



## **Board Governance Policy Manual**

**POLICY CATEGORY: GOVERNANCE/BOARD PROCESS**

**POLICY NUMBER: B06**

**POLICY TITLE: GOVERNOR'S CODE OF ETHICAL CONDUCT**

**EFFECTIVE: FEBRUARY 14, 2018**

**LAST REVISED: NOVEMBER 20, 2024**

### **PURPOSE**

The purpose of this Governor's Code of Conduct Policy (Policy) is to set out the standards of conduct that are expected of each Governor of the Board of Governors of Mohawk College, and to take all reasonable steps to ensure that:

- a) The Board of Governors (Board) provides the independent governance oversight and accountability needed to enable Mohawk College to fulfill its Vision, Mission and Values, its Strategic Plan and its Annual Business Plan; and
- b) Mohawk College stakeholders, including members, students, employers, suppliers, communities of Hamilton and the Greater Toronto and Hamilton Area, the media, governmental regulators, and the public generally, have confidence and trust in the integrity, professionalism and impartiality of the decisions made by the Board.

This Policy is closely linked with Policy B04 – The Role of the Governor; Policy B07 – Governor Conflict of Interest, which outlines the consequences of a breach of conduct; College By-law No. 1, Section 7; and the Minister's Binding Policy Directive on Conflict of Interest under the Ontario College of Applied Arts and Technology (OCAAT) Act.

### **APPLICATION AND SCOPE**

This Policy applies to each Governor of the Mohawk College Board of Governors, and a Related Person to each Governor, in connection with one's status as a Governor, or having bearing upon one's responsibilities to Mohawk College. ("Related Person" is defined in the Conflict of Interest Policy (Policy Number B07)).

The Governance and Human Resources Committee shall oversee compliance with this Governor's Code of Conduct and Governor disclosure of interests, investigate potential breaches, and provide recommendations to the Board. This Governor's Code of Conduct is neither all-inclusive nor exhaustive.

## **PRINCIPLES**

1. Each individual Governor has a commitment to discharge the Governor's responsibilities and duties in a manner that (i) engenders and displays respect, and (ii) adheres to the highest standards of ethical conduct in the Governor's business, personal and professional dealings and reputation.
2. Each Governor of Mohawk College contributes to the shared governance of Mohawk College, and is collectively accountable to the students, employers and communities that Mohawk College serves, among other stakeholders, in such governance.
3. Mohawk College, as an agency of the Crown and as a recipient of transfer payments, is also accountable to the broader public and the government for its actions.
4. The foregoing stakeholder accountability, in Principles 2 and 3, does not vitiate the fiduciary duty of each Governor (see Rule 1 below) to act with a view to the best interests of Mohawk College, and not in the interests of any stakeholder.

## **RULES**

### **Fiduciary Duty and Duty of Care**

1. Each Governor will comply with the Governor's fiduciary duty to act honestly and in good faith with a view to the best interest of Mohawk College. Each Governor shall neither act in self-interest, nor unduly in the interest of any individual Mohawk College stakeholder (including a stakeholder with which a Governor's appointment may be associated). Although a Governor may communicate what the Governor believes to be the interests of a stakeholder during Board deliberations, a Governor does not represent or operate under the direction or on behalf of a stakeholder.
2. Each Governor will comply with the Governor's duty of care to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Compliance with Laws, Rule and Regulations**

3. Each Governor shall comply with the letter and spirit of (i) all applicable laws, rules and regulations; and (ii) all Mohawk College policies and procedures.

### **Reporting of Illegal or Unethical Conduct**

4. Mohawk College promotes transparency, openness and integrity in its operations. This approach is intended to discourage fraudulent acts or other wrongdoing. Each Governor shall report promptly any illegal, unethical or fraudulent acts or suspected misconduct (i) by a Mohawk College employee(s)

to the President, or, (ii) if the foregoing act is by a Mohawk College Governor, to the Chair of the Governance and Human Resources Committee and Board Chair. Under no circumstances will the College or the Board adversely affect a Governor for doing so.

### **Avoiding Conflicts of Interest**

5. Each Governor must, at all times, and under all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could be seen to undermine the Governor's ability to act impartially and only the best interests of Mohawk College. A Governor must avoid actual, perceived and potential conflict of interests with respect to the Governor's fiduciary duty. (Specific provisions regarding definitions of the foregoing conflicts of interest and managing and avoiding conflicts of interest are outlined in the Governor Conflict of Interest Policy (Policy Number B07)).

