



BOARD CODE OF CONDUCT

Category:	BOARD GOVERNANCE
Policy Number:	BG-6
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Objective:	Members of the Board of Governors are expected to conduct themselves with personal integrity, ethics, honesty and diligence in performing their duties for the College. Board members are required to support and advance the interests of the College and avoid placing themselves in situations where their personal interests actually or potentially conflict with the interests of the College. The Code is intended to officially identify general standards of ethical conduct for all members, and to ensure that the private interests of any board member do not conflict, or appear to conflict, with their duties and responsibilities at Olds College. The policy, therefore, defines and addresses potential, actual and apparent conflicts of interest to avoid, prevent, reduce, and respond to incidents of conflict. The Code adheres to the principles of Protected Disclosure regarding employees, as defined in Part 4 and the entirety of Section 24 of the <i>Public Interest Disclosure (Whistleblower Protection) Act (PIDA)</i>, 2012.
Definitions:	The Act: <i>Public Interest Disclosure (Whistleblower Protection) Act (PIDA)</i>, 2012 Board: the Board of Governors of Olds College Board Chair: the individual appointed to the role by the Government of Alberta to the Board of Governors of Olds College. Board Member or Member: anyone appointed by the Government of Alberta to the Board of Governors of Olds College. Code: this Code of Conduct, as amended from time to time. College: Olds College of Agriculture & Technology Concurrent Employment: any appointment, business, undertaking or employment, including self-employment, other than the appointment, business, undertaking, or employment that is subject to the Conflicts of Interest Act (Board appointment) that conflict, or appear to conflict, with their duties and responsibilities at Olds College. Conflict of Interest: refers to a situation in which private interests or personal considerations may affect a member's judgment in acting in the best interests of the College. It includes using a member's position, confidential information or College time, material or facilities for private gain or advancement, or the expectation of private gain or advancement. A conflict may also occur when an interest benefits the member, the member's immediate family or the member's direct associate. Discrimination: a distinction, whether intentional or not, which is related to certain personal characteristics and which imposes a burden, disadvantage or limits access to opportunities in some way. Harassment: any single incident or repeated incidents of objectionable or unwelcome conduct, comment, bullying or action by a person that the person



Policy:

knows or ought reasonably to know will or would cause offense or humiliation to another individual, or adversely affects the worker's health and safety.

Private Interest: a private interest is one that benefits you, personally, or one directly associated with you.

Protected Disclosure: employees are protected from employer reprisal if the employee discloses, or seeks advice about disclosing, anything in accordance with the Act, including a dismissal, layoff, suspension, demotion or transfer, discontinuation or elimination of a job, change of job location, reduction of wages, change in hours of work or reprimand; any measure other than those aforementioned that adversely affect the member's employment or working conditions; or any threat of any of the measures mentioned above.

1.	POLICY STATEMENT AND APPLICATION OF THE CODE OF CONDUCT The Code applies to members of the Board of Governors and the Board Chair.	
1.1	The College expects that all members will pursue high standards of personal conduct while on the College campus or when participating in College organized or sanctioned events. The Board reserves the right to apply the Code and policy to conduct off the campus where there is a real and substantial link to the College and where the conduct:	
	1.1.1	Gives rise to a reasonable belief that the member's behavior posed a substantial danger to themselves or others in the College community;
	1.1.2	Gives rise to a reasonable belief that the behavior of the member could adversely affect the College's interests, reputation or graduates' credentials;
	1.1.3	Adversely impacts learning activities, working activities, living environments and business relations of the College.
1.2	The Code is intended not to override or derogate from but to complement the Board's regulations, policies, and procedures, as well as all College collective agreements and contracts, all laws and legal requirements, all professional codes with which members must comply and all individual rights, including academic freedoms. Where the Code conflicts with any of such formal and official rules, obligations and rights, reasonably and objectively construed, the latter shall prevail.	
1.3	As a publicly funded institution, the Board recognizes that the people of Alberta have a right to a public service which is conducted with impartiality and integrity. It is this special obligation to Albertans that demands that there not be, nor seem to be, any conflict between the private interests of members and their duty to the public. At the same time, it is recognized that members should enjoy the same rights in their private dealings as any other citizens, unless it can be demonstrated that a restriction is essential to the public interest.	



