

Medicine Hat College Board Policy

Policy #: **GEA-07 Code of Conduct**

Effective Date: May 15, 2025

Next Mandatory Review Date: May 15, 2030

Frequency of Reviews: Every 5 years



1. HIGH LEVEL STATEMENT

The Board of Governors (the Board) commits itself, its committees, and its members, to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as board members. As a public post-secondary institution, the reputation of Medicine Hat College (MHC) is fundamental to its success. This policy applies to board members who have an involvement with or contribute to the college's activities or who act on behalf of the college. As a publicly funded institution we recognize that the people of Alberta have a right to a public service which is conducted with impartiality and integrity. It is this special obligation to Albertans that demands that there not be, nor seem to be, any conflict between the private interests of board members and their duty to the public. At the same time, it is recognized that board members should enjoy the same rights in their private dealings as any other citizens, unless it can be demonstrated that a restriction is essential to the public interest.

2. PURPOSE

This policy articulates the overarching legal and ethical principles to which the Board expects its members to adhere. These ethical standards include honesty, integrity, respect for others, fair dealing, diligence, prudence, and accountability in the use of the college's resources. Adherence to such standards not only serves to further the reputation of MHC but also provides an essential foundation for excellence in education. This policy outlines general principles intended to govern the conduct of its board members and to provide overall guidance in matters of expected conduct.

3. SCOPE

The provisions outlined in this policy apply to all board members and there may be additional provisions that apply that are outside of this policy, which may impact board members as well. The college's operational Code of Conduct policy does not have any effect on this policy.

4. ACKNOWLEDGEMENT

All board members will sign a Code of Conduct declaration upon appointment and each September thereafter.

5. DEFINITIONS

- **Act:** Conflict of Interest Act
- **Apparent Conflict of Interest:** exists if there is a reasonable perception, which a reasonably well-informed person could properly have, that the board member's ability to exercise their duties has been affected by their private interest.
- **Applicable Laws:** all federal, provincial and municipal laws, statutes, regulations, by-laws, orders and instruments, and all terms and conditions of any grant of approval, permission, authority or license of any court of government or self-regulatory authority that apply to a party and its operations and business.
- **Board Member:** anyone appointed by the Government of Alberta to the MHC Board of Governors.
- **Conflict of Interest:** arises when individuals are placed in a position whereby their private interests conflict with the best interests of MHC. The test of a conflict of interest is not just a case of whether the individual is actually improperly influenced by their private interest. The pivotal issue is whether circumstances lend themselves to such a possibility.
- **Undertaking:** any activity for which an individual is financially compensated for their involvement.

6. PRACTICES

Respect for Others

Board members will treat everyone equitably and with respect, including respect for their rights.

Board members must be responsive, fair, and courteous in dealing with others. Rude or insulting behaviour towards anyone is unacceptable.

No board member will take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

The Board accommodates and respects different opinions and perspectives and disagreements must proceed only by rational debate. Board members will not thwart rational debate by verbal or physical violence, or intimidation. Board members will not verbally abuse, vilify, or belittle other individuals either directly or indirectly.

Board members will refrain from discriminating against or harassing anyone on the grounds of race, religious belief, colour, gender, sexual orientation, gender identity, gender expression, physical disability, mental disability, marital status, family status, source of income, age, ancestry or place of origin or other grounds as prohibited under the Alberta Human Rights Act.

Board members will refrain from engaging in a course of vexatious comment or conduct, which could include but is not limited to gestures, remarks, jokes, taunting, innuendo, display of offensive materials, electronic distribution of offensive material, hazing, stalking, or other acts that is known or ought to be reasonably known to be unwelcome to the person or persons to whom the comment or conduct is directed.

Board members have a duty to take reasonable care to avoid causing harm (including physical and emotional) to anyone.

Board members who supervise other board members must treat them fairly and afford them equality of opportunity, maintain open and honest communication with them, and ensure that they understand performance standards expected of them. Evaluations of board members' performance will be undertaken objectively and without bias.

The Board supports members involved in community-based work where they will grow personally and/or professionally and/or where the college will benefit from such involvement. This includes volunteer work, board work (volunteer or paid) or committee involvement.

Individual Responsibility and Accountability

Ethical behaviour is an individual as well as a collective responsibility of all board members.

The Board operates on the principle of individual accountability within a system of defined roles and governance. Board members must assume the responsibilities that are appropriate to their positions and roles. They are accountable to the Board and each other for their actions, will exercise sound judgment, and act in good faith in the performance of their responsibilities.

