



FROST STUDENT ASSOCIATION

Policy 5 Type: Board of Directors Policy

Name: Code of Conduct

The Board commits itself and its Directors to ethical and professional conduct. This includes proper use of authority and appropriate decorum when acting on the Board of Directors, as well as when engaging in all other activities not specifically related to the position including, but not limited to, meetings, conference attendance, special events, and day-to-day activities.

1) Directors must ensure that the representation of the interests of the Frost Student Association fee-paying students is their first and foremost priority. This accountability takes precedent over any conflicting loyalty such as that to advocacy, external interest groups and membership on other boards. It also supersedes the personal interest of any Director who is a consumer of the Frost Student Association's products or services.

2) Members must avoid conflict of interest with respect to their fiduciary responsibility:

a. There must be no conduct of private or personal business between any Directors within the organization, except when this business is conducted in an open and transparent manner (typically in writing with information shared between all Directors or during the course of debate during a public or in-camera meeting) where all parties have equal access to any inside information.

b. If a Board member has an unavoidable conflict of interest, that member shall declare this conflict to the Chairperson, as soon as it is known. If the conflict occurs during any formal meeting, the Director shall remove him or herself without comment from any vote, but also from the deliberation on the specific issue. It is recommended that the individual physically leave the room during the deliberations.

c. Directors must not use their positions to obtain full-time, part-time or contracted employment in the Frost Student Association for themselves, immediate family members or associates. With the exception of the President and the Vice-President during the summer months, if a member desires employment, he or she must first resign from the Board.

d. During their term of office, Directors cannot be employed in a paid position by Fleming College, with the exception of Learning Support Services. Directors wishing to become employed by Fleming College must immediately resign from the Frost Student Association, before commencing the first day of paid employment with Fleming College.



FROST STUDENT ASSOCIATION

e. Directors shall not serve as the student representative on the Fleming College of Applied Arts and Technology's Board of Governors during their term of office.

f. Directors will immediately disclose any involvement with other organizations, vendors, or any other associations that might produce a conflict of interest. Disclosures will be circulated to all Board members in writing. If a situation arises where a perceived conflict of interest may exist, the situation will be brought forward to the Chairperson's attention for review.

g. Directors are not eligible to accept prizes awarded by any Fleming College Student Association, the College, suppliers, or vendors, excluding scholarships, bursaries or academic awards. This includes, prizes awarded by groups or clubs sponsored by the Frost Student Association and the Auk's Lodge.

h. Directors are not eligible to accept gifts, with fair market value in excess of one hundred dollars (\$100) as appraised by the Chair, that are given by the College, suppliers or vendors during their term of office unless:

- i) It is accepted with Board knowledge and;
- ii) It is centrally-recorded during a public meeting of the Board.

3) Board members may not attempt to exercise individual authority over the Frost Student Association, except as explicitly set forth in the constitution and within Board policies:

a) Board members interaction with any Manager or with staff, must recognize the implicit lack of authority vested in individual Board members, except when the interaction is explicitly authorized by the entire Board;

b) Board members interaction with public, college staff, or other entities must recognize that they are doing so in the capacity of a Director and may be held personally liable for their actions. In making public statements, other than those on behalf of the Frost Student Association within the scope of their duties and responsibilities, the Board members shall:

- i) Clearly distinguish, in both written and oral public statements, between personal opinions and opinions representing the Board of Directors;
- ii) Avoid situations where it is difficult to distinguish between personal and professional options;
- iii) Provide accurate, complete, current, and unbiased information; and



FROST STUDENT ASSOCIATION

iv) Respect the confidentiality appropriate to issues of a sensitive nature including those discussed in-camera.

c) Directors will give no consequence or voice to individual judgments of any Manager or staff performance except during an in-camera session of a Board of Directors meeting.

4) Directors, not including ex-officio members, who are unable to attend any two (2) meetings of the Board during their term of office, as defined within the Constitution, will automatically be suspended from their duties without remuneration from their position on the Board, with the exception of absences required by Field Camp.

a) The Chairperson will deliver notification to a Director of their automatic suspension in person with a witness or by registered mail.

b) The suspended Director must notify the Board of receipt within 72 hours after receiving notification.

c) All documentation with respect to the absences will be distributed to each Board member in advance of such meeting.

d) All appeals will be heard in-camera by the Board at the next meeting. By a secret-ballot decision of the majority, the remaining Board members will determine the appropriate course of action which may include a reduction in honorarium or removal from the Board in accordance with By-laws.

5) Office hours will be posted publicly in a conspicuous place. The tracking of office hours may be delegated to staff. All Directors will submit their schedules to the President and Vice President upon receipt and will make their schedules and class timetables available to one another. The nature of private matters or personal appointments need not be disclosed, however, these should still be identified within their schedules.