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## Memorial University of Newfoundland and Labrador Board of Regents – Code of Conduct

### Purpose

This Code of Conduct (Code) provides a framework to guide conduct and promote an environment that fosters learning, productivity, and professionalism while being safe, respectful, and inclusive.

The Code reflects the commitment of the Board of Regents (Board) and its members to lead, champion, and exemplify the [values](#) of the University and to always act with the highest ethical and professional standards in the best interest of Memorial University of Newfoundland.

### Scope

All members of the Board of Regents.

### Definitions

**Chair:** the chairperson of the Board appointed pursuant to section 21 of the [Bylaws of the Board of Regents](#).

**University:** Memorial University of Newfoundland and Labrador.

**Act:** [The Memorial University Act RSNL 1990 c. M-7](#), as amended.

**Member:** A member of the Board or a Committee of the Board.

**Meeting Year:** The meeting [schedule](#) set for the Board and its Committees.

**Personal interest:** Personal interest refers to any financial or non-financial interest, benefit, or association that could reasonably affect a Board member's decision-making in a way that raises questions about their commitment to the University's best interests.

**Political Activity:** Seeking nomination or being a candidate in an election or participating in any activity supporting and/or opposing a political party or candidate and which results in a breach of the applicable [Conflict of Interest Policy](#).

**Fiduciary Duty/Obligation:** The responsibility and expectation to act honestly, in good faith, and strictly in the best interests of the University.

## Board Member Expectations

Members of the Board of Regents are critical to the successful governance of the University, and their contributions provide important oversight to help lead and shape the University of the present and future. Members have a Fiduciary Obligation to always act in the best interest of the University. As such, members are expected to demonstrate the highest standard of professional and ethical conduct which includes, but is not limited to, the following areas:

### General

1. Members must act honestly, in good faith and in the best interests of the University, and all its campuses, without regard for their own personal interests or the interests of any other person, entity or constituency.
2. Members must act with integrity, and in a manner befitting the trust and confidence placed in them.
3. Members maintain the highest standards of ethical conduct, in which their actions and behaviours uphold the principles of integrity, respect and accountability, supported by awareness of and compliance with this Code, relevant University policies, procedures and government legislation.
4. Members will act in an impartial and non-partisan manner to ensure the impartiality of the Board and the University are conserved and enhanced.
5. Members will review and ensure compliance with the Conflict of Interest Policy.
6. Members will be prepared for the discussions, deliberations, and decision-making process exercised by the Board. This includes:
  - a. having read, processed, and evaluated any materials provided for Board meetings;
  - b. being able to provide rationale for their opinions and analyses;
  - c. being fully engaged in all matters before the Board, and not only in matters pertaining to the interests of specific individuals or groups.
7. Once a decision is made by a majority vote, Members will respect the authority and decision of the Board. Respecting decisions of the Board includes, but is not limited to, a Member's interactions and correspondence both internal to the University (i.e. email, meetings, events, etc.) and external (i.e. media, social media, conferences, etc.).
8. Members will be supportive of the President, University Administration, and other senior leaders as they adhere to and implement Board direction and decisions. Members will be guarded in their comments and avoid attacks on other people's

reputations. Members shall not engage in activity or comments on digital forums (social media, blogs, message boards) where such activity or comments may damage or be perceived to damage the reputation of the university.

9. Members acknowledge that the Chair of the Board shall be the spokesperson for the Board with respect to all public matters, and in consultation with the Board, shall determine the items that they may release publicly on behalf of the Board.
10. Members will not accept special benefits, gifts, or anything of value for serving as a Board Member, other than approved University resources, courtesies, and the reimbursement of authorized expenses for the performance of approved roles and responsibilities. Further details can be found in Memorial's [Gift Acceptance](#) policy.
11. Members will adhere to all Board policies, procedures, codes, by-laws, and terms of references. If there are any concerns regarding the scope, application, and/or adherence to such documents, Board Members should discuss with the Board Chair and/or reach out to the University Governance Secretariat.

