



UNIVERSITY OF MANITOBA

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS OF THE UNIVERSITY OF MANITOBA (THE "CODE")

Background

The Mission of the University of Manitoba (hereinafter, "the University"), as approved by the Board of Governors in February, 2024, is to: "advance learning by creating, sharing, preserving, and applying knowledge in partnership with diverse communities to promote the cultural, social, and economic well-being and health of Manitoba, Canada, and the world."

In *MomentUM: Leading Change Together*, the University adopted a Vision statement which declares that: "The University of Manitoba will be a vibrant and thriving community, enriched by Indigenous knowledges and perspectives. We will lead change for a better Manitoba and world."

The University of Manitoba Act establishes the Board of Governors (hereinafter, "the Board") and confers upon it certain powers and authorities.

It is the desire of the Board that all of its actions be seen to be founded on the principles of ethical, respectful, and inclusive community leadership and reflect the University's stated values of belonging, curiosity, impact, integrity, and well-being.

Objectives

The goal of the Code is to ensure public confidence in all aspects of the University Board and, in particular:

- to promote public confidence in the integrity, trustworthiness and impartiality of members of the Board;
- to articulate rules of conduct;
- to set out the responsibilities of Board members in carrying out their duties;
- to assist members of the Board in recognizing, avoiding and dealing with conflict of interest situations;
- to prevent conflict of interest through avoidance of those activities which may give rise to conflict of interest (real or perceived); and
- to set out the rules under which members of the Board shall govern themselves with regard to confidentiality.

Definitions

"Member(s)", means any person(s) appointed as a member or assessor of the Board, as well as any person appointed as a member of a standing or ad hoc committee of the Board, whether or not he/she is a member of the Board.

Application

This Code applies to all members.

I. GENERAL DUTIES AND OBLIGATIONS OF MEMBERS

All members have a fiduciary duty to act only in the best interests of the University.

At the time of appointment to the Board, each Member shall sign and file a declaration with the University Secretary indicating that they have read, understand, and agree to comply with this Code.

During their term of office, each Member:

- shall carry out their functions with honesty, integrity, independence, and good faith, and shall act only in the best interests of the University;
- shall act responsibly with the prudence of a reasonable individual;
- shall respect the confidentiality of information received in the performance of duties, as well as the confidentiality of the deliberations of the Board, both during and after their tenure on the board or its committees;
- shall respect the authority of the Board and Board decisions once made;
- shall adequately prepare for, attend and participate in meetings of the Board, and committees;
- shall dedicate the appropriate time and commitment required to effectively discharge their duties to the Board and/or its committees;
- shall declare any real or apparent conflict of interest as soon as they become aware of it;
- shall not assist any person or any organization in its dealings with the University when such intervention may result in real or apparent preferential treatment to that person or organization by the University;
- shall not use, for their personal benefit or advantage, or for the benefit or advantage of any family member, any information acquired in the exercise of their office that is not otherwise generally available to the public; and
- shall not use, directly or indirectly, any facilities, property or services of the University, nor allow them to be used, for purposes other than as expressly approved by the University.
- shall not make use of any confidential information obtained as a Member, in order to derive therefrom a benefit or advantage for oneself or that of any family member.

II. RULES GOVERNING CONFLICTS OF INTEREST

Preamble:

A Member holds a position of trust. As such, there is a general obligation to avoid situations of conflict of interest.

Definition of Conflict of Interest:

A conflict of interest arises when a Member's personal and/or business/occupational/professional interests compete with or supersede the Member's dedication to the interest of the University. This could arise from a real or apparent conflict of interest.

Real conflict of interest:

A "real conflict of interest" exists when a Member holds a business, occupational or professional interest, whether directly or indirectly ("a personal interest"), that in the opinion of a reasonable person is sufficient to put into question the Member's ability to exercise their

duties on the Board independently, impartially and objectively.

Avoidance of Conflicts:

Each Member must arrange their personal interests and conduct themselves in a manner to avoid a real or apparent conflict of interest. Without limiting the generality of the foregoing, a Member:

- shall not act on behalf of, or deal with, the University, in any matter where a real or apparent conflict may exist;
- shall not use the relationship with the University to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds a significant interest;
- shall not use property owned by the University to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds a significant interest;
- shall not use information acquired through membership on the Board to confer an advantage on oneself or on a close friend, any related person, business associate, or a corporation or partnership in which the Member holds a significant interest;
- who is a student at, or an employee of, the University, may take part in discussions and vote on all matters relating generally to the financial operations of the University, including remuneration, benefits, terms of employment and rights and privileges available to employees of the University generally.

