



Board Conflict of Interest

Category:	Board
Number:	
Audience:	Governors
Issued:	April 8, 2013
Owner:	Secretary to the Board of Governors
Approved by:	Board of Governors
Contacts:	Secretary to the Board Chair of the Governance Committee

Introduction

This policy applies to all members of the First Nations University of Canada Board of Governors and all members of committees established by the Board.

This policy establishes rules of ethics and professional conduct for members of the Board and Board committees. In conflict of interest situations, it will be used in conjunction with the *First Nations University of Canada Act* (Parts VII and VIII in particular) and the University's Related Party Transactions Policy.

The First Nations University of Canada promotes the highest standards of integrity and transparency and expects members of its Board of Governors to exercise good faith and avoid participating in any activity of the Board where they have real or perceived conflict of interest.

Definitions

Closely associated person

A person related by blood, adoption, marriage, or common-law marriage to the Board member

A person with whom the Board member has an intimate personal relationship; it may also include an individual with whom the Board member has had such a relationship

Conflict of interest

Any situation where a Board member has a personal interest (direct or indirect) that could influence his or her decisions and/or impair his or her ability to represent and act in the best interests of the University

A conflict of interest exists if it is possible the Board member's decision could be influenced or if a reasonable person could think the Board member's decision could be influenced

Personal interest

The personal, private, or financial interest of a University member or a closely associated person

FIRST NATIONS UNIVERSITY OF CANADA

University members

All Board members, employees, and students of the University, whether full-time, reduced, or part-time, and any other person acting on behalf of or at the request of the University

Indirect benefit

A benefit derived by a close friend, family member, business associate, or a corporation or partnership in which the Board member has an interest

A benefit that advances or protects the Board member's interests; it may not be measurable in money

First Nations University of Canada information

Information the University is under an obligation to keep confidential and Board members have access to only because of their membership on the Board

Policy

Unless authorized by the Board of the First Nations University of Canada or by a person the Board designates, Board members may not:

- act on behalf of the University or deal with the University on any matter where they have or appear to have a conflict of interest, or
- use their position, office, or affiliation with the University to pursue or advance their personal interests or those of a close friend, family member, business associate, person to whom they owe an obligation, or corporation or partnership in which they have an interest.

Board members must disclose conflicts of interest or potential conflicts of interest as soon as they become aware of them. If a matter is over before a Board member becomes aware he or she had a conflict of interest, the Board member must still disclose the conflict.

FIRST NATIONS UNIVERSITY OF CANADA

Board members may disclose a conflict of interest to the Board in writing **or** at a Board meeting (where the Secretary to the Board will document the disclosure in the minutes of the meeting). Board members must also:

- excuse themselves from the portion of the meeting where the matter creating the conflict of interest is being discussed,
- refrain from all discussion of the matter at any meeting of the Board or elsewhere, and
- refrain from voting on the matter at any meeting of the Board.

If a Board member is uncertain if he or she has a conflict of interest, the Board or a person the Board designates will make that decision.

University Property

Board members must have authorization from the Board or from a person the Board designates:

- before they may use for personal purposes a property the University owns, and
- before purchasing University property unless the means they use to purchase the property are equally available to the public. Even then, Board members may not purchase the property if they are involved in any aspect of the sale.

Board members may not take personal advantage of an opportunity available to the University unless:

- it is clear the University has irrevocably decided against pursuing the opportunity, and
- the opportunity is equally available to members of the public.

Board members may not use their position with the University to solicit any University stakeholder or member for a personal business or the business of a close friend, family member, business associate, or a corporation or partnership in which they have an interest. (This duty does not prevent Board members from doing business with other people connected with the University.)

University Information

Board members may use University information for University purposes only — not for personal benefit.

Board members must protect University information from improper disclosure and must report to the Board or to a person the Board designates, any incident of abuse of University information.

Board members may divulge University information only if:

- they are authorized by the Board or by a person designated by the Board to release the information, and
- the person to whom the information will be given has a lawful right to the information.

If there is any doubt about whether the University information may be released, Board members must ask for advice from the Board or from a person the Board designates.

Gifts

Board members may accept a gift given to them as a result of their involvement with the University only if:

- it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together,
- the exchange is lawful and in accord with local ethical practice and standards, and
- the gift could not be construed by an impartial observer as a bribe, pay off, or improper or illegal payment.

Unless authorized by the Board or a person the Board designates, Board members may not use University property to make a gift, charitable donation, or political contribution to anyone on behalf of the University.

Forms to Complete

Annually, members of the Board will complete the following forms:

- Acknowledgement and Undertaking of Confidentiality and Conflict of Interest
- Related Party Transactions Declaration Form — according to the requirements outlined in the University's Related Party Transactions Policy.

Consequences for Noncompliance

Failure to disclose a potential or existing conflict of interest or commitment or to comply with this policy may result in dismissal from the Board.

Process

Disclosing a Conflict of Interest

- 1) The Board member discloses a real or potential conflict of interest at a Board meeting or in writing to the Secretary to the Board of Governors.
 - If a Board member other than the Chair of the Board discloses a conflict of interest to the Secretary, the Secretary reports the disclosure to the Chair of the Board.
 - If the Chair of the Board discloses a conflict of interest to the Secretary, the Secretary reports the disclosure to the Vice-Chair of the Board.
- 2) The Board member excuses himself or herself from the portion of any meeting or discussion where the matter will be discussed and refrains from voting on the matter at any meeting of the Board.
- 3) The Secretary to the Board of Governors records the disclosure in the meeting minutes, which are maintained as official records of the University. He or she files any written disclosures in the official Board of Governors' records.

Related Information

- *First Nations University of Canada Act* (Code of Ethics)
- Acknowledgement and Undertaking of Confidentiality and Conflict of Interest
- Related Party Transactions Policy
- Related Party Transactions Declaration Form