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* ("the *Act*") requires that in carrying out the objectives of the College, members of the Board must 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 obligations to the College arising from the common law, the *Act*, or any other applicable legislation or College policy.

This By-Law establishes the minimum standards of ethical conduct expected of all Board members of the College. It explains conflicts of interest and sets out the process for identifying and disclosing conflicts of interest. As section 19(5)(c)(ii) of the *Act* requires the Board to make bylaws establishing the duties of Board members in conflict of interest situations, this By-Law discharges the Board's statutory obligations in that regard.

II. Definitions

In this By-Law:

"**Board**" means the Langara College Board of Governors, as defined in the *College and Institute Act.*

"**Board Chair**" means the Chair of the College's Board of Governors, as defined in the *College and Institute Act.*

"**Board member**" means an individual appointed, elected, or serving ex officio as a member of the Board of Governors, as defined in the *College and Institute Act.*

"**Chair of the Governance and Nominating Committee**" means the Board member who chairs the Governance and Nominating Committee.

"**College**" means Langara College.

"**confidential information**" means proprietary, technical, business, financial, legal, or any other information about the business and affairs of the College which is not known to the public and which a person learns as a result of their being a Board member.

"**conflict of interest**" means a situation where a Board member's private interests may call 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 benefiting a Board member or related person, but does not include an interest held in common with members of the public or which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Board member in the performance of their duties to the College.

"**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.

"**representative group**" has the meaning provided for in the *Act* and means (i) a bargaining agent for faculty members or for support staff or (ii) a student society for whom mandatory fees are levied.

III. Code of Conduct

Section 1: Guiding Principles

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 consistent with the anti-discrimination prohibitions in the *British Columbia Human Rights Code*.

(1.4) ***Confidentiality:*** to preserve, at all times during and after their term as a Board member, 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, as set out in Policy 485 Media Relations. Without limiting the foregoing, only the Board Chair, and their designates, are authorized to speak on behalf of the Board and only the President and CEO, and their designates, are authorized to speak on behalf of the entire College.

(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 Board 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, including circumstances which could be reputationally harmful to the Board, the College, or the provincial government.

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.

(2.3) Board members are expected to be sufficiently familiar with any legislation that applies to their position as a Board member, 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) 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) All Board members are required to be diligent in identifying and declaring any conflicts of interest, recusing themselves in accordance with this By-Law, and complying with any applicable mitigation strategies as determined by the Board Chair.

(a) An "actual conflict of interest" exists where a Board member exercises an official power or performs an official duty or function and knows, or ought reasonably to know, 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 Board member's duty or function or in the exercise of power and the Board 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 an actual or potential conflict of interest exists on the part of the Board 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 is not considered a conflict of interest, except as outlined below. A potential conflict of interest could, however, reasonably be considered to exist in the following situations:

(a) when deliberations and decisions directly affecting a specific instructional program occur, a Board member will be in a conflict of interest if they, or a related person, are enrolled in or employed in that program.

(b) when deliberations and decisions related to collective bargaining and labour relations occur, any Board member will be in a conflict of interest if they, or any of their related persons, are employed in a bargaining unit at the College. Further, a

Board member will be in a conflict if a related person holds a position at another post-secondary institution and if that related person, or their institution, could be seen to benefit from the disclosure of information about this subject matter.

(c) when deliberations and decisions related to labour disputes regarding faculty and support staff occur, any Board member employed in a bargaining unit at the College will be in a conflict of interest if they:
  (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 such disputes; or
  (iii) are involved, in relation to such disputes, in any deliberations, decision-making, or implementation of any decisions by or on behalf of a bargaining agent representing faculty or support staff.

(d) when deliberations and decisions occur which are related to any matter about which the interests of the College and one or more representative groups are fundamentally in conflict with each other, a Board member will be in a conflict of interest if they are also a director or officer, or otherwise in a position of leadership, with an affected representative group.

(3.3) For greater certainty, a student Board member is not presumed to be in a conflict of interest when voting on matters related to tuition or other mandatory fees generally. However, any Board member will be in a conflict where the question before the Board explicitly relates to a specific instructional program in which the Board member, or a related person, is enrolled or intends to be enrolled.

