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# CODE OF CONDUCT – BOARD OF GOVERNORS

## PREAMBLE

This Code of Conduct (“Code”) reflects a commitment to the University of Lethbridge’s values and provides a framework to guide ethical conduct in a way that upholds our integrity and reputation. The University is committed to providing a living, learning and working environment that is free of threats to personal safety and is supportive of productivity, academic achievement, and the dignity, self-esteem and fair treatment of all members of its community.

All members of the University’s Board of Governors are expected to behave in a way that aligns with this Code. While this Code does not cover every specific scenario, it is the spirit and intent behind this Code which should guide each person’s conduct. To demonstrate a commitment to transparency and accountability, this Code is available to the public on the University’s website.

This Code of Conduct has the following sections:

Section 1 – Definitions

Section 2 – Obligations of the Members of the Board of Governors

Section 3 – Additional obligations of the Chair (Senior Official)

Section 4 – Notice Period

## 1. DEFINITIONS

The following definitions apply to this Code of Conduct.

- 1.1. “**Board**” means the Board of Governors.
- 1.2. “**Chair**” means the Chair of the Board of Governors.
- 1.3. “**Conflict of Interest**” means whenever an individual’s private interests interfere or conflict in any way (or appear to interfere or conflict) with the interests of the University of Lethbridge.
- 1.4. “**Designated Senior Official**” means the President & Vice-Chancellor pursuant to the provisions of the *Conflict of Interest Act* of Alberta.
- 1.5. “**Employee**” means any individual who works under a contract of employment with the University specifically including Senior Administrators.
- 1.6. “**Ethics Commissioner**” means the Officer of the Alberta Legislature appointed to this role.
- 1.7. “**Governors**” means the members of the Board of Governors, including the Chair.
- 1.8. “**President**” means the position of President & Vice-Chancellor.
- 1.9. “**Proprietary information**” means any information that is not generally known to the public, which may have commercial or competitive value. Examples of proprietary information are intellectual property, operating and marketing plans and employee information.

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- 1.10.** “**Senior Administrators**” means the President, Vice-Presidents, Associate Vice-Presidents, Deans/University Librarian, Associate Deans/Associate University Librarians, Executive Directors (includes Registrar, Associate Vice-President (Information Technology), Associate Vice-President (Human Resources), General Counsel and any other positions covered under the Non-Academic Senior Administration Policy and Procedures Manual).
- 1.11.** “**Senior Officials**” means the Chair and the President pursuant to the provisions of the *Conflict of Interest Act* of Alberta.
- 1.12.** “**Supervisor**” means an Employee’s manager of their department/unit, or in the case of an academic employee their Dean/University Librarian.
- 1.13.** “**University**” means the University of Lethbridge.

## 2. OBLIGATIONS OF THE MEMBERS OF THE BOARD OF GOVERNORS

### 2.1. PRINCIPLES AND SCOPE

- a) While it is expected that all members of the University community respect and maintain the highest standards of professional and ethical conduct, this Code applies to members of the Board, including the Chair.
- b) For certainty, it is confirmed that the Chair is also subject to the additional requirements of Section 3 of this Code, applicable to Senior Officials.
- c) In exercising their powers and discharging their duties as members of the Board, Governors shall act honestly, impartially, and in good faith with a view to the best interests of the University and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- d) The reputation of the University for honesty and integrity among its stakeholders is key to its success.
- e) In conducting University business, Governors must respect and comply with the relevant laws and regulations of Alberta and Canada and other jurisdictions in which the University conducts business.
- f) In addition to following this Code in all aspects of University business, Governors are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of University policies and applicable laws.
- g) Subject to applicable legislation, this Code will not be interpreted or applied to limit or amend the provisions contained in any collective agreement or employment manual entered into between the University and its Employees. This Code will be applicable to Employees serving on the Board for their Board activities and responsibilities; otherwise the Employees will be governed by the relevant section of the Code of Conduct for Employees or by their applicable collective agreement or employment manual.
- h) On becoming aware of a conflict between the provisions of this Code and any collective agreement or employment manual as contemplated by Section 2.1. g) the University shall notify the Ethics Commissioner of such conflict.