Board members' accountability to the Board supersedes any personal interest of the board member as an individual consumer of the college's services.

Members must never use their board status to obtain personal gain or benefits from other board members, individuals, or entities, whether related or non-related to the college.

If a board member is charged with an offence under any Federal statute arising from their conduct while on or off duty, they must immediately disclose the charge to the Board Chair. If the Board Chair is charged with a similar offence, they must immediately disclose the charge to the Board Vice-Chair.

Board members will not act in self-interest or further their private interests by virtue of their position or by carrying out their board duties.

Pursuant to Section 23.925 of the Conflict of Interest Act, the Board Chair has statutory obligations beyond the Board members. The Board Chair will not

- take part in a decision in the course of carrying out their office or powers knowing that the decision might further a private interest of themselves, a person directly associated with them or their minor or adult child,
- use their office or powers to influence or to seek to influence a decision to be made by or on behalf of the Crown or a public agency to further a private interest of themselves, a person directly associated with them or their minor child or to improperly further any other person's private interest,
- use or communicate information not available to the general public that was gained by them in the course of carrying out their office or powers to further or seek to further a private interest of their or any other person's private interest, or
- fail to appropriately or adequately disclose a real or apparent conflict of interest.

Honesty, Impartiality, and Integrity

Honesty, impartiality, and integrity are fundamental principles under which the college operates. Board members will be truthful, accurate, and objective in their work and interactions with other board members, individuals, and entities.

Board members must conduct their respective activities in a manner that is objective, independent and impartial, and that assigns first priority to the needs and goals of the college.

Conflict of Interest

There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness.

When the Board decides upon an issue, about which a board member has an unavoidable conflict of interest, that board member will absent themselves without comment from not only the vote, but also from the deliberation. A statement identifying the conflict will be recorded in the minutes.

Board members must not use their positions to obtain employment with the college.

If a public board member is being considered for employment at the college, the board member must temporarily withdraw from the applicable board deliberation, voting, and access to applicable board information.

Public board members must not retain board membership if they are employed by the college.

If there is a dispute among board members as to whether or not there is a conflict of interest, the Board will vote on whether there is a conflict, and the decision of the vote will be binding.

Even the appearance of an undue influence or conflict of interest with respect to one's actions on behalf of the college can be harmful. Board members will not enter into a conflict of interest situation with respect to outside professional activities, personal and financial interests, and the receipt of benefits from third parties, including MHC contractors and vendors.

If an appearance before a committee, council, board, commission, organization, association, or any other agency could result in adverse consequences for the college or represent a conflict of interest between the interests represented by the board member and the interests of the college, the board member must not participate. Board members may exercise their rights as citizens so long as it is clear that they are representing themselves as a private citizen and in no way represent the interests of the college.

Board members may not seek nomination as a candidate in a federal, provincial, or municipal council election but can hold office in a political party or constituency association as long as it does not affect their ability to act in the best interest of the college.

Restrictions Regarding Gifts

This section is intended only for individual gifts, benefits, or other favours directed for private use by a board member, not donations the college seeks from its stakeholders to supplement the financial revenue streams which is then used for operational, capital, and student scholarship purposes.

Board members must use their discretion and recognize that, while a gift may be offered with the expectation of receiving nothing in return, acceptance may still create a perceived conflict of interest. Even a perceived conflict of interest must be avoided or managed before the gift may be accepted.

Acceptance of cash or cash equivalents as gifts is strictly prohibited.

Board members may only accept gifts or other benefits relating to their position if they are the normal exchange of hospitality between persons doing business together, tokens exchanged as part of protocol, or the normal presentation of gifts to persons participating in public functions.

Such gifts or benefits are subject to the following limits

- (a) Any single gift cannot exceed a cash value of \$150.
- (b) Any combination of gifts received from a single source within a calendar year cannot exceed a total cash value of \$300.
- (c) Any single paid invitation to an event cannot exceed a cash value of \$300, inclusive of food and beverage.
- (d) Any combination of paid invitations to events from a single source within a calendar year cannot exceed a total cash value of \$500, inclusive of food and beverage.

A board member may accept an invitation to speak or participate at a conference, seminar, workshop, or similar event subject to the following:

- (a) The total value of transportation costs, registration fees, accommodation, meals, and related incidentals that may be gifted to them in connection with the invitation cannot exceed \$4000. Any combination of such invitations from a single source cannot exceed a cash value of \$8000 per calendar year.

