

# QUEEN'S UNIVERSITY BOARD OF TRUSTEES

## CODE OF CONDUCT

*(approved by the Board of Trustees March 6, 2009, amended May 6, 2016, May 10, 2019, March 4, 2022, September 27, 2024)*

### **I Preamble**

Queen's University (the "University" or "Queen's") is dedicated to offering an exceptional student experience, attracting and cultivating excellence and leadership, and pushing the boundaries of knowledge through research – in service to an inclusive, diverse, and sustainable society.

Trustees are expected to adhere to and promote Queen's core values of truth, responsibility, respect, freedom, and wellbeing. It is these core values that are intended to inform and guide trustee conduct. In turn, these core values require mutual respect for the dignity, property, and rights of others in the community.

### **II Application of Code of Conduct**

The standards of conduct noted throughout this document apply to members of the Board of Trustees and members of Board Committees, including non-trustees.

The standards of conduct noted in Section VI (Confidentiality) of this document apply to Senate appointees, external experts, and others appointed by the Board of Trustees, officers of the University, and other persons authorized to attend closed meetings or closed sessions of the Board or its Committees.

All those attending an open session of the Board or a Board committee meeting in a non-member capacity are expected to adhere to the Board of Trustees' by-law 3.13 regarding decorum, which states that "All participants shall maintain the decorum prescribed for parliamentary galleries." As noted in the same, the Chair has the authority to eject persons from any meeting or adjourn the meeting.

With the approval of the Board, a committee may adopt more specific standards and procedures.

### **III Responsibility to the University**

Trustees of Queen's University are directors with fiduciary responsibilities towards the University and the University community, which means they have a responsibility to place the University's interests ahead of their own personal interests. Each Trustee has:

1. A duty of loyalty towards the University;
2. A duty to act honestly and in good faith in the best interests of the University;

3. A duty of care when fulfilling their responsibilities as Trustees to exercise the degree of care, diligence, and skill reasonably expected from a person having their knowledge and experience; and
4. A duty to declare conflicts of interest.

Additionally, trustees shall, in the execution of all of their responsibilities as a trustee, conduct themselves with honesty, trust, fairness, respect, and personal responsibility.

#### **IV Duties and Expectations of Trustees and Committee Members**

In fulfilling their duties, Trustees are expected to:

1. Uphold the mission, vision, and values of the University as outlined in its Strategy;
2. Devote the necessary time and attention required to prepare for meetings of the Board and its committees;
3. Be actively engaged in Board meetings, activities, discussions, and events.
4. Participate fully and frankly in the discussions and deliberations of the Board and its committees;
5. Attend all meetings of the Board and those meetings of Board committees of which they are a member; and
6. Avoid any situations that impair, or have the potential to impair, a Trustee's independence or impartiality in performing the duties of a Trustee or otherwise to cause, or have the potential to cause, damage to the University and/or its reputation.

#### **V Resignation or Removal of a Board or Board Committee Member**

##### V.1. Resignation

Per By-Law 8.2.f, a trustee or Board Committee Member may resign from their role at any time by delivering a written/electronic resignation to the University Secretary. The resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later. Resignations shall be brought forward to the Governance and Nominating Committee for receipt and communicated to the Board for information.

##### V.2. Removal

When the Governance and Nominating Committee has determined that a Trustee or Committee Member has failed to comply with the Code, the Committee shall review By-Law 8.2 and consider the extent to which the Code has been breached and the need for corrective action, which may include:

- Issuing an oral or written reprimand to the Trustee or Committee Member;
- Requesting the Trustee or Committee Member take some form of corrective action;
- Requesting that the Trustee or Committee Member resign from their role; or

- Declaring the role automatically vacated per By-Law 8.2.a-g.

In the matter of attendance, a Trustee or Committee Member may be asked to resign from their role if they have been absent from three consecutive meetings of the Board and/or Committee(s) on which they sit, or if they have been absent for one-third of the meetings in an academic year (May 1 to April 30 of the Board and/or Committee(s) on which they sit.\*

***\*It is recognized that some members of the Board, such as the Board Chair, Principal, and Chancellor, are ex officio members of all Board committees and that strict adherence to attendance expectations may not always be possible.***

## **VI Confidentiality**

1. Proceedings at closed and in camera sessions of the Board are confidential. Meetings of committees of the Board are closed and the proceedings are confidential, unless otherwise directed by the Chair of the committee.
2. Briefing documents, minutes, reports, and other documents identified as confidential and received by a Trustee or anyone else for purposes of a meeting or other deliberations of the Board or its committees, are confidential.
3. Confidential material received by a Trustee or anyone else for purposes of a confidential proceeding of the Board or its committees shall not be divulged to any other person without the express prior authorization of the Board.
4. Trustees shall not comment publicly on confidential Board or committee deliberations.

## **VII Collegiality**

1. Trustees shall foster a collegial working environment.
2. Trustees shall conduct themselves in a manner that demonstrates respect for different perspectives, builds on the contribution of others, and constructively puts forward alternative considerations.
3. When a Board decision is made, the Trustees shall respect that decision.
4. All inquiries about proceedings of the Board or its committees or about decisions of the Board shall be directed to the Chair or other designated person.

