



**POLICY ON
CODE OF ETHICS AND PROFESSIONAL CONDUCT
FOR MEMBERS OF THE BOARD OF GOVERNORS**



CEGEP CHAMPLAIN
ST. LAWRENCE
CHAMPLAIN REGIONAL COLLEGE

Champlain
COLLEGES SAINT-LAMBERT

This code was adopted for the first time by Resolution Number 1735 on December 10, 1997 and subsequently amended by resolutions:

2874 (Board of Governors) January 28, 2015

PREAMBLE

These rules of ethics and professional conduct 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 (1997 Statutes of Quebec, Ch. 6). These measures complement the rules of ethics and professional conduct already outlined in Articles 321 to 330 of the Quebec Civil Code and Articles 12 and 20.1 of the Colleges' Act (RSQ, Ch. C-29). In the case of conflict with the rules outlined in this Code, legislative measures of public order, notably Articles 12 and 20.1 of the Colleges' Act, take precedence.

The principles articulated hereafter are based upon one's sense of justice, honesty and integrity.

ARTICLE 1 GENERAL PROVISIONS

1.1 Definitions

The definitions set forth in Article 1.01 of By-Law Number 1 of the College, as well as those appearing in the other by-laws of the College, apply to the present Code. However, in the present Code, the following expressions mean:

EMPLOYEE MEMBER: The Director General, the Director of Studies as well as the three faculty, one professional and one support staff members of the Board of Governors;

INTEREST: Something which matters, is useful or advantageous;

CODE: Code of Ethics and Professional Conduct for Members of the Board of Governors;

MVV: the College's mission, vision and values as approved by the Board of Governors.

1.2 Objectives

The objective of this Code is to outline the rules of ethics and professional conduct governing the members of the Board of Governors of the College 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; and
- reflect the MVV of the College.

1.3 Application

This Code applies to all members and, in the case of Article 2.03, to former members of the Board of Governors of the College at all times.

ARTICLE 2 DUTIES AND OBLIGATIONS OF BOARD MEMBERS

2.1 General

Each member carries out his/her duties with independence, integrity and good faith in the best interests of the College for the fulfilment of its mission. The member acts with prudence, diligence, honesty, loyalty and regularity as would any reasonable and responsible person in similar circumstances.

2.2 Duties and Obligations While in Office

While fulfilling his/her duties, the member must:

a. Act Personally:

The mandate is personal in nature, and may not be sub-delegated.

b. Act Diligently:

The obligation to perform the functions of a Board member necessarily carries with it the obligation for members to be present at meetings of the Board of Governors unless they have good cause to be absent.

c. Act Collegially:

Members do not act individually, but rather collegially with the other members of the Board of Governors or the Executive Committee.

d. Act Independently in the Interest of the College:

The Board of Governors is composed of people from various contexts and settings who each bring their expertise, their experience, and their knowledge to the College's Board of Governors.

Board members are not to act in their personal interest or in the interest of people from the same communities, and therefore must always act in the interest of the College. This means that members of the Board understand that they must always act in the best interest of the College as a whole.

e. Act in Compliance with the Law:

In performing their functions, Board members must comply with the obligations that are imposed on them by legislation and regulations and by the letters patent of the College, and act within the limits of the powers conferred on them.

f. Act with Prudence and Diligence:

Board members will therefore ensure that they thoroughly understand the issues that come before them and remain current with regards to the College's situation so that they are able to act appropriately. The Board may seek the advice of experts on matters that may fall outside the knowledge and skills ordinarily required in order to be able to make the decision that is in the best interest of the College.

Within the limit of their abilities, they must act as a reasonable and responsible person would do in the circumstances.

g. Act with Honesty and Loyalty:

Board members must act with honesty and loyalty in the interest of the College.

Refrain from participating in a discussion or voting on an issue for which he or she has a vested interest. Avoid placing him/herself in situations that constitute a conflict, either real, potential or perceived, between a personal interest, or that of the person or persons who elected or nominated him/her, and the obligations of his/her office.