Clarification

If a Member is in doubt as to whether or not a conflict exists, the Member must seek the advice of the Chair of the Board; or of a person designated by the Board; and must follow the advice given. In the case of the Board Chair, they are to seek the advice of the Executive Committee.

Declaration of Conflict of Interest:

A Member must take immediate steps to resolve the conflict or to remove the perception that one exists.

Each Member is required to make a declaration of the nature and extent of any conflict of interest at the first opportunity after the facts related to the conflict of interest have come to the Member's attention.

After making a declaration of a conflict of interest, the Member:

- shall not take part in the discussion of the matter and shall not vote on any question in respect of the matter (that Member may be counted for the purposes of reaching a quorum for that meeting);
- shall leave the meeting for the period during which the matter is under discussion; and
- shall not attempt in any way, before, during or after the meeting, to influence the discussion and/or voting on any question in respect of the matter.

After a declaration of a conflict of interest has been made by a Member:

- the declaration and the resolution of any conflict of interest shall be recorded in the minutes of the meeting.

III. RULES GOVERNING CONFIDENTIALITY

Proceedings at "open" sessions of meetings of the Board are not confidential. Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of an open session are not confidential, unless specifically identified as "confidential".

Proceedings at "closed" sessions of meetings of the Board are confidential as are those in "closed and confidential matters related to labour relations" and any *in camera* sessions.

Proceedings at meetings of committees of the Board are confidential, unless otherwise explicitly directed by the Board.

Agendas, briefing documents, minutes, reports and other documents received by a Member for purposes of a closed session of a Board meeting or a committee meeting are confidential.

During the term of the member and thereafter, confidential information received by a Member shall not be divulged to any other person without the express prior, written authorization of the Board.

It is the responsibility of Members and any other person who receives confidential information to ensure the security of confidential information entrusted to them at all times. At the appropriate time, such documentation must be destroyed in a confidential matter. Members may return such documentation to the University Secretary for destruction.

IV. OTHER

Rules about Gifts:

Members should not accept entertainment, gifts or favours that create or appear to create preferential treatment for the Member or the University. Gifts and entertainment should only be accepted or offered by a Member in the course of performing board responsibilities where:

- the gift has no more than token value;
- it is the normal exchange of hospitality or customary gesture of courtesy between persons doing business together;
- the exchange is lawful and in accordance with local ethical practices and standards, and
- it could not be construed as creating a sense of obligation on the part of the Member.

Inappropriate gifts received by a Member should be returned to the donor. The President & Vice-Chancellor shall be covered by the staff policy. Full and immediate disclosure of borderline cases should be made to the Board Chair.

Non-Compliance:

A Member who breaches any of the terms of this code shall be subject to sanction by the Board, up to and including a request for the Member's resignation, or removal from the Board by the appointing body, as the case may require.

The Chair shall assess the circumstances surrounding any non-compliance with these guidelines and shall make a recommendation to the Board of Governors.

All individuals are required to report any events which do not appear to be in compliance with the policy to the University Secretary, so as to reasonably ensure that the President, Chair of the Board and Auditor are informed of such events.

The University Secretary shall give an incident/compliance report to the Board of Governors annually.

Orientation:

The Code shall form part of the orientation program for all Members.

Endnote:

Nothing in the Code is intended to preclude any person from membership on the Board. The Code exists to provide a framework within which to deal with situations which arise between a Member's duties to the Board and their private affairs. As long as the "Declaration" is properly made and the provisions of the Code followed, the relationship may continue.

DECLARATION

Purpose:

The purpose of this Declaration is to identify, in advance, any possible areas where a member's private affairs might come into conflict with the business of the University. It is to be completed and signed by each member on an annual basis and will be maintained in confidence in the Office of the University Secretary.

Declaration: Please indicate which of the following applies to you:

_____ 1. To the best of my knowledge, there are no situations in which my personal interests would come into conflict with my duties as a member of the University Board.

_____ 2. I do have personal interests which fall within the realm of the University. These are listed on the attached sheet of paper.

I understand my responsibilities to avoid situations wherein these interests conflict with my duties as a member of the University Board and that, by following these guidelines, I will be able to avoid such conflicts.

If, during my tenure as a Board member, any situation arises in which my private affairs would come into conflict with my duties as a member of the University Board, I will immediately inform the University Secretary, in writing.

(Signature)

STATEMENT OF UNDERSTANDING

(To be completed by all members of the University Board.)

I have read and understand the Code of Conduct for Members of the Board of Governors of the University of Manitoba and agree to abide by its terms and spirit.

I have completed the Declaration.

Signature

Date

Effective date June 1, 2024