

<b>Policy Title:</b>	<b>Code of Conduct</b>
Policy Approver:	Board of Governors
Policy Holder:	Board of Governors
Category:	Board Policy
Original Date:	April 2014
Last Revised:	February 2023
Next Review:	February 2026

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### Policy Statement

The Board of Governors commits itself and its members to the highest standards of ethical and professional conduct in which their actions and behaviors uphold the principles of integrity, respect, and accountability.

### Approval Statement

Approved by the Yukon University Board of Governors on February 17, 2023, effective that day.



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Chair, Board of Governors

February 17, 2023

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Date

## **1. Governing Legislation and Relevant Documents**

Yukon University Act  
Board of Governors Bylaws

## **2. Scope**

This policy applies to members of the Board of Governors.

## **3. Procedures: Code of Conduct and Conflict of Interest**

The Board of Governors (hereafter “Board”) commits itself and its members to the highest standards of ethical and professional conduct, in which their actions and behaviours uphold the principles of integrity, respect, and accountability.

### **3.1 Confidentiality**

Board members shall protect privileged information and respect the confidentiality of proceedings at closed sessions, committee meetings and other internal and external communications as well as confidential briefing documents, minutes, reports and other materials. To this end, Board members shall sign a *Declaration of Conflict of Interest* (Addendum A), which includes agreement on confidentiality, at the start of their term of office, which is binding in perpetuity.

### **3.2 Collegiality**

Board members shall foster a collegial working environment and conduct themselves in a manner that demonstrates a climate of openness and trust, respect for different perspectives, builds on the contribution of others, and constructively puts forward alternative considerations.

Board members shall treat one another, students, faculty and staff with respect and work in a spirit of harmony and cooperation.

### **3.3 Accountability**

The Board and its members have a duty of loyalty towards Yukon University (hereafter “University”) and to focus on the best interests of the University. The Board and its members shall promote public confidence in the integrity, trustworthiness, and impartiality of the Board. The Board shall meet the highest standards for public reporting, monitoring, and accountability.

Board members shall not attempt to exercise individual authority over any Board or University business, except as explicitly set forth in Board policies. Accountability of Board members supersedes the personal interests of any Board member as well as any conflicting loyalties with other advocacy or interest groups, employers or memberships on other boards.

Board members shall be familiar with Board policies, their fiduciary responsibilities, and related legislation. Board members shall prudently seek the knowledge and experience that may reasonably be expected of a governor. Board members shall act collectively and respect the decisions of the Board of Governors.

### **3.4 Non-Compliance**

Board members shall be apprised of the terms of the Board’s bylaws as part of the orientation program. Board members who breach any terms of the Board’s bylaws shall be subject to sanction by the Board, up to and including a request for the member’s resignation or removal from the Board by the appointing body, as the case may require. The Board Chair shall assess circumstances surrounding any non-compliance and make a recommendation to the Board. In situations where the Board

Chair is involved, a sub-committee of the Board may be struck to review the matter.

### **3.5 Conflict of Interest Defined**

A conflict of interest arises when:

- a governor's personal and/or professional interests compete with or are in conflict with the interests of the institution; or
- when the governor's interests come into consideration in any matter where the interests of the institution are involved; or

- a governor uses information obtained as a result of serving on the Board for personal benefit, or for the benefit of a related person.

### **3.6 Avoiding Conflict**

Governors must arrange their private affairs and conduct themselves in a manner to avoid a conflict of interest or the appearance of a conflict of interest.

Governors who have an interest, direct or indirect, in any private company, firm, partnership or other entity that engages in business dealings with the University shall disclose their interests to the Board.

Governors shall not accept a gift, favour or service from any individual, corporation or organization other than normal exchange of small gifts between friends, normal exchange of hospitality, or normal presentations as part of protocol.

A governor shall not hold full-time or part-time permanent or term employment with the University, except for the staff, faculty, and Senate representatives appointed pursuant to the Yukon University Act and the President. Should they choose to be employed by the University, they will forthwith resign from membership on the Board.

