

THE UNIVERSITY OF BRITISH COLUMBIA

CODE OF CONDUCT AND CONFLICT OF INTEREST GUIDELINES FOR THE BOARD OF GOVERNORS

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1. Introduction and Purpose

As one of the world's leading universities, UBC's vision is to create an exceptional learning environment that fosters global citizenship, advances a civil and sustainable society, and supports outstanding research to serve the people of British Columbia.

UBC's vision is supported by the University's commitment to the following core values:

- Academic Freedom
- Advancing and Sharing Knowledge
- Excellence
- Integrity
- Mutual Respect and Equity
- Public Interest

In keeping with the University's commitment to the highest standards of ethics, integrity and responsible stewardship, this Code of Conduct (Code) defines the standards of conduct expected of Governors, including with respect to conflicts of interest.

2. Application

The Code applies to all Governors, whether elected or appointed.

The provisions of the Code are in addition to, and not in substitution for, any obligations imposed on a Governor by statutory or common law. Compliance with the Code does not relieve a Governor from any such obligation.

Upon being appointed or elected to the Board, and annually thereafter, each Governor must complete an Acknowledgement and Agreement in which the Governor acknowledges and agrees that he or she has received a copy of the Code, will conscientiously and in good faith observe the provisions of the Code, and that a breach of the Code may result in remedial action, up to and including a request for resignation or a recommendation for removal from the Board.

3. Interpretation and Definitions

In this Code,

- a. **"Board"** means the board of Governors of the University.
- b. **"Board Chair"** means the chair of the Board.
- c. **"Close Relative"** means a spouse (including a common law or same sex spouse), parent, brother, sister, child, aunt or uncle of a Governor and the child or spouse of any of them.
- d. **"Code"** means this Code of Conduct, as amended, supplemented, revised or restated from time to time.
- e. **"Conflict of Interest Advisor"** means the Conflict of Interest Advisor appointed by the Board and described in section 6.
- f. **"Corporation"** means any incorporated association, no matter where or how constituted or incorporated, whether a business or not-for-profit corporation, but not a partnership, trust or estate.
- g. **"Governance Committee"** means the committee constituted by the Board which is responsible for supporting the Board with respect to governance related issues and currently known as the "Governance Committee".
- h. **"Governor"** means a member of the Board.
- i. **"Private Duty"** means a duty that a Governor owes to someone other than the University.
- j. **"Private Interest"** means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Governor, or his or her associate or a Related Person.
- k. **"Related Person"** means:
 - i. a Close Relative;
 - ii. a Corporation of which the Governor or Close Relative of the Governor:
 - A. is a director or officer; or
 - B. has direct or indirect material ownership, control, or direction of securities;
 - iii. a partnership of which the Governor or a Close Relative of the Governor is a partner, other than a limited partnership in which any such person is a limited partner;
 - iv. a trust or estate in which the Governor or a Close Relative of the Governor serves as a trustee or in a similar capacity or has a beneficial interest.
- l. **"Secretary"** means the Secretary to the Board.
- m. **"UBC"** or **"University"** means The University of British Columbia.

4. Duties and Expectations of Governors

4.1 Duties

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

Governors' duties are set out in the *University Act* and established by common law. Taken together, the fundamental duties of Governors include the following:

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

- be honest in his or her dealing with the University and others on behalf of the University;
- disclose to the Board any personal interests that he or she holds that may conflict with the interests of the University in accordance with the requirements set out in this Code;
- remain impartial and loyal to the best interests of the University and not act as a delegate or representative of any interest, stakeholder, or group;
- maintain the confidentiality of information submitted to the Governor in confidence, and in accordance with the requirements set out in this Code and any applicable policies; and
- respect the Board and Board decisions, and avoid undermining any decision of the Board, regardless of whether the Governor agrees with or voted for the decision.

Duty of Care: Governors must exercise the degree of care, skill, and diligence reasonably expected from a person having his or her knowledge and experience.

