

| CODE OF CONDUCT | | | |
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| Responsibility | Board of Governors | Policy Type | Governance |
| Compliance Review Schedule (24 months) | Next Review: June 2019 Last Review: June 2017 | Policy ID | GP-2 |
| Content Review Schedule (3 yrs) | Next Review: Sept. 2021 Last Review: Sept. 27, 2018 | Appendices | |

1. Policy Statement and Background

- 1.1. Grande Prairie Regional College (the “College”) is committed to accountable and transparent practices which serve the best interests of the College as a whole. All members of the College community are expected to uphold the College’s high ethical standards, demonstrating integrity, honesty and responsibility in all of the College’s operations and in relationships with the community at large.
- 1.2. The College is further committed to creating and maintaining an inclusive and safe teaching, learning and working environment in which everyone behaves with respect, adheres to professional standards, and complies with the rules of law.
- 1.3. The College will not abide or tolerate unethical behaviour or impermissible conflicts of interest. Awareness of the provisions of this Code is fundamental in ensuring Board Members act appropriately in all dealings involving the College, its members, and its stakeholders.

2. Policy Objective

- 2.1. This Board of Governors Code of Conduct (the “Code”) defines and explains the expectations placed on members of the Board of Governors to engage in ethical behaviour and to avoid unmanageable conflicts of interest.
- 2.2. Board Members should use this Code for guidance on how to correctly recognize, disclose and manage these or related situations.

3. Scope and Application

- 3.1. This Code applies in respect of all Board Members of the College, including the President and CEO when acting in their role as a Board Member. Employees of the College, including the President and CEO when acting in their capacity as an employee, are governed by the Employees’ Code of Conduct.
- 3.2. Together, the Employees’ Code of Conduct and the Board of Governors’ Code of Conduct promote the College’s commitment to be ethical and credible in its relationships with its employees, students, industry partners, vendors, and others.

- 3.3. Any Board Member who contravenes this Code may be subject to a range of corrective measures necessitating disciplinary action, up to and including a request for their resignation or petition to the Minister to revoke the appointment of the Board Member.

4. Definitions

4.1 “Board Member” means a member of the Board of Governors, whether by appointment or otherwise. Any individual appointed as a member of any committee of the Board, whether or not that individual would otherwise be a Board Member, is deemed to be a Board Member for the purposes of this Code.

4.1.1 The President and CEO and the Chair are Board Members, pursuant to sections 44(2)(c) and 44(2)(d) of the Post Secondary Learning Act.

4.2 “Board of Governors” or “Board” means the collective group of individuals who manage and operate the College within its approved mandate pursuant to section 60(1)(a) of the Post-Secondary Learning Act. The Board of Governors is deemed to include any committee of the Board for the purposes of this Code.

4.3 “Chair” means the individual designated by the Lieutenant Governor in Council as the Chair of the College, pursuant to section 44(2)(c) of the Post-Secondary Learning Act.

4.3.1 The Chair is the “chair” for the purposes of the Conflicts of Interest Act, as that term is defined at section 23.92(1)(a) of that Act.

4.3.2 The Chair is a “senior official” for the purposes of the Conflicts of Interest Act, as that term is defined at section 23.92(1)(k) of that Act.

4.3.3 This definition includes any person elected from among the Board Members to act as Chair in the absence or inability to act of the incumbent Chair pursuant to section 44(3) of the Post-Secondary Learning Act.

4.4 “Close Personal Relationship” includes, with respect to an individual:

4.4.1 The individual’s spouse (including common-law), child, sibling, parent, spouse’s parent, niece, nephew, aunt, uncle, grandparent, grandchild, son-in-law, daughter-in-law, brother-in-law, sister-in-law, step-child, step-sister, step-brother or step-parent;

4.4.2 Any other member of the individual’s family who resides at the same household as the individual; or

4.4.3 Another individual whom the individual has an intimate relationship with.

4.5 “Conflict of Interest” exists when an individual has an external interest, financial or otherwise, that could impact their conduct at the College. This may occur when the external interest provides, directly or indirectly, a motivation or incentive to influence the individual’s conduct in exercising their employment responsibilities. This creates a risk that the individual’s judgment or actions could be, or could be seen to be, unduly influenced by that external interest. “Conflict of interest” includes both actual and apparent conflicts of interest.

