



Voting Director Code of Conduct, Conflict of Interest, and Confidentiality Policy

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1. Code of Conduct

1.1 Context

The Student Association of George Brown College is committed to providing services and programs to the student population of George Brown College in a manner that maintains the highest of ethical standards. The purpose of the following Code of Conduct is to articulate the Student Association's expectations regarding conduct by Student Association Voting Directors.

1.2 Job Performance

As elected representatives, it is expected that Directors will:

- a. Perform all duties and responsibilities as a Voting Director, including:
 - i. those outlined in the duties and responsibilities section of the Voting Directors Accountability Manual, and
 - ii. those duties assigned by the Board of Directors or a committee of the Board
- b. Demonstrate a readiness to learn and grow in their position.
- c. Make themselves available to the members of the Student Association to answer questions and explain decisions of the Board of Directors.
- d. Demonstrate an ability to work effectively independently, and in teams, as required.
- e. Understand the scope of the portfolios for which they are responsible.
- f. Abide by the By-Laws, Polices and Procedures, Constitution, Voting Directors Accountability Manual and the Mission Statement of the Student Association of George Brown College.
- g. Conduct all duties as outlined in the duties and responsibilities section of the Voting Directors Accountability Manual ("VDAM") and in this policy.
- h. Respect the distinction between the roles of staff, volunteers and Voting Directors and their responsibilities.
- i. Ensure accuracy and thoroughness in the performance of their assigned duties.
- j. Meet, to the best of their ability, targets regarding work to be performed.
- k. Manage time effectively.
- l. Be well organized.
- m. Show initiative.
- n. Ensure efficient and responsible follow-through on assigned duties.

1.3 Professionalism and Professional Conduct

As elected representatives, the Voting Directors are the face of the Association. Their words and actions have a direct impact on the reputation and functioning of the Association. As such, it is imperative that Voting Directors maintain the highest standards of professionalism and ethics at all times. In particular, all Directors must:

- a. Review and comply with all applicable Association policies and procedures, including this policy, the VDAM, and the By-Laws.
- b. Avoid any conflicts of interest (as described in more detail below) and ensure that they are acting at all times in the best interest of the Association.
- c. Establish and maintain cooperative and collegial relationships with other Voting

Directors, staff and students.

- d. Demonstrate respect for the professionalism of their colleagues, staff and college employees (i.e., faculty, administration and support staff).
- e. Not engage in any conduct, which is dishonest, fraudulent, deceitful or misrepresentative.
- f. Not accept anything of value in exchange for influencing their actions or decisions.
- g. Not consume alcohol at any activity, event or function of the Student Association in which the Director holds responsibility, and only drink in moderation at Student Association activities, events or functions provided that such conduct does not contravene any other section of this Code.
- h. Comply with all obligations of confidentiality as set out in this policy, including maintaining the confidentiality of all matters and information discussed in “In Camera” sessions of the Board of Directors.
- i. Only publicly represent the Board of Directors on opinions, standpoints or positions, that have been officially adopted by the Student Association.
- j. Clearly indicate when opinions are their own and are not the official position of the Student Association.
- k. Refrain from participating in the spread of negative, malicious, or unkind remarks or rumours.
- l. Demonstrate professionalism in all meetings of the Board of Directors and/or committees of the Board. Directors will:
 - i. Address the speaker when debating
 - ii. Refrain from personal attacks.
 - iii. Discuss issues based on their merit and not on personal perception.
- m. Cooperate in good faith with any investigations or proceedings involving misconduct allegations of any kind. In all such investigations or proceedings, Directors shall provide honest and accurate information as requested or directed, and shall maintain confidentiality with respect to the investigation or proceeding.
- n. Demonstrate courtesy and respect in all dealings with other Directors, students, staff, academic employees, and support staff. Directors will not, for example:
 - i. Engage in antagonistic discussion.
 - ii. Use offensive language.
 - iii. Make remarks or engage in behaviour that could reasonably be considered racist, sexist, homophobic or discriminatory according to the Ontario Human Rights Code, and will intervene if they witness such behaviour on the part of the Student Association and George Brown College.
 - iv. Engage in behaviours or make remarks that could reasonably be interpreted as threatening, and will intervene if they witness such behavior.
 - v. Intimidate any employee or student verbally, and will strive actively to prevent others from engaging in such behavior.
 - vi. Encourage, by action or innuendo, the development of an environment that is fractious, disrespectful to others or intolerant of order and good manners.
 - vii. Otherwise engage in any harassing or discriminatory behaviour in their interactions with other Directors, Association staff, students or other individuals.