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

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

Duty of Compliance: Governors must comply with all applicable laws and regulations and with policies applicable to Governors, including this Code.

Duty to Disclose: Governors must disclose information within their knowledge that is of significance to the University.

4.2 Expectations

In fulfilling their responsibilities and duties, Governors are expected to:

- advance and uphold the mission, vision and values of the University;
- act in a manner consistent with the trust and confidence placed in the Board, as a responsible steward of University resources, and that will bear the closest public scrutiny;
- act in a manner consistent with the general spirit and intent of the Code;
- attend all meetings of the Board and those meetings of Board committees for which they are committee members;
- devote the necessary time and attention required to prepare for meetings of the Board and Board committees;
- participate fully and frankly in the deliberations and discussions of the Board and Board committees;
- act in a manner which is courteous of others, including to treat others with respect and dignity;
- avoid any situations that impair or have the potential to impair the Governor's independence or impartiality in performing the duties of a Governor or otherwise to cause, or have the potential to cause, damage to the University or its reputation;
- acknowledge that the Board Chair is the only official spokesperson of the Board and act consistent with the Board's protocols on Board communications and public comment; and
- for Governors appointed by Order In Council, comply with the Standards of Ethical Conduct for Governors of Public Sector Organizations (BC), as amended from time to time.

5. Confidential Information

In the course of their duties, Governors will have access to confidential information or other non-public information relating to the University or its affairs, and may also learn of other confidential or non-public information relating to third parties.

Governors must maintain the confidentiality of all such confidential and non-public information and must not disclose or release any such confidential or non-public information unless authorized by the Board, or required by law to do so.

Proceedings in closed and *in camera* sessions of the Board and Board committees are confidential. Governors must comply with any applicable policies that may restrict circulation and disclosure of materials prepared for such sessions, and Governors must hold in confidence all views and opinions expressed by other Governors or individuals in such sessions.

6. Conflicts of Interest

6.1 Conflict of Interest Advisor

The Board appoints an external Conflict of Interest Advisor to provide the Board and Governors with confidential, objective, expert advice about conflicts of interest for the purposes set out in the Code.

The terms of reference for the Advisor are attached as Schedule A.

6.2 Defined

A conflict of interest may arise in a situation in which a Private Interest or Private Duty of a Governor conflicts, potentially conflicts, or appears to conflict with or influence the objective exercise or proper discharge of the Governor's duties to the University, including his or her duty to act in the best interests of the University.

Conflicts are generally divided into the following categories.

- An **actual conflict of interest** refers to a situation where a Governor exercises a power or performs a duty or responsibility, and in so doing, there is the opportunity to further his or her Private Interest, or there is a conflict with the Governor's Private Duty;
- A **potential conflict of interest** refers to a situation where a Private Interest or Private Duty of a Governor could influence the exercise of the Governor's power or performance of his or her duties or responsibilities; and
- An **apparent conflict of interest** refers to a situation where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of a Governor in relation to a Private Interest or Private Duty.

6.3 Conflict of Interest Situations

Some conflicts are quite clear, whereas others are less obvious. The following are provided as examples of conflict of interest situations:

- a. influencing the purchase of goods or services for the University from a company or firm in which a Governor or a Related Person has financial interest;
- b. using the position as Governor to obtain employment with the University;
- c. using confidential or non-public information obtained as a Governor to further the Governor's Private Interest;
- d. serving on the board of another organization and being in possession of information confidential to the University that is of importance to a matter being considered by the board of the other organization;
- e. assisting a Related Person, an associate or an organization in its dealings with the University, when such intervention may result in real or perceived preferential treatment to that person or organization by the University;
- f. participating in or attempting to influence the appointment, hiring, promotion or evaluation of a Close Relative to positions within the University;
- g. using the University's resources or facilities for a Governor's personal benefit or the benefit of Related Persons;
- h. representing the interests of a group of employees or contractors as a voting member of the executive body or as an officer of a staff or faculty association or union;
- i. attempting to influence the outcome of a specific program or facility at the University to which the Governor or a Related Person has made a significant financial contribution; and
- j. any employment, association or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Governor's duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or the University.

