



CODE OF CONDUCT FOR OKANAGAN COLLEGE BOARD OF GOVERNORS

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| Policy Area: | Board | | |
| Policy Number: | BCPR_2505R_BG/GOV | | |
| Policy Sponsor: | Board Chair | | |
| Policy Contact: | President | | |
| Applies to: | Okanagan College Board of Governors | | |
| Authority: | <i>College and Institute Act</i> | | |
| Approval Authority: | Board of Governors | | |
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| Replaces or New: | New | | |
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Procedures: *Procedures for Disclosure by Okanagan College Board of Governors*

1. Policy Statement

The effective governance of Okanagan College is contingent on Board Members fulfilling their roles and responsibilities with the highest standards of conduct.

Each Member is expected to follow the standards of conduct and principles described herein and set out in applicable legislation, policies, and procedures.

2. Purpose

This policy serves as the Board's commitment to establishing and maintaining high standards of conduct.

3. Scope and Application

This policy applies to all Board of Governors Members, including ex-officio members. To demonstrate determination and commitment to effective governance and the standards of conduct set out in this policy, each Member shall review the Code of Conduct for Okanagan College Board Members Policy and declare their compliance by signing an Oath of Office at the commencement of their Board appointment and annually thereafter.

4. Definitions

This policy's definitions are set out in the Bylaws of the Okanagan College Board of Governors.

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| Board | means the Okanagan College Board of Governors. |
| Bylaws | means the Okanagan College Board Bylaws. |
| Chair | means the individual elected as Chair of the Okanagan College Board pursuant to the election process outlined in the Bylaws. |
| Confidential Information | means any proprietary technical, business, financial, legal, or any other information which the College treats as confidential. |
| Member | means any individual appointed, elected, or serving ex-officio on the Board. |
| Oath of Office | means the oath outlined in section 17 of this policy. |
| President | means the individual appointed by the Board to act as the chief executive officer of the College. |
| Perceived Conflict | means a conflict of interest which could be said to exist where a Member's private interests would appear to a reasonable person to conflict with their duties even though there may not be an actual conflict. |
| Potential Conflict | means a conflict of interest that could arise where a Member has private interests such that, while no conflict has yet arisen, one could arise. |
| Real Conflict | means a conflict of interest between the public duty and private interests of a Member, in which their private and personal interests could influence the performance of their duties for personal gain. |
| Related Person | means a spouse, child, parent or sibling of Board members. |
| Significant Financial Interest | means any interest substantial enough that decisions of the College could result in a personal gain for the Member. |
| Vice Chair | means the individual elected as Vice Chair of the Okanagan College Board pursuant to the election process outlined in the Bylaws. |

5. Duties of Members

Fiduciary duty

- 5.1 Members have a duty to provide fiduciary oversight to the College under consideration of the following principles:
 - a) Putting the interests of the College at the centre of decision making.
 - b) Behaving with integrity, demonstrating a strong commitment to ethical values, the College's values, and respecting the rule of law.
 - c) Ensuring open and respectful engagement with the College community;
 - d) Striving for outcomes that support a healthy community, including social, economic and environmental well-being; and
 - e) Implementing actions to achieve the College's mandate.
- 5.2 Members have a duty to be responsible first and foremost to the welfare of Okanagan College and must function primarily as a Member, not as a representative of any particular group.

Members of specific groups such as faculty, instructional, support staff, or students may bring forward to Board discussions the views of their respective groups; however, in deliberations and voting they will always act in accordance with the best interest of Okanagan College as a whole.

Duty of Care

- 5.3 Members are expected to always act and make decisions in good faith in a prudent and diligent manner by:
- a) Informing themselves of the duties, ethics, and legal obligations of Members in general and conducting themselves according to such duties, ethics, and legal obligations;
 - b) Informing themselves specifically as to the policies, business, and affairs of Okanagan College and conducting themselves and exercising their judgment in light of such policies, business, and affairs;
 - c) Regularly attending meetings and adequately preparing for and executing the duties expected of them;
 - d) Using their level of knowledge and expertise effectively in dealing with the affairs of Okanagan College;
 - e) Exercising independent judgment; and
 - f) Speaking with one voice with recognition that the Chair or someone designated by the Chair represents the Board in public and Members must refer to the Chair for public comments about the Board and its decisions.

6. Compliance with the Law

- 6.1 Members will act at all times in full compliance with all applicable laws.
- 6.2 No Member will commit or condone an unethical or illegal act or instruct another Member, employee, student, or supplier to do so.
- 6.3 Members are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Members are expected to ask the Chair for clarification.
- 6.4 Members will not only comply fully with the law but will also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

7. Conflicts of Interest

- 7.1 In general, a conflict of interest exists for Members who use their position at the College to benefit themselves, friends or families. Conflicts may be Real Conflicts, Potential Conflicts or Perceived Conflicts.
- 7.2 A Member will not use their position with the College to pursue or advance the Member's personal interests, the interests of a Related Person, the Member's business associate, corporation, union or partnership, or the interests of a person to whom the Member owes an obligation.
- 7.3 A Member will not directly or indirectly benefit from a transaction with the College over which a Member can influence decisions made by the College.

