

TAV COLLEGE

COLLÈGE TAV

Regulation No. 02

TAV COLLEGE CODE OF CONDUCT FOR BOARD MEMBERS

Adopted April, 2011

BG-11-004-005

FOREWORD

The following regulation on ethical and professional conduct at TAV College has been adopted within the framework of article 3.0.4 (paragraph 3) of the *Act Respecting the Ministère du Conseil exécutif* and other legal dispositions relating to professional conduct and professional ethics.

This code, in view of the laws that cover subsidized private colleges in Québec, applies to all persons on the TAV College Board of Governors. It sets forth the rules regarding ethical conduct and professional ethics in a way that promotes both personal and professional integrity, objectivity and transparency for all Board members who hold administrative responsibilities at the College. It also ensures that members of the Board have the capacity to act in the best interest of the College mission.

The rules of this Code of Conduct bind all college administrators. A person who ceases to be a TAV College administrator is bound by the rules identified in Article 2.3 of the Code.

Article 1

GENERAL PROVISIONS

1.1 Basic Definitions

In this Code of Conduct, the following expressions mean:

APPOINTMENT :

Any management position, remunerated or not, that can potentially bring an individual to act publicly or make decisions on the behalf of TAV College;

BOARD MEMBER:

A member of the TAV College Board of Governors;

CHAIRMAN :

A member of the TAV College Board of Governors that is appointed or elected to head all Board of Governor meetings, to prepare all meeting calendars, to prepare agendas, to moderate all board of governor debates, to oversee the adoption of TAV College resolutions, and to manage all other board of governor activities.

CODE OF CONDUCT:

The Code of Conduct presents the ethical rules of conduct for all members of the TAV College Board of Governors.

DISCIPLINARY COMMITTEE :

A committee designated by the Board of Governors to determine and enforce any sanction approved by the TAV College Board of Governors.

CODE OF CONDUCT ADVISOR :

The secretary of the Board, or any other person designated by the Board of Governors to act as the Code of Conduct Advisor. The Director General and the Dean of Studies are not allowed to act as Code of Conduct Advisors.

STAFF BOARD MEMBER:

The Director General, the Dean of Studies, and the Secretary General.

1.2 GOAL

The goal of the *Code of Conduct* is to establish the rules guiding the ethical and professional conduct of the members of the TAV College Board of Governors and to allow board members to carry out their obligations with personal and professional integrity.

1.3 SCOPE

This Code of Conduct applies to current and past members of the TAV College Board of Governors.

Article 2

DUTIES AND OBLIGATIONS OF BOARD MEMBERS

2.1 General

Board members will carry out their duties with professionalism and integrity. They will act with caution, diligence, personal and professional integrity and honesty.

2.2 Duties and Obligations While in Office

In the fulfilment of their obligations, Board members will :

- a) *Respect the various laws and regulations that cover their administrative responsibilities and act within the limits of the powers that are under TAV College authority.*
- b) *Not be in any situation that may represent a conflict of interest within their duties at TAV College;*
- c) *Not use College property for their personal benefit or the benefit of others;*
- d) *Not divulge nor use privileged College information for their own benefit or the benefit of others;*
- e) *Not use their College appointment to gain personal benefit;*
- f) *Not accept any advantage (benefit or gift) from a person who does (or could eventually do) business with the College;*

2.3 Duties and Obligations after Departure

In the year following the termination of their term in office, former Board members will :

- a) *Not act to take any advantage of their former appointment at TAV College;*
- b) *Not act on their own behalf or on behalf of others with respect to a TAV College process, a negotiation or any other operation in which TAV College is involved. This does not include the tasks they must normally fulfill within their TAV College employment contract;*

- c) *Not use confidential or privileged information about TAV College for their own personal benefit or the benefit of others;*

Article 3

CONFLICTS OF INTEREST

3.1 Goal

The following rules are designed to assist the Board members in their understanding and handling of potential conflicts of interest at TAV College.

3.2 Definition

A conflict of interest exists in any situation, whether real, potential or perceived that can compromise a board member's independence and personal integrity as a board member. All conflicts of interest are deemed unacceptable by the TAV College Board of Governors.

The following are considered to be conflicts of interest :

- a) *a situation where a board member has a direct or indirect interest in a decision to be taken by the board;*
- b) *a situation where a board member has a direct or indirect interest in a contract to be awarded by (or awarded to) the College;*
- c) *With the exception of customary gifts of nominal value, a situation where a board member accepts a gift or benefit from a company that does (or can potentially do) business with the College.*

3.3 Conflicts of Interest

a) Wages

Board members are not entitled to wages during their appointment on the TAV College Board of Governors. Also, they will not receive any wages from the College other than the refund of expenses normally authorized by the Board. This article is not intended for employees who have an employment contract at TAV College.