4.5.1 “Apparent Conflict of Interest”: a situation where there exists a reasonable perception, which a reasonably well-informed person could properly have, that the individual’s ability to exercise an official power or perform an official duty or function must have been affected by their private interest.

4.6 “President and CEO” means the individual appointed by the Board of Governors to the position of President and CEO pursuant to section 81 of the Post-Secondary Learning Act.

5. Guiding Ethical Principles

5.1 The College requires all Board Members to uphold its high ethical standards of conduct and expects of itself and its Board Members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board Members.

5.2 Board Members have a fiduciary duty to the College to act in its best interests and therefore owe their primary loyalty to the College. This requires that Board Members avoid having conflicting loyalties to other groups such as interest groups, other boards, or other organizations.

5.3 Board Members must know and understand the duties and obligations of their role, including those provided in this Code. Board Members must act impartially in carrying out their duties and meeting their obligations and must exercise any discretionary decision-making authority in accordance with the College’s ethical standards.

5.4 Board Members are prohibited from acting primarily in self-interest or furthering their private interests by virtue of their role with the College or through the carrying out of their Board responsibilities.

5.5 Board Members must respect the confidentiality of the College, including the confidentiality of any in camera deliberations of the Board or any committee, and are not permitted to use any College resources or information that is not publicly available for the private benefit of any person.

5.6 Any person who suspects or observes another Board Member engaging in unethical behaviour or other activities contrary to this Code should raise the concern or notify the appropriate party in the manner specified by Section 12 of this Code.

5.6.1 A Board Member should not attempt to personally conduct investigations or interviews related to any suspected unethical activity.

5.7 Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in the Board’s policy governance framework. In particular:

5.7.1 Board Members’ interaction with the President and CEO or with staff must recognize the lack of authority in any individual Board Member or group of Board Members, except as noted above or elsewhere in this Code;

5.7.2 Board Members’ interaction with the public, media, or other entities must recognize the same limitation and the same inability of any Board Member or group of Board Members to speak for the Board;

5.7.3 Board Members must not make judgments of the performance of the President and CEO or other staff, except where performance is assessed against explicit Board policies by official processes; and

5.7.4 Board Members must not interfere with the management or operational affairs of the College.

6. Obligations Respecting Conflicts of Interest

6.1 Board Members hold positions of trust and must exercise care to avoid conflicts of interest.

6.2 A Board Member engaging in an activity or situation that creates a conflict of interest must immediately:

6.2.1 Self-report the conflict of interest to the Chair using the specified form;

6.2.2 End or resolve the conflict of interest or seek a determination the conflict is manageable; and

6.2.3 Take reasonable steps to protect themselves and the interests of the College.

6.3 A Board Member with a conflict of interest that will not be immediately ended or resolved must request the Board to review the conflicting activity or situation and make a determination as to whether the conflict is a manageable conflict.

6.3.1 A request is to be made to the Chair and must specify:

6.3.1.1 The nature of the conflict of interest;

6.3.1.2 The actions the Board Member will take to ensure the conflict does not prejudice their ongoing Board responsibilities; and

6.3.1.3 If the conflict relates to alternate employment, outside business interests, or other appointments, the contact information of persons involved with the other activity that the Board may contact if necessary to determine whether any conflict will be manageable or not.

6.3.2 The Chair may involve the President and CEO or any other appropriate parties in investigating whether the conflict of interest is manageable.

6.3.3 The Chair, on behalf of the Board, will make a written determination within a reasonable time from the receipt of the request as to whether or not the conflict of interest is manageable.

6.3.3.1 If the conflict of interest is determined to be unmanageable, the Board Member must end or resolve the conflict or resign from their Board position.

6.3.3.2 If the conflict of interest is determined to be a manageable conflict, it is the obligation of the Board Member to ensure the conflict remains manageable and to notify the Board of any material change in circumstances.

