



<b>SUBJECT:</b>	<b>UNA Board, Appointees + Representatives Code of Conduct Policy</b>	<b>POLICY #01-16</b>
<b>CATEGORY:</b>	<b>Administration</b>	
<b>AUTHORITY:</b>	<b>Board of Directors</b>	
<b>ADOPTED:</b>	<b>May 2022</b>	
<b>AMENDED:</b>	-	
<b>REVIEWED</b>	-	

**PURPOSE**

The University Neighbourhoods Association (“**UNA**”) seeks to maintain and enhance the quality of life for all UNA residents through responsible, fair, community-minded and sustainable representation. To help achieve this goal, the UNA Board of Directors (“**Board**”) has adopted a Code of Conduct Policy (“**Policy**”) applicable to UNA Directors (“**Directors**”) and to all persons appointed by the Board to UNA committees or task forces (“**Appointees**”). This Policy is also applicable to any individuals appointed or designated by the University of British Columbia or the Alma Mater Society who attend and participate in UNA Board or Committee meetings (“**Representatives**”).

The purposes of the Policy are to ensure that:

- Business is conducted with integrity, in a fair, honest and open manner;
- Directors, Appointees and Representatives respect one another, the public and staff and recognize the unique role each has in making the UNA a better place to work and live;
- The conduct of Directors, Appointees and Representatives in the performance of their duties and responsibilities with the UNA is above reproach;
- Decision making processes are accessible, participatory, understandable, timely and just;
- Directors and Appointees identify and address any real or perceived conflict of interest; and,
- Directors, Appointees and Representatives respect and uphold confidentiality requirements.

The Policy provides general guidance on the standards of conduct required, including guidelines on conflicts of interest, processes to raise concerns and breaches of the Policy, as well as an accompanying acknowledgement statement.

**SCOPE**

This Policy is applicable to all Directors of the UNA Board and includes provisions that are relevant to Appointees and Representatives. The bodies to which Directors, Appointees and Representatives can be appointed are referred to collectively as “**Committees**” throughout this Policy.

## POLICY STATEMENTS

### Duties of Directors

The Board of the UNA, collectively, are entrusted with the management, administration and control of the property, revenue, business and affairs of the UNA.

Director duties are set out in the *Societies Act*, the UNA Bylaws and established by common law. Each Director has a responsibility, first and foremost to the best interests of the UNA and must function primarily as a Director of the Board and not as a representative of any particular constituency. Taken together, the fundamental duties of the Directors include the following:

**Fiduciary Duty:** Directors must act honestly and in good faith with a view to serving the best interests of the UNA. In placing the UNA's interests ahead of their own personal interests, each Director is required to:

- Be honest in their dealing with the UNA and others on behalf of the UNA;
- Act in accordance with the conflict of interest provisions contained within Section 56 of the *Societies Act*, UNA Bylaw 6.15 and 6.16 as well as the requirements of this Policy;
- Remain impartial and loyal to the best interests of the UNA and not act as a delegate or representative of any interest, stakeholder, or group;
- Maintain the confidentiality of information submitted to the Director in confidence, and in accordance with the requirements set out in this Policy and any applicable policies; and
- Respect the Board and Board decisions, and avoid undermining any decision of the Board, regardless of whether the Director agrees with or voted for the decision.

**Duty of Care:** Directors must exercise the degree of care, skill, and diligence reasonably expected from a person having their knowledge and experience.

**Duty of Knowledge:** Directors must be familiar with and generally knowledgeable about:

- The UNA's mandate, goals, objectives, and operations;
- The community, business and political environments within which the UNA operates;
- The relevant legislation applicable to the UNA and Directors; and
- The current governance policies and practices of the UNA.

**Duty of Compliance:** Directors must comply with all applicable laws and regulations and with policies applicable to Directors.

**Duty to Disclose:** Directors must disclose information within their knowledge that is of significance to the UNA.

**Expectations:** In fulfilling their responsibilities and duties, Directors are expected to:

- Act in a manner consistent with the trust and confidence placed in the Board, as a responsible steward of UNA resources;
- Devote the necessary time and attention required to prepare for and attend meetings of the Board and applicable Committees;

- Participate fully and frankly in the deliberations and discussions of the Board and applicable Committees;
- Act in a manner which is courteous of others, including to treat others with respect;
- Avoid any situations that impair or have the potential to impair the Director's independence or impartiality in performing the duties of a Director or otherwise to cause, or have the potential to cause, damage to the UNA or its reputation; and,
- Act consistent with the Board's protocols on Board communications and public comment.

### **Duties that apply to Directors and Appointees**

#### **Conflict of Interest**

All Directors and Appointees shall be aware of and declare, in writing where necessary, any real or perceived conflicts of interest.