6.4 Employment or Association at the University

A Governor must not accept another role, office, job, or position at the University without first informing the Board Chair of his or her intentions and resolving any potential conflict of interest to the satisfaction of the Board Chair.

6.5 Gifts

Governors should not accept gifts, benefits, entertainment or favours (referred to as "gifts or entertainment") that influence or may appear to influence the activities or affairs of the Governor or the University. Similarly, a Governor must not offer gifts or entertainment in order to secure preferential treatment for the University.

7. Protocol for Dealing with Conflicts of Interest

7.1 General

The Board Chair, Governance Committee Chair and the Governance Committee are primarily responsible to interpret and apply the Code's provisions on conflict of interest on the Board's behalf, as set out in this Code.

7.2 Duty to Avoid or Manage

Individual Governors are responsible to recognize conflict of interest situations and to avoid or manage conflicts of interest in a manner that is consistent with the Governor's duty to act, at all times, in the best interests of the University and in accordance with requirements set out in this Code.

Governors should be guided by the principle that preserving the appearance of integrity is as important as actual integrity.

7.3 Conflict Disclosure Statement

Every Governor must complete a Conflict Disclosure Statement (Disclosure Statement) upon his or her initial appointment and update the Disclosure Statement at any time he or she becomes aware of new or additional relevant information, or as required by changed circumstances.

The Conflict of Interest Advisor will meet with Governors upon their appointment or election, and thereafter as required by changed circumstances, to provide guidance and assistance in completing or updating Disclosure Statements.

Disclosure Statements are filed with the Secretary, who will retain the records at the Board's office and provide copies to the Board Chair, Governance Committee Chair, Governance Committee members and the Conflict of Interest Advisor.

Where a Governor has disclosed a conflict in the Disclosure Statement, the disclosure, and plans to manage the actual, potential or apparent conflict, will be reviewed and approved by the Governance Committee and reported to the Board at the next Board meeting.

7.4 Ongoing Disclosure

In addition to filing a Disclosure Statement, all Governors have an ongoing duty to disclose an actual, potential or apparent conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.

Governors should make their disclosure to the Board Chair. Where it is the Board Chair who has a possible conflict, the Board Chair should make his or her disclosure to the Governance Committee Chair.

7.5 Raising Conflict of Interest Issues

It is the responsibility of other Governors who are aware of an actual, potential or apparent conflict of interest on the part of a fellow Governor to raise the matter for clarification, first with the Governor in question and, if unresolved, with the Board Chair (or if the situation involves the Board Chair, with the Governance Committee Chair).

A Governor or a member of the University community who believes there may be an actual, potential, or apparent conflict of interest on the part of a Governor, may raise the matter in writing to the Board Chair (or, if the situation involves the Board Chair, to the Governance Committee Chair).

Where any individual raising a possible conflict of interest is not comfortable raising it directly with either the Board Chair or Governance Committee Chair, he or she may disclose the circumstances in writing to the Conflict of Interest Advisor. Where the Advisor is of the view that the circumstances give rise to a possible conflict, the Advisor will encourage the individual to report the circumstances to the Board Chair or Governance Committee Chair, as appropriate, and offer to provide assistance by reporting the circumstances on the person's behalf or by any other means the Advisor considers appropriate in the circumstances. Where the individual indicates an intention to not report the circumstances to the Board Chair or Governance Committee Chair, and the Advisor is of the view that there is a conflict of interest that is not being appropriately managed, the Advisor will advise the individual of this conclusion and that the Advisor intends to raise the disclosed circumstances to the Board Chair or the Governance Committee Chair, as appropriate. The Advisor may recommend an appropriate course of action, up to and including, that the Governance Committee conduct an investigation into the disclosed circumstances.

Repeatedly raising questions of possible conflicts of interest that are without merit is considered to be contrary to the spirit and intent of the Code.