- 6.4 A Board Member will not be deemed to be in a conflict of interest for the purposes of establishment of Board honoraria and allowances within the guidelines of the Post-Secondary Learning Act.
- 6.5 If a Board Member has a conflict of interest related to any issue or topic to be discussed at a Board or committee meeting, whether or not that conflict has been determined to be manageable, they must declare the conflict prior to discussion of the issue. This declaration will be noted in the minutes. The Board Member may make a statement, with the permission of the Chair, but must not take part in any discussion or vote of the issue. The Board Member must remove themselves from the place of discussion prior to discussion and voting of the issue, with the abstention to be recorded in the minutes. The Board Member is still included in determining a quorum.
- 6.6 Notwithstanding the ongoing and active obligation to declare conflicts of interest immediately, Board Members must annually sign the Board of Governors Agreement Regarding the Board Member's Code of Conduct and may be asked to complete annual declarations that they are free from conflicts of interest.
 - 6.6.1 If a Board Member is not sure what or whether to declare, the Board Member should err on the side of caution.
 - 6.6.2 A Board Member may contact the Chair for guidance.
- 6.7 Any person who observes or suspects another Board Member is engaging in a conflict of interest contrary to this Code should raise the concern or notify an appropriate party in the manner specified by Section 12 of this Code.
 - 6.7.1 A Board Member should not attempt to personally conduct investigations or interviews related to any suspected conflict of interest.
- 6.8 A Board Member may at any time seek clarification from the Chair as to whether any activity or situation being contemplated may constitute a conflict of interest within the meaning of this Code.
 - 6.8.1 If the Board Member is the Chair, or if reporting to the Chair is inappropriate, the Board Member may seek clarification from the Vice-Chair.
- 6.9 If the Chair is inappropriate in any circumstance to review, revise, approve, or do any other action as required by the Chair in this Section, the Vice-Chair may fulfill the Chair's role in the same manner as normally assigned to the Chair.

7.0 Alternate Employment

- 7.1 Board Members holding alternate employment, outside business interests, or other appointments other than their position with the College are in a situation of potential conflict and therefore must self-report the activity in accordance with the conflicts procedures in this Code.
- 7.2 Board Members holding a position with the Board are encouraged to consult with the Chair before accepting or beginning any alternate employment, outside business interest, or other appointment, for a preliminary and non-binding opinion as to whether a potential conflict might be manageable or not.

- 7.3 Public Board Members may not retain their Board membership if they are employed by the College.
- 7.4 Should a Board Member desire to be considered for employment by the Board directly, they must first resign from the Board.

8.0 Gifts

- 8.1 Board Members must exercise care to avoid a conflict of interest due to the acceptance of gifts.
- 8.2 Where a gift is offered to a Board Member directly or indirectly as a result of that Board Member's position with the College, the Board Member may not accept the gift unless acceptance of the gift would not create a real or apparent conflict of interest. Situations not expected to create a conflict include where the gift is:
 - 8.2.1 a token received as part of reasonable protocol;
 - 8.2.2 given as a social obligation or cultural practice;
 - 8.2.3 given as incident for participating in a public event; or
 - 8.2.4 a gift reasonably given by a family member or friend.
- 8.3 A Board Member may not accept without special approval:
 - 8.3.1 cash or a cash equivalent;
 - 8.3.2 any gift with a value exceeding \$200; or
 - 8.3.3 any combination of gifts from a single source within a year exceeding a combined total value of \$500.
- 8.4 Notwithstanding the above, the Chair may accept from a donor or friend of the institution without special approval:
 - 8.4.1 A gift with a value that does not exceed \$1,000; and
 - 8.4.2 Any combination of gifts and event invitations (inclusive of all registration fees, transportation arrangements, and accommodation) from a single source within a year which does not exceed a combined total value of \$1,500.
- 8.5 If a gift is offered to a spouse, adult independent partner or minor child of the Board Member, the same considerations apply as if the gift were given to the Board Member directly.
- 8.6 A Board Member who is uncertain whether the acceptance of a gift is appropriate may contact the Chair for direction. The Chair may contact the Vice-Chair.
- 8.7 If the valuation of any gift is disputed, the value will be determined in the sole discretion the Chair. If the Chair is the recipient of the gift, the value will be determined in the sole discretion of the Vice-Chair.

- 8.8 If a Board Member is offered a gift which may exceed a maximum value, the Board Member may contact the Chair in writing to seek special approval to accept the gift. If the gift is being offered to the Chair, the Chair may seek special approval in writing from the Vice-Chair. Approval will be granted in writing only if acceptance of the gift would not create a conflict of interest and is not contrary to the principles of this Code.
- 8.9 If a Board Member accepts a gift with a maximum value in excess of any maximum stipulated by this Code, and special approval has not been received, the gift must be returned to the offeror within a reasonable time of its acceptance. If returning the gift is impractical, or would be socially or culturally unacceptable, the gift must be forfeited to the College through the President and CEO or any other person as designated by the President and CEO.

9.0 Event Invitations

- 9.1 Board Members must exercise care to avoid a conflict of interest due to the acceptance of an invitation to an event.
- 9.2 Where a Board Member is invited to attend an event directly or indirectly as a result of the Board Member's position with the College, the Board Member may accept the event invitation if the acceptance and attendance at the event would not create a real or apparent conflict of interest. Situations not expected to create a conflict include events where:
- 9.2.1 the event is open to the general public (e.g., annual parades, small community BBQs, Calgary Stampede, Edmonton K-Days);
- 9.2.2 the Board Member's attendance at the event is within the scope of duties or obligations normally accompanying their position with the College; or
- 9.2.3 the Board Member pays for their own costs of attendance (including registration fees, transportation arrangements, food and beverages, and accommodation).
- 9.3 Where a Board Member is offered tickets to an event, but the offeror is not attending with the Board Member and is instead offering the tickets to do with as the Board Member pleases, the tickets should be treated as a "gift" in accordance with this Code.
- 9.4 If more than one invitation is given to an event (e.g. two or more tickets), the total cost of all tickets received by the Board Member are to be included in valuing the event invitation. (E.g. two tickets at \$100 each is \$200 for the purposes of calculating the value of the invitation).
- 9.5 A Board Member may not accept an invitation to an event, without special approval, where:
- 9.5.1 If the event is a conference, seminar, or other event for which the Board Member has been invited as a speaker or active participant, and the speaking or participation is related to their duties as a Board Member:
- 9.5.1.1 The total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds \$8,000;

9.5.1.2 The total value of attending all such event invitations made by a single source, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds \$16,000 in a calendar year; or,

9.5.1.3 The total value of attending the event would be unreasonable in the circumstances.

9.5.2 For any other event:

9.5.2.1 the total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds \$300; or

9.5.2.2 the total value of attending all event invitations made by a single source, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, exceeds \$400 in a calendar year.

9.6 Notwithstanding the above, the Chair may accept from a donor or friend of the institution without special approval:

9.6.1 An invitation to an event where the total value of attending the event, inclusive of all registration fees, transportation arrangements, food and beverages, and accommodation, does not exceed \$1,000; and

9.6.2 Any combination of gifts and event invitations (inclusive of all registration fees, transportation arrangements, food and beverages and accommodation) from a single source within a year which does not exceed a combined total value of \$1,500.

9.7 A Board Member who is uncertain whether the acceptance of an event invitation is appropriate may contact the Chair for direction. The Chair may contact the Vice-Chair.

9.8 If the valuation or reasonability of attending any event is disputed, the value or reasonability will be determined in the sole discretion of the Chair. If the Chair is the recipient of the invitation, the value or reasonability will be determined in the sole discretion of the Vice-Chair.

9.9 If a Board Member is invited to an event which may exceed a maximum value, or is likely to be unreasonable, the Board Member may contact the Chair in writing to seek special approval to accept the invitation. If the invitation is being offered to the Chair, the Chair may seek special approval in writing from the Vice-Chair. Approval will be granted in writing only if acceptance of the event invitation would not create a conflict of interest and is not contrary to the principles of this Code.

9.10 If a Board Member accepts an invitation to an event in excess of any maximum stipulated by this Code, and special approval has not been received, the amount in excess of the maximum value must be reimbursed by the Board Member to the College.

10.0 Other Obligations of Board Members

10.1 A Board Member may be deemed to have breached their Board responsibilities by being absent from the regular meetings of the Board, without authorization by a resolution of the Board to do so, for:

10.1.1 three consecutive meetings; or

10.1.2 four regular meetings in any fiscal year.

10.2 Public Board Members may not retain their Board membership if they are employed by the College.

10.3 Should a Board Member desire to be considered for employment by the Board directly, they must first resign from the Board.

10.4 Public Board Members may receive remuneration from the College through the supply of goods or services, provided that the process assures transparency, competitive opportunity, and equal access to otherwise “inside” information.