**General.** A Director or Appointee holds a position of trust *vis-à-vis* the UNA. As such, there is a general obligation to avoid situations of real or potential conflicts of interest as well as even the appearance of a conflict of interest.

**Definition of Conflict of Interest.** A conflict of interest arises where the Director or Appointee's interests and those of the UNA might be in real, potential or perceived conflict. A conflict of interest puts into question the independence, impartiality and objectiveness that a Director or Appointee is obliged to exercise in the performance of their duties.

- A “**private interest**” means a direct or indirect economic interest or other personal benefit or advantage, and it may involve a financial or non-financial interest. The interest may be personal to the Director or Appointee themselves, or to the Director or Appointee's relatives (a spouse, parent, child, sibling or other family member whether connected by blood, marriage or adoption), or a business in which the Director or Appointee is involved.
- A Director or Appointee has a “**real conflict of interest**” when the Director or Appointee is performing a duty or function and in the performance of that duty or function has the opportunity to further their private interests.
- A Director or Appointee has a “**potential conflict of interest**” when there exists some private interest that could influence the performance or exercise of a Director or Appointee's duty or function.
- A Director or Appointee has a “**perceived conflict of interest**” when a reasonably well-informed person could perceive that a Director or Appointee's ability to perform a duty or function of the position was, or will be, affected by the Director or Appointee's private interests and interfere with the Director or Appointee's judgment in making decisions in the UNA's best interest.

A conflict of interest does not exist simply where a Director or Appointee has or may have an interest in common with many other people or where the issue may concern a particular UNA neighbourhood, including one in which the Director or Appointee lives. In general, debating or discussing and voting on matters which have an effect on a broad group is not a conflict of interest. However, a conflict of interest due to representation of or relation to a specific constituency may occasionally arise. Conflict could reasonably be considered to exist for the following identified groups when considering these matters (*as illustrative examples only and in no way meant to be exhaustive*):

- For a Director or Appointee where a contract or matter before the Board involves only the specific strata development in which they resides and not other strata developments;
- For a Director or Appointee serving on the board of another organization and being in possession of information confidential to the UNA that is of importance to a matter being considered by the board of the other organization.

### **Responsibility to Disclose Conflict of Interest**

It is the responsibility of a Director or Appointee to identify a conflict of interest to the Chair of the Board or Committee (with a copy to the Chief Administrative Officer (“**CAO**”)) in writing, in advance of a meeting if possible, in which the subject matter relating to the conflict will arise for Consideration or, where that is not practicable or possible, verbally at a Board or Committee meeting. In this Policy the word “**Chair**”, includes the Acting Chair and any Director or Appointee who is elected to Chair a meeting of a Board or Committee. “**Consideration**” may include discussion, debate and voting.

If the real or perceived conflict of interest arises at a Board or Committee meeting without notice then the Director or Appointee should forthwith advise the Chair of the conflict.

Where a conflict of interest exists, Directors and Appointees are not entitled to participate in the discussion of the matter or to vote on a question in respect of the matter, must declare to the body that a conflict exists, and must absent themselves from the meeting during consideration of the issue to which the conflict relates. The declaration of a conflict and the Director’s or Appointee’s exit from and return to the meeting shall be noted in the minutes.

Where in the opinion of a Board or a Committee member, a Director or Appointee is in a real or perceived conflict of interest and has not so declared, the body may ask for a review of the matter by the CAO. The matter, if unresolved, may then be referred to Board for review and then, if still unresolved, to legal counsel.

A Director or Appointee who has or is deemed to have a conflict of interest shall be counted in the quorum for a meeting at which the Director or Appointee attends notwithstanding that the Director or Appointee is absented while any matter is discussed, debated or voted on in respect of which a conflict exists for that Director or Appointee.

### **Advocacy**

Directors and Appointees shall represent the official policies or positions of the UNA, Board or Committee to the best of their abilities when designated as delegates for this purpose. When presenting their individual opinions and positions, Directors and Appointees shall explicitly state

they do not represent Board, their Committee or the UNA, nor will they condone the inference that they do.

### **Decisions Based on Merit**

Directors and Appointees shall base their decisions on the merits and substance of the matter at hand.

## **Duties that apply to Directors and Appointees and Representatives**

### **Confidentiality**

In the course of their duties, Directors, Appointees and Representatives will have access to confidential information relating to the UNA and may also learn of other confidential or non-public information relating to third parties.

Directors, Appointees and Representatives are expected to maintain the confidentiality of all confidential and non-public information and are required not to disclose or release any such confidential or non-public information unless authorized by the UNA or required by law to do so.

