



**CODE OF ETHICS AND
PROFESSIONAL CONDUCT
FOR GOVERNORS
AND
FOR MEMBERS OF THE
GOVERNING BOARDS**



This code was adopted for the first time by Resolution Number 1735 on December 10, 1997, and subsequently amended by resolutions:

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PREAMBLE

These rules of ethics and professional conduct are in conformity with article 3.0.4 of the Act respecting the *Ministère du Conseil exécutif* (CQLR, c. M-30). These measures complement the rules of ethics and professional conduct already outlined in articles 321 to 330 of the Civil Code of Quebec (CQLR) and articles 12, 20.1, 41, 51 and 68 of the Act. In the case of conflict with the rules outlined in this Code, legislative measures of public order, notably articles 12, 20.1, 41, 51 and 68 of the Act, take precedence.

The principles articulated hereafter are based upon one's sense of justice, honesty, and integrity.

ARTICLE 1 GENERAL PROVISIONS

1.1 Definitions

In the present Code, the following expressions mean:

- a) "Act" refers to the General and Vocational Colleges Act (CQLR, c. C-29);
- b) "Board" refers to the Board of Governors of Champlain Regional College;
- c) "Board Member" refers to a member of one of the three Governing Boards;
- d) "Bylaw 1" refers to Champlain Regional College's last adopted version of its bylaw 1 on its general administration;
- e) "Chair" refers, depending on the context, either to the Governor elected, for the Fiscal Year, by the Board to fulfill the role and responsibilities included in, but not limited to, article 4.3 of Bylaw 1 or the Board Member elected by the Governing Board to fulfill similar role and responsibilities with necessary adaptations;
- f) "Code": refers to the last adopted version of this Code of Ethics and Professional Conduct for Governors and for Members of the Governing Boards;
- g) "Champlain Regional College" refers to the administrative services of Champlain regional College and its constituent colleges
- h) "College" when used with no modifiers refers to Champlain Regional College and its Constituent Colleges, individually or collectively according to the context;
- i) "Constituent Colleges" refers to the constituent colleges of Champlain Regional College, namely Champlain College Lennoxville, Champlain College Saint-Lambert and Champlain -St. Lawrence College, individually or collectively according to the context;
- j) "Employee Member" refers to Champlain Regional College's Director General, Directors of the Constituent Colleges as well as the faculty, professionals, and support staff members of the Board and/or of the Governing Board;
- k) "Fiscal Year" refers to the period from July 1st to June 30th of each year;
- l) "Governance and Ethics Committee" refers to the standing committee of the Board created according to article 5.2 of Bylaw 1;

- m) “Governing Board” refers to the institutional board of each Constituent College as per article 48 and 49 of the Act;
- n) “Governor” refers to a member of the Board;
- o) “Member” when used with no modifier refers to a person who is a member of the Board and/or a member of a Governing Board;
- p) “Secretary General” refers to the person holding the office of Champlain Regional College’s secretary general.

1.2 Objectives

The objective of this Code is to outline the rules of ethics and professional conduct for Members to:

- maintain and build public confidence in the integrity, objectivity, and transparency of the Colleges’ governance;
- allow Members to exercise their mandate and carry out their duties with confidence, independence, and objectivity for the better fulfilment of the Colleges’ mission; and
- reflect College’s mission, vision and values as approved by the Board.

1.3 Application

This Code applies to all Members and, in the case of article 2.3, to former members of the Board and the Governing Boards.

ARTICLE 2 DUTIES AND OBLIGATIONS OF MEMBERS

2.1 General

All Members carry out their duties with independence, integrity, and good faith in the best interests of the College for the fulfilment of its mission. Members act with prudence, diligence, honesty, loyalty, and regularity, as would any reasonable and responsible person in similar circumstances.

2.2 Duties and Obligations While in Office

While fulfilling their duties, Members must:

a. Act Personally:

The mandate is personal in nature and may not be sub-delegated by proxy or otherwise.

b. Act Diligently:

The obligation to perform the functions of a Member necessarily carries with it the obligation for Members to be present at meetings of the Board or the Governing Boards unless they have good cause to be absent.

c. Act Collegially:

Members do not act individually, but rather collegially with the other Members of the Board or the Governing Board, and the members of the Board committees as the case may be.

d. Act Independently in the Interest of the Colleges

The Board and the Governing Boards are composed of people from various contexts and settings who each bring their expertise, their experience, and their knowledge to the Board and/or the Governing Boards.