2.	SPECIFIC GUIDELINES In accordance with its purpose, the Code prescribes standards of ethical conduct in several categories, including: impartiality; acting in self-interest; conflicts of interest; acceptance of gifts; concurrent employment; conduct towards others; personal conduct; conduct toward property, College assets and records; conduct toward animals and awareness and College community responsibility. These standards of ethical conduct are enshrined in the policies and procedures of the Board of Governors. Members are expected to apply the following standards of ethical conduct to their personal conduct as follows:	
	2.1	Requirement to Act Impartially in Carrying out Duties All -members must carry out their duties with impartiality at all times by:
	2.1.1	Conducting themselves in an unbiased and neutral manner;
	2.1.2	Acting with integrity in all College dealings;
	2.1.3	Ensuring that their conduct does not conflict between their duties and any Private Interest.
	2.2	Acting in Self-Interest or Furthering Private Interests All members are prohibited from acting in self-interest or furthering their Private Interests by virtue of their position or through the carrying out of their duties, including by:
	2.2.1	Taking any and all reasonable steps to avoid situations in which they may be placed in a real or perceived Conflict of Interest between their Private Interests and the interests of the College;
	2.2.2	Avoiding using their position to advance their Private Interests;
	2.2.3	Avoiding, in the performance of their duties, providing preferential treatment to Direct Associates, relatives or friends or to a business, proprietorship, corporation or organization in which they or their relatives have an interest, financial or otherwise;
	2.2.4	Avoiding breaches of Policy G14: Nepotism.
	2.2.5	Having a shareholding interest in any private corporation (other than a corporation whose shares are publicly traded) which has a contract with the College under which money of the College is payable or may become payable, unless prior approval has been obtained from the Board Chair;
	2.2.6	Marketing to further a Private Interest the results of College-sponsored activities except where a written



		agreement has been reached with the College through the Board Chair.
	2.2.7	Using College facilities or resources to further a Private Interest unless authorized by the Board Chair or their designate. For the purposes of this Code, College facilities or resources include College personnel, physical facilities, equipment, assets, computers, materials and supplies.
The Board Chair is required to comply with Section 23.925 of the <i>Conflicts of Interest Act</i> and thus must not:		
	2.2.8	Take part in any decision in the course of carrying out their office or powers knowing that the decision might further a Private Interest of themselves, a Direct Associate, or an immediate family member;
	2.2.9	Use their office or powers to influence or seek to influence a decision to be made by or on behalf of the College to further their own Private Interest, the Private Interest of any Direct Associate or immediate family member, or to improperly further any other person's Private Interest;
	2.2.10	Use or communicate information not available to the general public that was gained by the person in the course of carrying out their office or powers to further or seek to further a Private Interest of the person or any other person's Private Interest;
	2.2.11	Fail to adequately or appropriately disclose a real or apparent Conflict of Interest, pursuant to Part 2.3 of this Code.
	2.3	Disclosure of Real and Apparent Conflicts of Interest All members are required to ensure that their conduct does not conflict between their duties to the College, and their own Private Interest. Where a member believes that they may be in a position of an existing or potential Conflict of Interest (whether actual or perceived), the responsibility for declaring the Conflict of Interest rests with the member in accordance with this section. An apparent Conflict of Interest exists if there is a reasonable perception, which a reasonably well informed person could properly have, that the member's ability to exercise their duties may be affected by their Private Interest.
	2.3.1	The member must provide written disclosure of any real or apparent Conflict of Interest to the Board Chair in advance of taking any action that may give rise to an actual or perceived Conflict of Interest, or immediately upon becoming aware of the potential or actual Conflict of Interest. The Board Chair will conduct an assessment of the situation, in accordance with this section.



