

REFERENCE DOCUMENT #B6.1
(supporting material for *Heritage College Bylaw #6 concerning the Ethics and Professional Conduct of Board Administrators*)

As regards ethics and professional conduct, the Board administrator members of staff of the College are also governed by the second and third paragraphs of article 12 of the *General and Vocational Colleges Act*. Moreover, the Director General and the Academic Dean are also governed by article 20.1 of this Act. The legislative dispositions read as follows:

12. *[second paragraph]... Furthermore, a member of the staff of a college must, on pain of forfeiture of office, abstain from voting on any matter concerning his employment status, remuneration, fringe benefits and other conditions of employment, or those of the category of employees to which he belongs. The member must, in addition, after having had an opportunity to present his views, withdraw from a meeting while the matter is discussed or voted on.*

[third paragraph] The second paragraph applies in the same manner to every staff member, except the director general and the academic dean, with respect to any matter concerning the remuneration, fringe benefits and other conditions of employment of other categories of employees.

Exception: *Notwithstanding the second paragraph, the director general may vote on any matter concerning the employments status, remuneration, fringe benefits or other conditions of employment of the academic dean. Moreover, the academic dean may vote on any matter concerning the employment status of the director general.*

- 20.1 *In no case may the director general or the academic dean, on pain of forfeiture of office, have a direct or indirect interest in any enterprise that places his personal interest in conflict with that of the college. However, forfeiture shall not be incurred where such an interest devolves to him by succession or gift, provided that he renounces or disposes of it with dispatch.*

A) Article 12

In accordance with the second and third paragraphs of article 12 of the *General and Vocational Colleges Act*, a Board administrator member of staff is in a situation of conflict of interests when he must vote on any question concerning the following:

- his employment status, remuneration, fringe benefits and other employment conditions;
- the employment status, remuneration, fringe benefits and other conditions of employment of the category of employees to which he belongs;
- the remuneration, the fringe benefits and the other conditions of employment of other categories of employees. However, the Director General and Academic Dean may always vote on any question concerning remuneration, fringe benefits and other conditions of employment of other categories of employees.

In such cases, the Board administrator member of staff must:

- abstain from voting;
- after having had an opportunity to submit his observations, withdraw from the meeting during the duration of the deliberations and of the vote.

In other respects, the legislator not having repeated the expression “employment status” in the last paragraph of article 12, the administrator members of staff may vote on any question concerning the employment status of a member of staff of another category of employees.

Finally, for the purpose of enforcing article 12, the following expressions signify:

- employment status: any question related to hiring, nomination, dismissal, laying-off as well as renewal or termination of mandate.
- category of employees: support staff, professionals, teachers, “cadres” and “hors cadres” constitute the five categories of employees of the college education network.
- conditions of employment: everything related to the employment contract, everything relating to the job and everything that pertains to the provision of services. The conditions of employment are a set of facts and circumstances relating to, surrounding or accompanying the provision of work, and affecting the contract of employment between the employer and the employee.

B) Article 20

The regulations stated in article 20.1 are stricter than those applicable to other Board administrators. The Board administrators, in accordance with the first paragraph of article 12 of the *General and Vocational Colleges Act*, may continue to sit on the Board if they have an interest in a firm doing business with the College provided that, at the time the Board makes a decision concerning the firm, they have declared their interest and have withdrawn from the meeting of the Board during the deliberations and the vote, and provided that at any time, they did not try to influence the decision of the Board. In the case of the Director General and the Academic Dean, the situation is different. If the College has concluded a contract with a firm in which they have an interest, they can be forfeited from office at the College and this, even though they have not participated in the decision-making or tried to influence the decision.

The Act provides, however, one exception for its “hors cadres.” The forfeiture from office does not happen if such an interest is the result of a legacy or donation, on the condition that they relinquish or dispose of it with dispatch.

(updated Oct. 1, 2008)