



By-Law Number 5

**CODE OF ETHICS
AND
PROFESSIONAL CONDUCT FOR BOARD MEMBERS**

Approved by the Vanier College Board of Directors, June 12, 2007

PREAMBLE

The rules of ethics and professional conduct stated in this document are in conformity with the Act to amend the Act respecting the Ministère du Conseil exécutif and other legislative provisions as regards standards of ethics and professional conduct. These provisions complement the rules of ethics and professional conduct already outlined in Articles 321 to 330 of the Quebec Civil Code (Appendix 2) and Articles 12 and 20.1 of the Colleges' Act. Public order legislative provisions, notably Articles 12 and 20.1 of the Colleges' Act, take precedence, in the case of conflict, over the provisions of this Code.

ARTICLE 1 - GENERAL PROVISIONS

1.01 - Definitions

In this By-law the following expressions mean:

a) "Board Member”:

A member of the Board of Directors of Vanier College of General and Vocational Education;

b) "Staff Board Member”:

The Director General, the Academic Dean, as well as the two faculty members, one professional member and one support staff member of the Board of Directors of Vanier College of General and Vocational Education;

c) "Code”:

The Code of Ethics and Professional Conduct for Board Members of Vanier College of General and Vocational Education.

1.02 - Purpose

The purpose of this code of ethics is to establish rules of ethics and professional conduct governing the Board Members of Vanier College of General and Vocational Education in order to:

- maintain and build public confidence in the integrity, objectivity and transparency of the College’s administration;

- allow members to exercise their mandate and carry out their duties with confidence, independence and objectivity for the better fulfilment of the College's mission;

1.03 - Scope

This Code applies to Board members and, in the case of Article 2.03, to former members of the Board of Directors of the College.

ARTICLE 2 - DUTIES AND OBLIGATIONS OF BOARD MEMBERS

2.01 - General

Each Board member carries out their duties with independence, integrity and good faith in the best interests of the College and for the realization of its mission. They shall act with prudence, diligence, honesty, loyalty and assiduity as would any reasonable and responsible person in similar circumstances.

2.02 - Duties and Obligations While in Office

In the fulfilment of their obligations, Board members shall:

- i. respect the obligations laid down in the Colleges Act and the College's constituent charter and by-laws and act within the limits of the College's powers;
- ii. avoid placing themselves in situations that constitute a conflict between their personal interest, or that of the group or person who elected or nominated them and their duties and obligations as Board members;
- iii. be guarded in their comments, avoid attacks on other people's reputations and treat other Board members with respect;
- iv. not use College property for the personal benefit of themselves or others;
- v. not abuse their powers or use unduly their position to gain a personal benefit;
- vi. not directly or indirectly solicit or accept from a person who has dealings with the College an advantage or benefit of any kind;
- vii. not accept a gift, a token of appreciation or other advantages other than those customarily granted and of nominal value.

2.03 - Duties and Obligations After Leaving Office

In the year following the termination of their mandate, former Board members shall:

- i. act in such a manner so as not to take any undue advantage of their former

- position on the Board of Directors;
- ii. not act on their own behalf or on behalf of others with respect to a process, a negotiation or any other dealings to which the College is a party. This rule does not apply to staff Board members with regard to their employment contract;
- iii. not use confidential or privileged information about the College for the personal benefit of themselves or others;

ARTICLE 3 - REMUNERATION

3.01 - Prohibited Remuneration

Board members are not entitled to any remuneration for the carrying out of their duties as Board members. Also, they shall not receive any remuneration from the College other than the reimbursement of expenses.

The above stipulation shall not prevent staff Board members from receiving their salary and other advantages foreseen in their employment contract.

ARTICLE 4 - CONFLICTS OF INTEREST

4.01- Objective

The following rules have been drafted to assist members in their understanding of conflict of interest situations and to establish administrative procedures for members in a conflict of interest situation to proceed in the best interests of the College.