	2.3.2	The member will refrain from any further participation in any potential or actual Conflict of Interest situation pending the assessment of the Chair.
	2.3.3	The Board Chair will engage in an assessment of the Conflict of Interest to determine what further steps should be taken. The assessment should include the following:
	2.3.3.1	The Board Chair shall receive, review and notify the member of the assessment of the disclosure in writing. In conducting the assessment, the Board Chair may consult with the People & Culture department, as appropriate.
	2.3.3.2	In conducting the assessment, the Board Chair will delegate the disclosure to the Vice Chair should there be a Conflict of Interest for them. If both the Chair and Vice-Chair are in a conflict of interest, perceived or otherwise, the matter will be escalated to the attention of the Minister of Advanced Education.
	2.3.3.3	The person conducting the assessment will work with the member making the disclosure to ensure complete and thorough understanding of the situation.
	2.3.3.4	The Board Chair will ensure that all aspects of the submission and review comply with the <i>Freedom of Information and Protection of Privacy Act</i> and other legislation relevant to the activity.
	2.3.3.5	As a result of the disclosure and assessment, the person conducting the assessment may find: • There is no potential or actual Conflict of Interest and the member is free to proceed with the activity; • There is a potential for a real or perceived Conflict of Interest, but the activity serves the interests of the College and the activity can be managed in a way that is compliant with legislation, protects the integrity and reputation of the College, and would withstand the test of reasonable and independent scrutiny. In this case, a suitable method of monitoring and managing the allowed conflict will be determined and implemented before the member proceeds with the activity; or



		There is the potential for a Conflict of Interest and it is determined that the activity does not serve the interests of the College or the potential conflict cannot be managed in a way that would protect the integrity and reputation of the College or withstand the test of reasonable and independent scrutiny. In this case the activity will not be allowed and the member is not to proceed with the activity.
	2.3.3.6	If the Board Chair concludes that no conflict exists, the member may request a written statement to that effect.
	2.3.4	The term "Conflict of Interest" is defined above. Examples of what may constitute a Conflict of Interest may include, but not be limited to:
	2.3.4.1	A member has, or could be seen to have, used their concurrent employment and/or used their authority, knowledge or influence derived from their position at the College to benefit the member, a Direct Associate of the member, a member of the member's immediate family, a close personal contact such as a close friend of colleague, or an outside party including a business associate;
	2.3.4.2	A member enters into or is in a romantic, intimate or close personal relationship with a student or another Individual that could lead to actual or perceived favoritism or an imbalance of power;
	2.3.4.3	A member has a Private Interest which could be advanced by their role or duties at the College.
	2.3.5	Where a real or perceived conflict of interest is deemed to exist the conflict will be noted in the minutes and the Board member will be excused from the discussion and decision with respect to the matter.
	2.4	Restrictions Regarding Gifts
	2.4.1	Members shall not accept fees, gifts or other benefits that are connected directly or indirectly with the performance of their-Board position or duties, from any individual, organization, or corporation other than:



	2.4.1.1	The normal exchange of gifts between friends;
	2.4.1.2	The normal exchange of hospitality between persons doing business together;
	2.4.1.3	Tokens exchanged as part of protocol, including international protocol; or
	2.4.1.4	The normal presentation of gifts to persons participating in public functions, awards, speeches, lectures, presentations or seminars.
	2.4.2	Acceptance of cash or cash equivalents as a gift is prohibited.
	2.4.3	The value of a single tangible gift permitted by this section shall not exceed \$100. The total cumulative value of tangible gifts received from a single source in a calendar year shall not exceed \$250.
	2.4.4	The value of a single event invitation permitted by this section shall not exceed \$300. The total cumulative value of event invitations received from a single source in a calendar year shall not exceed \$500.
	2.4.5	Subject to the general restrictions set out in section 2.4.1 and the monetary limits set out in section 2.4.4, members may accept:
	2.4.5.1	Paid invitations to industry, civic, or community events where attendance at such events is considered key to establishing and maintaining positive donor relationships and community collaboration relationships for the College, provided that such activities are carried on in the best interests of the College and not for any private benefit; or
	2.4.5.2	Paid invitations for events where a large cross-section of people have been invited, provided that the invitation does not create a real or apparent conflict of interest.
	2.4.6	For the Board Chair, the value of a single event invitation from donors and friends of the institution shall not exceed \$1,000. The total cumulative value of event invitations received by the Board Chair from a single donor or friend of the institution in a calendar year shall not exceed \$1,500.
	2.4.7	Members may accept invitations to Conferences, Symposiums, and professional development workshops