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**2.2. CONFLICT OF INTEREST**

- a) Governors must not act in self-interest or further their private interests by virtue of their position or through carrying out their duties.
- b) Governors must be scrupulous in avoiding a conflict of interest with regard to the University's interests and a Governor who is engaging in an activity or a situation that involves either an existing (actual or perceived) or potential (actual or perceived) conflict of interest shall report the conflict to the Chair in writing, which shall include electronic submission, so that it may be assessed and where appropriate, managed in accordance with the associated procedures, as described in this Code. If the Chair has an actual or perceived conflict of interest, the Chair of the Board's Audit Committee will assess the activity or situation.
- c) Conflicts of interest are prohibited as a matter of policy, except under guidelines approved by the Board or committees established by the Board.
- d) Conflicts of interest may not always be clear-cut and any questions in relation to conflicts of interest are to be directed to the Chair or Chair of the Board's Audit Committee in the case of the Chair.
- e) Governors are required to annually complete and sign a "Conflict of Interest Acknowledgement" and file the same with the University.

**2.3. CONFIDENTIALITY**

- a) Governors must maintain the confidentiality of confidential information entrusted to them by the University or its stakeholders, except when disclosure is authorized or required by laws, regulations or legal proceedings.
- b) Whenever feasible, Governors should consult with the Chair (or the Chair of the Board Audit Committee in the case of the Chair) or the President if they believe they have a legal obligation to disclose confidential information.
- c) Confidentiality of Board records and information is explained in the Board of Governors Bylaws (3.13).
- d) Governors are required to annually complete and sign a "Confidentiality Agreement" and file the same with the University.

**2.4. PROTECTION AND PROPER USE OF UNIVERSITY ASSETS**

- a) Theft, carelessness and waste have a direct impact on the University. If a Governor becomes aware of any suspected incidents of fraud or theft it should be immediately reported to the Chair (or the Chair of the Board Audit Committee in the case of the Chair) or the President for investigation.
- b) University resources may only be used for University purposes and never for illegal or unethical purposes.
- c) Governors have an obligation to protect University assets, including proprietary information and must ensure there are appropriate safeguards and policies in place to ensure the assets are protected. Governors have the obligation to preserve proprietary information during their term on the Board and at any time thereafter.

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- d) Governors are prohibited from:
- taking for themselves personally opportunities that properly belong to the University or are discovered using the University's property, information or position;
  - using the University's property, information or position for personal gain; and
  - using the University's property, information or position to compete with the University.
- e) Governors owe a duty to the University to advance its legitimate interests when the opportunity to do so arises.

## **2.5. FAIR DEALING**

- a) Governors must deal fairly with the University's stakeholders. Governors must not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **2.6. USE OF E-MAIL AND INTERNET SERVICES**

- a) By signing on to the University's electronic systems, Governors acknowledge that they have read, understood and abide by the University's Acceptable Use of Computing, Information and Technology Resources Policy. Governors are urged to use good judgment and restrict use of the University's electronic systems for legitimate Board business.

## **2.7. REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR**

- a) Governors must conduct the business and affairs of the University in a lawful and ethical manner. Governors are encouraged to talk to the Chair, President, or the Chair of the Board Audit Committee when in doubt about the best course of action in a particular situation.
- b) This Code cannot, and is not intended to, address all situations. In some circumstances, Governors may need to rely on judgment and consultation with the Chair, Chair of the Board Audit Committee or President in determining an appropriate course of action. In circumstances where a Governor suspects conduct that contravenes policy or good conduct, a Governor has an obligation to report the conduct to the Chair, President, or the Chair of the Board Audit Committee.
- c) The Chair (or the Chair of the Board Audit Committee if the issue pertains to the Chair) receives and ensures the confidentiality of all inquiries and disclosures and ensures that any actual or perceived conflict of interest is avoided or effectively managed. As well, the Chair is responsible for providing advice and managing concerns and complaints concerning potential breaches of the Code, including conflicts of interest. The Board may have a delegated process for responding to and managing concerns, but the Chair is responsible for ensuring procedural fairness.
- d) It is the responsibility of each Governor to disclose in writing to the Chair (or the Chair of the Board Audit Committee in the case of the Chair) an actual or perceived conflict of

interest that they think could be seen to have an influence on decisions or actions that they may make on behalf of the Board. Where an actual or perceived conflict of interest cannot be avoided, Governors, following a review by the Chair (or the Chair of the Board Audit Committee in the case of the Chair), must take appropriate steps to manage the conflict.

