

BOARD POLICY

POLICY TYPE:	Governance Process
POLICY TITLE:	Board Members' Code of Conduct
EFFECTIVE DATE:	May 2010
REVISION DATE:	February 2019
RENEWAL DATE:	February 2022

1. Background

The Board Job Description and the Board Members' Code of Conduct are closely linked. The Board Job Description identifies the expectations of the Governor and the Code of Conduct describes how these responsibilities should be performed.

1.1. Applicable Legislation

1.1.1. Conflict of Interest

The purpose of the Minister's Binding Policy Directive on Conflict of Interest is to enable a college board of governors to assist an individual board member in determining when his or her membership on the board has the potential to be used for personal or private benefit, financial or otherwise; and is intended to protect the integrity and ethical standards of college boards and, as importantly, protect the integrity of a board member who may face a conflict of interest.

1.1.2. Breach of Conduct

Ontario Regulation 34/03 Subsection 6 states every board of governors shall establish a by-law that sets out the reasons for removing a member from the board and the procedure that is to be followed in removing such a member.

1.2. Durham College By-law No. 1

- a) [Section 10](#) outlines the Powers of the Board.
- b) [Section 19](#) aligns with this regulation and states the grounds for removal of a member of the Board, in consideration of potential misconduct.
- c) [Section 25](#) defines and outlines procedures regarding Conflict of Interest.

2. Policy statements

- 2.1. Each member of the Board of Governors will exhibit ethical and professional conduct at meetings of the Board of Governors and at any other place that may reflect on the Board as a whole.
- 2.2. Accordingly, the Board, and each individual Governor if applicable, shall:
 - 2.2.1. Comply with the fiduciary duties of a Governor of the College, to act honestly, in good faith and in the best interest of the College.
 - 2.2.2. Ensure respect of roles and respect for democratic processes, and respect decisions of the Board as a whole.
 - 2.2.3. Comply with the Minister's Binding Policy Directive on Conflict of Interest in particular and the common law duty regarding conflict of interest in general, acting in the utmost good faith in the interests of the College and the communities it is to serve, without regard to personal or financial interests or other benefit.
 - 2.2.4. Comply with the policy relating to Board-President Relationship that recognizes authority is vested in the Board and individual Governors have no authority to direct the resources or affairs of the College.
 - 2.2.5. Cultivate a sense of group responsibility, utilizing the experience and expertise of individual Governors to enhance the function of the Board as a whole.
 - 2.2.6. Respect the strengths and differences of others, encouraging productive contribution of all viewpoints and sharing of information in frank and open discussion.
 - 2.2.7. Maintain confidentiality of privileged information.
 - 2.2.8. Recognize the Board chair as the spokesperson who will communicate Board stated positions and decisions, represent and speak on behalf of the Board when official representation is required.

3. Monitoring

The Board of Governors will conduct an annual self-assessment of their performance which includes components of the Code of Conduct. The annual survey is issued to all Board members by June of each year.

4. Related legislation, Minister's Binding Policy Directives and other documents

- DC-UOIT Joint Board Procedure Appointment of Co-Populous Members
- Minister's Binding Policy Directive – Conflict of Interest
- Student, Employee, Client and Visitor Treatment Policy