

Name: Board of Governors Code of Conduct
Policy Number: 2017- 02
Origin: Board of Governors
Approved: October 27, 2017
Issuing Authority: Board of Governors
Responsibility: University Secretary
Effective Date: October 27, 2017

Preamble

The Board of Governors of Saint Mary's University has adopted a Board Charter which sets out the role and responsibilities of the Board, and t as a whole .
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Confidentiality

5. Proceedings at regular and in -camera sessions of the Board are confidential. Meetings of committees of the Board are closed and the proceedings are confidential, unless otherwise directed by the Chair of the committee.
6. Briefing documents, minutes, reports and other documents identified as confidential and any documents received by a Governor or anyone else for purposes of a meeting or other deliberations of the Board or its committees, are confidential.
7. Confidential material received by a Governor or anyone else for purposes of a confidential proceeding of the Board or its committees shall not be divulged to any other person without the express prior authorization of the Board.
8. Governors shall not comment publicly or to anyone outside the Board on confidential Board or committee deliberations.
9. After leaving office, Governors shall respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations in which they participated.

Use of Information

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the University or a University-related body, or obtains, or is likely to obtain, a personal advantage or benefit as a result of a decision made by the University or a University-related body;

- ii) when a Governor is a member of a board or the senior management or other staff of a body, enterprise or association, whether public or private, whose interests may be in competition with those of the University;
- iii) when a Governor accepts gifts, gratuities or favours from a person, enterprise or association engaged in or wishing to engage in transactions with the University, except in the case of customary gifts, gratuities or favours of a purely nominal value;
- iv) when a Governor uses his/her position to help a person, enterprise or association in dealing with the University, except in the case of customary gifts, gratuities or favours of a purely nominal value;

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have the conflict does not disclose the conflict, the Chair of the Board or the committee may declare that a conflict exists and rule that the Governor shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Governor may challenge the Chair of the Board or committee Chair by asking that a resolution be carried by the majority of the Governors present and voting. The Governor considered to have the conflict shall absent her or himself from the meeting while the conflict is discussed and a vote taken.

18. A Governor

Annual Disclosure of Potential Conflict s of Interest

- 25. Following the initial appointment of a Governor, the University Secretary shall provide the Governor with a copy of this Policy and request the completion of a Disclosure form. The University Secretary shall also request annual completion of the Disclosure by all Governors no later than September 30 of each year.
- 26. The University Secretary shall provide a summary report on the conflict of interest disclosures to the Governance Committee.
- 27. The information provided in the Disclosure shall be kept confidential unless disclosure is required by law or by a legal authority having jurisdiction.
- 28. The filing of the initial and annual Disclosure form does not discharge a Governor from their obligation under this Policy to disclose conflicts of interest on an on-going basis as and when they arise.

Enforcement Mechanism

- 29. The Governance Committee shall oversee and review the application of this Policy , and the University Secretary shall be responsible for its administration . The University Secretary shall advise any Governors, upon their request, on any question related to this Policy . The University Secretary shall provide a copy of this Policy to each Governor in conjunction with the distribution of the annual Disclosure ; and shall promote and implement this Policy.

Procedure in Case of Non-Compliance

- 30. If there are reasonable grounds to believe that an infringement to this Policy has occurred, any Governor or the University Secretary ()0.6 (a)2.0.6 (c)4 t (f)30.9 0 Td [elemy of thim G.8

Acknowledgement and Undertaking

I confirm that I have read, understand and agree to abide by the above Saint Mary's University Board of Governors Code of Conduct Policy.

Signature Date

Print Name

Related Document: Annual Disclosure of Potential Conflicts of Interest

Saint Mary's University Board of Governors

Annual Disclosure of Potential Conflicts of Interest

Governors of Saint Mary's University are directors with fiduciary responsibilities towards the University and the University community, which means they have:

1. A duty of loyalty towards the University.
2. A duty to act honestly and in good faith in the best interests of the University.
3. A responsibility when carrying out their responsibilities as Governors, to exercise the care, diligence and skill that a reasonable and prudent person would exercise in