- e) Governors are encouraged to report in writing a potential breach of this Code to the Chair (or the Chair of the Board Audit Committee in the case of the Chair). When reporting a potential breach in good faith and with reasonable grounds, Governors are protected from retaliation for such reporting.
- f) Once a potential breach has been reported, the Chair (or the Chair of the Board Audit Committee in the case of the Chair) will respond to and manage the potential breach promptly. The Chair will review the circumstances and details of the potential breach and notify the Governor of the allegation. The Governor has the right to complete information and the right to respond fully to the potential breach provided that the identity of the party making the report will not be disclosed unless required by law or in a legal proceeding. The Chair shall make a decision and complete a written report, including reasons, in a timely manner which report shall be provided to the Governor. The decision may range from finding no potential breach to one that reveals suspected criminal conduct.
- g) Governors who do not comply with the behavioural standards identified in this Code will be subject to appropriate disciplinary action by the Board.
- h) A Governor can request in writing that the Minister of Advanced Education review the decision made by the Chair (or the Chair of the Board Audit Committee in the case of the Chair) about an actual or perceived breach of the Code of Conduct.

## **2.8. ACCEPTANCE OF GIFTS AND HOSPITALITY**

- a) For the purposes of this Section 2.8 “Gifts” means all nature of gifts including all tangible gifts, hospitality, event invitations and conference invitations inclusive of travel, admission, hospitality, accommodation and related incidentals.
- b) The restrictions contained in this Section 2.8 do not apply to:
  - i Gifts received by a Governor on behalf of the University provided such Gifts are immediately surrendered to the University;
  - ii Gifts received by a Governor from the University.
- c) Governors must not accept Gifts or other benefits that are connected directly or indirectly with the performance of their duties as a Board member from any individual or entity, other than:
  - The normal exchange of Gifts between friends;
  - The nominal exchange of hospitality between persons doing business together;
  - Tokens exchanged as part of protocol (includes plaques or similar recognition awards); or

- Nominal Gifts presented to persons who are participating in public functions, awards, speeches, lectures, presentations, conferences, workshops or seminars (“Events”).
- d) For Governors, other than the Chair, the value of any Gift permitted by this section shall not be more than \$250 per Gift to a maximum of \$500 per year from a single source; or \$500 per Gift if the Gift is for an Event (where the Event is related to the mandate of the University) to a maximum of \$500 per year from a single source.
- e) For the Chair, the value of any Gift permitted by this section shall not be more than \$250 per Gift to a maximum of \$500 per year from a single source; or \$1,000 per Gift if the Gift is for an Event (where the Event is related to the mandate of the University and the Gift is from a donor or friend of the University) to a maximum of \$2,000 per year from a single source.
- f) For Governors who accept an invitation to speak or participate on a panel at a conference, seminar, workshop or similar event and their speech and/or participation relates to their duties as a Board member, the total value of any Gift permitted by this section for transportation costs, registration fees, accommodation, meals and related incidentals gifted to them in connection with the event at which they are speaking and/or participating shall not be more than \$8,000 per Gift to a maximum of \$16,000 per year from a single source. The increased limits as contained in this Section 2.8. f) shall not apply if the acceptance of any of the foregoing gives rise to an actual or perceived Conflict of Interest.
- g) The restrictions on the value of an Event invitation as set out in this section shall not apply to the attendance at a social event where such social event is sponsored by:
- i a registered charitable foundation;
  - ii the Governor General of Canada;
  - iii a provincial Lieutenant Governor;
  - iv a Canadian federal, provincial, municipal or regional government or any member of that government;
  - v a consul or ambassador of a foreign country; or
  - vi a not-for-profit organization provided such organization is not constituted to serve management, union or professional interests and does not have for-profit enterprises or representatives of for-profit enterprises as a majority of its members.
- h) Notwithstanding any other provision of this section Governors must not accept cash or cash equivalent Gifts.
- i) In the event Governors are in doubt with respect to the Gift or the propriety of acceptance of an invitation, the advice of the Chair (or the Chair of the Board Audit Committee in the case of the Chair) must be sought.
- j) Governors may request that the Chair (or the Chair of the Board Audit Committee in the case of the Chair) provide advice relating to the Governor’s obligations with respect to Gifts without a readily discernible value or Gifts that exceed the limits in this Code. The Chair (or Chair of the Board Audit Committee in the case of the Chair) may provide the Governor with advice relating to Gifts or an increase in the dollar limits set out in this