In addition, Board members must not denigrate the College publically and must abide by certain rules, such as:

- not use for their own profit or interest, or that of a third party, any property of the College, unless authorized to do so;
- not disclose, for their own profit or interest, or that of a third-party, any privileged or confidential information that they obtain by reason of their duties;
- not abuse their powers or use their position unduly to gain a personal benefit;
- directly or indirectly, grant, solicit or accept a favour or an undue advantage for himself or for a third party, and not accept any gift, hospitality or other advantage, except what is customary and is of modest value.

h. Act with Civility and Respect:

Their behaviour must be dignified and respectful of the other members. They must speak with moderation and avoid damaging anyone's reputation.

2.3 Duties and Obligations After Leaving Office

A person, in the twelve (12) months immediately following his/her leaving office as a member, must:

- act in such a manner so as not to take any undue advantage of his/her former duties as a member of the Board of Governors;
- not act on his/her own behalf or on behalf of another with respect to a process, a negotiation or any other operation to which the College may be a party. This rule does not apply to the employee member of the College who is carrying out an appeal by virtue of his/her employment contract;
- not use confidential or privileged information about the College for personal gain nor give advice to his/her clients based on information not available to the general public.

ARTICLE 3 REMUNERATION

3.1 Prohibited Remuneration

Members have no right to any remuneration for the carrying out of their duties as members of the College's Board of Governors. They can receive no remuneration from the College other than the reimbursement of certain expenses authorized by the Board of Governors and a customary gift on leaving office.

The above stipulation does not apply to the employment contract, salary and other working conditions of employee members of the Board.

ARTICLE 4 CONFLICTS OF INTEREST

4.1 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.

4.2 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.

4.3 Situations Constituting a Conflict of Interest

A conflict of interest covered by this Code is defined, but not limited to, situations in which the member:

- has a direct or indirect interest in a deliberation of the Board of Governors;
- has a direct or indirect interest in a contract or proposed contract with the College;
- has a direct or indirect interest on an issue for which the Board is required to make a decision;
- obtains or will obtain a personal benefit that will result from a decision of the College;
- accepts a gift or any benefit whatsoever from a business which deals, or is likely to deal with the College, with the exception of gifts of appreciation of nominal value;
- promotes or acts as a representative of a group.

4.4 Situations Constituting a Conflict of Interest for Employee Members

Apart from the rules outlined in 4.03 above, the employee member is in a conflict of interest in the cases defined in Articles 12 and 20.1 of the Colleges' Act.

4.5 Disclosure of Interests

In the thirty (30) days following his/her nomination, or in the thirty (30) days following the coming into effect of this Code, every member must fill in and submit to the Chairperson of the Board of Governors a declaration, to the best of his/her knowledge, of his/her interests in organizations that have done or are doing business with the College and disclose any inherent conflict of interest, either real, potential or perceived. This declaration must be revised and updated annually by every member. (Appendix 1)

Every member must disclose in writing any situation constituting a conflict of interest as outlined in the first paragraph of Article 12 of the Colleges' Act.

4.6 Restrictions

Other than the restrictions provided for in Articles 12 and 20.1 of the Colleges' Act, every member who is in a conflict of interest must refrain from influencing other members, from participating in deliberations and voting on the question or resolution, and furthermore, must withdraw from the meeting to allow the deliberations and voting to take place in the absence of the member and in complete confidentiality.

ARTICLE 5 CONFIDENTIALITY

5.1 General

This sections deals with the obligation of discretion required of Board members.

5.2 Accessibility and Transmission of Information

Information and documents which are shared or presented for the purpose of Board activities are confidential until they are made public through a decision of the Board.

Board members must uphold confidentiality regarding information received for the purpose of the governance of the College whatever the means of transmission. This includes, but not limited to, information shared electronically as well as in the context of video or teleconferences.

Board members have an obligation of confidentiality regarding the content of deliberations of the Board and its committees that are “in-camera” or subject to Article 12 of the Colleges' Act.

Board members must sign the confidentiality form prior to participating in any Board activities. (Appendix 2)

ARTICLE 6 ADMINISTRATION OF THE CODE

6.1 Professional Conduct Counsellor

The Secretary General, as Professional Conduct Counsellor, is responsible for:

- informing the members with respect to the contents and application of the Code;
- advising the College and/or any member faced with a situation that is considered problematic;
- investigating allegations of irregularity with respect to the Code and reporting findings to the Board of Governors;
- giving an annual report to the Board of Governors 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.

