

CODE OF CONDUCT

Approved by: Board of Governors
Authorizer: Governance Committee
Version: V2
Date of Approval: June 30, 2026

POLICY STATEMENT

The College is committed to upholding the highest standards of public trust and integrity, and expects all governors to conduct themselves in a manner that reflects and supports those standards in the exercise of their duties.

SCOPE

This code of conduct applies to all governors and non-Board members of Board committees.

DEFINITIONS

Board: The board of governors of the College.

Chair: The chair of the Board.

College: The Conestoga College Institute of Technology and Advanced Learning.

Conflict of Interest Directive: The Conflict of Interest Policy Directive for Colleges of Applied Arts and Technology.

PRINCIPLES

The following principles shall guide the application and interpretation of this code of conduct:

1. All governors stand in a fiduciary relationship to the College. As fiduciaries, governors must act honestly, in good faith, and in the best interests of the College.
2. Governors will be held to strict standards of honesty, integrity and loyalty. A governor shall not put personal interests ahead of the best interests of the College.

3. Governors must communicate accurate and complete information in discussions and deliberations of the Board and must ensure that the Board is appropriately informed of any knowledge, issues, or circumstances that could reasonably be expected to affect the operations of the College or the work of the Board.

POLICY

Best Interests of the College

1. Governors must act solely in the best interests of the College. All governors are held to the same duties and standard of care.
2. Governors who are elected by a particular group must act in the best interests of the College, even if this conflicts with the interests of such group.

Conflicts of Interest

1. Governors must avoid situations where their personal interests will conflict with their duties to the College.
2. Governors must also avoid situations where their duties to the College may conflict with duties owed elsewhere.
3. Where conflicts of interest arise, governors will comply with the requirements of the College's by-laws, the College's Conflict of Interest Policy, applicable legislation and the Conflict of Interest Directive.

Confidentiality

1. Governors and committee members owe a duty to the College to respect the confidentiality of information about the College, whether that information is received in a meeting of the Board or of a committee, or is otherwise provided to or obtained by the governor or committee member.
2. Governors and committee members shall not disclose or use for their own purpose confidential information concerning the business and affairs of the College unless otherwise authorized by the Board.
3. It is recognized that the role of governor may include representing the College to third parties. However, such representations must be respectful of and consistent with the governor's duty of confidentiality.
4. The Chair is the only official spokesperson for the Board. Every governor and committee member shall ensure that no statement not authorized by the Board is made by them to the press or public.
5. Governors acknowledge that in camera sessions will be held only for the purposes permitted under the College's by-laws and shall maintain the confidentiality

required in respect of all discussions and materials considered during such sessions.

Board Spokesperson

1. Authority rests with the Board acting as a whole. Individual governors do not have authority to act or speak on behalf of the Board unless expressly authorized.
2. The Board has adopted a policy with respect to designating a spokesperson on behalf of the Board.
3. Only the Chair or designate may speak on behalf of the Board. The President or their designate may speak on behalf of the College.
4. Where the Board delegates specific authority to a committee or an individual, there is a corresponding obligation to keep the Board appropriately informed in a timely manner.
5. No governor shall speak or make representations on behalf of the Board unless authorized by the Chair or the Board. When authorized, the governor's representations must be consistent with accepted positions and policies of the Board.

Media Contact and Public Discussion

1. News media contact and responses and public discussion of the College's affairs should only be made through the Board's authorized spokespersons.
2. Any governor who is questioned by news reporters or other media representatives should refer such individuals to the appropriate representatives of the College.

Respectful Conduct

1. It is recognized that governors bring to the Board diverse backgrounds, skills and experience and that governors will not always agree with one another on all issues.
2. All debates shall take place in an atmosphere of mutual respect and courtesy. Governors shall seek to understand differing perspectives and constructively and professionally provide feedback or recommendations for resolution while keeping Board meetings efficient and effective.
3. The authority of the Chair must be respected by all governors.
4. Governors should request that the Chair or the President place items on the agenda in advance, rather than raising them unexpectedly at meetings, with the objective that surprises to other governors or to the President are the exception rather than the rule.

Corporate Obedience – Board Solidarity

1. Governors acknowledge that properly authorized Board actions must be supported by all governors. The board speaks with one voice.
2. Those governors who have abstained or voted against a motion must adhere to and support the decision of a majority of the governors.

Obtaining Advice of Counsel

Requests to obtain outside opinions or advice regarding matters before the Board may be made through the Chair.

Acknowledgement and Confirmation

Each governor shall be required to sign a compliance statement acknowledging their agreement to this code of conduct upon appointment to the Board and on an annual basis each September (Schedule A).

RELEVANT LEGISLATION AND RELATED DOCUMENTS

- Conestoga College By-Law No. 1
- Conestoga College Confidentiality Policy
- The Conflict of Interest Policy Directive for Colleges of Applied Arts and Technology

AMENDMENT

This policy may be amended by the Board.

Schedule A

Code of Conduct Compliance Statement

To ensure that governors have been properly informed of their obligations, understand those obligations, and are aware of the consequences of failing to comply with the Code of Conduct and related policies and guidelines, the following written acknowledgement is required.

Governor Acknowledgement

I, _____, hereby certify that I have read, understand, and agree to be bound by this Code of Conduct. I further confirm that the information provided in this acknowledgement is complete and accurate to the best of my knowledge.

Signature of Governor: _____

Date: _____

Chair Confirmation

This confirms that a copy of the Code of Conduct has been provided to, reviewed with, and explained to _____, and that they have agreed to comply with their obligations under it.

Signature of Chair: _____

Date: _____