## Respect

12. Respect and inclusivity towards fellow Members are integral to the values embodied by Memorial and members are expected to demonstrate and embody these values in their interactions with the University Community, other stakeholders, and the public.
13. Members will recognize the diverse views, opinions, and experiences of Members and the University Community and look to build and support a culture free of harassment, discrimination, and intimidation. Members should expect to feel safe in expressing themselves and are in turn expected to act in a manner that allows others to feel safe.
14. Members must not be publicly disparaging of the University. Divergent views and experiences are encouraged as part of thoughtful discussion and deliberation. These views should be raised in a constructive manner through the various avenues available to Members (i.e. Board Chair, Committee Chairs, Board and Committee Meetings, the University Governance Secretariat, etc.) that does not potentially damage or cause harm to the University and/or the University community.

## Attendance

15. Members are expected to attend all Board and Committee meetings of which they are a member. If extenuating circumstances prevail and a Member is unable to attend a meeting, they should notify the University Governance Secretariat at the earliest opportunity.

16. If a Member is absent from multiple meetings of the Board or a Committee of which they are a member within a Meeting Year, such absences may be considered non-compliant with the Board Code of Conduct if agreed upon arrangements have not been made with the Board Chair.

### Conflict of Interest

17. Each Member has a duty to assess their own interests, involvement and activities and those of their associates and to report any real, perceived or potential conflicts of interest as outlined in the [Board Conflict of Interest Policy](#). Members are expected to complete the [Conflict of Interest Disclosure Form](#) upon appointment to the Board and to ensure that changes in circumstances are updated annually, or as required. If a Member is uncertain about whether a conflict of interest exists, they will consult with the Chair, the University Governance Secretariat, or General Counsel for clarification.

### Confidentiality

18. Members are expected to respect the confidentiality of any materials provided as part of their duties as a Member of the Board. No member shall knowingly divulge any such information to any person other than another Member unless legally required to do so. This includes providing information through any digital forum that is accessible to anyone outside of the Board (i.e. social media, blogs, message boards, etc.). Board members will agree to further specific terms surrounding confidentiality through the signing of a Board Confidentiality Agreement.

### Political Activity

19. Members should not identify themselves as representing the Board of Regents when involved in any provincial political activity.
20. Members must not exert influence on another Member or employee of the University to support a political cause, party, or candidate, directly or indirectly.
21. Members who intend to run as a candidate in any election at any level of government must take a Leave of Absence from the Board.
22. If a Member is elected to political office at any level of government, they must resign from the Board immediately.

### Upon Leaving the Office

23. Members will not make use of any information obtained in their capacity as a Member of the Board that is not openly available to the public.
24. Members will respect the confidentiality of the Board and its members and will not share the substance of confidential conversations or the opinions and/or information brought forward by other members. This confidentiality obligation survives the end of the Member's tenure on the Board.

## Non-Compliance

Where a Member has failed to comply with this Code of Conduct, the Chair of the Board of Regents, in consultation with the Executive and Governance Committee of the Board, General Counsel, and others deemed necessary by the Chair and the Executive and Governance Committee, shall have the power to issue a warning, to suspend the said Member for a certain period of time, or, in serious cases, to refer the matter to the Board for consideration of further action.

Such further action may include their membership being recommended for termination by resolution of the Board, carried by two-thirds of the Members present. This recommendation would then be provided to the Lieutenant-Governor-in-Council (LGIC) for consideration. Before such resolution may be considered, the member is to be provided with a minimum of two weeks' written notice of the proposed resolution, along with the opportunity to offer a response.

In the case of non-compliance by the Chair of the Board, the Vice-Chair will have the power to make a resolution to the Board for a recommended course of action (i.e. warning, suspension, etc.).

If a Member feels as if they or another Member have potentially breached the Code, Members should immediately contact the Board Chair, or Vice-Chair should the Chair be the subject, to request a review of the circumstances and associated details.

## Contact

Any questions regarding the Board Code of Conduct may be directed to the [University Governance Secretariat](#).

Any questions related to conflicts of interest may be directed to [General Counsel](#)