



**HERITAGE COLLEGE
BYLAW #6**

**CONCERNING THE ETHICS AND
PROFESSIONAL CONDUCT OF BOARD ADMINISTRATORS**

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ADMINISTRATOR: Director General

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Preamble¹

The present ethics and professional conduct regulations are adopted by virtue of the *Act to amend the Act respecting the Ministère du Conseil exécutif and other legislative provisions as regards standards of ethics and professional conduct*. These measures complete the ethics and professional conduct regulations already provided for in articles 321 to 330 of the *Québec Civil Code* and in articles 12 and 20 of the *General and Vocational Colleges Act*. The legislative provisions of a public nature, in particular articles 12 and 20 of the *General and Vocational Colleges Act* prevail, in case of conflict, over the provisions of the present bylaw.

ARTICLE 1

Purpose

The purpose of the present bylaw is to establish certain standards of ethics and professional conduct applicable to Board administrators of the College, with a view to:

- ensuring public trust in the integrity, impartiality and transparency of the Board of Governors of the College, and
- allowing Board administrators to carry out their mandates and to perform their duties with trust, independence and objectivity for the best achievement of the College mission.

ARTICLE 2

Application

The present bylaw applies to all Board administrators of Heritage College.

ARTICLE 3

Provisions

3.1 Coverage

Each Board administrator is subject to the regulations of the present bylaw. Moreover, the person who ceases to be a Board

administrator is subject to the regulations stipulated in article 4.2 of the present bylaw.

3.2 Duties of Board Administrators

A Board administrator shall carry out the duties of office with independence, integrity and reliability to the best interest of the College and the achievement of its mission. A Board administrator shall act with caution, conscientiousness, honesty, loyalty and consistency as would any reasonable and responsible person in such circumstances.

3.3 Remuneration of Board Administrators

A Board administrator is not entitled to any remuneration for the performance of the duties of office. A Board administrator also may not receive any other remuneration from the College, except for the reimbursement of certain expenses authorized by the Board of Governors.

This provision does not have the effect of preventing Board administrator members of staff from receiving their salary and other benefits provided for in their contracts of employment.

3.4 Regulations regarding Conflicts of Interest

3.4.1 Situations of Conflicts of Interest for Board Administrators

A situation of conflict of interests is considered to be any real, perceived or potential situation, which is objectively of a nature to compromise, or susceptible of compromising, the independence and the impartiality necessary in the performance of the duties of Board administrator, or on the occasion when a Board administrator uses, or seeks to use, the attributes of the duties of office to take unwarranted advantage or to provide a third person with such unwarranted advantage.

Without restriction to the scope of this definition and only by way of illustration, the following are, or may

¹ See the Glossary for explanations of frequently-used terms.

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be considered, situations of conflicts of interest:

- a) a situation in which a Board administrator has a direct or indirect interest² in the deliberations of the Board of Governors;
- b) a situation in which a Board administrator has a direct or indirect interest in a contract, or a contract being drafted, with the College;
- c) a situation in which a Board administrator directly or indirectly obtains, or is on the verge of obtaining, a personal or professional advantage resulting from a decision of the College;
- d) a situation in which a Board administrator accepts a gift or some advantage from an individual or a firm which deals with, or wishes to deal with, the College, other than customary gifts of minimal value.

3.4.2 Situations of Conflicts of Interest for Board Administrator Members of Staff

In addition to the regulations established in article 3.4.1 of the present bylaw, the Board administrator member of staff is in a situation of conflicts of interest in the cases described in articles 12 and 20.1 of the *General and Vocational Colleges Act* {Ref. Doc. #B6.1}.

3.4.3 Disclosure of Interests

Within thirty (30) days following the coming into force of the present bylaw or within thirty (30) days of assuming the duties of office, each Board administrator must fill out and submit to

² For the purposes of the present bylaw, see the definition in the attached "Glossary".

the Professional Conduct Consultant³ a declaration of interests which said Board administrator, to that individual's knowledge, has in any entity doing business or having done business with the College and disclose, if need be, any real, potential or apparent situation of conflict of interest which may be of concern.

This declaration must be reviewed and updated at the beginning of every calendar year by each Board administrator, who is obliged to complete and return to the Professional Conduct Consultant the form designated for this purpose.

In addition to this declaration of interests, the Board administrator must disclose any situation of conflict of interests in the manner and in the cases described in the first paragraph of article 12 of the *General and Vocational Colleges Act* {see Ref. Doc. #B6.2}.

3.4.4 Prohibitions

In addition to the prohibitions for situations of conflicts of interests described in articles 12 and 20 of the *General and Vocational Colleges Act*, a Board administrator who is in a situation of conflict of interests with respect to an item discussed at the Board of Governors has the obligation to leave the Board meeting to allow the deliberations and the vote to take place in said Board administrator's absence and in the strictest confidentiality.

