

## [GP03] Director Code of Conduct

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The Board commits itself and its members to ethical and businesslike conduct. This includes proper use of authority and appropriate decorum when acting as Board members.

1. Directors must represent unconflicted loyalty to the interests of *Activity Fee-paying students*. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Director member acting as a client of the organization's services.
2. Directors must avoid conflict of interest with respect to their fiduciary responsibility:
  - (1) There must be no self-dealing or any conduct of private business or personal services between any Director and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - (2) When the Board must decide on an issue for which a Director has an unavoidable conflict of interest, that Director shall recuse themselves without comment from deliberation and voting.
  - (3) Directors must not use their positions to obtain employment in the organization for themselves, family members, or associates. Should a Director desire employment in the organization, they must first resign.
  - (4) Directors will not be employed by College executives.
  - (5) Directors will annually disclose their involvement with other organizations, vendors, or any other associations that might create a conflict.
  - (6) Directors will not engage in intimate or romantic relationships with one another.
3. Directors may not attempt to exercise individual authority over the organization, except as explicitly set forth in Board policies.
  - (1) A Director's interactions with the CEO or staff must recognize the lack of authority vested in individual Directors, except when explicitly approved by the Board.
  - (2) Directors will not be official leaders of an approved club or community on campus.

- (3) Directors will not plan or lead events that the Students' Association is participating in.
  - (4) Directors' interaction with public, press, or other entities must recognize the same limitations and inability of any individual Director to speak for the Board. In making public statements regarding issues other than policy, the Board will:
    - (4.1) Clearly distinguish in both written and oral statements, between personal opinions and opinions representing the Board of Directors; and
    - (4.2) Provide accurate, complete, current, and unbiased information.
  - (5) Directors will give no consequence or voice to individual judgements of CEO or staff performance.
4. Directors will respect appropriate levels of confidentiality when addressing issues of a sensitive nature.
5. Directors will always conduct themselves in a professional and business-like manner that upholds the image and reputations of the Students' Association and College.
- (1) Such obligations apply whether a Director is conducting Board business at the College or is travelling for such a purpose.
  - (2) Directors recognize the risks that excessive consumption of alcohol, substances, or both, poses to their ability to meet their obligations set out in this Code of Conduct and will accordingly refrain from excessive consumption when conducting and/or traveling for Board business.

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Approved: 05/14  
Reviewed: 04/25  
Modified:

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