11.0 Special Obligations of the Chair

11.1 In addition to the obligations owed as a Board Member, the Chair:

11.1.1 Must not take part in a decision in the course of carrying out their office or powers knowing that the decision might further their own private interest, the private interest of their own minor or adult child, or the private interest of any person directly associated with them, pursuant to section 23.925(1) of the Conflicts of Interest Act;

11.1.2 Must not use their office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further their own private interest, the private interest of their minor child, or the private interest of any person directly associated with them, or to improperly further any other person’s private interest, pursuant to section 23.925(2) of the Conflicts of Interest Act;

11.1.3 Must not use or communicate information not available to the general public that was gained by them in the course of carrying out their office or powers to further or seek to further a private interest of their own, or any other person’s private interest, pursuant to section 23.925(3) of the Conflicts of Interest Act; and

11.1.4 Must not fail to appropriately and adequately disclose a real or apparent conflict of interest in the manner specified in this Code, pursuant to section 23.925(4) of the Conflicts of Interest Act.

12.0 Complaints, Investigations and Responses to Alleged Violations

12.1 It is the right of every person to make a report in good faith under this Code without fear of reprisal. Retaliation or reprisals against persons making such reports in good faith will not be tolerated.

12.2 Concerns about violations of this Code, including ethical violations or conflicts of interest, can be raised by notifying the Chair.

12.3 The Chair has the primary responsibility for initiating investigations. The Chair will conduct an initial assessment and will determine an appropriate course of action.

12.4 Any Board Member suspected or alleged to have committed an ethical violation or to have engaged impermissibly in a conflict of interest are to be treated fairly and consistently.

12.4.1 All investigations undertaken, externally or internally, will be carried out in accordance with any applicable laws in the Province of Alberta and any obligations existing in any contractual agreement.

12.5 If the investigation substantiates that a violation of this Code has occurred, including any unethical behaviour, fraudulent activity, or unreported conflicts of interest, the Board Member may be disciplined in the manner specified by Section 3.3 of this Code.

12.6 If the Chair is inappropriate in any circumstance to be notified, investigate, make a finding, or do any other action as required by the Chair in this Section, the Vice-Chair may fulfill the Chair's role in the same manner as normally assigned to the Chair.

13.0 Confidentiality

13.1 The Board of Governors treats all information received confidentially where possible.

13.1.1 Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.

13.2 All copies of written complaints, findings, warnings, reprimands, or other documentation relating to an actual or alleged breach of this Code, including the result of any investigation, will be added to a Board Member's file with the College.

13.3 A Board Member must not use any confidential information of the College inappropriately, including:

- for a personal profit or the profit of any other person;
- contrary to any obligation under any privacy legislation or regulation;
- contrary to the College's codes of conduct; or
- contrary to the College's policies concerning the use and communication of confidential information.

14.0 Political Activity

14.1 Board Members may engage in political activity as long as the activity does not appear to or actually impair their ability to carry out their Board responsibilities.

14.2 The College itself does not participate in municipal, provincial, or federal politics.

14.2.1 No Board Member may endorse a political party, campaign, or candidate on behalf the College or using the College's name; and

14.2.2 No Board Member may infer political support, bias, or contribution on behalf of the College or using the College's name to any political event, party, candidate or campaign.

14.3 Any Board Member who contributes, participates, or voices or otherwise expresses political opinions or support must do so in their personal capacity and not as a representative of the College.

15.0 Administrative

15.1 The College reserves the right to amend this Code as necessary.

15.1.1 Such amendments will be made in accordance with section 23.923 of the Conflicts of Interest Act, and any other relevant provisions or legislation.

15.2 The College will respect and comply with its obligations under relevant statutes, its contractual agreements and its collective agreements.

15.2.1 Where there are inconsistencies between this Code and a statute, collective agreement, or contractual agreement, the statute, collective agreement or contractual agreement will prevail.

15.2.2 Board Members are expected to know and comply with applicable Federal and Provincial laws and regulations relating to their role with the College.

15.3 Questions or concerns about this Code can be addressed to the Chair and/or the President and CEO.

16.0 Implementation Period

16.1 This Code will be made public on the College's website on or before April 30, 2019, after receiving approval from the Ethics Commissioner of Alberta pursuant to section 23.922 of the Conflicts of Interest Act.

16.2 This Code will be implemented on or before July 1, 2019.

17.0 Transitional

17.1 As of the date this Code is implemented, this Code replaces the previous College governance policy GP-2: Board Members' Code of Conduct.

17.2 Prior to the implementation of this Code, governance policy GP-2: Board Members' Code of Conduct remains in effect.