		where admission, accommodation, airfare and other fees are paid, provided that such invitation:
	2.4.7.1	Is reasonable and customary in the academic or professional circumstances; and
	2.4.7.2	Is not actually nor reasonably could be perceived as being provided in exchange for a favor or advantage to the organizers of the Conference, Symposium or professional development workshop or to any other party.
	2.4.8	The value of a single invitation to a Conference, Symposium, or professional development workshop permitted under section 2.4.7 shall not exceed \$1,000 and the cumulative value of all such invitations received from a single source in a calendar year shall not exceed \$1,500. If the member receives an invitation to present at a Conference, Symposium, or professional development workshop, they may accept a single invitation worth up to \$3,000, and may accept up to two such invitations to present from a single source in a calendar year without special approval.
	2.4.9	If a member is unclear as to the valuation of a gift, event invitation, or other benefit, as to whether a gift, event invitation, or other benefit fits under one of the above exceptions or under which section a gift, event invitation, or other benefit is captured, the member shall seek assistance from the Board Chair.
	2.4.10	Any remuneration received by a member while representing the college at an external function, such as a Conference or Symposium, must be disclosed to the Board Chair and channeled to the College via the finance function.
	2.4.11	If a member is offered a gift in excess of any of the monetary limits set out above, the member may request in writing from the Board Chair special approval to accept the gift. Special approval shall be granted in writing, in accordance with the principles and provisions of the Code, and where acceptance of the gift would not create a real or apparent conflict of interest.
2.5	Restrictions Regarding Concurrent Employment	
	A member creates a Conflict of Interest when they accept outside employment or engage in outside activities which may interfere with the efficient performance of the member's duties or the inappropriate use of College time, material or resources.	



	2.5.1	Members may take supplementary employment, including self-employment, and participate in volunteer activities while they are on the Board unless such pursuits:
	2.5.1.1	Cause an actual or perceived Conflict of Interest;
	2.5.1.2	Are performed in such a way as to appear to be an official act or to represent a College opinion or policy;
	2.5.1.3	Interfere with Board duties; or
	2.5.1.4	Involve the use of College premises and equipment.
	2.5.2	Prior to participating in a volunteer activity where it appears or where the member believes a Conflict of Interest might arise, members must notify the Board Chair in writing about the nature of such volunteer activity.
	2.5.3	Prior to accepting any supplementary employment, members must notify the Board Chair in writing about the nature of such supplementary employment. The Board Chair will then review the supplementary employment for conflict of interest and advise in writing regarding approval, denial or put procedures in place to manage any conflict of interests.
	2.5.4	Members cannot accept additional compensation for duties performed in the course of their College responsibilities.
	2.5.5	Members must not allow the performance of their official duties to be influenced by offers of future employment or the anticipation of offers of future employment, nor may they use their position or College premises or equipment to solicit services as a private consultant.
	2.5.6	A member who holds a position as a board member on a community agency that deals with issues related to their work at the College should inform the Board Chair of the appointment. The College supports Individuals being involved in community based work where they will grow personally and/or professionally and/or where the College will benefit from such involvement. This includes volunteer work, board work (volunteer or paid) or committee involvement. If an appearance before a Committee, Council, Board, Commission, Organization, Association or any other agency could result in adverse consequences for the College, or represent a Conflict of Interest between the interests represented by the member and the interests of the College, the member must not