Wages and work conditions of the Director General and Dean of Studies are determined by the members of the Board with respect to the *Règlements ministériels sur les conditions de travail des hors-cadres dans les collèges d'enseignement général et professionnel, (CÉGEP)*, to the comparable wage classification of cegeps of a similar size. The recognized classification in smaller colleges is Class 12 for the Director General and Class 10 for the Dean of Studies.

Since they are members of the Board of Governors, the TAV College Director General and Dean of Studies must leave any meeting for the duration of the debate and abstain from voting on all questions concerning their hiring or work conditions at TAV College. However, before they leave the Board room, the Board can submit to them any questions deemed necessary or useful.

b) Transactions between related companies.

The transactions between TAV College and related organizations or companies that could be the property or controlled by a board member will be submitted to the following rules:

- 1) *The transactions between TAV College and the related organization or company must:*
 - *Respect the financial integrity of both entities;*
 - *Avoid conferring upon an organization or company a financial advantage (or other) because of a member's affiliation with the other organization or company;*
 - *Be documented the same way any other transaction would normally be handled for non related organizations or companies;*
- 2) *The cost allocations or common resource benefits must be equivalent for TAV College and respect the rules set forth by the Québec Ministry of Education (MELS);*
- 3) *The sale of goods and/or services between TAV College and any related organization or company must be carried out taking into account a fair market value or at a lower cost; if another criterion is to be used, the transaction will need to be authorized beforehand by the Code of Conduct Advisor.*
- 4) *A ledger for all transactions must be held and archived, permitting the external auditor and the Code of Conduct Advisor to verify that all transactions are carried out in a way that respects all rules and regulations in force.*

3.4 Disclosure of Interests

Within thirty (30) days following the adoption of the Code, or in the thirty (30) days following a nomination, board members will submit to the Secretary of the Board their statement of interests in organizations and/or companies that, to the best of their knowledge, have done or are doing business with the College. They will disclose any conflict of interest in this matter. Statements of interest will be made annually.

Where a conflict of interest arises, a member will make a full disclosure of the conflict, in writing, to the Secretary of the board, as soon as the member becomes aware of it. Otherwise, the member will make a statement at the start of the board meeting if such a conflict arises.

3.5 Restrictions

Board members in a conflict of interest with regard to an item under discussion during a board meeting will, after having had an opportunity to present their views, withdraw from the board room and allow voting to take place in their absence and in complete confidentiality.

3.6 The Role of Chairman

In questions having to do with open or potential conflicts of interest, the Chairman of the board will decide whether or not the member in question will have the right to vote at a Board meeting. In the case of a challenge on the right to vote on a resolution, the Chairman will hear the arguments from board members on the matter and decide on the member's right to vote. The Chairman has the power to stop a Board member from voting and the power to expel a member from the room during the debate process and final vote. The decision of the Chairman is final.

Article 4

ADMINISTRATION OF THE CODE OF CONDUCT

4.1 The Secretary of the Board

The secretary of the Board (or any other member designated by the Board of Governors) will act as a *Code of Conduct Advisor*. The advisor will :

- a) *Periodically examine transactions between the College and related organizations and/or companies;*
- b) *Inform board members on the provisions of the Code of Conduct and its application;*
- c) *Advise board members on matters concerning ethical and professional conduct;*
- d) *Investigate allegations with respect to the Code of Conduct and report findings to the Board of Governors;*
- e) *Publish the information on the Code of Conduct that is yearly prescribed by law in the College's annual report.*

4.2 Disciplinary Action:

- a) *If, after conducting an investigation, the Advisor is made aware of any conflict of interest he/she will report this information to the Board.*
- b) *The Board, or the disciplinary committee set up for that purpose by the Board, will decide on the validity of the offence and, if warranted, determine what sanction is to be imposed.*
- c) *The disciplinary committee will notify the Board member in writing of the alleged offence and sanction imposed, if any. The Board member will have 30 days to submit his case in writing to the disciplinary committee. He will have the possibility to meet the members of the committee.*
- d) *In the case of an urgent situation requiring immediate action or in the case of a serious offense, the Chairman may temporarily suspend a person from office.*
- e) *If the disciplinary committee concludes that a Board member has broken the law or the TAV College Code of Conduct, it will impose the appropriate sanction. The only sanctions which may be imposed are a reprimand, a suspension or dismissal from office.*

Article 5

EFFECTIVE DATE

This Code of Conduct comes into effect on April 08, 2011. Approved by the Board of Governors on April 07, 2011.

ANNUAL REPORT by the Secretary of the Board :

2010 Report : No conflicts of interest were reported for 2010