section. The Chair, or Chair of the Board Audit Committee as applicable, must respond in writing and act reasonably and in the best interest of the University and consider whether there is any real or apparent Conflict of Interest in providing such advice and/or increasing such dollar limits. The Governor will be deemed to have complied with this Code of Conduct if they comply with the written advice and/or dollar limits.

## 2.9. OUTSIDE EMPLOYMENT, SELF-EMPLOYMENT, APPOINTMENTS OR BUSINESSES

- a) Governors may participate in outside appointments, businesses, undertakings or employment, including self-employment provided such activity does not cause an actual or perceived conflict of interest, and:
- Allows for sufficient performance of Board related duties or availability for Board work;
  - Does not involve the use of University property, equipment, tools, computer, materials, supplies or personnel; or
  - Is not performed in such a way as to appear to represent the University.
- b) For the purposes of this section if a Governor receives income through a research grant, the resulting research work shall be deemed to constitute outside employment. However, if the research grant is administered by the University, the resulting research work shall be deemed to be pre-approved for the purposes of this section. Otherwise, such research work shall be subject to the same reporting requirements as other outside employment.
- c) Governors participating in outside appointments, businesses, undertakings or employment, including self-employment, shall notify the Chair, or in the case of the Chair the Ethics Commissioner, in writing of such activity however, no pre-approval of such activity is required. The Chair, or Ethics Commissioner as applicable, must review the proposed appointments, businesses, undertakings or employment, including self-employment, to determine if such activity creates a real or apparent conflict of interest.
- d) The requirement for notice of an outside appointment does not apply to those outside appointments for which a Governor does not receive, and is not entitled to receive, remuneration. However, this exclusion shall not apply if such outside appointment gives rise to a perceived or actual Conflict of Interest.

## 2.10. CONFLICT OF INTEREST DISCLOSURE PROCEDURES

These procedures do not restrict the requirement for disclosure of all existing or potential (actual or perceived) conflicts of interest, but rather provide a procedure which may apply to the disclosure.

- a) **Disclosure**
- i A Governor who is:
- a party to; or
  - a director or officer of or has a material interest in a party to; or
  - the spouse, parent or child of a party to; or

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- the spouse, parent or child of a director or officer or one who has a material interest in a party to a material contract or transaction with the University or a proposed material contract or transaction with the University shall disclose orally or in writing the existence of and the nature and extent of the interest in the contract or transaction.
- ii Any such Governor (a “Disclosing Governor”) shall make the disclosure at the earliest of:
    - the first meeting at which the contract or transaction or the proposed contract or transaction is proposed to the Board;
    - the first meeting after any such interest is obtained by the Disclosing Governor, or the spouse, child or parent of the Disclosing Governor;
    - the first meeting at which the Disclosing Governor is aware of such interest by the spouse, child or parent; or
    - the Disclosing Governor’s first meeting, if the interest existed prior to becoming a Governor.
  - iii The interest shall be recorded in the minutes of the meeting.
  - iv If the contract or transaction is one that in the ordinary course of business would not require approval by the Board, the interest shall nevertheless be disclosed in accordance with this Code.
- b) **Effect of Disclosure**
- i With regard to an interest in the contract or transaction, a Disclosing Governor shall not be required to account to the Board for any profit or gain realized under the contract.
  - ii A Governor who has disclosed an interest as required shall be counted to determine the presence of a quorum at any meeting at which the contract or transaction is discussed.
  - iii A Disclosing Governor may participate in discussion of the contract or transaction provided all other Governors present at the meeting consent.
  - iv A Disclosing Governor may decide to leave the meeting and shall leave the meeting if requested by any other Governor, while the Board discusses the contract, transaction or interest or any matters related thereto, that gives rise to the disclosure.
  - v The Disclosing Governor shall not vote on any matter relating to the contract or transaction.
  - vi A Disclosing Governor shall not be disqualified from or required to vacate the office by reason only of that Disclosing Governor’s contract or transaction, nor shall such contract or transaction be void or voidable only by reason of the Disclosing Governor’s interest therein, provided disclosure was made in accordance with this Code.
  - vii A Disclosing Governor may participate in the discussion of and vote on matters related to tuition fees or other student fees that the University may levy, even if