ARTICLE 4 Roles and Responsibilities

4.1 Board Administrators

A Board administrator shall, in the performance of the duties of office:

³ See article 4.4.

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- conform to the obligations imposed by law, by the constituting act of the College, or by its bylaws, and act within the limits of the powers of the College;
- avoid situations of conflict where personal interest and the interest of the group or of the person who has elected or named the Board administrator would be in conflict with the obligations of that Board administrator's duties of office;
- act with moderation in any remarks, avoid undermining the reputation of others, and treat other Board administrators with respect;
- not use, for personal profit, or that of a third person, any property of the College;
- not disclose, for personal profit, or that of a third person, privileged or confidential information obtained by reason of the duties of office;
- not abuse the powers of office or unduly profit from the position of Board administrator to take personal advantage;
- not grant, solicit or accept, directly or indirectly, a favour or unwarranted advantage, for personal benefit or for the benefit of a third party;
- not accept any gift, token of hospitality or advantage other than the customary ones or those of minimal value.

4.2 Individuals Who Cease to be Board Administrators

An individual who ceases to be a Board administrator shall, in the year following the end of that individual's mandate as Board administrator:

- not take unwarranted advantage of the former duties of office;
- not act in person or on behalf of others in relation to a procedure, a negotiation or any other operation to which the College is a

party. This regulation does not apply to a former Board administrator member of staff of the College with respect to that individual's contract of employment;

- not use confidential or privileged information relating to the College for personal purposes, and not give advice based on information which is not available to the public.

4.3 Board Chair

The Board Chair is responsible for the good functioning of the meetings of the Board of Governors. The Board Chair must resolve any question relating to the right to vote at a meeting of the Board. When a motion is tabled by the assembly, the Board Chair must, after having heard, if need be, the representations of the Board administrators, decide which members are eligible to deliberate and vote. The Board Chair has the power to request that a person abstain from voting and that a person leave the meeting room of the Board. The decision of the Board Chair is final.

4.4 Professional Conduct Consultant

The Secretary to the Board, or any other person named by the Board, acts as Professional Conduct Consultant. This Consultant is responsible for:

- informing the Board administrators as to the content and the modes of enforcement of the present bylaw;
- advising the Board administrators regarding ethics and professional conduct;
- inquiring promptly into alleged irregularities and reporting to the Board;
- publishing in the annual report of the College the information respecting the present bylaw, as required by the Act.

In accordance with the present bylaw, the Professional Conduct Consultant informs the Board of any complaint or any other situation of irregularity as well as the results of any investigation.

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4.5 Disciplinary Committee

The Board, or a committee appointed by the Board to this end, sits as a Disciplinary Committee and decides on the validity of a complaint and on the appropriate penalty, if need be.

When a breach is alleged to have taken place, the Disciplinary Committee notifies the Board administrator in question of the alleged breach and that said Board administrator may, within 30 days and in writing, submit personal observations to the Disciplinary Committee and request to be heard by the latter relative to the alleged breach and the appropriate sanction.

In the case of an urgent situation requiring a quick intervention, or in the case of an alleged serious offence, be it an alleged breach of a standard of ethics or professional conduct or an alleged criminal or penal offence, a Board administrator may temporarily be released from the duties of office by the Board Chair.

The Disciplinary Committee, upon coming to the conclusion that a Board administrator has infringed against the Act or the present bylaw, imposes the appropriate disciplinary penalty. The possible penalties include reprimand, suspension or recommendation of dismissal from office.

ARTICLE 5 Revision

The present bylaw will be reviewed and, if necessary, revised at least every five (5) years, or when deemed necessary by government requirements or by the Board.

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GLOSSARY

Board

administrator: member of the Board of Governors of the College.

Board administrator

member of

staff: the two teachers, the non-teaching professional and the support staff member, respectively elected by their peers as members of the Board of Governors of the College, as well as the Director General and the Academic Dean.

College: Collège Heritage/Heritage College.

office: the office of Board administrator.

interest: a right, title or legal share in something; participation in something because of responsibility, self-interest, advantage, benefit, liabilities or the like, present or future.

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Related Document(s)

This document is to be used in conjunction with:

- *The Quebec Civil Code*⁴
- *The General and Vocational Colleges Act*⁵
- Heritage College Reference Documents #B6.1 and #B6.2⁶
- Declaration of Interests, Form #B6⁷

⁴ Copies of this document are available from Services Québec.

⁵ Copies of this document are available from the Secretary to the Board (Professional Conduct Consultant) upon request.

⁶ Ibid.

⁷ Ibid.