Members are not to act in their personal interest nor in the interest of people from the same communities, and therefore Members must always act in the best interest of the College.

e. Act in Compliance with the Law:

In performing their functions, Members must comply with the obligations imposed on them by legislation and regulations and by the letters patent of the College, and act within the limits of the powers conferred on them.

f. Act with Prudence and Diligence:

Members will therefore ensure that they thoroughly understand the issues that come before them and remain current with regards to the College's situation so that they are able to act appropriately. The Board or the Governing Board may seek the advice of experts on matters that may fall outside the knowledge and skills ordinarily required to make the decision that is in the best interest of the College.

Within the limit of their abilities, Members must act as a reasonable and responsible person would in the circumstances.

g. Act with Honesty and Loyalty:

Members must act with honesty and loyalty in the interest of the College.

Members must refrain from participating in a discussion or voting on an issue for which they have a vested interest. Members must avoid placing themselves in situations that constitute a real, potential, or perceived conflict, between a personal interest or that of the person or persons who elected or nominated them and the obligations of their office.

In addition, Members must not denigrate the College and must abide by certain rules, such as:

- not use for their own profit or interest any property of the College, unless authorized to do so;
- not disclose any privileged or confidential College information that they obtain by reason of their duties;
- not abuse their powers or use their position unduly to gain a personal benefit; and
- not directly or indirectly, grant, solicit or accept a favour or an undue advantage for themselves or for a third party, and not accept any gift, hospitality, or other advantage, except what is customary and is of modest value.

h. Act with Civility and Respect:

Members' behaviour must be dignified and respectful of the other Members. They must speak with moderation and avoid damaging anyone's reputation.

2.3 Duties and Obligations After Leaving Office

A person, in the twelve (12) months immediately following their leaving office as a Member, must:

- act in such a manner so as not to take any undue advantage of their former duties as a Member;
- not act on their own behalf or on behalf of another with respect to a process, a negotiation, or any other operation to which the College or a Constituent College may be a party. This rule does not apply to the Employee Member who is carrying out an appeal by virtue of their employment contract.

After leaving office, Members must continue to refrain from using and/or sharing confidential or privileged College information for as long as that information remains confidential or privileged or until such time as that information becomes publicly available through no action or fault of their own.

ARTICLE 3 REMUNERATION

3.1 Prohibited Remuneration

Members have no right to any remuneration from the College for the carrying out of their duties as Members unless specified otherwise by the Québec government. They can receive no remuneration from the College other than the reimbursement of certain duly authorized expenses and a customary gift on leaving office.

The above stipulation does not apply to the employment contract, salary, and other working conditions of Employee Members.

ARTICLE 4 CONFLICTS OF INTEREST

4.1 Objective

The following rules have been drafted to assist Members in their understanding of conflict-of-interest situations and to establish administrative procedures for Members in a conflict-of-interest situation to proceed in the best interests of the College.

4.2 General Principles

A conflict of interest exists in any situation, either real, potential, or perceived, that by objective standards, is of a nature to compromise or likely to compromise the independence and impartiality inherent in the duties of a Member, or in a situation where a Member seeks to use the nature of their office to receive an undue advantage for themselves or for a third party.

4.3 Situations Constituting a Conflict of Interest

A conflict of interest covered by this Code is defined, but not limited to, situations in which the Member:

- has a direct or indirect interest in a deliberation of the Board or of a Governing Board;
- has a direct or indirect interest in a contract or proposed contract with the College;
- has a direct or indirect interest on an issue which requires a Board decision;
- obtains or will obtain a personal benefit that will result from a decision of the College;
- accepts a gift or any benefit whatsoever from a business which deals, or is likely to deal with the College, apart from gifts of appreciation of nominal value; and
- uses their position as a Member to promote or act as a representative of a group.

4.4 Situations Constituting a Conflict of Interest for Employee Members

Apart from the rules outlined in 4.3 above, the Employee Member is in a conflict of interest in the cases defined in articles 12, 20.1, 41, 51 and 68 of the Act.

