

NORTH ISLAND COLLEGE

BYLAW NO. 2, 2016

A BYLAW TO ESTABLISH BOARD OF GOVERNORS CONFLICT OF INTEREST GUIDELINES

1. PURPOSE/RATIONALE

1.1 Members of the Board must avoid any conflict of interest that might impair or impugn the independence, integrity or impartiality of the Board. There must be no apprehension of bias based on what a reasonable person might perceive.

2. SCOPE

2.1 All Board members, appointed or elected, voting or non-voting and ex officio.

3. DEFINITIONS

3.1 **Board** - the governing Board as defined in the College and Institute Act (“the Act”) and includes External members, Internal employee members, Student members and the Board employee member.

3.2 **External member** - a community member appointed by Order in Council.

3.3 **Internal employee member** - a member of the faculty or support staff working at the College, elected by his or her peers to the Board as allowed under the Act (including the ex officio position of Chair of Education Council).

3.4 **Student member** - a student elected to the Board by his or her peers as allowed under the Act.

3.5 **Board employee member** - the President of the College who is named in the Act as a non-voting member of the Board.

3.6 **Board Chair** - an External member elected annually to the position of the Chair from among the voting Board members by a majority vote.

4. PRINCIPLES

4.1 A conflict of interest arises when a Board member’s private interest supersedes or competes with his/her dedication to the interests of the institution. This could arise from Real, Potential or Apparent Conflict of Interest for a Board member or related persons and may be financial or otherwise. For this purpose:

4.1.1 A “Real Conflict of Interest” occurs when a Board member exercises an official power or performs an official duty or function and at the same time, knows that in the performance of this duty or function or in the exercise of power there is the opportunity to further a private interest.

4.1.2 A “Potential Conflict of Interest” occurs when there exists some private interest that could influence the performance of a member’s duty or function or in the exercise of power provided that he or she has not yet exercised that duty or function.

4.1.3 An “Apparent Conflict of Interest” exists when there is a reasonable apprehension which reasonably well-informed persons could properly have that a Real Conflict of Interest exists on the part of the member.

4.2 Actions taken in the course of performing duties as a member of the Board shall neither cause nor suggest the reality or perception that the member’s ability to perform or exercise those duties has been or could be affected by private gain or interest. All Board members shall ensure that:

4.2.1 Personal financial interests, assets or holdings are not in conflict with any decision, information or other matter that may be heard by or acted upon by the Board.

4.2.2 Activities undertaken as a private citizen are not in conflict with any responsibilities held as a member of the Board.

4.2.3 Activities undertaken as a member of the Board are not in conflict with any activities undertaken as a private citizen.

4.2.4 They remain impartial at all times toward individuals who deal with the Board and, as a member, avoid taking any action that may result in preferential treatment for any individual.

4.2.5 Personal employment is not dependent on any decision, information or other matter that may be heard by or acted upon by the Board.

4.2.6 Other memberships, directorships, voluntary or paid positions or affiliations, are not in conflict with work undertaken in the course of performing their duties as a member of the Board.

4.3 Student members are not considered to be in conflict on issues related to fees and charges paid to the institution by students, and may engage in the full debate and vote on these issues.

4.4 A conflict of interest due to representation of or relation to a specific constituency may occasionally arise. In general, voting on matters which have an effect on a broad group (i.e., students, employees, faculty) by a member of that group is not considered a conflict of interest.

5. GUIDELINES TO IDENTIFY CONFLICTS OF INTEREST

5.1 The following guidelines are intended to assist the members of the Board and the Board Chair to resolve or handle situations where a real, potential or apparent conflict of interest exists or the code of ethics has been breached.

5.2 Each member, regardless of how he or she becomes a member, has a responsibility first and foremost to the welfare of the institution and must function primarily as a member of the Board, not as a member of a particular constituency. While it is not possible to identify all real, potential or apparent conflicts of interest, there are general guidelines to assist members of the Board in considering their individual situations.

5.3 In general, voting on matters which have an effect on a broad group (i.e. students, employees, faculty) by a member of that group is not considered a conflict of interest. However, conflict could reasonably be considered to exist for the following identified groups when considering these matters:

5.3.1 Decisions directly affecting a specific instructional program in which:

5.3.1.1 Board members are enrolled in the program

5.3.1.2 Board members are employed in the program

5.3.1.3 Board members related to persons enrolled in or employed in the program

5.3.2 Decisions related to labour negotiations for:

5.3.2.1 Faculty and support staff Board members

5.3.2.2 Board members related to persons who hold faculty and/or support staff positions at the institution

5.3.2.3 Board members related to persons who hold positions at other institutions who can be seen to gain from information divulged on these matters

5.4 Conflict may also be reasonably thought to occur when a Board member has a pecuniary interest with the institution. A pecuniary interest exists when a contract or other matter of a monetary nature is before the Board which affects:

5.4.1 a private company in which a member or related persons are a proprietor or shareholder

5.4.2 a public company in which the member, or related persons hold more than 10% of the shares issued of that public company

5.4.3 a partnership or firm in which the member or related persons are a member

5.4.4 a corporation in which the member is a director

5.4.5 an organization in which the member is a senior officer

5.4.6 a private society, crown corporation or other organization in which the member by virtue of office holds a position of influence

5.5 With respect to any in camera meeting, the Board Chair will ensure the agenda for the meeting is distributed to all members with enough time to allow a member to declare a conflict of interest prior to the distribution of supporting documents.

5.6 Determining the Existence of a Conflict of Interest

5.6.1 Board members, both elected and ex officio, have a responsibility to be aware of real, potential or apparent conflicts of interest.

5.6.2 Should a Board member become aware of any conflict of interest, the Board member is obliged to declare the conflict to the Board Chair and absent him or herself from any discussions or vote on the issue where the conflict occurs. Ideally the notification of the conflict would be given prior to a meeting.

5.6.3 Board members are expected to notify each other if they believe there is a conflict for one of their fellow Board members. This notification will be done in a respectful way, preferably prior to the

meeting at which the issue will be discussed. If the Board member agrees he or she is in conflict, he or she should absent him or herself from the discussion and vote.

5.6.4 If a Board member does not agree he or she is in conflict, then that Board member is expected to seek the advice of the Board Chair who will make a decision or alternately ask the Board as a whole to make a decision on the conflict of interest.

5.6.5 In any situation where a Board member is not sure if he or she is conflict, the Board member should seek the advice and decision of the Board Chair. Ideally, this consultation will occur prior to the meeting. The Board Chair also has the prerogative to discuss the potential conflict with the Board as a whole for their decision.

5.6.6 The Board Chair will examine the agenda with a view to determining potential or real conflict of interest. If the Board Chair believes there is a conflict of interest for any member of the Board, the Chair will advise the individual involved of the real or potential conflict of interest.

5.6.7 If the Board member agrees with the Board Chair's decision, then he or she will declare the conflict at the commencement of the meeting to which the topic of conflict is scheduled and absent him or herself from the discussion and any vote with regard to the issue.

5.6.8 Following 5.6.5, the decision of the Chair, or the Board if consulted, is final.

6. OATH OF APPOINTMENT

6.1 The following Oath of Office is to be sworn, signed and dated before the Board at the commencement of all members' first meeting with the Board. The Ministry suggests that either the Board Chair or a Commissioner of Oaths would be appropriate administrators of the Oath.

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 North Island College. I have read and agree to abide by the Code of Conduct Policy and the Conflict of Interest Bylaw of the institution.

Approved this 22nd day of September, 2016.



Chair, Board of Governors



Executive Assistant, Board of Governors