### **Maintaining Confidentiality of Information**

6. Each Governor will respect all confidentiality of information, including but not limited to in-camera information, both during and after their term, and shall obtain clarification if there is any doubt. Confidential Mohawk College information is any information brought to the attention of a Governor, the Board, or a Board Committee. Confidential information includes but is not limited to information that is not available to a non-Governor, or any information that could result in harm to Mohawk College or could give the person to whom it is disclosed an advantage if it were disclosed. Subsequent discussions of confidential issues may only involve those participants who attended or who were eligible to attend the original confidential discussions.
7. No Governor shall use information obtained as a result of the Governor's service on the Mohawk College Board for personal benefit, or for the benefit of any other person or entity, or for any purpose whatsoever other than discharging the Governor's duties as a Governor. A Governor shall never advance the Governor's interests, or those of any other person or entity, using confidential information, including but not limited to, in respect of the assessment of any opportunity or other activities by Mohawk College. Each Governor shall avoid any action or activity that may create an appearance that the Governor has benefited from confidential information received during the course of the Governor's duties as a Governor. The provisions of Rules 6 and 7 shall continue to apply to bind each Governor without limitation, after the Governor's term of service has expired.

### **Disclosure of Confidential Information**

8. Confidential information will remain confidential until such information is released publicly through appropriate means; however, the context and circumstances underlying public disclosure of the information is confidential information. It is each Governor's responsibility to determine whether information is confidential (or not) if there is any doubt whatsoever. It is

always wise and a best practice for a Governor to assume that any and all information that the Governor is privy to as a Governor is, in the absence of clear evidence to the contrary, confidential, and that discussion, disclosure, communication or otherwise, outside of a Board or Committee meeting, to any stakeholder, will constitute a breach of this Rule and possibly another Rule(s) under this Governor's Code of Conduct.

### **Support of Board Decisions and Communication**

9. Each Governor will comply with Board and other governance policies, and support Board decisions. Once a decision has been made, the Board will speak with one voice with respect to that decision and through established and approved communication channels.
10. Regardless of an individual Governor's personal opinion or individual vote, each Governor shall support, and not undermine, decisions of the Board and the communication of such decisions. Communication of a Board decision to a stakeholder by a Governor, without respecting established communication channels, and without receiving consent for such communication, would constitute a breach of confidential information (see Rule 6).
11. No Governor will speak on behalf of the Board except if or when requested to speak on behalf of the Board or on behalf of the Chair of the Board (Board Chair) by the Board or the Board Chair respectively.

### **Committee Service, Attendance, Preparation, and Other Expectations of Each Governor**

12. Each Governor will serve on at least one (1) standing Board Committee per eligibility outlined in By-law 1.
13. Each Governor is expected to attend each regularly scheduled Board meeting, Board Committee meeting(s) of which the Governor is a member, and each Retreat. The foregoing will be scheduled in advance with adequate notice to the fullest extent practicable. Reasons for an unavoidable absence should be provided in advance and in writing to the Board Chair, directly or via the Corporate Secretary, and adequately in advance of the Board or Committee meeting, or Retreat, as the case may be.
14. The Board Chair is responsible, and if necessary, in conjunction with the Governance and Human Resources Committee, for addressing any attendance issue. Unacceptable attendance may result in the Board Chair or the Governance and Human Resources Committee recommending to the full Board the Governor's resignation. The following attendance patterns are unacceptable and shall constitute a breach of the Governor's Code of Conduct unless under extenuating circumstances:

- a. Missing a total of three regular Board meetings within a one-year period without the permission of the Board Chair or Governance and Human Resources Committee; or
- b. Chronic late arrivals at Board meetings or early departures.

In the case of an anticipated longer-term attendance difficulty, a Governor may submit a written request to the Board for a leave of absence from the Board for a defined period. Such a request will be considered by the Board in the Closed Portion of the Board meeting.

- 15. Each Governor will complete the necessary background preparation in order to contribute effectively in meetings of the Board and of the Board Committee(s) of which the Governor is a member, and share the workload with other Governors.
- 16. Each Governor will keep informed about:
  - a. Matters relating to Mohawk College;
  - b. The educational needs of the community served, and
  - c. Other educational services provided in the Greater Toronto and Hamilton Area.

### **Governor Relations with Mohawk College Staff and Other Stakeholders**

- 17. Each Governor will not attempt to exercise individual authority within Mohawk College or intervene personally with staff. This Rule shall include refraining from contacting or exerting what could be perceived by a staff person to be any pressure or undue influence, directly or indirectly, on any staff member of Mohawk College, which might, in turn, result, or be perceived to result, in any favor, influence or misapplication of rules, regulations, policies or procedures, particularly in respect of the management of Mohawk College's assets, opportunities, resources or transactions.
- 18. If a Governor is approached by any stakeholder about an operational or governance issue, the Governor shall refer the person or issue to the President or Board Chair, respectively. Requests for staff involvement made by a stakeholder to a Governor shall be promptly referred by the Governor to the President, and the stakeholder shall be communicated to accordingly by the President or another member of Management or Staff.