Concurrent Employment or Appointments

Board members will declare any concurrent appointment, business, undertaking or employment, including self-employment, in writing to the Board Chair upon initial appointment and immediately at any time there is a change from the initial declaration.

The Board Chair will declare any concurrent appointment, business, undertaking or employment, including self-employment, in writing to the Board Vice-Chair upon initial appointment and immediately at any time there is a change from the initial declaration.

These declarations must be in writing and placed in the Board Chair's file held in the Executive Office.

Duty and Responsibility

Board members must conduct themselves ethically and in compliance with the broad array of laws and regulations that apply to their activities. They must familiarize themselves with and comply with board policies.

Board members must maintain confidentiality of information that is personal, confidential, sensitive, or legally protected by the Alberta Freedom of Information and Protection of Privacy (FOIP) Act.

Board members must immediately report all real or apparent conflicts of interest to the Board Chair in writing, so they can be evaluated and when necessary, eliminated, managed, or reduced appropriately. Any approvals or plans to manage conflicts of interest will be documented and placed in the board member's file and reviewed annually as part of the Code of Conduct annual sign-off procedure.

Board members are committed to the health and safety of its community and the security of its premises and facilities.

The Board ensures that all members have easy and full access to and are aware of the various policies and procedures of the Board. Board members will be provided with copies of all policies to be contained within their Policy and By-law manual. In addition, current versions of all policies must be available on the college website.

Authority

Board members must not attempt to exercise individual authority over the organization except as explicitly contained in board policies.

The Board Chair (or designate) is the only member authorized to speak for the Board.

The Board Chair is designated to work with the President and CEO. The Board Chair and the President and CEO will ensure that regular ongoing communication occurs between the two parties.

Violations

If any board member is perceived to have violated this policy, the Board Chair is authorized to pursue resolution, using the Process for Complaints and Investigations as outlined below.

If the Board Chair is perceived to have violated this policy, the Board Vice-Chair is authorized to pursue resolution using the Process for Complaints and Investigations as outlined below.

Process for Complaints and Investigation

The Board of Governors is committed to protecting all members or complainants who expose possible conflicts of interest or breaches of this policy by board members from reprisal.

All board members must familiarize themselves with this process for addressing conflicts of interest and the requirements of this policy. This process does not replace or modify individual rights guaranteed by law, contract, or codes of professional ethics.

These procedures outline the process by which

- board members or any complainant may make a disclosure of a conflict of interest or violation of policy by a board member, and
- the Board will respond to a disclosure.

Board members or a complainant must provide a written complaint to the Board Chair (or the Board Vice-Chair if the complaint is about the Board Chair). For the purpose of this section, the Board Chair will be included as a board member if the complaint is about that position.

The complaint must include

- the complainant's full name, contact information, and signature,
- all relevant details concerning the possible conflict of interest or violation of policy, and
- any background information that is relevant to the complaint.

The Board Chair or Board Vice-Chair may consult with the President and CEO in starting the investigation.

If deemed appropriate, the Board Chair, Board Vice-Chair, and/or President and CEO may consult with legal counsel.

The Board Chair or Board Vice-Chair will raise the matter at the next opportunity with the Board providing as much detail as possible. The individual who has the complaint against them will not participate in that meeting.

The Board will provide instruction to the Board Chair or Board Vice-Chair as to the process that should be followed going forward and will determine if the board member should continue with their board duties while the investigation is in progress.

Throughout the process the Board will be guided by the concept of procedural fairness. The principles of procedural fairness ensure that a fair decision is reached by an objective decision-maker. Maintaining procedural fairness protects the rights of individuals and enhances confidence in the Board's processes. The elements of procedural fairness include but are not limited to the right for the board member to receive details of the complaint, the opportunity to respond and be heard, and the right to be provided with a summary of the outcome in writing.

The Board discussion of the circumstances surrounding the situation will be held in-camera, however, any motions that are required will be conducted in a closed meeting.

The Board will provide the complainant and respondent with the written decision in relation to the complaint within 15 business days of completion of the investigation report. That decision is final.

Copies of all documentation will be filed in the board member's file after the investigation and outcome is completed, in a sealed envelope, signed by either the Board Chair or Board Vice-Chair.

Effective Date

This revised policy will be made public on or before **April 15, 2025** and becomes effective on **May 15, 2025**. The period between the date the policy is published, and the implementation date will serve as the public notice period.

7. RELATED INFORMATION

Conflict of Interest Act
Post-secondary Learning Act