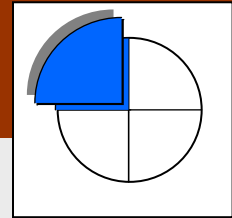


## NORTHERN LIGHTS COLLEGE BOARD OF DIRECTORS POLICY



**Policy Name:** Code of Conduct

**Number:** GP-9

**Policy Type:** Governance Process

**Date Approved:** 19 Jun 2007

**Date Revised:** 21 Apr 2010

The Board commits itself and its members to ethical, lawful and business-like conduct. This commitment includes proper use of authority and appropriate decorum when acting as Board members.

1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability also supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary\* responsibility.
  - 2.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - 2.2 When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that governor must absent him or herself during the discussion and voting. Members are not penalized for conditions outside their control.
  - 2.3 Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a public Board member be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information.
  - 2.4 Except as provided under legislation, Board members shall not retain their Board membership if they are employed by the College in a regular full time capacity. This does not, however, preclude Board members from accepting short term appointments or contracts with the college.
  - 2.5 Board members will annually disclose their involvements with other organizations, with vendors, or with any other associations which might produce a conflict. The disclosure process will normally occur in August or, in the case of new Board members, upon initial appointment.
  - 2.6 Should there be a difference of opinion as to whether a Board member is in a conflict of interest, the board shall vote on the matter, and the decision of the Board shall be final.

3. Board members shall not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - 3.1 Board members' interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
  - 3.2 Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member to speak for the Board.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board Members shall be familiar with the incorporating documents, by-laws, regulations, and policies of the organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.
6. Members will be properly prepared for board deliberation.
7. Board Members shall regularly take part in educational activities that will assist them in carrying out their responsibilities.
8. Board Members will support the legitimacy and authority of board decisions, irrespective of the members' personal position on the issue.
9. Board Members shall attend meetings on a regular and punctual basis. Absence of a Member from more than three (3) consecutive regular meetings shall be considered a resignation from the Board. Members are not penalized for conditions outside their control. If a board member is on board business he/she will not be marked absence. A Member may request reinstatement. The board may, at its discretion, reinstate a Member upon such a request. Only one such reinstatement per Member is permitted.
10. Board members shall not give or commit Northern Lights College money or property as a contribution to any political party or to any candidate for, or holder of public office, unless approved by the Board and in conformity with relevant legislation. This prohibition extends to all indirect contributions such as the price of admission tickets to sporting, social or other events where part of the proceeds are directed to a political party or candidate.
11. Board Members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.
12. A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board Member, he or she and the respondent Board Member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board Members who are found to have violated the Code of Conduct may be subject to censure.