1.4 Conflict Resolution

As elected representatives, Directors must:

- a. Strive actively to avoid conflict between themselves and other Directors, staff or students.
- b. Demonstrate professionalism in conflict resolution by:
 - i. Where possible, going first to the source of the conflict to attempt resolution.
 - ii. Respecting the dignity of all parties involved.
 - iii. Where an informal resolution cannot be achieved, complying with the formal dispute resolution policies as set out in the Association's policies and procedures, including the VDAM.
 - iv. Ensuring that the terms of all resolutions of specific complaints are appropriately documented.
 - v. Following resolution of the immediate conflict, working to ensure that the behaviour that led to the conflict does not recur.
 - vi. In the event of conflict, maintain an open, non-confrontational attitude with a view to resolving the problem at hand and making referrals as required.

1.5 Management

As elected representatives, it is expected that Directors will:

- a. Exercise caution in the expenditure of Student Association funds and ensure that due process and fair bidding practices are observed.
- b. Avoid any actual or apparent conflicts of interest, as set out in more detail below.
- c. Exercise only authority given to them by virtue of their positions as defined by the Student Association.
- d. Ensure that any direction to, or concern regarding, staff are addressed through the Chair of the Human Resources Committee.

1.6 Violations

It is imperative that Directors comply with their obligations under this policy at all times. A violation of any provision of this or other applicable policies may result in discipline as determined by the Board of Directors and/or the Board Mediation Committee pursuant to the applicable policies. Discipline may include warnings, demotions, and suspensions with or without pay, censure or impeachment.

2. Conflict of Interest

2.1 Policy

All Voting Directors must ensure that, in the course of carrying out their duties, they are not in any actual, potential or perceived conflict of interest.

A “conflict of interest” includes any circumstance where a Director has an outside commitment, relationship, financial interest, or other personal interest that could, or could be seen to, interfere with the Director’s unbiased and impartial judgment regarding the delivery of Association programs or services, or the use of Association funds, or otherwise interfere with Association objectives in any way.

Examples of possible conflict of interest situations include the following:

- a. A Director has a personal or business relationship with the Association as a supplier of goods or services or as a landlord or tenant.
- b. A Director has a personal or financial relationship with a client of the Association outside the workplace.
- c. The Association is employing someone who is directly related to a Director.
- d. The Director is voting on a matter, the outcome of which could have a personal or financial benefit to the Director.
- e. A Director has allocated or signed for the release of funds in order to benefit the Director personally, rather than for a bona fide Association objective.

Directors must immediately disclose to the Board any situation that a reasonable person would interpret as either an actual, potential or perceived conflict of interest. If a Director is uncertain whether a conflict exists, they must report the matter to the Board so that the issue can be discussed and decided according to the procedure below. It is important to emphasize that the mere perception of a conflict of interest could be irreparably damaging to the Association. Thus, Directors must err on the side of caution and report any actual or potential conflict of interest to the Board.

2.2 Procedure

The following is the procedure for handling a conflict of interest:

- a. Any reported conflict of interest must be referred to the full Board for discussion and determination.
- b. After discussing the relevant facts (including, if necessary, hearing from the complainant and the Director in question) the Board shall discuss and determine whether an actual, potential or perceived conflict of interest exists. The Director who is allegedly in a conflict of interest must recuse him or herself from the discussion and shall not be entitled to vote on the issue of whether a conflict exists.
- c. If the Board determines that an actual, potential, or perceived conflict of interest exists, it shall inform the Director of its decision. The Board shall also take appropriate steps to address and remedy the conflict including, at a minimum, excluding the Director in question from any further involvement or decision-making authority regarding the issue that gave rise to the conflict. In the event of an actual conflict of interest, the Board may take appropriate disciplinary actions in accordance with the VDAM.