4.5 Disclosure of Interests

In the thirty (30) days following their appointment, all Members must complete a Declaration of Interest (see Appendix 1) and submit it to the chair of the Board or the appropriate Governing Board, as appropriate. This declaration sets out, to the best of the Member's knowledge:

- a) their interests in organizations that have done or are doing business with the College and/or a Constituent College; and,
- b) any inherent conflict of interest, either real, potential, or perceived.

This Declaration of Interest must be revised and updated annually by every Member no later than August 1.

In addition, every Member must promptly disclose in writing to the chair of the Board and/or the appropriate Governing Board, as appropriate, any situation arising after the submission of their annual Declaration of Interest that constitutes a conflict of interest as outlined in the first paragraph of article 12 of the Act.

4.6 Restrictions

Other than the restrictions provided for in articles 12, 20.1, 41, 51 and 68 of the Act, every Member who is in a conflict of interest must refrain from influencing other Members, from participating in deliberations, and from voting on the question or resolution, and furthermore, must withdraw from the meeting to allow the deliberations and voting to take place in the absence of the Member and in complete confidentiality.

ARTICLE 5 CONFIDENTIALITY

5.1 General

This section deals with the obligation of discretion and confidentiality required of Members. In article 5.2 below, "Board" is understood to mean either the Board of Governors of Champlain Regional College or a Governing Board of a Constituent College, as the case may be.

5.2 Accessibility and Transmission of Information

Information and documents which are shared or presented for the purpose of Board activities are confidential until they are made public through a decision of the Board.

Members must uphold confidentiality regarding information received for the purpose of the governance of the College or the Constituent College, whatever the means of transmission. This includes, but is not limited to, information shared electronically, as well as in the context of video or teleconferences.

Members have an obligation of confidentiality regarding the content of deliberations of the Board and its committees that are *in camera* or subject to article 12 of the Act.

Members must sign the confidentiality form prior to participating in any Board activities (see Appendix 2)

ARTICLE 6 ADMINISTRATION OF THE CODE

6.1 Secretary General

The Secretary General is responsible for:

- informing the Members with respect to the contents and application of the Code;
- advising the College and/or any Member faced with a situation that is considered problematic;
- diligently investigating allegations of irregularity with respect to the Code and reporting findings to the Chair of the Board or to the Chair of the appropriate Governing Board;
- giving an annual report to the Board or the Governing Board, as appropriate, specifically outlining the number of cases treated and their follow-up, the infractions considered by the Governance and Ethics Committee, the decisions of and sanctions imposed by the Governance and Ethics Committee, as well as the name of Members removed from office, suspended, or reprimanded during the Fiscal Year.

6.2 Ad hoc Administration of the Code

Questions arising concerning the application of the Code during meetings of the Board and of the Governing Boards are subject to the rules of procedure for meetings as outlined in Bylaw 1. The Chair (or in a situation involving the Chair, the vice-chair acting as Chair) shall rule on any *ad hoc* question or situation pertaining to the Code raised by a Member during a meeting, including which Members are eligible to debate and to vote on a question or resolution. The Chair has the power to intervene and to order that a Member refrain from voting and withdraw from the meeting during the discussion and vote. The decision of the Chair is final.

6.3 General Administration of the Code

6.3.1 When the Secretary General, on investigating, concludes that a Member may have contravened the law, the College's bylaws, the Colleges' policies and/or the Code, they advise the Chair of the Board and/or the Chair of the Governing Board, as appropriate, and refers the case to the Governance and Ethics Committee.

