



Office of Administration:	Office of the University Secretary
Approval Authority:	Board of Governors
Approval Date:	December 15, 2023
Next Review:	December, 2028
Review History:	

1. Purpose

1.1 Board Members are each responsible for advancing and upholding the mission of the University. Board Members must act in accordance with their fiduciary duty to the University, including with the diligence, integrity, independence, and good faith of a reasonable individual to promote the best interests of the University, and in fulfillment of the role of the Board and of Board Members as set out in the *Act to incorporate Laurentian University of Sudbury*, 1960, as amended from time to time, and the By-Laws of the Board of Governors. All members are responsible for maintaining the transparency on which the University prides itself within the immediate and broader communities.

2. Scope

2.1 This policy serves to ensure that all Board business is conducted in accordance with the highest ethical standards, and in a way that is free from real or perceived conflicts of interest. This policy also provides guidance to Board members whose interests may actually, or appear to, conflict with their role and responsibility to the University and provides a process for managing those conflicts of interest should they arise.

3. Definition

3.1 A conflict can arise when one’s position on the Board and/or a Committee does, or can reasonably be seen to unfairly advance, either directly or indirectly, one’s own personal benefit involving:

- Business or financial interests;
- Employment;
- Family; or
- Personal relations.

3.2 A conflict of interest includes the presence of an actual, potential, or appearance of a conflict and must be disclosed, considered, and appropriately managed or eliminated.

3.3 Although it is not possible to identify in advance all potential situations giving rise to a conflict of interest, the following are examples intended to provide guidance:

- When a Board member has a direct or indirect interest in a contract
- When a Board member acts for a purpose other than the interests of the University
- When a Board member diverts for their own purposes an opportunity in which the University has an interest
- When a Board member has a conflict of duties as a result of serving on other boards
- When a Board member uses confidential University information for a personal gain
- When a Board member or their close personal relation or business associate stands to receive, from a person or entity outside the University, any type of benefit or advantage, either present or future which is, or may appear to be, connected with the Board member's position on the Board
- When a Board member or their family member, close personal relation or close business associate stands to be affected by a decision of the Board

4. Disclosure and Procedure

4.1 When the Chair of the Board or Committee has a conflict of interest or potential conflict of interest, the Vice-Chair of the Board or Committee shall assume all roles and responsibilities assigned to the Chair of the Board or Committee in relation to the matter for which the conflict exists.

4.2 Where a conflict of interest exists, a Board member must disclose the nature and extent of the conflicting interest at the earliest opportunity, in writing to the Secretary of the Board. The Secretary shall then notify the Chair of the Board of the conflict and the conflict will be noted in the minutes for the meeting at which the matter is to be considered.

4.3 Disclosure of any conflicts arising can also be made at any time during Board and/or Committee meetings where the conflict is relevant or may be relevant to the topic(s) of discussion, in which case, the disclosure and action taken will be noted in the minutes for that meeting.

4.4 If a Board member is unsure of whether a conflict of interest exists, the Board Member should err on the side of disclosure.

4.5 The Board Member who has disclosed a conflict shall not take part in the discussion about the matter, shall not attempt to personally influence the outcome and shall absent themselves from the meeting when the matter is being discussed, unless determined

otherwise by the Chair of the Board or Committee. The Chair of the Board or Committee will determine the level of participation that the Board Member may have regarding the matter in conflict, advised by the University Secretary. In all cases where a conflict has been declared the Board Member shall not vote on the matter.

4.6 Where a Board member has not declared a conflict of interest, but another Board Member considers a conflict to exist, the Member should speak privately with the Member believed to have a conflict of interest and give the Member the opportunity to disclose. If the Member does not then disclose the issue, the Member who believes a conflict to exist shall disclose it to the Chair of the Board or the Secretary, who shall then notify the Chair of the Board.

4.7 When the Chair of the Board or Committee considers that a conflict exists, but the Board Member considered to have the conflict does not disclose the conflict, the Chair of the Board or Committee may declare that a conflict exists. Where the Chair makes such a declaration, the Chair shall also rule that the Board Member absent themselves from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Board Member may challenge the Chair by asking that a resolution be carried by the majority of the Board Members present and voting. The Board Member shall absent themselves from the meeting while the conflict is discussed, and a vote taken.

5. Access to meeting materials

5.1 Where a Board member has declared a conflict, or has been found to have a conflict, in relation to a matter which is to be considered in a closed session, at the request of the Board Chair, the Secretary may withhold the materials related to the matter from the Member who has the conflict.

6. Annual reporting

6.1 Each Board Member shall complete and deliver, at least annually, to the Secretary of the Board a Disclosure of Interest form listing personal and professional interests which could give rise to a possible conflict, direct or indirect, with the Board Member's duties to the University.

6.2 Each Board Member shall notify the Secretary in writing of any changes to that list in a timely fashion. The Secretary shall then inform the Chair of the Board of the conflict. The Chair will then follow up as appropriate.

7. Failing to disclose

7.1 A Board Member who knowingly fails to disclose a conflict of interest as required by this Policy may be asked to resign and/or may be subject to removal from the Board. Such removal shall be decided by majority vote by the Board after first providing the Member in question with the opportunity to respond.