### **Gifts, Hospitality and Honours**

- 19. Each Governor or a Related Person to the Governor ("Related Person" is defined in the Conflict of Interest Policy (Policy Number B07)) shall never accept a payment, gift, gratuity, honor, award, privilege, or what can be perceived as any other personal advantage, regardless of value, from, nor offer the foregoing to, any stakeholder, including but not limited to a potential or current Mohawk College partner, supplier, customer, student, governmental regulator, or any other stakeholder that may have a relationship with, or seek

to have a relationship with, Mohawk College that may be, or that may appear to be, connected with the Governor's exercise of independent judgement and fulfilment of duties and responsibilities to Mohawk College.

### **Expenses of Governors**

20. Duly approved expenses that are incurred by Governors shall be (i) in compliance with existing policies and procedures approved by the Board and (ii) directly related to the Mohawk College Board, or a Board Committee on which the Governor serves. Under no circumstances shall a Governor's expense be reimbursed by any entity other than Mohawk College.

### **External Political Activities and Speaking by Governors**

21. Governors shall not discharge their duties and responsibilities in such a manner so as to diminish the public's trust in the objectivity and impartiality of Mohawk College. Accordingly, Governors shall take all reasonable steps to ensure that Mohawk College does not, directly or indirectly, contribute to, or participate in, or be seen to contribute to or participate in, political fundraising. No Governor, in their capacity as a Governor of Mohawk College, shall contribute to, or participate in, political fundraising. However, nothing in this Governor's Code of Conduct prevents a Governor from contributing to, or participating in, political fundraising, provided that the Governor does so in the Governor's personal capacity.
22. Each Governor's interaction with the public, press or other groups, as or if the case may be, must recognize the limitations and the inappropriateness of an individual Governor speaking for the Board. Each Governor shall make clear in what capacity the Governor is speaking, writing or using social media when doing so publicly, such that inferences are not drawn, or allowed to be drawn by the Governor not correcting the misperception, that a Governor may be speaking on behalf of the Board of Mohawk College or of Mohawk College. A Governor may only speak on behalf of the Board or of Mohawk College only with the prior explicit consent of the Board Chair or Board.

### **Use of Social Media by Governors**

23. Each Governor shall take all reasonable steps to ensure that the Governor's social media usage and conduct: (i) is accurate; (ii) is not in breach confidentiality (see Rule 6); (iii) is respectful; (iv) is professional; (v) respects all applicable laws and codes, including but not limited those pertaining to copyright, disclosure and privacy; (vi) does not occur during Board or Board Committee meetings; and (vii) would not cause reputational harm to the Governor, to another Governor, or to Mohawk College, in the reasonable view of the Governor's colleagues, Mohawk College Management, or another Mohawk College stakeholder (including the Government of Ontario or the public).

24. Each Governor will acknowledge and agree that Management may monitor social media usage by Governors to ensure compliance with this Governor's Code of Conduct. Monitoring means that Management may review social media posts by Governors from time to time.
25. Each Governor shall retain all social media records, including blogs, tweets, or other postings, and produce such records if or when requested to do so by the Governance and Human Resources Committee.

### **Governor's Code of Conduct Compliance and Enforcement**

26. Each Governor must sign annually the Code of Ethical Conduct, Governors' Agreement and Electronic Consent (Attachment 1). (By-law No. 1, article 7.02)
27. It is the responsibility of the Board Chair to take all reasonable steps to ensure that each Governor (i) receives and has had the opportunity to review, understand, and inquire upon as necessary, the Code of Ethical Conduct before the first meeting of the Board in September; and (ii) signs the Governors' Agreement included in Attachment 1 at that meeting, or before the next scheduled meeting of the Board, at the latest.

### **Governor Orientation and Education**

28. Governors will participate in an initial orientation as a new Governor, and in ongoing Board education as an incumbent Governor.

### **Review of Governance Effectiveness**

29. Governors will participate in a regular review of Board, Board Committee, and individual Governor effectiveness and contribution.

### **Representing the Board When Requested**

30. A Governor will represent the Board when requested by the Board Chair or the Governance and Human Resources Committee.

