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Policy Contact: President  
Stakeholders: Okanagan College Board of Governors  
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Procedures:

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The effective governance of Okanagan College is contingent on Board Members fulfilling their roles and responsibilities with the highest standards of conduct.

Each Member is expected to follow the standards of conduct and principles described herein and set out in applicable legislation, policies, and procedures.

This policy serves as the Board's commitment to establishing and maintaining high standards of conduct.

This policy applies to all Board of Governors Members, including ex-officio members. To demonstrate determination and commitment to effective governance and the standards of conduct set out in this policy, each Member shall review the Code of Conduct for Okanagan College Board Members Policy and declare their compliance by signing an Oath of Office at the commencement of their Board appointment and annually thereafter.

This policy's definitions are set out in the Bylaws of the Okanagan College Board of Governors.

of specific groups such as faculty, instructional, support staff, or students may bring forward to Board discussions the views of their respective groups; however, in deliberations and voting they will always act in accordance with the best interest of Okanagan College as a whole.

*Duty of Care*

- 5.3 Members are expected to always act and make decisions in good faith in a prudent and diligent manner by:
- a) Informing themselves of the duties, ethics, and legal obligations of Members in general and conducting themselves according to such duties, ethics, and legal obligations;
  - b) Informing themselves specifically as to the policies, business, and affairs of Okanagan College and conducting themselves and exercising their judgment in light of such policies, business, and affairs;
  - c) Regularly attending meetings and adequately preparing for and executing the duties expected of them;
  - d) Using their level of knowledge and expertise effectively in dealing with the affairs of Okanagan College;
  - e) Exercising independent judgment; and
  - f) Speaking with one voice with recognition that the Chair or someone designated by the Chair represents the Board in public and Members must refer to the Chair for public comments about the Board and its decisions.
- 6.1 Members will act at all times in full compliance with both the letter and the spirit of all applicable laws.
- 6.2 No Member will commit or condone an unethical or illegal act or instruct another Member, employee, or supplier to do so.
- 6.3 Members are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Members are expected to ask the Chair for clarification.
- 6.4 Members will not only comply fully with the law but will also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.
- 7.1 In general, a conflict of interest exists for Members who use their position at the College to benefit themselves, friends or families. Conflicts may be Real Conflicts, Potential Conflicts or Perceived Conflicts.
- 7.2 A Member will not use their position with the College to pursue or advance the Member's personal interests, the interests of a Related Person, the Member's \_\_\_\_\_, the \_\_\_\_\_ (E



- 11.1 Members will not, either directly or through relatives or associates, acquire or dispose of any interest, including publicly traded shares, in any company while having undisclosed Confidential Information obtained in the course of work at the College which could reasonably affect the value of such securities.
  
- 12.1 A Member, who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the interest of the College, will discuss the implications of accepting such a position with the Chair recognizing that acceptance of such a position might require the Member's resignation from the Board.
  
- 13.1 It is essential to fair business practices that all those who associate with the College, as suppliers, contractors or Members, have access to the College on equal terms.
- 13.2 Gifts and entertainment will only be accepted or offered by a Member in the normal exchanges common to established business relationships for the College. An exchange of such gifts will create no sense of obligation on the part of the Member.
- 13.3 Members and Related Persons will not accept entertainment, gifts or favors that create or appear to create a favored position for doing business with the College. Any firm offering such inducement will be asked to cease.
- 13.4 Similarly, no Member will offer or solicit gifts or favors in order to secure preferential treatment for themselves or the College.
- 13.5 Under no circumstances will a Member offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Member experiencing or witnessing such an offer will report the incident to the Chair immediately.
- 13.6 Inappropriate gifts received by a Member will be returned to the donor.
- 13.7 Full and immediate disclosure to the Chair of borderline cases will always be taken as good-faith compliance with these standards.
  
- 14.1 A Member will require the College's approval by the Vice President, Employee & Corporate Services to use property owned by the College for personal purposes, or to purchase property from the College unless the purchase is made through means available to the public.
- 14.2 However, a Member will not purchase property owned by the College if that Member is involved in an official capacity in some aspect of the sale or purchase.
  
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  - 15.1 A Member found to have breached their duty by violating the minimum standards set out in the Board Bylaws, in this policy, or other applicable College policies may be liable to censure or a recommendation for dismissal to the Government or other actions as the Board determines is appropriate.

- 16.1 Normally, the Board Chair or the Chair of the Governance Committee will be responsible to provide guidance on any item concerning standards of ethical behaviour. If required, the Board Chair may also seek legal advice.

All Board members are required to take the following oath of office before the Board, at the commencement of each Member's first meeting with the Board and annually thereafter:

I \_\_\_\_\_, sincerely promise and swear (or affirm) that I will truly faithfully and impartially to the best of my ability execute the duties and responsibilities of my position as a Member of the Board of Governors of Okanagan College. I have read and agree to abide by the Bylaws of Okanagan College, the Code of Conduct for Okanagan College Board of Governors, and all applicable College policies and procedures.

Date	Action
2022-06-22	Approved by the Okanagan College Board of Governors:  Redrafted as policy from 2019 Board bylaws