

**GOVERNOR’S CODE OF CONDUCT POLICY**

|  |  |
| --- | --- |
| **POLICY TITLE:** | Governor’s Code of Conduct Policy  |
| **POLICY CATEGORY:**  | Governance/Board Policy |
| **POLICY OWNER:**  | Secretary of the Board of Governors |
| **POLICY APPROVER:**  | Board of Governors  |
| **APPROVAL DATE:**  | 6/7/2023  |
| **EFFECTIVE DATE:**  | 9/1/2023  |
| **REVIEW PERIOD:**  | Every 5 Years |
| **TO BE REVIEWED:**  | 2028 |
| **LAST REVISED:**  | 2023 |
| **REFERENCE** **(MOTION):** |  |

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

1. **Purpose**

The George Brown College of Applied Arts and Technology (the “**College**”) is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

1. **Application and Scope**

This Code of Conduct Policy applies to all governors, and non-board members of board committees. Governors are also required to comply with the College’s policies on conduct, which apply to employees.

The Governance and Nominating Committee shall oversee compliance with this Governor’s Code of Conduct Policy and Governor disclosure of interests, investigate potential breaches, and provide recommendations to the board. This Governor’s Code of Conduct Policy is neither all-inclusive nor exhaustive.

# 3. Policy

**3.1 Governors’ Duties**

1. All governors stand in a fiduciary relationship to the College. As fiduciaries, governors must act honestly, in good faith, and in the best interests of the College.
2. Governors will be held to strict standards of honesty, integrity and loyalty. A governor shall not put personal interests ahead of the best interests of the College.
3. Governors must avoid situations where their personal interests will conflict with their duties to the College. Governors must also avoid situations where their duties to the College may conflict with duties owed elsewhere. Where conflicts of interest arise, governors will comply with the requirements of the by-laws and applicable legislation and the Minister’s Binding Policy Directive: Conflict of Interest.
4. All governors must respect the confidentiality of information about the College.

**3.2 Best Interests of the College**

1. Governors must act solely in the best interests of the College.
2. All governors are held to the same duties and standard of care.
3. Governors who are elected by a particular group must act in the best interests of the College, even if this conflicts with the interests of such group.

 **3.3 Confidentiality**

1. Governors and committee members owe a duty to the College to respect the confidentiality of information about the College, whether that information is received in a meeting of the board or of a committee, or is otherwise provided to or obtained by the governor or committee member.
2. Governors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the College unless otherwise authorized by the board.
3. It is recognized that the role of governor may include representing the College to third parties. However, such representations must be respectful of and consistent with the governor’s duty of confidentiality. In addition, the chair is the only official spokesperson for the board.
4. Every governor and committee member shall ensure that no statement not authorized by the board is made by them to the press or public.

**3.4 Board Spokesperson**

1. The board shall designate a spokesperson on behalf of the board, which normally would be the Chair of the Board. Only the chair or designate may speak on behalf of the board. The president or their designate may speak on behalf of the College.
2. No governor shall speak or make representations on behalf of the board unless authorized by the chair or the board. When so authorized, the board member’s representations must be consistent with accepted positions and policies of the board.

**3.5 Media Contact and Public Discussion**

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

**3.6 Respectful Conduct**

1. It is recognized that governors bring to the board diverse background, skills and experience. Governors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.
2. The authority of the chair must be respected by all governors.

 **3.7 Corporate Obedience – Board Solidarity**

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

 **3.8 External Political Activities**

1. Governors shall not discharge their duties and responsibilities in such a manner so as to diminish the public’s trust in the objectivity and impartiality of the College. Accordingly, governors shall take all reasonable steps to ensure that the College does not, directly or indirectly, contribute to, or participate in, or be seen to contribute to or participate in, political fundraising.
2. No governor, in their capacity as a governor of the College, shall contribute to, or participate in, political fundraising. However, nothing in this Governor’s Code of Conduct Policy prevents a governor from contributing to, or participating in, political fundraising, provided that the governor does so in the governor’s personal capacity.

**3.9 Use of Social Media by Governors**

1. Each governor shall take all reasonable steps to ensure that the governor’s social media usage and conduct: (i) is accurate; (ii) is not in breach of confidentiality; (iii) is respectful; (iv) is professional; (v) respects all applicable laws and codes, including but not limited to those pertaining to copyright, disclosure and privacy; (vi) does not occur during board or board committee meetings; and (vii) would not cause reputational harm to the governor, to another governor, or to the College, in the reasonable view of the board, College management, or another College stakeholder (including the Government of Ontario or the public).
2. Each governor will acknowledge and agree that College management may monitor social media usage by governors to ensure compliance with this Governor’s Code of Conduct Policy. Monitoring means that College management may review social media posts by governors from time to time.
3. Each governor shall retain all social media records, including blogs, tweets, or other postings, and produce such records if or when requested to do so by the Governance and Nominating Committee.

**3.10 Obtaining Advice of Counsel**

Request to obtain outside opinions or advice regarding matters before the board may be made through the chair.

**3.11 Compliance**

1. Each governor must sign annually the Consent to Act as a Governor of the College Agreement.
2. It is the responsibility of the board chair to take all reasonable steps to ensure that each governor (i) receives and has had the opportunity to review, understand, and inquire upon as necessary, this Governor’s Code of Conduct Policy before the first meeting of the board in September; (ii) signs the Consent to Act as a Governor of the College Agreement at that meeting, or before the next scheduled meeting of the board, at the latest.

**3.12 Amendment**

This policy may be amended by the board.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**4. APPENDICIES:**

* Consent to Act as a Governor of the College Agreement (2023)

**5. PROCEDURES:**

* Governor’s Code of Conduct Complaint Procedure (in development)

**6. RELATED MATERIALS:**

* [George Brown College Board of Governors By-law Number 1](https://www.georgebrown.ca/sites/default/files/about/boardofgovernors/governance/by-law-1.pdf)
* [Minister’s Binding Policy Directive: Conflict of Interest](https://www.tcu.gov.on.ca/pepg/documents/ConflictofInterestDirective.pdf)

**7. RELATED POLICIES:**

* George Brown College Board of Governors Conflict of Interest Policy
* Employee Code of Conduct - Academic Staff
* Employee Code of Conduct - Administrative Staff
* Employee Code of Conduct - Support Staff