the Disclosing Governor or the Disclosing Governor's spouse, child or parent is affected by any tuition or student fees levied.

c) **Effect of Failure to Disclose or Refusal to Comply with Conflict of Interest Provisions**

- i If a Governor fails to disclose an interest as required by this Code, the Governor may, at the discretion of the Board, be required to account to the Board for any profit or gain made as a result of the interest.
  - ii If a Governor fails to disclose an interest as required by this Code, the Board may, at its discretion, take action to void the contract or transaction.
  - iii If a Governor fails to disclose an interest as required by this Code or fails or refuses to comply with the conflict of interest provisions in this Code, the Board may, by resolution, request the Governor be removed from the Board. Subject to the Board's right to request removal by the Lieutenant Governor in Council pursuant to s.16(6) of the *Post-secondary Learning Act* ("Act"), such request shall first be made to:
    - the Minister, if the Governor is the Chair or is appointed by the Lieutenant Governor in Council under Section 16(3)(e) of the Act;
    - the body nominating the Governor, if the Governor is appointed by the Minister under Section 16(3)(d) of the Act; or
    - the Senate if the Governor is the Chancellor.
  - iv The resolution shall specify the nature and extent of the interest, the nature of the contract or transaction, and any other information the Board considers relevant to the matter.
- d) If the Governor who fails to disclose a conflict of interest as required in this Code or who refuses to comply with the conflict of interest provisions in this Code is the President, the Board may undertake disciplinary action in accordance with the President's contract of employment.

### **3. ADDITIONAL OBLIGATIONS OF THE CHAIR (SENIOR OFFICIAL)**

**3.1.** The Chair (Senior Official) is subject to this provisions of Section 3 of the Code. The provisions of this Section 3 are in addition to those required of the Chair in other sections of the Code.

**3.2.** In the event of a conflict between this section of the Code and the *Conflicts of Interest Act*, RSA 2000, C-23, the terms of the Act will apply.

#### **3.3. REQUIREMENTS OF THE CHAIR AS A SENIOR OFFICIAL**

- a) Restrictions on Furthering Private Interests

The Chair must not take part in a decision in the course of carrying out his/her office or powers knowing that the decision might further his/her private interest, the private interests of a minor or adult child of the Chair, or those of a person directly associated with him/her (for instance, a spouse or companies he/she owns). "Private interest" does not include interests that are trivial, of general application, affect an individual as a member of a broader class, or concern an individual's remuneration and benefits with the University.

b) Restrictions on Using Influence

The Chair must not use his/her office or powers as to influence or try to influence a decision to be made by or on behalf of the Crown or a public agency to further his/her private interest, the interest of a person directly associated with him/her, the interest of his/her minor child, or to improperly further any other person's interest.

### **3.4. RESTRICTIONS ON USING INSIDER INFORMATION**

a) The Chair must not use or communicate information, not available to the general public, that he/she gained in the course of carrying out his/her office or powers in order to further or try to further his/her private interest or any other person's private interest.

b) Disclosure of Real and Apparent Conflicts of Interest

The Chair must appropriately and adequately disclose real and apparent conflicts of interest. What constitutes appropriate and adequate disclosure will vary depending on the circumstances in which the conflict arises.

## **4. NOTICE PERIOD**

Following approval by the Board of Governors, this Code of Conduct will be published on the University's public website on or before April 30, 2019. This Code of Conduct will come into effect on July 1, 2019.

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