3. Confidentiality

In the course of their duties, Voting Directors could be privy to all manner of confidential information regarding the Association, its staff, its processes and operations, its internal discussions, deliberations, and investigations, and the professional and legal advice that it receives from its professional advisors.

All Voting Directors must take all reasonable steps to maintain the confidentiality of the Association's confidential information. "Confidential information" includes, but is not limited to, all non-public documentation and information regarding the Association, its staff, its members, and its operational and employment contracts, communications and practices. It also includes all non-public information and documentation regarding the Board's in camera deliberations and decisions, its internal workplace complaints, investigations and related processes, as well as all communications with legal counsel. If a Director is unsure whether information is confidential, they should raise the issue in camera and seek direction from the Board.

It is the responsibility of all Directors to ensure that the Association's confidential information is protected and properly secured at all times. Directors are prohibited from using, disclosing, communicating, copying, removing or otherwise misusing the Association's confidential information, without prior authorization from the Board, at any time whether during their tenure or afterwards. Directors must use due diligence and care in the protection of any confidential information that is under their control or to which they have access in order to prevent unauthorized use or disclosure.

At the end of their tenure (or at any time, at the Board's direction), Directors must immediately return all of the Association's confidential information that is in the Director's possession or control and shall delete all electronic copies or reproductions of the confidential information that may be stored on the Directors' computer, phone or digital storage device of any kind.

These duties of confidentiality apply indefinitely and do not end upon the end of the Director's tenure.

4. Personal Relationships

Directors who are involved in personal relationships with other Directors or staff must be aware of the issues that can arise with respect to confidentiality and conflicts of interest and must abide by the following requirements:

1. **Confidentiality:** Directors who are in a personal relationship with another Director or staff must ensure that they comply with their duties of confidentiality as set out in this policy. They must clearly delineate their personal relationship from their duties as Board Members and ensure that no confidential information is improperly shared between them. For instance, if one Director attended an in camera meeting to which their partner was not entitled to attend, the Director must not share or disclose any of the confidential

information discussed during the in camera meeting with their partner.

2. **Workplace Investigations:** The same requirements of confidentiality apply with respect to investigations or proceedings involving allegations of harassment, discrimination or other workplace or interpersonal issues. If a Director is involved in the investigation whether as a witness, a complainant, a respondent, or otherwise, they must maintain confidentiality with respect to all aspects of the investigation or proceeding and must not improperly discuss or share information regarding the investigation or proceeding with their partner.
3. **Conflicts of Interest:** Directors must carefully review and comply with the conflict of interest policies described above. Directors who are in a personal relationship with another Director or staff must be particularly aware of and sensitive to any perceived conflicts of interest arising from their relationship. They must ensure that they are acting at all times in the best interest of the Association and that none of their actions or decisions could be perceived as personally benefitting themselves or their partner at the expense of the Association and its interests.
4. **Signing Authority:** Article 10.4 of the Association's By-laws requires that contracts, cheques and other documents be executed by two individuals: the General Manager, and in that person's absence or unavailability, the Operations Manager or Equity and Advocacy Manager and one of either the Director of Operations or the Director of Communications and Internal. The purpose of the two-person signing rule is to ensure transparency and due diligence by requiring that two, independent Managers and/or Directors each review and sign off on any contracts, cheques or other important Association documents. The requirement for independent, transparent review could be compromised if the two signing officers are in a personal relationship with each other. Such a situation would constitute a perceived conflict of interest that must be disclosed to the Board so that it can be remedied. In the event that the two available signing officers are in a personal relationship, they must disclose this potential conflict of interest and ensure that an alternate second signing officer is identified from the list of available candidates in Article 10.4 of the By-laws.

ACKNOWLEDGEMENT AND AGREEMENT

I acknowledge that I have received, reviewed and understood the attached Voting Director Code of Conduct, Conflict of Interest and Confidentiality Policy. I agree to comply with this policy during my tenure and to maintain and comply with any post-tenure obligations including my ongoing duty of confidentiality with respect to the Association's confidential information.

I agree to notify the Board of any actual or suspected breaches of any provision in this policy.

Date: _____

Name (print): _____

Signature: _____