- 6.3.2 The role of the Governance and Ethics Committee is to decide on the validity of the case and, if warranted, any sanction to be imposed. The only sanctions which may be imposed are a reprimand, a suspension, or dismissal from office. Notwithstanding article 5.2.2 of Bylaw 1, the Chair must not participate in any meetings or deliberations under article 6.3.2.
- 6.3.3 The Chair, on behalf of the Governance and Ethics Committee, notifies the Member in writing of the alleged infraction(s), with reference to the relevant legislative or College's bylaw provisions or those of the Code. The Governance and Ethics Committee, before deliberating and rendering a decision, must give the Member thirty (30) days to state their case in writing and within that timeframe give them the chance to be heard.
- 6.3.4 Exceptionally, the Member, who is alleged to have contravened the Code and such alleged contravention constitutes an urgent situation necessitating a speedy intervention in the best interests of the College, may be provisionally relieved of their duties by the Chair of the Board or the Chair of the Governing Board, as appropriate, pending a final decision by the Governance and Ethics Committee. In this case the Governance and Ethics Committee proceeds in accordance with 6.3.2 and 6.3.3 above within the shortest delay possible.
- 6.3.5 If, after hearing the Member's case, the Governance and Ethics Committee concludes that the Member has contravened the law, the College's bylaws, the Colleges' policies or the Code it must, in writing, so inform the Member, the Chair of the Board and/or the Chair of the Governing Board, as appropriate, of the sanction imposed or, alternatively, the Governance and Ethics Committee informs them in writing that the case has been dismissed.
- 6.3.6 Within five (5) working days of receiving the Governance and Ethics Committee's decision of a sanction, the Member may appeal the imposed sanction to the Chair of the Board in writing. The Chair, accompanied by the Secretary General, will meet with the Member within ten (10) working days of receiving the appeal to review the decision made in order to confirm or reverse said decision. The decision on the appeal will be delivered in writing to the member within five (5) working days of their meeting to discuss the case. The Chair's decision to sustain or overrule the Governance and Ethics Committee's decision is final.
- 6.3.7 Notwithstanding the foregoing, an alleged violation of the Code by the Director General or by a Director of Constituent College may only be considered and ruled upon by the Board in accordance with articles 20.1, 20.2, 41, and 68 of the Act.

ARTICLE 7 REVIEW AND REVISION

- 7.1 The Code will be reviewed at least every five years. Any revisions to this Code come into effect immediately upon their adoption by the Board.

Appendix 1 Declaration of Interest



Date: _____

(Sent by e-mail)

TO: Chairperson, Board of Governors
Champlain Regional College 1301,
de Portland Blvd.
Sherbrooke, Québec
J1J 1S2
Declaration of Interest

Dear Chairperson,

In conformity with Article 4.5 of the *Code of Ethics and Professional Conduct for Members of the Board of Governors*, please note that I am hereby declaring that I (or any relatives sharing the same address) have a personal or business interest in the organizations (enterprise, organization, body or association) which follow. To the best of my knowledge, these are the only organizations in which I (or any relatives sharing the same address) have an interest that have done, would do or currently do business with the College.

The above request does not apply if:

- *You are a shareholder in the company which you do not control, of which you are neither administrator nor director, having less than 10% shares giving the right to vote.*
- *You acquired control by inheritance or donation and relinquished your rights and are in the process to cease all affiliation with the company.*

Name of Organization

Address

I hereby declare that I have no interest in any organization that would place me in a conflict between my personal interest (or that of any relatives sharing the same address) and that of Champlain Regional College.

Yours sincerely,

(Signature)

(Please print name)
Governor, Champlain Regional College Board of Governors

Please return completed form to the office of Corporate Affairs corporateaffairs@crccmail.net

Appendix 2 Ethics and Confidentiality Agreement



Office of Corporate Affairs

**ETHICS AND CONFIDENTIALITY AGREEMENT
BOARD OF GOVERNORS**

I, the undersigned, _____, commit to respecting the confidentiality of the information that I will have access to during the exercise of my duties and commit to acting with integrity in my role as governor of the Board of Governors.

More specifically, I commit to:

- Accessing and using only the information necessary in the exercise of my duties;
- Not disclosing any personal or confidential information that I may have seen in the exercise of my duties unless I am authorized to do so;
- Storing this information in a manner that only authorized persons may have access to them;
- Discarding all paper which contains personal information by shredding and by logically destroying and physically erasing all electronic files in a secure manner;
- Informing the Chairperson of the Board or the Director of Corporate Affairs without delay of any situation or irregularity that could compromise in any manner the security, the integrity or the confidentiality of information held by the College;
- Declaring to the Executive Committee, in conformity with the College Policy on Conflict of Interest and Nepotism, any situation which may constitute a conflict of interest or nepotism, and withdraw from the decision-making process involved.

I have been informed that failing to respect the present confidentiality commitment makes me at risk for legal appeals, claims or prosecution as well as penalties as provided for in article 159 of the *Act respecting Access to documents held by public bodies and the Protection of personal information* to sanction unauthorized communication of information.

I confirm having read the terms and understanding the scope of the present agreement.

IN WITNESS WHEREOF, I HAVE SIGNED IN _____ ON _____, 20__

Name (please print)

Signature