

QUEEN'S UNIVERSITY COUNCIL CODE OF CONDUCT

(approved by the University Council July 13, 2016, amended March 2018)

I Preamble

Queen's University (the "University" or "Queen's") is dedicated to learning, intellectual inquiry, the dissemination and advancement of knowledge, personal and professional development, and good citizenship. Councillors are expected to adhere to and promote Queen's core values of honesty, trust, fairness, respect and personal responsibility. It is these core values that are intended to inform and guide councillor conduct. In turn, these core values require mutual respect for the dignity and well-being of others in the Queen's community.

II Responsibility to the University

Councillors are participants in Queen's University governance and have responsibilities towards the University and the University community, which means they have:

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 to declare conflicts of interest and to advise employers, business partners and organizations in which councillors have volunteer roles of their status as a University Councillor where interests have the potential to depart from those of the University. Councillors who are employed by other post-secondary institutions should give particular attention to these requirements when considering service on special purpose committees or taking on other roles within the Council where confidential or competitive information of Queen's may be provided. Current employees of Queen's should have a conversation with their immediate supervisor about the role prior to seeking election to the Council. Councillors in a current or potential employment relationship with Queen's must pay extra care to matters of confidentiality, collegiality, and conflicts of interest.

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

III Application of Code of Conduct

These standards of conduct apply to all members of the University Council, elected and ex officio, and members of Council Committees, including non-Councillors.

IV Confidentiality

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

V Collegiality

1. Councillors shall foster a collegial working environment.
2. Councillors 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 Council decision is made, the Councillors shall respect that decision.
4. All communications to or from the media about a confidential proceeding of the Council or its committees or about confidential decisions of the Council shall be directed to the Chair or other designated person.

VI Personal Conflicts

Definition

Councillors are in a privileged position and are accountable for fulfilling their duties to the University with integrity. A conflict arises when the interest, direct or indirect, of a Councillor, his or her spouse, partner, parent, sibling or child (personal interest), conflicts or appears to conflict with the interests or objectives of the University.

The following rules will assist Councillors to address conflicts.

1. Each Councillor shall complete and deliver, at least annually, to the Secretary of the Council a Disclosure of Interest form listing personal interests which could give rise to a possible conflict, direct or indirect, such as personal, employment, educational, professional, or voluntary affiliations. Each Councillor 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 Councillor to the Secretary of the Council at the earliest possible opportunity, and shall apply to all Council business, not limited to meetings. In the case of Council meetings, disclosure should occur no later than the beginning of the meeting at which a 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 Secretary of the Council will provide the Executive Committee with a list of all declared conflicts at least once annually.

4. When the Chair of the Executive Committee considers that a conflict exists, but the Councillor considered to have the conflict does not disclose the conflict, the Chair of the Executive Committee may declare that a conflict exists and will inform the Councillor in question. Before a ruling is made the Councillor will be provided the opportunity to speak to the Executive Committee or provide a submission in writing.

5. A Councillor who has a conflict shall not take part in the discussion about it nor vote on the matter. In the event of an in-person meeting, the Chair may ask the Councillor to absent her or himself from the meeting when the matter is being discussed.

6. Where the number of Councillors 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 twelve.

7. In considering membership for Council committees, the Council's Nominating Committee and/or Executive Committee shall take into consideration the question of potential conflicts of interest. Should there be a question in this regard, the respective Councillor will be provided the opportunity to speak to the matter prior to any decision being made that would exclude said Councillor from a committee. Once heard, the question will be considered and any decision made by the Executive Committee shall be final. The respective Councillor will be advised of the decision.

VII I Breaches

A breach of this Code of Conduct may result in removal from the Council. Such removal shall be decided by majority vote of the Council, on the recommendation of the Executive Committee, after first providing the Councillor with an opportunity to respond.

VIII Acknowledgement and Undertaking

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

Signature

Date

Print Name

**QUEEN'S UNIVERSITY COUNCIL
DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

Councillors are participants in Queen's University governance and have responsibilities towards the University and the University community, which means they have:

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 responsibility when carrying out their responsibilities as Councillors, to exercise the care, diligence and skill that a reasonable prudent person would exercise.
4. A duty to declare conflicts of interest.

In compliance with the requirements of the University Council, I confirm that:

CIRCLE THAT WHICH DOES APPLY

1. I am / am not a student
2. I am / am not an employee of the University
3. My spouse/partner is / is not an employee of the University

NOTE: In responding to 1, 2 and 3, students employed under terms of an agreement with the University are considered employees.

4. 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, other contractors:

Name of Organization

Position

NOTE: If insufficient space, please attach list.

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

DATE

SIGNATURE

PRINT NAME