## **VIII Personal Conflicts**

### Definition

Trustees are in a position of trust and are accountable for fulfilling their duties to the University with integrity. A conflict arises when the interest, direct or indirect, of a Trustee, his or her spouse, partner, parent, sibling, or child (personal interest), or of an organization or person whose interests a Trustee represents or is required to place above others including but not limited to corporate directorships, trusteeships, agency, employment and solicitor/client relationships (professional interest), conflicts or appears to conflict with the duty owed by the Trustee to the University.

Members of the Investment Committee shall, in addition, be governed by the Conflict of Interest provisions in the Statement of Investment Policies and Procedures (SIP&P) adopted by the Investment Committee, as amended from time to time. The following rules will assist Trustees to address conflicts.

1. Each Trustee shall complete and deliver, at least annually, to the Secretary of the Board a Disclosure of Interest form listing personal and professional interests which could give rise to a possible conflict, direct or indirect, with the Trustee's duties to the University. Each Trustee shall notify the Secretary in writing of any changes to that list in a timely fashion.
2. A conflict of interest shall be disclosed by the Trustee to the Secretary of the Board at the earliest possible opportunity, and no later than the beginning of the meeting at which the matter which may give rise to the conflict is the subject of consideration. The disclosure of interest shall be included in the minutes of the meeting in question.
3. The Trustee who has disclosed a conflict shall not take part in the discussion about nor vote on the matter and shall absent her or himself from the meeting when the matter is being discussed if requested by the Board.
4. A Trustee who is an employee or former employee of the University, a spouse or partner of an employee or former employee of the University, may take part in discussions about matters relating to remuneration, benefits, terms of employment and rights or privileges related to employment which affect the Trustee or his or her spouse or partner but may not vote on such matters.
5. A Trustee who is a student may take part in discussions and vote on matters relating to tuition.
6. When the Chair of the Board considers that a conflict exists, but the Trustee considered to have the conflict does not disclose the conflict, the Chair of the Board may declare that a conflict exists and rule that the Trustee shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Trustee may challenge the Chair by asking that a resolution be carried by the majority of the Trustees present and voting. The Trustee determined to have the conflict shall absent her or himself from the meeting while the conflict is discussed, and a vote taken.
7. Where the number of Trustees who by reason of the provisions of these rules, are disabled from participating in a meeting is such that at the meeting there are not sufficient members to constitute a quorum, then the remaining members shall be deemed to constitute a quorum, provided the number is not less than seven.

## **IX Breaches**

A breach of this Code of Conduct may result in removal from the Board. Such removal shall be decided by majority vote of the Board.

## **X Acknowledgement and Undertaking**

I confirm that I have read, understand and agree to abide by the above Queen's University Board of Trustees Code of Conduct.

- YES
- NO

## QUEEN'S UNIVERSITY BOARD OF TRUSTEES

### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Trustees of Queen's University are directors with fiduciary responsibilities towards the University and the University community, which means they have a responsibility to place the University's interests ahead of their own personal interests. Each Trustee has:

1. A duty of loyalty towards the University;
2. A duty to act honestly and in good faith in the best interests of the University;
3. A duty of care when fulfilling their responsibilities as Trustees to exercise the degree of care, diligence, and skill reasonably expected from a person having their knowledge and experience; and
4. A duty to declare conflicts of interest.

In compliance with the requirements of the Board of Trustees, I confirm that:

	YES	NO
I am a student	<input type="radio"/>	<input type="radio"/>
I am an employee of the University	<input type="radio"/>	<input type="radio"/>
My spouse/partner is an employee of the University	<input type="radio"/>	<input type="radio"/>
I would have an interest, directly or indirectly, in any contract, transaction, or other matter arising between the University and any of the following business or other organizations, including corporations, sellers of goods or services, and other contractors.	<input type="radio"/>	<input type="radio"/>

Please list all organizations with which there is an actual, perceived or potential conflict of interest situation in which you (or your spouse, partner, parent, sibling, or child) hold office, have a controlling interest, and/or hold a significant position.

Indicate the actual, perceived or potential conflict of interest situation(s) you wish to disclose, including:

- Interest in a Research, Business, Contract or Transaction
- Acceptance of Gifts
- Employer (Past or Present)

- Holding Office (Elected or Appointed)
- Undertaking of Outside Political Activity
- Service on Other Boards
- Other (please specify)

	Name of Organization	Position	Potential Conflict
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>
5.	<input type="text"/>	<input type="text"/>	<input type="text"/>
6.	<input type="text"/>	<input type="text"/>	<input type="text"/>
7.	<input type="text"/>	<input type="text"/>	<input type="text"/>
8.	<input type="text"/>	<input type="text"/>	<input type="text"/>

I acknowledge that it is my responsibility to notify the Secretary of the Board of Trustees in writing of any changes in the foregoing information in a timely manner.

- YES
- NO