A governor who is in casual employment with the University or providing services under contract shall declare potential conflict of interest and shall not participate or vote on matters affecting the program, unit, division or community campus they are attached to.

### **3.7 Declaration of Conflict**

Where a governor declares a conflict of interest or is found by majority vote of the Board to have a conflict, that governor must absent themselves during the discussion and vote on the issue in question.

At the discretion of the Board, the Board may invite that governor to state their position on the issue in question prior to absenting themselves.

Where a conflict of interest is discovered after consideration of a matter, the conflict must be declared to the Board or a person the Board designates.

Any governor who perceives another governor to be in conflict of interest in a matter under consideration must disclose that conflict to the Board Chair or a person the Board designates, at the first opportunity.

Where a governor is in doubt that a conflict of interest exists, the governor must request the advice of the Board or a person the Board designates. If necessary, the Board must determine by vote if a conflict exists.

### **3.8 Interpretation**

For the purpose of these guidelines the following situations are considered to be conflicts of interest.

#### Financial Conflict of Interest

Financial conflict of interest exists when a Board is making decisions:

- affecting a private company in which the governor or a related person are a proprietor or shareholder;
- affecting a public company in which the governor or related person holds more than 1% of the shares issued;
- affecting a partnership or firm in which the governor or related persons are a member;
- affecting a contract for the sale of goods, merchandise or services to which the governor or related persons are parties and from which they will benefit directly or indirectly;
- affecting the governor or related person in selling or leasing land or an interest in land to the Board, or will benefit directly or indirectly from such transaction;
- affecting the governor or related persons in a direct or indirect pecuniary interest except questions of a general benefit to a class to which the governor or members of the immediate family are member by statute;
- affecting the governor, or related person who, by virtue of a position held in a private society, crown corporation or other organization having significant dealings with the institution, could benefit directly or indirectly.

Other

Conflict exists for the identified groups when considering the following matters:

- Instructional Program decisions
  - student governors enrolled in the program(s) affected by the decision
  - employee governors employed in the program(s) affected by the decision
  - governors with related persons enrolled in or employed in the program(s) affected by the decision.
- Tuition fee increase/decrease
  - student governors
  - governors with related persons registered at the institution
- Labour negotiations – faculty/staff
  - faculty and staff governors
  - governors with related persons who hold faculty and/or staff positions at the institution.

**3.9 Oath of Office**

Each Board member will sign and date an *Oath of Office* (Addendum B) before the Board, prior to the commencement of the member's first meeting with the Board.

**4. Information and Monitoring Requirements**

Declaration of Conflict of Interest and Code of Conduct, and Oath of Office to be signed by each Board member (Addendum A and Addendum B attached).

**Addendum A – Declaration of Conflict of Interest and Code of Conduct**

Reference: BOG 5.0 Code of Conduct Policy

Board Member's Name: \_\_\_\_\_

**Employment** (Please describe employer, nature of duties and any real or perceived conflicts with your position on Yukon University Board of Governors):

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**Immediate Family** (Please list family members who work at Yukon University, or who own or work for companies that supply goods or services to Yukon University):

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**Business Interests** (Please list any interest, direct or indirect, in any private company, firm, partnership, or other entity that engages in business dealings with Yukon University):

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**Other Organizations** (Please disclose any involvement with other organizations, vendors, or any other associations which might produce a real or perceived conflict):

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I hereby agree to abide by the terms outlined in Policy BOG 5.0 related to Code of Conduct.

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



**Addendum B: Oath of Office**

Reference: BOG 5.0 Code of Conduct Policy

I, \_\_\_\_\_, sincerely 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 Yukon University. I have read and agree to abide by the members' code of conduct as outlined in the policy BOG 5.0 Code of Conduct and Conflict of Interest.

\_\_\_\_\_  
Board Member

\_\_\_\_\_  
Date