		participate. Members may however, exercise their rights as a citizen so long as it is clear that they are representing themselves as a private citizen and in no way represent the interests of the College.
	2.6	Confidentiality Members shall handle confidential information with the utmost care and integrity and shall not disclose, release or transmit confidential information except as specifically authorized. The responsibility for maintaining the confidentiality of information includes the responsibility of ensuring that the information is not directly or indirectly made available to unauthorized persons. All Individuals must adhere to the requirements of the <i>Freedom of Information and Protection of Privacy Act</i> .
	2.7	Compliance with Applicable Laws and Policies Members must not engage in any criminal activity and must comply with all relevant laws, regulations, policies and procedures.
3.	REQUIREMENTS OF BOARD MEMBERS	
	3.1	Attendance Board members are accountable to exercise the highest Duty of Care for the organization and, therefore, Board member attendance at Board of Governors meetings, education workshops and committee meetings is required. Should a Board member be unable to attend, or request to attend a meeting virtually, they must report this in advance to the Board Chair who will have the discretion to accept or reject the request on a case-by-case basis.
		3.1.1 If a Board member fails to attend two Board meetings within the year, the Chair will convene a meeting with the member.
	3.2	Board members are to:
	3.2.1	Be familiar with the incorporating documents, relevant legislation and regulations, by-laws and governing policies of the organization.
	3.2.2	Be familiar with the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
	3.2.2.1	Maintain the highest of ethical standards, integrity and impartiality in decision-making;
	3.2.2.2	Be fully prepared for Board deliberation through thorough review of the meeting agenda and associated documents;



		3.2.2.3	Make decisions based on the best interests of the organization regardless of personal or constituent positions on the matter;
		3.2.2.4	Support the legitimacy and authority of Board decisions, regardless of the member's personal position on the issue;
		3.2.2.5	Commit to effective governance through clear understanding of the role of governance and knowledge of the Olds College Governance Model policies and procedures.
	3.3	Demonstrate respect for the dignity and individuality of all persons by:	
		3.3.1	Promoting an environment that is free from any form of harassment or discrimination;
		3.3.2	Refusing to tolerate verbal or physical abuse or the threat of abuse;
		3.3.3	Confidential Information:
		3.3.3.1	<i>In-camera</i> information is confidential and must not be shared outside of the boardroom.
		3.3.3.2	Board members have a duty to safeguard confidential, proprietary, or personal information. It is expected that the material will be protected in a manner that is appropriate to the sensitivity of that material. It is each Board member's responsibility to take proper measures to safeguard Board information.
		3.3.4	Ensuring respectful communication and interaction with board members, Olds College administration and the internal and external community.
	3.4	Adherence to the Code of Conduct Board members are expected to:	
		3.4.1	Be proactive in self-reporting and reporting of possible breaches;
		3.4.2	Annually affirm in writing their understanding of, commitment to and compliance with the Code of Conduct.
4.	CODE OF CONDUCT VIOLATION AND RESOLUTION		



	4.1	Board Member	
	4.1.1	A real or apparent breach should be reported to the Chair within 30 days of its occurrence. The Board member who is the subject of the complaint (the “ respondent ”) will be advised in writing. The identity of the complainant will be kept confidential, unless required by law.	
	4.1.2	The Board Chair will review the complaint and complete an initial assessment to determine if the matter can be resolved collaboratively through openness and transparency.	
	4.1.2.1	Failing collaborative resolution, an investigation (either through internal or external means) will be initiated. The Board Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate). The respondent will be provided the opportunity to respond to the complaint before the initial assessment is completed.	
	4.1.2.2	Where an internal investigation is deemed appropriate, a Committee composed of the Board Chair, Vice-Chair and a public Board member will be convened to undertake the investigation. The Committee must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate).	
	4.1.2.3	Where the Board Chair is in conflict of interest the matter will be referred to the Vice-Chair. If both the Chair and Vice-Chair are in a conflict of interest, perceived or otherwise, the matter will be escalated to a Chair of a standing committee of the Board who will convene a committee composed of the Chairs of the standing committees to address the matter.	
	4.1.2.4	Where the Board is unable to resolve the matter within 60 days, it will be escalated to the attention of the Minister of Advanced Education.	
	4.1.3	When the investigation is complete, a written report will be prepared by the investigator. The written report will outline the findings, including whether or not the respondent breached this policy, made through the investigation. The Board Chair shall provide the full report to the Board of Governors at the <i>in-camera</i> session of the	



