

**1.0 Purpose**

- 1.1 Conflicts of interest are expected to arise as part of the day-to-day work of the Board and its committees. Identification of a conflict is not a reflection on the integrity of individuals.
- 1.2 The purpose of the Conflict of Interest Policy is to:
  - 1.2.1 ensure that Board and Committee Members, as fiduciaries to a publicly-funded New Brunswick university are, and are seen to be, fulfilling their special duties of care and loyalty to the University of New Brunswick with respect to maintaining the University's interests as paramount to all others;
  - 1.2.2 promote a standard of conduct that will preserve and enhance public confidence in the integrity, objectivity and impartiality of the decision-making processes of the Board of Governors and its Committees; and
  - 1.2.3 assist Board and Committee Members and others to recognize and to respond to Conflict of Interest situations.

**2.0 Applicability**

- 2.1 University-wide
- 2.2 This Policy is binding upon all current and future Members of the Board of Governors and its Committees as if each had signed, sealed and delivered a promise to comply with and be bound by this Policy.

**3.0 Definitions**

- 3.1 "Act" means the University of New Brunswick Act.
- 3.2 "Annual Disclosure Statement" is the standard written Board Member's statement disclosing all the Member's Private Interests and/or those of the Member's Directly Associated Persons.
- 3.3 "Board" means the Board of Governors of the University of New Brunswick.
- 3.4 "Board Chair" means the individual appointed by the Board of Governors or its Executive Committee as the Chair of the Board of Governors of the University of New Brunswick.
- 3.5 "Board Committee" is a standing, special, ad hoc or other committee established by the Board under its jurisdiction under the Act.
- 3.6 "Board Member" means a Member of the Board of Governors of the University of New Brunswick.

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- 3.7 “Board Vice-Chair” means an individual who has been appointed by the Board of Governors or its Executive Committee to the role of Vice-Chair.
- 3.8 “Conflict” means Conflict of Interest or Duty.
- 3.9 “Conflict of Duty” means a set of circumstances in which a Board and/or Committee Member has or appears to have a conflict between their duties to act in the best interests of the University and their duties they have or appear to have because of another role and/or Private Interest.
- 3.10 “Conflict of Interest” is a set of circumstances in which a situation or circumstance involving a Private Interest of a Board and/or Committee Member, which is sufficient to influence, or appear to influence, a Member’s exercise of an official power or performance of an official duty or function on behalf of the Board of Governors, its Committees and the University of New Brunswick.
- 3.11 “Directly Associated Person” means a person who is directly associated with the Board and/or the Committee Members, including, but not limited to:
- 3.11.1 Member’s minor child;
  - 3.11.2 Member’s Domestic Partner; (see clarification with respect to spousal independence, section 4.1.3)
- 3.12 “Domestic Partner” means the person to whom the Member is legally married or the person who shares with the Member the common necessities of life and responsibility for each other’s welfare and whom the Board and/or Committee Member declares to be his/her Domestic Partner.
- 3.13 “Executive Committee” means the Executive Committee of the Board of Governors.
- 3.14 “Member” means voting or non-voting Board Member and/or member of a Board Committee, including officers of the University as constituted from time to time.
- 3.15 “Policy” means the Conflict of Interest Policy of the Board of Governors of the University of New Brunswick.
- 3.16 “Private Interest” means a corporate, financial, personal, professional or private affiliation, relationship or involvement of a Member, including any Directly Associated Person, outside the scope of the Member’s appointment to the Board and/or a Committee. A Private Interest does not include an interest:
- 3.16.1 in a matter that is of general application;
  - 3.16.2 in a matter that affects the Member as one of a broad class of the public;
  - 3.16.3 that relates to a matter that is immaterial, insignificant or inconsequential with respect to the interest of the Board and its Committee and the University.

- 3.17 “Spousal Independence” means that marriage to or domestic partnership with a University employee or student will not be deemed to represent a conflict of interest or duty. However, Members are expected to identify such relationships when completing the Conflict of Interest Declaration.
- 3.18 “Token” with respect to a payment, benefit, gift or perquisite received by a Member means that the payment, benefit, gift or perquisite is purely honorary or symbolic in nature and is of nominal economic value.
- 3.19 “University” means the University of New Brunswick.

