

BOARD PROCEDURE No. 1.4 – Conflict of Interest

This procedure is governed by its parent policy. Questions regarding this procedure are to be directed to the identified Procedure Administrator.

Functional Category:	Board
Parent Policy:	Board Policy No. 1 – Board Policies are Our Primary Means of Governance
Approval Date:	June 6, 2022
Effective Date:	June 6, 2022
Procedure Owner:	Board of Governors
Procedure Administrator:	Board Coordinator

Overview:

NorQuest College’s Board members act with the highest standards of conduct. Both the NorQuest College Code of Conduct Policy (the “Code of Conduct”) and the Bylaws of the Board of Governors (the “Bylaws”) outline rules with respect to, among other matters, what may constitute a Conflict of Interest and the actions necessary to report and manage Conflicts of Interest.

These procedures are meant to highlight some of the key elements of the Code of Conduct and the Bylaws, as they relate to Conflicts of Interest. To the extent that there are any inconsistencies between this document and the Code of Conduct, the Code of Conduct supersedes.

These procedures:

- Provide assistance with recognizing a Conflict or potential/perceived Conflict of Interest.
- Highlight key portions of the process by which Board members report and manage Conflicts or potential/perceived Conflicts of Interest.

Authority to establish this procedure is derived from the NorQuest College Board of Governors Policy No. 1 – Board Policies are Our Primary Means of Governance.

Procedures:

Board members must avoid placing themselves in situations of real or perceived Conflicts of Interest. Examples of what constitute possible Conflicts of Interest can be found in the Code of Conduct.¹

Board members should consult with the Chair of the Board or the Chair of the Governance Committee if they have any questions about what constitutes a Conflict of Interest, or if they believe that they may be in a potential Conflict of Interest.

Board members must recuse themselves from decisions in which actual or perceived Conflict of Interest may exist.

When members of the Board are not entitled to vote because of any circumstances outlined in subsection 3.4 of the Bylaws, they must so declare their Conflict of Interest and the declaration will be recorded in the minutes. Before discussion of the question, such Board members will absent themselves from the meeting room during the discussion.

¹ Code of Conduct, at pp. 4-5



Where some doubt exists as to whether a member may be in Conflict of Interest, the Board may determine by majority vote whether the member is in Conflict of Interest.

Steps

1. The Board will discuss the Code of Conduct and this Conflict of Interest procedure at each annual board retreat.
2. Board members are, upon appointment to the Board and annually thereafter, to confirm in writing that they have read, understand and will follow the Code of Conduct. Additionally, Board members are required to complete a Code of Conduct Disclosure Form on an annual basis.
3. If a Board member has a real or perceived Conflict of Interest, then they must immediately advise the Chair of the Board. If the Conflict of Interest involves the Chair, then disclosure must be made to the Chair of the Board’s Governance Committee.

Confidentiality

All declarations or disclosures made by Board members will be maintained on a confidential basis in accordance with the Freedom of Information and Protection of Privacy Act.

Contraventions

Contravention of this procedure by Board members shall be dealt with by the Board.

Definitions:

Conflict of Interest: refers to situations as defined in the Code of Conduct where a Board member’s obligations to serve the best interests of NorQuest College could be affected by other motivations for that Board member, such as private interests, obligations or objectives (including the interests of Connected Individuals).

Connected Individuals: refers to individuals that are associated with the Board member. These persons include, but are not limited to: friends, family members, business associates, business interests where the individual holds a significant interest, or a person to whom an obligation is owed.

Related NorQuest College Information:

- Board Policy No. 1 – Board Policies are Our Primary Means of Governance
- Board Policy No. 10 – Bylaws of the Board of Governors
- Board Policy No 8 – Code of Conduct

Related External Information:

Next Review Date:

February 2025
This procedure will be reviewed at least once every three years

Revision History:

October 2017: New
February 2020 - Reviewed
May 2022 - Revised