6.2 Ad hoc Administration of the Code

Questions arising concerning the application of the Code during meetings of the Board of Governors are subject to the rules of procedure for meetings of the Board, as outlined in By-Law Number 1. The Chairperson, or in a situation involving the Chairperson, the Vice-Chairperson acting as 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.

6.3 Disciplinary Committee and Sanctions

- 6.3.1 When the Professional Conduct Counsellor, on 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 Governors.
- 6.3.2 The Board, or the Appeals Committee if the Board so decides, acts as Disciplinary Committee and decides on the validity of the case and any sanction to be imposed as the case may be.
- 6.3.3 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.
- 6.3.4 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.
- 6.3.5 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 Governors of the sanction imposed in writing. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.

ARTICLE 7 MISCELLANEOUS PROVISIONS

- 7.1 The present Code comes into effect on the date of its adoption by the Board of Governors.
- 7.2 The appendices to this Code are for reference only and do not form an integral part of the Code.

Appendix 1 – Declaration of Interest



Date: _____

TO: Chairperson, Board of Governors
 Champlain Regional College
 1301, Portland boul.
 Sherbrooke (Quebec)
 J1J 1S2

DECLARATION OF INTEREST

Dear Chairperson,

In conformity with Article 4.05 of the Code of Ethics and Professional Conduct for Members of the Board of Governors, please note that I am hereby declaring that I have a personal or business interest in the organizations which follow. To the best of my knowledge, these are the only organizations in which I have an interest that have done or currently do business with the College.

Name of Organization

Address

Yours sincerely,

 (Signature)

 (Please print name)

Member, Board of Governors

Please return completed form to the Secretary General's Office.

Appendix 2 – Ethics and Confidentiality Agreement



ETHICS AND CONFIDENTIALITY AGREEMENT

BOARD OF GOVERNORS MEMBER

I, the undersigned, _____, commit to respecting the confidentiality of the information that I will have access to during the exercise of my duties and commit to acting with integrity in my role as member of the Board of Governors.

More specifically, I commit to:

- Accessing and using only the information necessary in the exercise of my duties;
- Not disclosing any personal or confidential information that I may have seen in the exercise of my duties unless I am authorized to do so;
- Storing this information in a manner that only authorized persons may have access to them;
- Discarding all paper which contains personal information by shredding and by logically destroying and physically erasing all electronic files in a secure manner;
- Informing the Chairperson of the Board or the Secretary General without delay of any situation or irregularity that could compromise in any manner the security, the integrity or the confidentiality of information held by the College;
- Declaring to the Executive Committee, in conformity with the College Policy on Conflict of Interest and Nepotism, any situation which may constitute a conflict of interest or nepotism, and withdraw from the decision-making process involved.

I have been informed that failing to respect the present confidentiality commitment makes me at risk for legal appeals, claims or prosecution as well as penalties as provided for in article 159 of the *Act respecting Access to documents held by public bodies and the Protection of personal information* to sanction unauthorized communication of information.

I confirm having read the terms and understanding the scope of the present agreement.

IN WITNESS WHEREOF, I HAVE SIGNED IN _____ **ON** _____, 20__.

Name (Please print)

Signature



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Updated to 1 August 2014
This document has official status.

EXCERPT FROM:

chapter A-2.1

AN ACT RESPECTING ACCESS TO DOCUMENTS HELD BY PUBLIC BODIES AND THE PROTECTION OF PERSONAL INFORMATION

159. Every person who knowingly gives access to a document or to information which, under this Act, is not to be disclosed or to which, according to law, a public body denies access, is guilty of an offence and is liable to a fine of \$200 to \$1,000 and, in the case of a second or subsequent conviction, to a fine of \$500 to \$2,500.

1982, c. 30, s. 159; 1990, c. 4, s. 23.