7.6 Resolving Conflict of Interest Issues

Where a possible conflict is identified to the Board Chair (or Governance Committee Chair, as applicable), the following steps will be taken.

- a. In straight-forward cases, the Board Chair (or Governance Committee Chair, if the issue involves the Board Chair) will review the circumstances and provide the Governor potentially in a conflict of interest situation with advice on whether a conflict exists and, if so, the steps required to manage the conflict. In all such cases, the Board Chair or the Governance Committee Chair will inform the Governance Committee of the issue raised and how it was resolved.
- b. In cases where it is not clear whether there is a conflict or how it should be handled, the matter will be referred to the Governance Committee who will review the circumstances and determine by majority vote if a conflict exists and, if so, the steps required to manage the conflict. If the Governor potentially in a conflict of interest situation is a member of the Governance Committee, he or she shall be absent from the discussion and shall not vote on the issue.
- c. The Governance Committee will advise the Board of each case and how the situation has been addressed.

Throughout the process, the Board Chair, the Governance Committee Chair and/or the Governance Committee may seek advice from the Conflict of Interest Advisor or the University Counsel.

Governors must comply with any direction provided by the Board Chair, the Governance Committee Chair or the Governance Committee to undertake a specified action to manage a conflict of interest situation.

7.7 Conflicts Related to Board and Committee Agenda Items

Every Governor must declare a possible conflict of interest in respect of any Board or Board committee agenda item as soon as becoming aware of it, whether or not such conflict of interest has previously been disclosed in the Governor's Disclosure Statement.

The Secretary will monitor the subject matter of the Board or Board committee agendas for possible conflicts of interest for individual Governors. If the Secretary has reason to believe that an agenda item could result in a conflict of interest for a Governor, the Secretary will alert the Governor, and make reasonable efforts to discuss the issue with the Governor before circulating information to that Governor and so that Governor can make a declaration accordingly. If the matter is scheduled for a closed or *in camera* session, the Secretary will withhold the information from a conflicted Governor.

Where a Governor has a conflict of interest in respect of an agenda item, the Governor:

- a. shall be absented from any discussions or vote concerning such matter that may occur during a closed or *in camera* session of the meeting;
- b. shall not participate in the discussion of, or vote concerning, such matter even if they occur during an open session of the meeting;
- c. even if otherwise excluded from participation or attendance due to a conflict of interest, may be specifically called upon by the Board Chair to attend and answer questions put in debate through the Board Chair, or committee Chair, as applicable, before again withdrawing from making comment or, in the case of a closed or *in camera* meeting, from the meeting place; and
- d. shall be counted in the quorum for a meeting at which the Governor attends, notwithstanding that the Governor is absented while any matter is considered in respect of which a conflict of interest exists for that Governor.

If a Governor declares a conflict of interest, a summary of the disclosure will be recorded in the minutes of the meeting, as well as any restrictions on the Governor's participation.

If a Governor has made a declaration in respect of certain subject matter, the Governor will be provided with only that portion of the minutes of the meeting that record the decision made respecting that subject matter but not that portion of the minutes that reflect the details of any discussion that took place, unless the minutes relate to an open session or are otherwise made publicly available.

Where a conflict of interest is discovered after consideration of a matter, the conflict must be brought to the attention of the Board or committee, through the Secretary, and appropriately recorded at the first opportunity. If the Board or committee determines that the Governor's involvement has, or could be perceived to have, influenced the decision, the Board or committee must re-examine the matter and may rescind, vary or confirm its decision. The Board or committee may seek the advice of the Conflict of Interest Advisor or the University Counsel on the appropriate course of action in such cases.

7.8 Confidentiality and Anonymity

Except where disclosure of such information is authorized or required by law, any information disclosed by any person pursuant to this Code will be held in confidence and will only be available to those persons who need to have access to the information in order to carry out their roles under this Code, for the purposes of this Code.

