

Policy Number:	1.2.3 Board of Directors' Code of Conduct
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Director Code of Conduct

This Board Policy applies in its entirety to Voting and Non-Voting Directors of the Board. All Directors of the Board will act within the following conduct parameters:

- 1.1. Directors are regarded as fiduciaries of their organization, and, as such, directors must ensure the organization's interests are paramount.
- 1.2. Directors will avoid conflicts of interest, (pecuniary or otherwise) and when they do occur, report them on a timely basis to the Chair, or as required by any relevant statute, Corporate By-Laws and the Board's Conflict of Interest Policy.
- 1.3. Any contractual relationships between a Board of Director member and the organization must conform to all Governance and Board Policies and not contravene confidentiality or related statutory, regulatory or funder requirements.
- 1.4. Directors agree to respect and fully practice the confidentiality requirements of in-camera discussions per relevant statutes and Governance and Board Policies.
- 1.5. Directors are not to facilitate employment, or financial benefits or preferential treatment within the organization for themselves, family members or close associates. If a Director is pursuing an employment opportunity with King's University College they must temporarily withdraw from Board of Director deliberations, voting and access to information.
- 1.6. Individual Directors of the Board will not act in any way that usurps the collective authority of the Board of Directors.
- 1.7. Directors of the Board are encouraged to contact the Principal or designate(s) to source information in order to fulfill their responsibilities, while being aware of the impacts these requests may have on organizational resources and priorities.

- 1.8. Directors of the Board will agree to not speak officially on behalf of the organization unless delegated the role by the Chair or an approved motion of the Board.
- 1.9. Directors of the Board will treat all people with respect and fairness at all times.
- 1.10. Directors of the Board agree that once they are no longer a member of the Board of Directors of King's University College they will not divulge in-camera, confidential or private information, data or materials under any circumstances, except where legally required.

2. Director Sanctions for a Code of Conduct Breach

- 2.1. The Board can sanction, at its discretion, any of its members for any breach of the Code of Conduct, including disclosing confidential information from in-camera meetings or any document cited as private and / or confidential that has not been approved for public disclosure by the Board.
- 2.2. A Director of the Board or members who exhibits abusive or disrespectful behavior or foul language, threatens another Director of the Board, or exhibits any other unacceptable or disruptive behaviors at any Board or Member's meeting, will be responded to as follows in that meeting:
 - 2.1.1. The Chair will ask the offending Director to desist and to apologize. If they agree, the meeting will continue.
 - 2.1.2. If they don't agree or apologize, the Chair will call for a motion to sanction the Director or Directors, and that they are to leave the meeting. If they refuse to leave and / or the quorum is lost, the Chair will terminate the meeting.
 - 2.1.3. After the meeting, the Chair and Vice Chair, or one other Director if the Director in question is the Vice Chair, will meet with the removed Director or Directors to determine the issues and to secure a remedy consistent with the Corporate By-Laws, approved Governance and Board Policies and any regulatory or legal requirements. If an impasse occurs, the issue will go to the Board of Directors for discussion and direction at the Board's sole discretion.
 - 2.1.4. If the behavior occurs at any future meeting by the same Director or Directors, the Chair will call for a motion to recommend to the Voting Members of the Corporation to call a Special Members Meeting to have the Director or Directors removed from the Board and a new Director or Directors elected to complete the term of the removed Director or Directors.
 - 2.1.5. If the Chair is the person expressing abusive commentary or refuses to conform to the Code of Conduct or Governance and Board Policies, the Vice

Chair has the authority to intervene by stopping the Board meeting and calling for a Board vote on an appropriate sanction of the Chair that could involve a motion indicating the Chair's comments or behaviour are unacceptable, and asking them to desist and give an apology and / or retraction, or any other sanction up to and including removing the Chair from the meeting and possibly recommending a motion for the Voting Members of the Corporation to remove the Chair of the Board from Office and possibly as a Director.

3. Breach of Confidential Information

3.1 If a Director or Directors breach confidentiality of private and / or confidential information or the confidentiality of in-camera Board or Committee meetings / sessions, the Board can, at its sole discretion, apply the following sanctions based on their assessments of materiality, frequency and intent for each potential breach:

- 3.1.1 Verbal warning and academic requirements on the Code of Conduct and / or Confidentiality Policies and requirements for minor infractions.
- 3.1.2 Written warning with consequence defined for any future breaches for moderate infractions.
- 3.1.3 Recommendation of termination from the Board to a Members' Meeting (AGM or Special) based on the process outlined in King's University College's Corporate By-Laws.

Monitoring

- 1. All breaches to be cited in regular or special Board meeting minutes as appropriate.
- 2. Any action taken by the Chair in this regard is to be documented and placed in a designated Board file.

Definitions

- 1. A fiduciary is a trustee of the organization and as such has a higher standard of loyalty and care to the organization. It is the fiduciary duty of the director to act honestly and in good faith, with a view to the best interests of the corporation. It obliges the director to prefer the interests of the organization over others, including their own.

Original Approval Date:	February 2019
Effective Date:	February 2019
Revised:	May 2021
Next Review:	2026-27