

BOARD PROCEDURE No. 1.4 – Conflict of Interest



WHY WE HAVE THESE PROCEDURES

NorQuest College’s Board members act with the highest standards of conduct. Establishing procedures that assist Board members to understand what may constitute a conflict of interest and the actions necessary to report and manage conflicts of interest will aid in protecting the integrity and interests of NorQuest College.

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

WHAT WE WANT THESE PROCEDURES TO ACCOMPLISH

These procedures:

- Provide guidance on recognizing a conflict or potential conflict of interest.
- Define the process by which Board members report and manage a conflict or perceived conflict of interest.

PROCEDURES

- In compliance with or in addition to the statutory requirements respecting conduct, members of the Board must avoid placing themselves in circumstances of real or potential Conflicts of Interest.¹
- Board members shall arrange private affairs and conduct themselves in a manner to avoid a potential, perceived or actual conflict of interest.
- Board members shall not use their position, office, or affiliation with NorQuest College to pursue or advance personal interests or interests of connected individuals.
- Board members shall not obtain directly or indirectly (through connected individuals) a personal financial or other benefit by use of their position or use of College information obtained as a Board member.
- When members of the Board are not entitled to vote because of any circumstance outlined in subsection 4.4, of the Bylaws of the Board of Governors, 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.²
- 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.³

Steps

- The Board will discuss Board Policy No. 8 – Code of Conduct and this Conflict of Interest procedure at each annual board retreat.
- Board members are, upon appointment to the Board and annually thereafter, to confirm in writing that they have read, understand and will follow Board Policy No. 8 – Code of Conduct Policy and this Conflict of Interest procedure by signing the [“Code of Conduct and Conflict of Interest Acknowledgement”](#) and submitting this declaration to the Senior Executive Associate/Board Coordinator.

¹ Bylaws of the Board of Governors – Article 4.4

² Bylaws of the Board of Governors – Article 4.5

³ Bylaws of the Board of Governors – Article 4.6

- Board members will upon appointment to the board, annually by December 31 of each year, and when circumstances warrant, self-assess and report in writing, activities and situations that may involve a potential, perceived or actual conflict of interest to the Board Chair through the Senior Executive Associate/Board Coordinator.
- The Board Chair, or Vice Chair where a report is received from the Chair, will counsel the Board member on the potential effects and implications of the conflict or potential conflict and the required actions to manage or mitigate the situation.
- Board members will declare, prior to discussion of a question at a board/committee meeting, any conflict or perceived conflict of interest and absent themselves from the meeting room during the discussion. The minutes will record the Board member's declaration.

Confidentiality

- All declarations or disclosures made by employees or 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 where a Board member's personal interests or relationships may prevent, or be perceived to prevent, the Board member from acting in the best interest of or on behalf of NorQuest College fairly, impartially, and without bias.

Conflict of Interest, includes but is not limited to: a situation in which a person has a private, familial or personal interest that is sufficient to appear to influence the objective exercise of their professional duties, and a situation where there is the potential for the personal and/or financial considerations of a person to be at odds with their public position.

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 INFORMATION

RELATED DOCUMENTATION

[Board Member Code of Conduct and Conflict of Interest Acknowledgement](#)

PROCEDURE MANAGEMENT AND PROCEDURE QUALITY ASSURANCE CHART

Board Procedure Name	Conflict of Interest Procedure
Board Procedure Number	1.4
Parent Board Policy Name and Number	Board Policy No.1 – Board Policies are Our Primary Means of Governance
Approval Date	March 9, 2015
Date Effective	March 9, 2015
Historical Review Dates	February 27, 2012 – New May 5, 2014 – Revised March 9, 2015 – Revised October 30, 2017 - Revised
Next Review Date	February 2018
File Storage Location	
Related Legislation	Alberta Public Agencies Governance Act: Section 11
Related Policies and Procedures	Board of Governor’s Policy No.10 – By-laws of the Board of Governors Board Policy No.8 – Code of Conduct
Monitoring and Frequency	This procedure will be reviewed at least once every 3 years.
Procedure Custodian	Board Coordinator