

1.18 – Code of Conduct Policy

Section:	Board	Approved:	March 21, 2006
Subject:	Code of Conduct	Reviewed:	April 28, 2026
Policy:	1.18	Revised:	March 29, 2022
Policy Owner:	Board of Directors	Next Review:	April 2027
Approval Authority:	Board of Directors		

The Board of Directors and its members are committed to ethical and professional conduct; this includes proper use of authority and appropriate decorum when acting as a Board member. Board members shall respectfully work with other Board members in a spirit of harmony and cooperation, giving members courteous consideration of their opinions.

- In accordance with the provisions of *Section 9* of the *Board of Directors Charter*, each member will make all reasonable efforts to attend all meetings of the Board. Where a member's attendance is not possible, he or she will consult with the Chair or President and CEO as to the merits of using technology to participate. Consideration needs to be given to the availability and quality of the technology on both ends of the linkage and to the ability of the Board member to create and/or control his or her environment in a manner that will allow for uninterrupted, focused attention and participation.
- Board members shall ensure that the business affairs of Carlton Trail College are conducted in accordance with *The Regional Colleges Act* and *Regional Colleges Regulations*.
- Members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- The Chair shall be the spokesperson for the Board and is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions) other than in specifically authorized instances approved by the Board. Board members' interaction with the public press or other entities shall recognize the lack of authority vested in any Board member to speak for the Board.
- Board members shall devote time to activities that enhance their ability to function effectively as governing Board members.
- There must not be, nor appear to be, any conflict between the private interests of a Board member and his/her responsibility to the College (see *1.13 – Conflict of Interest Policy*).

Board members shall be authorized to release to any person any material other than confidential material obtained in the course of their service as a Board member where such release is in accordance with the requirements of any applicable legislation and where such release is consistent with the organization's related policies.

On those occasions and for those matters that the Board elects not to make public, Board members shall respect the confidentiality of those documents and of any deliberations in the Board on those matters.

In particular, Board members shall not:

- disclose to any member of the public, any confidential information acquired by virtue of their position as a Board member,
- use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person,
- disclose to any member of the public any confidential information related to the interests of individuals, groups, or organizations acquired by virtue of their position on the Board, or
- permit any unauthorized person to inspect or have access to any confidential documents or other information.

The obligation to protect such confidential matters from disclosure continues even after the individual Board member is no longer serving on the Board.

Where appropriate, information identifying individuals may be removed by the chair from material before its consideration by the Board.