### **Monitoring of Governor Performance**

31. A Governor's performance may be monitored by self-assessment or Board assessment.

### **Policy Review:**

Review by the Board of Governors

Attestation – Annual

Revised – November 2018, November 2024

Next Review - 2027

### **Code of Ethical Conduct, Governors' Agreement and Electronic Consent**

Mohawk College has an outstanding reputation in the community for its integrity, loyalty, dedication, commitment, and high-quality training and educational programs. In support of this positive image, it is expected and required that Governors shall conduct themselves in a professional, respectful and collegial manner while carrying out their duties and responsibilities as Board members.

As a Governor of Mohawk College, I hereby commit myself to the highest ethical conduct as an individual and as a member of the Board, and will strive at all times to:

- Work with fellow Governors and the College President in a co-operative and respectful manner, remembering that my fiduciary duty is to act with a view to the best interests of Mohawk College and not any stakeholder group(s). I have no legal or moral authority as an individual outside of Board meetings except authority specifically granted to me as a Governor by the Board and as set out in the Terms of Reference and any Position Description(s) that apply to me;
- Support other Governors in fulfilling ethical, fiscal and professional obligations as Governors;
- Contribute effectively in Board and Board Committee meetings, which includes respecting the opinions of other Governors and members of Management;
- Practice and uphold openness and transparency in the conduct of Board business as required by legislation and regulation governing colleges in Ontario, while respecting confidentiality as required by law, regulation and this Governor's Code of Conduct;
- Honour and follow the rules of order and procedure that are adopted by the Board to facilitate Board and Board Committee meetings, and decision-making and recommendation processes;
- Base my recommendations and decisions on the facts of each situation, vote with honest conviction, unswayed by any self, special or other interest, and honour and uphold all majority decisions taken by the Board;
- Take all reasonable steps to ensure that Mohawk College's Vision, Mission, Values, Strategic Plan and Annual Business Plan are achieved in a democratic and fiscally responsible manner that: meets the needs of learners; enables employees to carry out their responsibilities competently and ethically; and enhances Mohawk College's public image;



- Treat other Governors and members of Management in a fair and equitable manner, regardless of race, religion, gender, gender identity, sexual orientation, disability, age or national origin, or any other protected ground;
- Accept the consequences of any of my actions that violate: (i) this Code of Ethical Conduct; (ii) the Board of Governor's Code of Conduct Policy; (iii) the Ministry of Colleges and Universities Binding Policy Directive on Conflicts of Interest; or (iv) Board of Governors' Policy on Conflict of Interest (the "Conduct Documents"), and comply with the resulting decision(s);
- Participate fully, as appropriate and if requested, in any review of the Conduct Documents, and any revisions therein;
- Demonstrate high ethical standards in my performance of Board responsibilities.

### **Governor Certificate of Compliance**

I, hereby presently am, and agree to be prospectively, in compliance with the letter and spirit of the Conduct Documents at all times in exercising my responsibilities as a Governor.

If I come to acquire knowledge, information or belief that I am not, or may not be seen to be, in compliance with the letter and spirit of a provision within the Conduct Documents, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the Board Chair in a prompt, full and true manner.

To the best of my knowledge, information or belief, other Governors and Related Persons to me are in compliance with the letter and spirit of the Conduct Documents. In particular, I confirm that I have completed the Conflict of Interest Declaration Form outlining current or prospective conflicts of interest with my role as a Governor of Mohawk College.

If I come to acquire knowledge, information or belief that a Governor or a Related Person to me is not, or may not be, in compliance with the letter and spirit of the Conduct Documents, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the Board Chair in a prompt, full and true manner.

I understand that the Conduct Documents are subject to change from time to time, and that I will be given adequate notice of such changes.

**Document to be signed electronically on the Aprio Board Portal.**

To ensure that Governors have been duly informed of their obligation and that they understand this obligation and the consequences associated with violating the Conduct Documents, the following written sign off is required:

This is to confirm that a copy of the Code of Ethical Conduct and Governors' Agreement, the Governor's Code of Conduct Policy, the Board Conflict of Interest Policy and the Ministry of College's and Universities Minister's Binding Policy Directive on Conflict of Interest have been provided, reviewed and explained to all members of the Board of Governors, all of whom have pledged to honour all obligations under the Conduct Documents above, and has provided his/her signature as confirmation of that pledge.

**Document to be signed electronically on the Aprio Board Portal.**

### **Governor Electronic Consent**

I consent to the participation by any Governor or member of a committee at a meeting of the Board or Committee of the Board by such telephone, electronic or other communication facilities as is permitted under applicable legislation.

**Document to be signed electronically on the Aprio Board portal.**