- 7.4 A Member will not take personal advantage of any opportunity available to the College unless the College has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.
- 7.5 A Member will not use their position with the College to solicit clients for the Member's business, or a business operated by a Related Person, close friend, family member, business associate, corporation, union or partnership of the Member, or a person to whom the Member owes an obligation.
- 7.6 A Member will avoid any situation in which there is, or may appear to be, potential conflict of interest which could appear to a reasonable person to interfere with the Member's judgment in making decisions in the best interest of the College.

8. Disclosure of Conflict of Interest

- 8.1 All Members are expected to fully disclose all circumstances that could conceivably be construed as a real Conflict, Potential Conflict or Perceived Conflict.
- 8.2 Full disclosure enables Members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- 8.3 The process for determining whether a Board Member is in conflict is outlined in the Procedures for Disclosure by Okanagan College Board of Governors.

9. Outside Business Interests

- 9.1 Members will declare any Real Conflicts, Potential Conflicts or Perceived Conflicts at the time of appointment and annually thereafter. Notwithstanding any outside activities, Members are required to act in the best interest of the College.
- 9.2 No Member will hold a Significant Financial Interest, either directly or through a relative or associate, or hold or accept a position as an officer or member in an organization in a material relationship with the College, where by virtue of their position in the College, the 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.
- 9.3 These restrictions apply equally to interests in companies that may compete with the College in all of its areas of activity.

10. Confidential Information

- 10.1 Members have a duty to maintain the confidentiality of information received and discussions held in the course of their duties and to not use such information for any purpose outside that of undertaking the work of the Board.
- 10.2 Members will not, either during or following the end of their appointment, disclose Confidential Information to any outside person unless authorized by the Chair.
- 10.3 Similarly, Members will never disclose or use Confidential Information gained by virtue of their association with the College for personal gain, or to benefit friends, relatives, a Related Person, or associates.
- 10.4 If in doubt about what is considered confidential, a Member will seek guidance from the Chair.

11. Investment Activity

- 11.1 Members will not, either directly or through relatives or associates, 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.

12. Outside Employment and Association

- 12.1 A Member, who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the interest of the College, will discuss the implications of accepting such a position with the Chair recognizing that acceptance of such a position might require the Member's resignation from the Board.

13. Entertainment, Gifts, and Favours

- 13.1 It is essential to fair business practices that all those who associate with the College, as suppliers, contractors or Members, have access to the College on equal terms.
- 13.2 Gifts and entertainment will only be accepted or offered by a Member in the normal exchanges common to established business relationships for the College. An exchange of such gifts will create no sense of obligation on the part of the Member.
- 13.3 Members and Related Persons will not accept entertainment, gifts or favors that create or appear to create a favored position for doing business with the College. Any firm offering such inducement will be asked to cease.
- 13.4 Similarly, no Member will offer or solicit gifts or favors in order to secure preferential treatment for themselves or the College.
- 13.5 Under no circumstances will a Member offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Member experiencing or witnessing such an offer will report the incident to the Chair immediately.
- 13.6 Inappropriate gifts received by a Member will be returned to the donor.
- 13.7 Full and immediate disclosure to the Chair of borderline cases will always be taken as good-faith compliance with these standards.

14. Use of Okanagan College Property

- 14.1 A Member will require the College's approval by the CFO and Vice President, Corporate Services to use property owned by the College for personal purposes, or to purchase property from the College unless the purchase is made through means available to the public.
- 14.2 However, a Member will not purchase property owned by the College if that Member is involved in an official capacity in some aspect of the sale or purchase.

15. Breach of Duty

- 15.1 A Member found to have breached their duty by violating the minimum standards set out in the Board Bylaws, in this policy, or other applicable College policies may be liable to censure or a recommendation for dismissal to the Government or other actions as the Board determines is appropriate.

16. Clarification on Ethical Behaviour

16.1 Normally, the Board Chair or the Chair of the Governance Committee will be responsible to provide guidance on any item concerning standards of ethical behaviour. If required, the Board Chair may also seek legal advice.

17. Oath of Office

All Board members are required to take the following oath of office before the Board, at the commencement of each Member's first meeting with the Board and annually thereafter:

I _____, sincerely promise and swear (or affirm) that I will truly faithfully and impartially to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Governors of Okanagan College. I have read and agree to abide by the Bylaws of Okanagan College, the Code of Conduct for Okanagan College Board of Governors, and all applicable College policies and procedures.

18. Related Acts and Regulations

Financial Administration Act

Freedom of Information and Protection of Privacy Act

19. Supporting References, Policies, Procedures and Forms

General conduct principles for public appointees

History / Revisions

| Date | Action |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2025-05-21 | Revision approved by the Okanagan College Board of Governors: Code of Conduct for Okanagan College Board of Governors Policy (BCPR_2505R_BG/GOV) |
| 2022-06-22 | Approved by the Okanagan College Board of Governors: <i>Code of Conduct for Okanagan College Board of Governors Policy (BCPR_2206N_BG/GOV)</i> Redrafted as policy from 2019 Board bylaws |