The Board will not tolerate any retaliation, directly or indirectly, against any person who, honestly and in good faith participates in a process under this Code.

The anonymity of a person who brings forward information pursuant to this Code will be maintained, unless otherwise permitted by that person, or where disclosure is otherwise required by law. However,

any information provided anonymously will not be acted upon unless the information can be substantiated based on other sources, documents or communications.

8. Failure to Comply with the Code

Where the Governance Committee determines that a Governor has failed to comply with the Code, the Governance Committee shall consider the extent to which the Code has been breached and the need for redress and decide on an appropriate course of action, which may include:

- issuing an oral or written reprimand to the Governor;
- requesting the Governor to take appropriate corrective action;
- requesting the Governor to resign; and/or
- requesting that the Board pass a resolution recommending the removal of the Governor in accordance with the Act.

9. Reporting and Administration of the Code

9.1 Governance Committee

The Governance Committee has specific responsibilities set out in this Code, which include to interpret and apply provisions regarding conflicts of interest and to receive information provided by the Board Chair or Governance Committee Chair in respect of conflicts of interest. The Governance Committee is responsible to report to the Board regularly on the handling of conflict of interest issues, as well to provide an annual report as set out below in section 9.4, Annual Reporting.

In addition, the Governance Committee is responsible for ensuring that Governors are informed of their duties under the Code and that the orientation program for Governors includes orientation on the Code.

9.2 Secretary

The Secretary is responsible for providing each Governor, upon appointment or election, with:

- a copy of the Code;
- copies of any written materials with commentary or explanations of provisions of the Code;
- an Acknowledgment and Agreement form; and
- a Disclosure Statement form.

The Secretary is responsible for maintaining a current record of Disclosure Statements.

Upon a Governor taking office, the Secretary is responsible for providing the Conflict of Interest Advisor with written notice of the name of the Governor, the starting and ending dates of the Governor's term of office, and the Governor's current contact information. The Secretary is also responsible for providing the Conflict of Interest Advisor with copies of the Disclosure Statements and the Acknowledgement and Agreement submitted by each Governor.

The Secretary is also responsible to assist Governors with conflict of interest issues by monitoring the subject matter of Board and Board committee agendas for potential conflicts of interest for individual Governors; alerting a Governor to business coming before the Board or a Board committee that might raise a conflict of interest for the Governor; and, withholding information as required by the circumstances.

9.3 University Counsel

The Conflict of Interest Advisor, the Board Chair, the Governance Committee Chair, the Governance Committee, the Secretary and/or the Board may consult the University Counsel on the interpretation, implementation and operation of this Code, including possible conflict of interest situations that have been raised under this Code.

9.4 Annual Reporting

Before January 31 in each year, the Conflict of Interest Advisor is responsible to make a written report to the Governance Committee with an overview of the Advisor's activities, specific cases and systemic issues during the immediately preceding calendar year, as provided for in the Terms of Reference.

Before April 30 in each year, the Governance Committee is responsible to make a written report to the Board on the administration of the Code during the immediately preceding calendar year.

Schedule A – Terms of Reference for Conflict of Interest Advisor

THE UNIVERSITY OF BRITISH COLUMBIA

TERMS OF REFERENCE FOR THE CONFLICT OF INTEREST ADVISOR

1. Purpose

The Board of Governors (Board) of the University of British Columbia (University) retains the services of an external advisor responsible for providing advice on the interpretation and application of the Code's standards of conduct and guidelines on conflict of interest (Conflict of Interest Advisor or Advisor).

The Conflict of Interest Advisor contributes to the good governance of the University and assists the Board in maintaining the highest standards of conduct, integrity and impartiality in decision-making.

2. Appointment

The Conflict of Interest Advisor is appointed by the Board, on the recommendation of the Governance Committee, and after consultation with the University Counsel. The Advisor shall be appointed on such terms and conditions as the Board approves and serves at the pleasure of the Board.

