

**LOYALIST COLLEGE**  
**Board of Governors Policy**

**8. CODE OF CONDUCT FOR GOVERNORS**

**Date Last Approved:** May 29, 2025

**Next Review Date:** 2029

**Background**

In this policy, capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Definitions Schedule.

The Board is committed to the highest standards of honesty, integrity and ethics. The Board believes that operating according to these standards is critical to protect the interests of the College and its other stakeholders. Accordingly, the Board adopts this policy (the “**Code of Conduct**”) to reflect its commitment to these standards.

**Policy / Procedure**

The Code of Conduct is applicable to all Governors. Although the Code of Conduct provides standards of conduct for many situations, it does not cover all possible situations that may arise. Accordingly, all Governors are expected to conduct themselves in a manner consistent with the spirit and letter of this Code of Conduct and avoid even the appearance of improper behaviour.

**Confidentiality**

Governors have a fiduciary duty to maintain the confidentiality of all the College’s confidential and proprietary information. Unauthorized disclosure of confidential information can severely damage the reputations of the College and those persons to whom the confidential information relates. A Governor’s duty of confidentiality continues even after the Governor no longer serves on the Board.

Confidential information includes all non-public information regarding the activities of the College. If in doubt about whether information is confidential, it should be assumed all information acquired in the course of the activities and duties as a Governor is confidential unless otherwise determined. Governors must not make unauthorized disclosure of confidential information or use it for purposes other than those for which it was disclosed except as required by law. It is also critical that no advantage is taken, or perceived to be taken, of any information that may exist within the College, or of which a Governor may become aware as a result of tenure on the Board.

Without limiting the generality of the foregoing, Governors must take all reasonable steps to protect confidential information, including the following:

- controlling access to confidential information;
- discussing confidential information with others only if necessary and in doing so, exercising due care;

- not discussing confidential information in public places;
- keeping documents containing confidential information secure and taking steps to secure sensitive information when it is unattended;
- safeguarding documents off the College's premises;
- determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- not sharing confidential information about the affairs and activities of the College.

### **Board Spokesperson**

Only the Chair or designate may speak on behalf of the Board. The President or their designate may speak on behalf of the College. No Governor shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When so authorized, the Governor's representations must be consistent with accepted positions and policies of the Board.

News media contact and responses and public discussion of the College's affairs should only be made through the Board's authorized spokespersons. Any Governor who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the College.

### **Corporate Obedience – Board Solidarity**

Governors acknowledge that properly authorized board actions must be supported by all Governors. The Board speaks with a single voice. Those Governors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Governors.

### **Standards of Behaviour**

In discharging their duties, all Governors must:

- comply with the fiduciary duty owed by Governors to the College and act honestly, in good faith and in the best interests of the College;
- respect and comply with all applicable federal, provincial, and municipal laws;
- demonstrate integrity;
- respect differences in people, their ideas and their opinions;
- treat one another with dignity and respect at all times, and especially when there is disagreement;
- respect and treat others fairly, regardless of, for example, race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, age or disability;
- respect the rights of others; and
- Without limiting the generality of the foregoing, Governors shall behave appropriately at all meetings of the Board and committees.

### **Conduct as a Governor**

Governors are expected to:

- participate in any Board orientation session(s), and take advantage of continuing education opportunities;
- be familiar with the By-Laws;
- keep informed on key issues relating to the College;
- attend Board meetings regularly and take the time to be prepared for those meetings;
- participate in Board discussions and decisions;
- represent the Board when requested by the Chair or President;
- publicly support the decisions and policies agreed upon through regular Board processes, even if the Governor holds another view or voiced another view during Board discussion; and
- disclose to the Chair and the President any proposed activity, appointment or commercial arrangement which might interfere with, or appear to interfere with, their ability to exercise independent judgment in matters pertaining to the College.

### **Agreement**

Each Governor will be required to sign a compliance statement to acknowledge their agreement to the Code of Conduct (see Schedule A). Each Governor will also be required to sign a *Freedom of Information and Protection of Privacy Act* Authorization (see Schedule B).