		next meeting. If the matter is escalated to the attention of the Minister of Advanced Education, the Minister shall also receive the investigation report.
	4.1.4	The respondent shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board.
	4.2	Board Chair
	4.2.1	A real or apparent breach concerning the Board Chair should be reported to the Vice Chair within 30 days of its occurrence. The Board Chair (the “ respondent ”) will be advised in writing. The identity of the complainant will be kept confidential, unless required by law.
	4.2.2	The Vice-Chair will review the complaint and complete an initial assessment to determine if the matter can be resolved collaboratively through openness and transparency. The Vice-Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate).
	4.2.2.1	Failing collaborative resolution, an investigation (either through internal or external means) will be initiated. The Vice-Chair must access confidential expert advice from the College’s Chief People and Culture Officer and legal counsel (as appropriate). The respondent will be provided the opportunity to respond to the complaint before the initial assessment is completed.
	4.2.2.2	Where an internal investigation is deemed appropriate, a Committee composed of the Vice-Chair and two Board members will be convened to undertake the investigation.
	4.2.2.3	If the Vice-Chair is in a conflict of interest, perceived or otherwise, the matter will be escalated to a Chair of a standing committee of the Board who will convene a committee composed of the Chairs of the standing committees to address the matter.
	4.2.2.4	Where the Board is unable to resolve the matter within 60 days, it will be escalated to the attention of the Minister of Advanced Education.



	4.2.3	When the investigation is complete, a written report will be prepared by the investigator. The written report will outline the findings, including whether or not the respondent breached this policy, made through the investigation. The Vice-Chair shall provide the full report to the Board of Governors at the next meeting.
	4.2.4	The respondent shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board.
	4.3	Timeliness The Board will take Code of Conduct matters seriously and will move toward resolution within 60 days following receipt of the complaint.
	4.4	Awareness and Board of Governors Responsibility
	4.4.1	All members will practice integrity through compliance with the Code of Conduct, Board and College policies and Provincial and Federal legislation by:
	4.4.1.1	Supporting others in adherence to the Code, Board and College policies and procedures and Provincial and Federal legislation;
	4.4.1.2	Seeking guidance from the persons to whom they are accountable in any case where there is a question about compliance with the Code, Board or College policy, and/or applicable Provincial and Federal legislation;
	4.4.1.3	Taking responsibility for learning how related Board and College policies and procedures and Provincial and Federal legislation apply to their situation.
	4.5	Media Relations and Public Statements All media inquiries and public statements are coordinated through the President's office. The Board Chair is the only member empowered to speak on behalf of the Board of Governors.
5.	GENERAL PROVISIONS	
	5.1	Coming into Force This Code will come into effect and be binding on all members immediately upon approval by the Ethics Commissioner. Until such time as this Code comes into effect, the previous Olds College Code of Conduct will apply.
	5.2	Implementation & Administrative Responsibility



		The Board Chair in conjunction with the head of People & Culture has implementation and administrative responsibility for this Code. This Code will be reviewed every three (3) years or as required by corresponding legislation.
	5.3	Reporting Responsibility The Board Chair is responsible for preparing and distributing an annual report to the Board of Governors which will cover a calendar year and be available no later than March 31st of the following year. The annual report will summarize the activities in administering this Policy and will provide information on the nature of complaints, problem solving, mediation activities, investigations and decisions involving remedies or discipline.
	5.4	Disclosure Requirements Where this Code requires a disclosure to be written, any form of writing is acceptable, including email communications or any other type of communication that is reduced to a written form.
<i>Conflicts of Interest Act, Criminal Code of Canada, Freedom of Information and Protection of Privacy Act, Post-Secondary Learning Act Public Interest Disclosure (Whistleblower Protection) Act (PIDA)</i>		
Annually		
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