

CODE OF ETHICAL CONDUCT AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF OTTAWA

Purpose

1. This policy is intended to ensure the highest standards and maintenance of the integrity of the Board of Governors of the University of Ottawa. By disclosing relevant personal, occupational or financial connections or interests with stakeholders and affected organizations, the University will ensure that conflicts of interest can be avoided, managed or resolved, thereby preserving the objectivity and credibility of the Board of Governors. This policy also sets out the responsibilities of Members of the Board of Governors as a fiduciary and the general conduct expected of a Member.

CONFLICT OF INTEREST

Definition or Scope of Conflict of Interest

2. The term “conflict of interest” refers to a situation in which financial, professional or other personal considerations may compromise, or have the appearance of compromising an individual’s professional judgment in carrying out his or her duties and fiduciary obligations as a Member of the Board of Governors. A conflict of interest may arise in various situations. The following areas are meant to illustrate and are not meant to be exhaustive:
 - (a) Pecuniary or financial interest: a Member has a pecuniary or financial interest in a decision when he or she stands to gain by that decision, either in the form of money, gifts, favours or other special considerations.
 - (b) Undue influence: a Member has a private or personal interest sufficient to impair, influence or appear to influence the objective exercise of his or her official duties as a Member of the Board of Governors.
 - (c) Adverse interest: a Member is said to have an adverse interest to the University when he or she is a party to a claim, application or proceeding against the University.
 - (d) Personal relationship: a Member has a non-arm’s length relationship, including but not limited to family members and persons with whom there exists or has recently existed a close personal relationship.
 - (e) Apparent/perceived conflict of interest: An apparent/perceived conflict of interest exists when there is a reasonable apprehension, which reasonably well-informed persons could properly have, that a conflict of interest exists, even if, in fact, there is neither a potential nor a real conflict.

Disclosure of Conflict of Interest

3. A Member of the Board of Governors is required to disclose the nature and extent of situations of conflict of interest prior to providing service to the University. Such disclosure shall be made in writing to the Chair of the Board and the Vice-President, Governance.
4. Upon becoming aware of the nature and extent of situations of conflict of interest that exist or could arise, every Member has an ongoing responsibility to immediately inform the Board of Governors through the Chair of the Board and the Vice-President, Governance. Every Member who has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, financial transaction, matter or decision of the University shall disclose the nature and extent of the interest at a meeting of the Executive Committee regardless of whether such contract, transaction, matter or decision does not require the approval or the consideration of the Board or the Executive Committee. Every declaration of a conflict of interest and the general nature of the interest shall be recorded in the minutes of the meeting during which the conflict was declared.
5. A Member who has declared a conflict of interest shall absent himself or herself during a discussion and vote in connection with the conflict declared and the matter shall be recorded in the minutes of the meeting. Such a Member shall be counted in the quorum for the meeting.
6. Upon disclosure of a conflict of interest that cannot be readily resolved or managed or that requires further consideration, the Chair of the Board or a Member may request that the Committee on Governance and Nominating consider the matter and determine what, if any, action should be taken by the Member of the Board or by the Board.

Confidentiality and Safeguarding Information

7. All information disclosed by a Member of the Board of Governors in respect of this policy will be held in confidence in the Office of the Vice-President, Governance. A Member is expected to respect the confidentiality of any materials provided as part of his or her duties as a Member of the Board of Governors. No Member shall knowingly divulge any such information to any person other than another Member unless the Member is legally required to do so. A Member of the Board of Governors shall not use information obtained as a result of his or her involvement on the Board for his or her personal benefit. Each Member shall avoid activities which may create appearances that he or she has benefited from confidential information received during the course of his or her duties as a Member of the Board of Governors.

Gifts and Hospitality

8. A Member of the Board of Governors shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards which are intended to influence the activities or affairs of the University. A Member may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice provided the foregoing does not include cash or other negotiable instruments and further provided proper accounting of any such expenses is made. An exchange of such modest gift or hospitality shall not create a sense of obligation.

RESPONSIBILITIES OF A MEMBER

9. As a Member of the Board of Governors, a Member is a fiduciary with respect to the business and affairs of the University. In addition to the Member's responsibility to disclose conflicts of interest; to observe the obligations regarding gifts and hospitality; and to respect the confidentiality of information and materials provided to him or her, a Member, as a fiduciary, shall,
 - (a) have an obligation to act fairly, in good faith and in the best interests of the University in the conduct of his or her duties;
 - (b) avoid impropriety and the appearance of impropriety and shall observe high standards of conduct so that the integrity and impartiality of the Board and the process he or she required to follow is preserved;
 - (c) be independent and impartial;
 - (d) not be influenced by self-interest, outside pressure, political considerations or fear of criticism;
 - (e) not allow past or existing financial, business, professional, family or social relationships or responsibilities to influence his or her conduct or judgement;
 - (f) treat all interested parties with dignity and respect and in performing his or her duties, be collegial and assist colleagues through the exchange of views, information and opinions;
 - (g) act with honesty and integrity and conduct themselves in a manner consistent with the nature and conduct of the Board's business, the associated responsibilities and the maintenance of public confidence; and
 - (h) maintain a level of professional competence and knowledge required to discharge his or her obligations and duties.

10. At any meeting of the Board, a Member is expected to
 - (a) treat each party to the meeting with dignity and respect;
 - (b) act in a manner that is fair to all parties in the meeting and avoid creating an appearance of impropriety or an appearance of bias;
 - (c) act fairly in the conduct of the meeting;
 - (d) ensure that the meeting is as efficient as the considerations of fairness permit;
 - (e) refrain from publicly expressing personal opinions concerning the merits of any decision taken by the Board;
 - (f) refrain from taking part in meetings where any circumstance exists which raises or could raise a reasonable apprehension of bias, including where the Member has a conflict of interest;

Clarification or Questions

11. The Chair of the Board of Governors or the Vice-President, Governance will provide guidance on any item in this policy with the advice of Legal Counsel, where appropriate.

Amendments

12. This policy may be amended at any time and from time to time by the University's Board of Governors after appropriate consultation.

Approved by the Board of Governors October 31, 2005.

**SCHEDULE A
DISCLOSURE FORM AND
ACKNOWLEDGEMENT AND UNDERTAKING OF RESPONSIBILITIES**

TO: Chair of the Board of Governors of the University of Ottawa
AND TO: Vice-President, Governance

I have read and understood the Code of Conduct and Responsibilities of Members of the Board of Governors of the University of Ottawa (the "Policy") and I state as follows:

1. I understand and acknowledge that as a Member of the Board of Governors of the University of Ottawa, I am a fiduciary with respect to the business and affairs of the University. I agree to be bound by the obligations contained in the Policy.
2. I understand that it is my responsibility to report any conflict of interest and to disclose the nature and the extent of the circumstances. I have reviewed my activities as they relate to the definition of conflict of interest in the Policy and attached is a list of those activities.
3. On an annual basis or upon request by the Board of Governors, I undertake to review my activities as they relate to the definition of conflict of interest in the Policy and execute an Acknowledgement and Undertaking of Responsibilities. I further undertake to inform the Chair of the Board of Governors and the Vice-President, Governance of any change in circumstances that may create a conflict of interest, as soon as it is known to me.
4. I undertake to keep in the strictest confidence all confidential or proprietary information communicated or disclosed to me as a Member of the Board of Governors and not to misuse, in any way, such information. I accept that this undertaking respecting confidentiality shall survive the period of my mandate as a Member of the Board.

DATE: _____

Signature of Member:

Print Name:
