stipulation shall not prevent Staff Board Members from receiving their salary and other advantages foreseen in their working conditions.

ARTICLE 4 – CONFLICTS OF INTEREST

4.1 Intent

The following rules are meant to assist Board Members in their understanding of conflict of interest situations and establish administrative procedures for Board Members in a conflict of interest situation with the view of best serving the interest of the College.

4.2 Conflict of Interest Situations

- a) A conflict of interest exists in any situation, whether real, potential or perceived that, by objective standards, is of a nature to compromise or likely to compromise a Board Member's independence and impartiality, attributes necessary to the role of director, or in a situation where a Board Member uses, or seeks to use, the position of director to receive an undue advantage for himself or seeks to acquire such an advantage for a third party.
- b) Without restricting the meaning of Article 4.2 a), the following examples are or can be viewed as conflict of interest situations:
 - a situation where a Board Member has a direct or indirect vested interest in a deliberation of the Board of Directors;

- a situation where a Board Member has a direct or indirect vested interest in a contract or contract proposal with the College;
- a situation where a Board Member, directly or indirectly, would personally benefit from a decision of the College;
- a situation where a Board Member accepts a gift or benefit from a business enterprise which deals, or is likely to deal, with the College, with the exception of customary gifts of nominal value.

4.3 **Situations Constituting a Conflict of Interest for Staff Board Members**

In addition to the situations outlined in Article 4.2, a Staff Board Member is in a conflict of interest in the cases defined in Articles 12 and 20.1 of the General and Vocational Colleges Act.

4.4 **Disclosure of Interests**

Within thirty (30) days following the coming into effect of this Policy, or within the thirty (30) days following nomination, Board Members shall submit to the Chair of the Board a written declaration of their interests in organizations which, to the best of their knowledge, have done or are doing business with the College and disclose, if applicable, any inherent conflict of interest, whether real, potential or perceived. This declaration shall be revised and updated annually by the Board Members. Similarly, the Chair of the Board shall provide such written declaration.

Furthermore, Board Members shall disclose any situation constituting a conflict of interest in the manner and situations outlined in the first paragraph of Article 12 of the General and Vocational Colleges Act.

4.5 **Restrictions**

Board Members in a real or perceived conflict of interest situation with regard to an agenda item under discussion, whether under this Policy or by virtue of a situation set out in Article 12 or 20.1 of the General and Vocational Colleges Act shall withdraw from the room and allow deliberation and voting to take place in their absence and in complete confidentiality.

4.6 **The Role of the Chair**

The Chair is responsible for the smooth running of Board meetings. This person shall decide on any question concerning the right to vote at a Board meeting. In the case of a challenge on the right to vote on a resolution, the Chair shall hear the representations from Board Members on this issue and make a decision on the right to vote. The Chair has the power to intervene and order a Board

Member to refrain from voting and to withdraw from the room during the deliberation and vote. The decision of the Chair is final. Where the Chair's right to vote on a resolution is challenged, the issue shall be submitted to a majority vote of the Board members present who shall also have the right to withdraw the Chair from the room during the deliberation and vote. In such case, the decision of the Board Members is final and binding.

ARTICLE 5 – ADMINISTRATION OF THE POLICY

5.1 The Role of Professional Conduct Counsellor

The Coordinator of Human Resources or any other person designated by the Board of Directors shall act as Professional Conduct Counsellor. This person is responsible for:

- a) informing Board Members of the provisions of the Policy and on its application;
- b) advising Board Members on matters concerning ethics and professional conduct;
- c) investigating allegations of irregularity with respect to the Policy and reporting findings to the Board of Directors;
- d) publishing the Policy in the College's annual report and the other information prescribed by law.

5.2 Disciplinary Committee and Sanctions

- a) the Professional Conduct Counsellor shall notify the Board of Directors of any complaints or of any other irregular situation foreseen in the Policy and report the results of the investigation in the matter;
- b) the Board of Directors, or a committee set up for that purpose by the Board of Directors, shall act as the disciplinary committee and decide on the validity of the infraction and, if warranted, determine the sanction to be imposed;
- c) the disciplinary committee shall notify the Board Member, in writing, of the alleged infraction(s). Also, the Board Member shall be informed of a 30-day delay to submit, in writing to the committee, personal comments on the alleged infraction(s) and sanction and of the possibility of meeting the members of the committee, if requested;

- d) in the case of an urgent situation requiring immediate action, or in the case of a serious offense, the Chair may relieve provisionally a person from office;
- e) if the disciplinary committee concludes that a Board Member has contravened the law or this Policy, it shall impose the appropriate sanction. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.

ARTICLE 6 – EFFECTIVE DATE

The Code of Ethics and Professional Conduct comes into effect on February 27, 2006.