(3.4) In addition to a Board member's duty to avoid conflicts of interest with respect to "related persons" as defined in this By-Law, all Board members should strive to avoid the appearance of conflict or preferential treatment in relation to close personal friends, business and professional associates, romantic partners, former employers, political or social affiliations, and family members not otherwise falling within the definition of "related persons."

(3.5) Conflicts of interest are not limited to formal decisions and deliberations at meetings of the Board and its committees. As set out elsewhere in this By-Law, potential conflicts may also include divulging confidential information, improperly seeking to influence a decision in spite of a known conflict, and attempting to use one's position as a Board member to further a private 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, they 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.

(4.4) A Board member must disclose the nature and extent of any conflict at the first meeting of the Board or Committee 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 Board 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 the earliest opportunity. The discovery of a conflict of interest after the fact does not, in and of itself, cause a decision to be invalidated.

(4.6) In relation to any Board decision for which an undisclosed conflict of interest was discovered after the fact, the Board may assess the extent to which its decision was influenced by any Board members in conflict and may, acting reasonably and in compliance with any applicable laws, rescind or vary its original 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 and the conflicted Board member does not agree with the Board Chair's initial determination that a conflict 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. Any deliberations and decisions pursuant to this Section shall occur *in camera*.

(5.2) Any Board member 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 dispute resolution 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, knowingly 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 is considering accepting 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, preferably prior to accepting the position. 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 who becomes aware of such misconduct, whether or not the exchange has occurred yet, 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 $250. Gifts and entertainment shall only be accepted or offered by a Board member in normal exchanges common 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 $250 received by a Board member or related person should be returned and the matter should be reported to the Board Chair.
(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 student Board member or appointed 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 reasonably believes that a breach of this By-Law may have occurred, or may occur, 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 Vancouver International 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 as applicable:

- (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 and the Education Council chair, make a recommendation that the Board member resigns from the Board;
- (c) for appointed Board members, make a recommendation that the Board member resigns from the Board and request that the Lieutenant Governor in Council rescinds the Board member's appointment;
- (d) remove the Board member from any Board committees, or analogous appointments made by the Board, and prohibit the Board member from attending Committee meetings;
- (e) pass a motion of censure, said censure to be recorded in the published minutes of the Board; or
- (f) if the Board is satisfied that the person should be removed for just cause, pass a resolution (on a vote of at least two-thirds majority) requesting the Lieutenant Governor in Council to remove an elected or appointed Board member from the Board.

V. Administering this By-Law

Section 1: Board Chair and Board members

(1.1) The Board Chair is responsible for fostering a culture of high ethical standards amongst Board members and discharging the duties required by this By-Law.

(1.2) Each Board member is required to comply with the terms of any mitigation strategies developed to address any persistent or recurring conflicts of interest involving that Board member.

(1.3) In relation to any conflicts of interest involving the Board Chair, this By-Law shall be construed as if the Chair of the Governance and Nominating Committee had each of the powers, duties, and responsibilities otherwise assigned to the Board Chair under this By-Law.

(1.4) In relation to any conflicts of interest involving both the Board Chair and the Chair of the Governance and Nominating Committee, another Board member serving on the Board Coordinating Committee shall volunteer to administer this By-Law for the purposes of such conflicts.

Section 2: Delegation to the Governance and Nominating Committee

The following matters are delegated to the Governance and Nominating Committee:

(1.1) Reviewing and amending the conflict of interest declaration forms in Appendix A of this By-Law; and

(1.2) Interpreting, at the request of the Board Chair or the Board, any provision of this By-Law.

Section 3: Review Date

(1.1) A review of this By-Law should be undertaken annually.

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:

	Initial
I do not have any actual, potential or perceived conflicts of interest that would prevent me from serving on the Langara College Board of Governors.	
My related persons do not have any actual, potential or perceived conflicts of interest that would prevent me from serving on the Langara College Board of Governors.	

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

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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