### **Duties and Conflicts of Interest**

Governors are required to adhere to directives outlined in the following documents:

- the Ministry’s “Conflict of Interest” Policy Directive – 2023; and
- the By-Law.

Governors are expected to complete the attached Conflict of Interest Declaration Form on an annual basis for review by the Chair (see Schedule C).

The Board is required to attest on an annual basis that the Board is in compliance with the “Conflict of Interest” Policy Directive. The Annual Conflict of Interest Attestation Form (see Schedule D) must be completed by the Chair and submitted to the Ministry by such deadline as may apply from year to year as determined by the Ministry.

### **Monitoring**

The Board will compare its own performance and accomplishments with the commitments made in policies in an annual self-evaluation. The Board will also monitor its performance regularly.

## Related Materials

Ministry of Colleges and Universities, “Conflict of Interest” Policy Directive - 2023  
<https://www.ontario.ca/page/governance-and-accountability-policy-directive-colleges-applied-arts-and-technology>

Loyalist College Board of Governors By-Law 1 (General Governance)

**Schedule A**

**Code of Conduct Compliance Statement**

*To ensure that Governors have been duly informed of their obligations and that they understand this obligation and the consequences associated with violating the Code of Conduct and the confidentiality statement and supporting policies and guidelines, the following written sign-off is required:*

I, \_\_\_\_\_ hereby certify that I have read, understand and agree to be bound by the Board's policy as described in this statement and that the information given in this statement is complete and accurate to the best of my knowledge.

Signature of Governor: \_\_\_\_\_

Date: \_\_\_\_\_

This is to confirm that a copy of the Code of Conduct protocol has been provided, reviewed and explained, and that \_\_\_\_\_ has pledged to honour their obligations under it.

Signature of Chair: \_\_\_\_\_

Date: \_\_\_\_\_

**Schedule B**

**Freedom of Information and Protection of Privacy Act Authorization**

TO WHOM IT MAY CONCERN:

I hereby authorize the President at the College to release my biographical sketch, as approved by me, and my College portrait photograph for news releases, and to the Ministry, the Colleges and Institutes Canada, the CEC and Colleges Ontario. I also agree that my home address and telephone number can be disclosed to the above-mentioned organizations for College-related business.

It is understood that this information will be released using the utmost discretion.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## **Schedule C**

### **Conflict of Interest Declaration Form**

*To be completed by all Governors on an annual basis.*

A conflict of interest arises where you have a private or personal interest that conflicts, might conflict, or may be perceived to conflict with the interests of the College. A conflict of interest could arise in relation to private or personal matters including:

- directorships or other employment;
- interests in business enterprises or professional practices;
- share ownership;
- beneficial interests in trusts;
- existing professional or personal associations with the college;
- professional associations or relationships with other organizations; and
- personal associations with other groups or organizations, or family relationships.

1. A direct or indirect conflict with my duty as a Governor may arise because:

a) I hold the following office(s) (appointed or elected):

b) I, or any trustee or any nominee on my behalf, own or possess, directly or indirectly, the following interest(s):

2. The nature and extent of the conflicting office, duty or interest is:

3. A real or perceived conflict of interest with my duty as a Governor could arise because I receive financial remuneration (either for services performed by me as an owner or part owner, trustee, or employee or otherwise) from the following source(s):

4. Other than disclosed above, do you have any relationships or interests that could compromise, or be perceived to compromise, your ability to exercise judgment or decision-making independently and objectively with a view to the best interests of the College?

Yes ☐ No ☐

If yes, describe:

Governor Name:	_____	Chair Name:	_____
Signature:	_____	Signature:	_____
Date:	_____	Date Reviewed:	_____

Comments from the Chair:



**Schedule D**

**Annual Conflict of Interest Attestation Form**

*To be completed annually by the chair at each institution.*

On behalf of the board of governors (the “**Board**”) at The Loyalist College of Applied Arts and Technology (the “**College**”),

I attest that:

- All governors of the College have completed the annual Conflict of Interest Declaration Form.
- The Board is operating in compliance with the Ministry of Colleges and Universities’ “Conflict of Interest” Policy Directive.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date Signed: \_\_\_\_\_