The Advisor shall have the following qualifications while holding office:

- demonstrated understanding of law and ethics as they relate to conflicts of interest;
- membership in good standing of The Law Society of British Columbia or a former judge of the Court of Appeal of British Columbia, Supreme Court of British Columbia, or Supreme Court of Canada;
- resident of British Columbia;
- qualified to be a director of a Corporation in British Columbia; and
- independent of any office of the University.

3. Role and Responsibilities

The primary role of the Conflict of Interest Advisor is to provide the Board, its committees and Governors with confidential, objective, external advice about conflicts of interest for the purposes provided for in the Code.

In addition, the Advisor will:

- meet with Governors upon their appointment or election to discuss conflicts of interest generally and to specifically provide guidance in completing the Disclosure Statement;
- meet with each Governor to update and review his or her disclosures for the purposes of the Code;

- receive questions on potential conflict of interest matters that may be submitted to him or her pursuant to the Code; and
- act as a resource to Governors, the Governance Committee and the Board for the purposes outlined in the Code, and on the general interpretation, implementation, and operation of this Code.

4. Confidentiality

The Advisor must sign a confidentiality agreement upon his or her appointment. The Advisor is expected to maintain confidentiality with respect to information disclosed to him or her in the course of performing his or her duties, including all information contained in a Disclosure Statement or otherwise provided to the Advisor, except that the Advisor may disclose such information:

- to those persons who need to have access to the information in order to carry out their roles under this Code, on a confidential basis, for the purposes set out in the Code;
- to the Information and Privacy Commissioner appointed under British Columbia's Freedom of Information and Protection of Privacy Act if required and in accordance with the provisions of that Act; or
- pursuant to an order of the Information and Privacy Commissioner of British Columbia or a court of competent jurisdiction.

5. Reporting

The Conflict of Interest Advisor will provide a report to the Governance Committee as required, and before January 31 each year with an overview of the Advisor's activities, specific cases and systemic issues. The report will describe the number and general nature of matters brought to the Advisor's attention.

6. Protocol in Respect of Conflict of Interest Advisor Conflicts

Where the Conflict of Interest Advisor holds private interests, or occupies a position or office, which has the potential to place him or her in a conflict of interest or has the potential to otherwise compromise the integrity of the role, conduct or advice of the Advisor, the following shall apply:

- The Conflict of Interest Advisor will inform the Board Chair of the circumstances in question.
- The Board Chair will ensure that the Governors are informed of the conflict.
- The Board Chair will arrange for alternate advice for the Governors in relation to the specific matter.
- In all other respects, the Conflict of Interest Advisor's appointment will continue.

Schedule B - Acknowledgment and Agreement

**The University of British Columbia
Code of Conduct and Conflict of Interest Guidelines for The Board of Governors
(the "Code")**

ACKNOWLEDGMENT AND AGREEMENT

To: *The University of British Columbia Board of Governors*

And to: *Conflict of Interest Advisor
Board Secretary*

I, _____, acknowledge and agree that:

- 1) I have received a copy of the Code.
- 2) I will conscientiously and in good faith observe the provisions of the Code.
- 3) A breach of the Code may result in remedial action, up to and including a request for resignation or a recommendation for removal from the Board of Governors.

Date: _____

Signature: _

Schedule C – Conflict Disclosure Statement

**The University of British Columbia
Code of Conduct and Conflict of Interest Guidelines for The Board of Governors
(the "Code")**

CONFLICT DISCLOSURE

To: *The University of British Columbia Board of Governors*

And to: *Conflict of Interest Advisor
Board Secretary*

I, _____, certify, after due consideration, that to the best of my knowledge:

[select for each row]

- | | | |
|----|---|---------------------|
| 1) | I do not have any potential, actual or apparent Conflicts | True / False |
| 2) | No Related Person of mine has any potential, actual or apparent Conflicts | True / False |
| 3) | If I have selected "False" in either row above, a Conflict may exist for which the relevant people and circumstances are fully described below: | |

Date: _____

Signature: _