4.02- General Principles

A conflict of interest exists in any situation, either real, potential or perceived that, by objective standards, is of a nature to compromise or likely to compromise the independence and impartiality inherent in the duties of a member, or in a situation where a member seeks to use the nature of his office to receive an undue advantage for him/herself or for a third party.

4.03- Conflict of Interest Situations

Every member of the Board except the Director General and the Academic Dean, who has a direct or indirect interest in an enterprise that places his/her personal interest in conflict with that of the college must, on pain of forfeiture of office, disclose his/her interest in writing to the Director General, abstain from voting on any matter concerning the enterprise and avoid influencing the decision relating to

it. The member must, in addition, withdraw from a meeting while the matter is discussed or voted on.

Furthermore, a member of the staff of a college must, on pain of forfeiture of office, abstain from voting on any matter concerning his/her employment status, remuneration, fringe benefits and other conditions of employment, or those of the category of employees to which he belongs. The member must, in addition, after having had an opportunity to present his/her views withdraw from a meeting while the matter is discussed or voted on.

The second paragraph applies in the same manner to every staff member of the College, except the Director General and the Academic Dean, with respect to any matter concerning the remuneration, fringe benefits and other conditions of employment of other categories of employees". (R.S.Q., Chapter C-29, art. 12)

In no case may the Director General or the Academic Dean, on pain of forfeiture of office, have a direct or indirect interest in any enterprise that places his/her personal interest in conflict with that of the College. However, forfeiture shall not be incurred where such an interest devolves to him/her by succession or gift, provided that he/she renounces or disposes of it with dispatch". (R.S.Q., Chapter C-29, art. 20.1)

ARTICLE 5 - ADMINISTRATION OF THE CODE

5.01- Responsibilities

The Secretary General is responsible for:

- i. informing the members with respect to the contents and application of the Code;
- ii. advising the College and/or any member faced with a situation that is considered problematic;
- iii. investigating allegations of irregularity with respect to the Code and reporting findings to the Board of Directors;
- iv. if there are cases during the year, giving an annual report to the Board of Directors specifically outlining the number of cases treated and their follow-up, the infractions considered by the Disciplinary Committee, the decisions of and sanctions imposed by the Disciplinary Committee, as well as the name of members removed from office, suspended or reprimanded during the course of the year.

The Chairperson, or the Vice-Chairperson acting as Chairperson, is responsible for:

- i. should the need arise, ensuring that the Board of Directors appoints a minimum of three (3) Board Members to act as a Disciplinary Committee;
- ii. investigating questions arising concerning the application of the Code and reporting findings to the Board of Directors;

5.02- Ad hoc Administration of the Code

Questions arising concerning the application of the Code during meetings of the Board of Directors are subject to the rules of procedure for meetings of the Board, as outlined in By-law Number 1. The Chairperson shall rule on any ad hoc question or situation pertaining to the Code raised by a member during a meeting, including which members are eligible to debate and to vote on a question or resolution before the Board. The Chairperson has the power to intervene and to order that a member refrain from voting and withdraw from the meeting during the discussion and vote. The decision of the Chairperson is final.

5.03- Disciplinary Committee and Sanctions

- i. When the Secretary General, after conducting an investigation, concludes that a member may have contravened the law, the by-laws and/or the Code, he/she advises the Board of Directors.
- ii. The Disciplinary Committee meets and decides on the validity of the case and any sanction to be imposed on a case by case basis.
- iii. The Disciplinary Committee notifies the member in writing of the alleged infraction(s), with reference to the relevant legislative or by-law provisions or those of the Code. The Disciplinary Committee, before imposing a sanction, must give the member thirty (30) days to state his/her case in writing and give him/her the chance to be heard.
- iv. The member, accused of an infraction of the Code constituting an urgent situation necessitating a speedy intervention or accused of a serious offence, may be provisionally relieved of his/her duties by the Chairperson.
- v. If, after hearing the member's case, the Disciplinary Committee concludes that a member has contravened the law, the by-laws or the Code it must so inform the member and the Board of Directors of the sanction imposed in writing. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.