159.1. Every person who knowingly

(1) gives access to a document to a person who does not have a right of access to it under a provision of an Act which applies notwithstanding a provision of this Act,

(2) informs a person of the existence of information he does not have the right to be informed of under a provision of an Act which applies notwithstanding a provision of this Act, or

(3) communicates information to a person who is not a person who may take communication of it under a provision of an Act which applies notwithstanding a provision of this Act

is guilty of an offence and is liable to a fine of \$200 to \$1,000 and, in a case of a second or subsequent conviction, to a fine of \$500 to \$2,500.

1987, c. 68, s. 13; 1990, c. 4, s. 24.

159.2. Every person who knowingly contravenes section 67.2 or the second paragraph of section 70.1 is liable to a fine of \$5,000 to \$50,000 and, in the case of a second or subsequent conviction, to a fine of \$10,000 to \$100,000.

2006, c. 22, s. 103.

67.2. A public body may, without the consent of the person concerned, release personal information to any person or body if the information is necessary for carrying out a mandate or performing a contract for work or services entrusted to that person or body by the public body.

In that case, the public body must

(1) see that the mandate or contract is in writing; and

(2) specify in the mandate or contract which provisions of this Act apply to the information released to the mandatary or the person performing the contract, as well as the measures to be taken by the mandatary or person to ensure the confidentiality of the information and to ensure that the information is used only for carrying out the mandate or performing the contract and that it is not kept after the expiry of the mandate or contract. Moreover, before releasing the information, the public body must obtain a confidentiality agreement from every person to whom the information may be released unless the person in charge of the protection of personal information does not consider it necessary. A person or body carrying out a mandate or performing a contract for services referred to in the first paragraph must notify the person in charge without delay of any violation or attempted violation of an obligation concerning the confidentiality of the information released, and must also allow the person in charge to verify compliance with confidentiality requirements.

The second paragraph does not apply if the mandatary or person performing the contract is a member of a professional order. Subparagraph 2 of the second paragraph does not apply if the mandatary or person performing the contract is another public body.

1985, c. 30, s. 8; 1990, c. 57, s. 16; 1994, c. 40, s. 457; 2006, c. 22, s. 40.

70.1. Before releasing personal information outside Québec or entrusting a person or a body outside Québec with the task of holding, using or releasing such information on its behalf, a public body must ensure that the information receives protection equivalent to that afforded under this Act.

If the public body considers that the information referred to in the first paragraph will not receive protection equivalent to that afforded under this Act, it must refuse to release the information or refuse to entrust a person or a body outside Québec with the task of holding, using or releasing it on its behalf.

2006, c. 22, s. 47.



Excerpt from the:

Policy on Conflict of Interest and Nepotism approved by the Board of Governors of Champlain Regional College, on March 21, 2014

Article 2 DEFINITIONS

2.01 The definitions set forth in Article 1.01 of Bylaw Number 1 of the College, as well as those appearing in the other bylaws of the College, apply to the present policy. However, in the present policy, the following expressions mean:

"APPEALS COMMITTEE": a standing committee of the Board, consisting of three external members, that hears appeals concerning policies adopted by the Board;

"ASSOCIATE": a business partner or other person who shares, either directly or indirectly, a business interest with a person covered by this policy;

"CONFLICT OF INTEREST": a conflict of interest is a set of circumstances that creates a risk that professional judgement and/or actions will be unduly influenced by a personal interest;

"NEPOTISM": favouritism given to a relative in a transaction undertaken on behalf of the College;

"PERSONAL INTEREST": personal interest includes financial gain, professional advancement, and the desire to favour family and friends;

"RELATIVE": the spouse, including common-law partner, as well as the father, mother, brother, sister, son, daughter, nephew, or niece of a person covered by this policy, as well as those of his/her spouse or common-law partner.

(R. 2818)

Article 3 SCOPE

3.02 Members of the Board and College employees, whether permanent or temporary, full-time or part-time, and any person acting as an employee of the College, are subject to this policy.

3.03 It is the responsibility of every person covered by this policy to disclose any situation which may constitute a conflict of interest or nepotism, and to withdraw from the decision-making process involved. Such disclosure shall be made to his/her immediate supervisor, or, in the case of a Board member, to the Executive Committee. Deliberate failure to do so constitutes just cause for disciplinary action, in the case of an employee, and disqualifies the offender for five years from being a member of the Board of the College, in the case of a Board member.