



Institute on
Governance

LEADING EXPERTISE

Institut sur
la gouvernance

EXPERTISE DE POINTE

Code of Conduct and Conflict of Interest Policy

Approved September 24, 2013

1. Objective

1.1. This policy is designed to ensure that all directors of the Institute on Governance are aware of, and respect, their responsibilities with regard to the standards of conduct and commitments expected of members of the Board of Directors of the Institute, and to ensure a process by which any real or perceived conflicts will be managed.

2. Definitions

2.1. Institute refers to the Institute on Governance.

2.2. Board refers to the Board of Directors of the Institute on Governance.

2.3. Director refers to an individual member of the Board of Directors of the Institute on Governance.

2.4. Chair refers to the Chair of the Board of Directors of Institute on Governance.

2.5. Staff refers to the staff of the Institute.

3. Policy Statement

3.1. Directors are expected to maintain high standards of honesty, integrity, impartiality, and ethical conduct, and must be constantly aware of the need to avoid situations which might result either in actual or perceived misconduct, or conflict of interest, and to conduct themselves, in their official and personal relations, in a manner which commands the respect and confidence of their fellow citizens.

4. Roles and Responsibilities

4.1. General

4.1.1. Directors will act within the *Canada Not-for-Profit Corporations Act*, and abide by the bylaws, policies and procedures of the organization.

- 4.1.2.** Directors will support the objects and mission of Institute on Governance, using any skills or knowledge they have to further that mission and seeking expert advice where appropriate. They will also seek to do what additional work they can outside of board meetings, including sitting on board committees.
 - 4.1.2.1.** Directors will attend, in-person or electronically, all appropriate meetings and other appointments at the Institute on Governance.
 - 4.1.2.2.** Directors will prepare fully for all meetings and work for the organization. This will include reading papers, questioning anything they do not understand and thinking through issues before meetings.
 - 4.1.2.3.** Directors will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- 4.1.3.** Directors will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorized to do so by a board motion.
- 4.1.4.** Directors will respect organizational, board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- 4.1.5.** Directors will develop and maintain a sound and up-to-date knowledge of the Institute and its environment.
- 4.1.6.** Directors will use the Institute's resources responsibly, and when claiming expenses will do so in line with the Institute's procedures.
- 4.1.7.** Directors accept responsibility to ensure that the Institute is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- 4.1.8.** Directors will act in the best interests of the Institute as a whole, and not as a representative of any group – considering what is best for the Institute and its present and future beneficiaries and avoiding bringing the Institute into disrepute.
- 4.1.9.** Directors will actively contribute towards improving the governance of the Board of Directors, participating in orientation and training, Board development, and sharing ideas for improvement with the Board.
- 4.1.10.** Directors will endeavour to work considerately and respectfully with all those they come into contact at the Institute. In particular directors recognize their responsibility to support the Board Chair and the President.
- 4.1.11.** Directors will not make public comments about the organization unless authorized by a board motion to do so. Any public comments directors make about the Institute will be considered and in line with organizational policy.

4.2. Conflict of Interest

- 4.2.1.** Directors will not put themselves in a position where their interests conflict with their duty to act in the interests of the organization. Where there is a conflict of interest they will ensure that this is managed

effectively, as outlined below. Directors understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

4.2.2. Definition of Conflict of Interest

1.1 A Director is in a conflict of interest if they:

- exercise an official power, duty or function that provides an opportunity to further their private, professional and/or institutional interests or those of their relatives or friends or to improperly further another person's private interests in a material manner;
- stand to personally and materially benefit in any way from a transaction or proposed transaction with the Institute.

4.3. Process for Addressing Conflict of Interest

4.3.1. On appointment a director will act in a manner that will prevent real, potential or perceived conflicts from arising in their private, professional and institutional interests; declare any real, potential or perceived conflict of interest and sign a conflict of interest declaration; and annually update the declaration and sign it.

4.3.2. In the event that a director is in a conflict of interest or believes they might be in a conflict of interest they will immediately disclose, in writing, any real, potential or perceived conflicts of interest to the Chair of the Board, or to the Vice-Chair if they are the Chair.

4.3.3. At the beginning of each board meeting any real, potential or perceived conflicts of interests with regard to the business of that meeting will be disclosed by any Director who believes they may be in a conflict, or perceived to be in a conflict. The declaration will be recorded in the minutes.

4.3.4. When a conflict of interest has been declared the affected director(s) will abstain from participation in any discussion on the matter, not attempt to personally influence the outcome, refrain from voting on the matter, and leave the meeting room for the duration of any such discussion or vote. The time the affected Director(s) left and returned to the meeting room will be recorded in the minutes.

4.4. Process for Addressing Other Code of Conduct Concerns

4.4.1. Directors understand that a substantial breach of any part of this code may result in procedures being put in motion that may result in their being asked to resign from the Board of Directors.

4.4.2. Should this happen the Director will be given the opportunity to be heard. In the event that the Director is asked to resign from the Board, he/she will accept the majority decision of the Board in this matter and resign at the earliest opportunity.

4.4.3. If the Director wishes to cease being a Director of the Institute at any time, he/she will inform the Board Chair in advance in writing, stating his/her reasons for leaving.

- **Communicating the Policy**
 - This policy requires no special communication procedures other than inclusion in the Institute’s policy manual.

- **Review and Evaluation**
 - This policy will be reviewed annually.

- **Date of Enactment and Signatures**

I acknowledge that I have read and understood the Institute on Governance’s Code of Conduct and Conflict of Interest Policy and I agree to abide by them.

Name of Director (please print)

Signature of Director

Date