Proceedings in closed and restricted closed sessions of the UNA Board and Committees are confidential. Proceedings in strategy sessions, forums, workshops or other sessions the UNA may hold from time to time are also confidential, unless otherwise provided. Directors, Appointees and Representatives must hold in confidence all views and opinions expressed by other Directors, Appointees and Representatives or individuals in such sessions.

The duty to maintain information in confidence continues after the individuals cease to be a Director, Appointee or Representative.

### **Respectful Workplace Environment**

Directors, Appointees and Representatives shall treat each other, the public, and UNA staff with respect and shall be supportive of the personal dignity, self-esteem and well being of those with whom they come in contact with during the course of their professional duties. Directors, Appointees and Representatives shall be aware of and act in accordance with the UNA Discrimination, Harassment and Bullying in the Workplace Policy #02-03.

### **Respecting Governance Structure**

Directors, Appointees and Representatives shall respect and adhere to the structure of governance as established in the UNA. In this structure, the Board determines the policies of the UNA with the advice, information and analysis provided by the public, Committees, and UNA staff. Directors, Appointees and Representatives, therefore, shall not interfere with the administrative functions of the UNA or with the professional duties of UNA staff, nor shall they impair the ability of staff to implement Board policy decisions.

### **Compliance with Processes**

- Directors, Appointees and Representatives shall perform their duties in accordance with the policies, procedures and rules of order established by the UNA Board which govern the deliberation of issues, meaningful involvement of the public, and implementation of policy decisions of the Board by UNA staff.

- Directors, Appointees and Representatives shall be aware of the mandate of their respective Committees and act in accordance.

### **Gifts and Favours**

- Directors, Appointees and Representatives shall not accept any gift, money, property, position or favour of any kind whether to be received at the present or in the future, from a person having, or seeking to have dealings with the UNA, except as follows:
  - Where such a gift or favour is authorized by law; or
  - Where such gifts or favours are received as an incident of the protocol, social obligation or common business hospitality that accompany the duties and responsibilities of the Director, Appointee or Representative.
- Directors, Appointees and Representatives may participate in UNA programs open to the public and may purchase UNA property or goods offered for public sale.

### **Use of Public Resources**

Directors, Appointees and Representatives shall not use public resources that are not available to the public in general, such as staff time, equipment, supplies or facilities, for private gain or personal purposes.

### **Compliance and Enforcement**

This Policy is intended to be self-enforcing. The Policy expresses standards of conduct expected, and Directors, Appointees and Representatives themselves have the primary responsibility to assure that these standards are understood and met.

Where the circumstances warrant, the Board may impose sanctions on Directors and Appointees whose conduct does not comply with this Policy.

To ensure procedural and administrative fairness, a Director or Appointee who is accused of violating any provision of the Policy shall have a minimum of one week or the time between two consecutive meetings, whichever is greater, to prepare their response to the allegations.

Before considering a sanction, the Board must ensure that a Director or Appointee has:

1. Received a written copy of the complaint against them;
2. A minimum of one week or the time between two consecutive meetings, whichever is greater, to prepare a defence against any allegations; and,
3. A fair opportunity to be heard.

Any conduct by Representatives that contradicts this Policy will be raised with both the Representative, and the organization that appointed or designated them to attend and participate in UNA Board or Committee meetings.



### **Implementation of the Policy**

Directors, Appointees and Representatives should view the Policy as a set of guidelines that expresses the standards of conduct expected of them. Implementation is most effective when individuals are thoroughly familiar with the Policy and embrace its provisions. For this reason, the Policy will be provided to candidates for Board, applicants to Committees and appointed Representatives.

Directors, Appointees and Representatives will be requested to sign the statement, attached as Appendix A, affirming they have read and understood the Policy. In addition, the Governance and Human Resources Committee (“**GHR Committee**”) shall review the Policy periodically, and the Board shall consider recommendations from GHR Committee and update the Policy as necessary.

### **Violation Not Cause to Challenge a Decision**

A violation of this Policy shall not be considered a basis for challenging the validity of a Board or Committee decision.

### **Related Documents and Legislation**

- UNA Discrimination, Harassment and Bullying in the Workplace Policy #02-03
- UNA Board Rules of Procedure
- UNA Bylaws
- Societies Act, *S.B.C. 2015, c. 18*



**APPENDIX A**

**MEMBER STATEMENT**

**Board of the UNA, Appointees and Representatives**

As a Director on the UNA Board, an Appointee or a Representative, I acknowledge and agree that:

- 1) I have received a copy of the Policy.
- 2) I will conscientiously and in good faith observe the provisions of the Policy.
- 3) A breach of the Policy may result in the Board imposing sanctions on individuals whose conduct does not comply with this Policy.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name (please print):

Office/Committee:

\_\_\_\_\_

\_\_\_\_\_