#### **4.0 Implementation**

- 4.1 RESPONSIBILITIES OF BOARD AND BOARD COMMITTEE MEMBERS WITH REGARD TO CONFLICT:
- 4.1.1 Board Members and Board Committee Members are appointed with the responsibility to act in the best interests of the University. A Board or Committee Member will not exercise an official power or perform an official duty or function if that Member has a Conflict of Interest or Duty or a perceived Conflict of Interest unless that Conflict has been disclosed, mitigated and/or managed appropriately. Members of the Board of Governors and Committee Members will adhere to the established and approved Board of Governors Conflict of Interest Policy. Board members must declare any real or perceived conflicts to the Chair of the Board.
- 4.1.2 Board and Committee Members, no matter how they come to be appointed, have a responsibility only to the best interests of the University. Any Member must function as a Member of the Board or Committee as a whole and not as a spokesperson for a constituency. Each Member has a duty with other Members to further the best interests of the University.
- 4.1.3 Members must maintain an arm’s length separation between their Private Interests or any other duties they might have with other roles and their official functions and duties as Board and/or Committee Members. Members of the Board shall be permitted spousal independence in circumstances where the Member’s domestic partner is a University employee or student. Such relationships should be reported when completing the Conflict of Interest Declaration.
- 4.1.4 Conflict of Interest or Duty can arise in the normal course of matters through no fault of any one person or event. Conflict of Interest and/or Duty exists when Member exercises an official power or performs an official duty or function and,

at the same time, there is a perceived or actual opportunity to further a Private Interest, which is sufficient to influence or appear to influence a Member's exercise of an official responsibility or performance of an official duty or function on behalf of the University of New Brunswick.

- 4.1.5 Members have a duty to avoid, mitigate and/or manage any circumstances that might reasonably be expected to give rise to Conflict of Interest or Duty. Members have a duty to disclose immediately all Private Interests that could compete with, or be at variance with any of their official functions and duties as Board and Committee Members.
- 4.1.6 At the time of their initial appointment to the Board and/or Committee, and each year thereafter, Members shall declare in the standard written disclosure statement all their Private Interests and those of their Directly Associated Persons that could affect, or be affected by the deliberations and decisions of the Board and Committees and the objectives of the University. (Disclosure Form provided in Appendix A.)
- 4.1.7 In their Annual Disclosure Statement, Members who are, or who may in the foreseeable future be, involved in discussions or decision-making processes pertaining to:
- 4.1.7.1 the purchase of goods or services
  - 4.1.7.2 the planning of facilities
  - 4.1.7.3 the selection of vendors or
  - 4.1.7.4 the awarding of contracts
- shall disclose any Private Interest of themselves and/or their Directly Associated Persons that pertains to the matter.
- 4.1.8 Members shall submit their Annual Disclosure Statements to the Board Chair in care of the Secretary of the Board.
- 4.1.9 The Chair shall submit his/her disclosure statement to members of the Executive Committee in care of the Secretary of the Board.
- 4.1.10 When the Chair of the Board considers that a conflict exists, but the Member considered to have the conflict does not disclose the conflict, the Chair of the Board may declare that a conflict exists and rule that the Member shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and/or a vote taken. Should members be uncertain whether there exists a sufficient conflict requiring disqualification, they shall declare their interest in the matter, question, or issue and shall be governed by the decision of

the Board or committee made by majority vote of those present whether they shall be disqualified from further participation. (from Motion 13, 4 of 19 November 1981)

- 4.1.11 At the beginning of each Board or Board Committee meeting, the Chair of the Board shall identify any conflicts of which he/she is aware. Members shall review the agenda items to be discussed and shall declare any Conflict of Interest or Duty not identified by the Chair.
- 4.1.12 If a Member identifies an unanticipated Conflict of Interest or Duty during the course of a Board or Board Committee meeting, the Member shall declare the Conflict of Interest or Duty and withdraw from the portion of the meeting in which the matter is being discussed or considered and shall abstain from voting and shall not seek to influence decision-making in any way.
- 4.1.13 If a person is in doubt as to whether a Conflict of Interest or Duty exists, he or she shall place the circumstances before the meeting, and the Board and/or Committee shall consider the circumstances and determine by vote whether a Conflict of Interest or Duty exists.
- 4.1.14 Members who have made a declaration of Conflict of Interest or Duty or who have been found by the Board or the Committee to be in Conflict of Interest or Duty in relation to any agenda items to be discussed, shall withdraw from the portion of the meeting in which the matter is being discussed or considered and shall abstain from voting and shall not seek to influence decision-making in any way.
- 4.1.15 The Secretary of the Board shall record the Member's withdrawal from the meeting and the abstention from voting for reasons of Conflict of Interest or Duty in the Board or Board Committee minutes. Quorum for the meeting, however, will be unaffected by a Member's withdrawal for Conflict of Interest or Duty.
- 4.1.16 Notwithstanding paragraphs 4.1.12, 4.1.13, and 4.1.15, and on matters pertaining to tuition and fees, the Board, as appropriate, shall waive the requirements of withdrawal and non-participation for a Member who has declared or been found to have a Conflict of Interest for the purpose of full discussion and examination of the issues provided that the Member undertakes and confirms their understanding of their on-going obligations to act in the best interests of the University as a whole.
- 4.1.17 Members shall comply with the following requirements:
  - 4.1.17.1 Non-Acceptance of Benefits, Gifts or Perquisites: No Member shall accept any benefits including travel and accommodation, gifts, or

