

**Approval Authority:** Board of Governors

**Last Approved:** April 19, 2013

**Administrative Responsibility:** President

**Next Review:** 2024-2025

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## **Board Governance Policies**

### **5.1 Governance Process**

#### **E. Board Member Conduct**

##### **POLICY**

The Board expects ethical and appropriate conduct of itself and its members, consistent with NVIT's Values Statement. This includes proper use of authority, and appropriate decorum in group and individual behaviour when acting as a Board member.

1. Board members must comply with the Board's "Code of Conduct and Ethical Conduct" Bylaw.
2. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - i) Board members' interaction with the President or with Institute employees must recognize the lack of authority in any individual Board member or group of Board members.
  - ii) Board members will make no judgements of the President's or employee performance except as that performance is assessed against explicit Board policies by the official process.
  - iii) Board members' interaction with the public, media or other entities must recognize the same limitation and the similar inability of any Board member or Board members except the Chair to speak for the Board.
3. Board members will be approached occasionally by a community member(s), employee(s) or student(s) regarding a concern or problem. Board members shall not attempt to resolve concerns raised by stakeholders, faculty, staff, students or any other person on their own initiative. The protocol for dealing with these issues is as follows:
  - i) Community member - If the concern is a Board governance issue, the Board member shall refer the person to the Chair of the Board. If the concern is of an operational nature, the Board member shall refer the person to the President. If the community member is not prepared to take further action, the Board member should inform the Chair/President as appropriate about the concern, maintaining whatever discretion and confidentiality deemed appropriate.
  - ii) Student - the Board member, in the following order, should suggest that contact be made with the instructor, department head, relevant senior administrator (Dean, Associate Vice President, Vice President), or President regarding the concern. If the student is not prepared to take

further action, the Board member should inform the President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.

- iii) Employee - the Board member, in the following order, should suggest that contact be made with the department head, relevant senior administrator (Dean, Associate Vice President, Vice President), or President regarding the concern. If the employee is not prepared to take further action, the Board member should inform the President about the concern, maintaining whatever discretion and confidentiality deemed appropriate.

In all cases, the complainant must be advised that for any "real" follow-up, the complainant must be willing to participate in the process at some point.

- 4. Board members are expected to attend all Board meetings. Section 59 (7) of the College and Institute Act states, "If a member of the board has not attended 3 consecutive regular meetings of the board, the member is no longer a member of the board unless excused by a resolution of the board".
- 5. Board members must not reveal or divulge confidential information received in the course of their duties, nor may they use such information for any purpose outside of undertaking the work of the Board.

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