- perquisites including membership of more than Token value from any person or organization, as a consequence of their services, role or position as a Board and/or Committee Member without written permission from the Chair of the Board of Governors
- 4.1.17.2 Prohibition Against Promotion of a Private Interest: Members shall not use their position at the University to offer or to promote goods or services in which they have a Private Interest.
- 4.1.17.3 Prohibition Against Self-Referral: Members who provide professional services or operate a private business shall not use their position at the University to generate referrals to or to promote the use of such services or facilities.
- 4.1.17.4 Non-Disclosure of Information: No Member shall disclose information gained in the capacity as a Board and/or Committee Member, which has not been released to the general public by the University, for the purpose of furthering a Private Interest or benefiting the Member or some other person or entity.
- 4.1.17.5 Prohibition Against Use of University Resources: Members shall not use the University's systems, equipment, supplies, facilities, staff or other resources for the personal gain, profit or remuneration of the Member or of a Directly Associated Person.
- 4.1.17.6 Moratorium on Contracts with Former Members: Members shall not seek, and the University shall not approve, any contractual or business relationship between the University and a former Member for a minimum period of six months from the time that the person ceases to be a Board and/or Committee member.
- 4.1.18 Any person who has questions or is concerned that a Member may be in a Conflict of Interest or Duty with respect to the official duties and responsibilities as a Member may report the matter in writing to the Board Chair. The Chair shall discuss the matter with the Member and may, should the Chair deem it to be necessary, bring the matter to the attention of the full Board in Closed Session for disposition.
- 4.1.19 If the Board finds that there has been a material breach of this Conflict of Interest Policy, the Board may choose to do any or all of the following:
- 4.1.19.1 issue a letter of censure to the Member concerned;
- 4.1.19.2 rule that the member shall forfeit the right to be or sit or act as a member of the Board (see Section 38 (1) of the UNB Act), and may rule

the Member's seat to be vacant. Any motion to this effect must be advised to the Member at least 48 hours before the meeting, and decided by a two-thirds majority vote of the members present; and;

4.1.19.3 take whatever other action is deemed appropriate to by the Board

4.1.20 Any person who has questions or is concerned that the Chair of the Board may be in a Conflict of Interest or Duty with respect to the official duties and responsibilities as a Member or as Chair of the Board, the Member may report the matter in writing to the Vice-Chair of the Board. The Vice-Chair shall discuss the matter with the Chair of the Board and may, should the Vice-Chair deem it to be necessary, bring the matter to the attention of the Board Executive Committee.

4.1.21 If the Board Executive Committee finds that there has been a material breach of this Conflict of Interest Policy, it shall refer the matter to the full Board for a decision on further action in Closed Session. The Board may choose to do any or all of the following:

4.1.21.1 issue a letter of censure to the Board Chair;

4.1.21.2 rule that the Board Chair shall forfeit the right to be or sit or act as a member of the Board (see Section 38 (1) of the UNB Act), and may rule the Board Chair's seat to be vacant. Any motion to this effect must be advised to the Chair at least 48 hours before the meeting, and decided by a two-thirds majority vote of the members present; and

4.1.21.3 take whatever other action is deemed appropriate by the Board.

## **5.0 Interpretation and Questions**

5.1 University Secretariat Office is located in Sir Howard Douglas Hall, Room 110. Questions concerning this policy may be directed to (506) 453-4613 [sjd@unb.ca](mailto:sjd@unb.ca).