

**Code of Conduct
Of
The University of Calgary Senate (the “Senate”)**

I. GENERAL

Preamble

This Code of Conduct (the “Senate Code”) and the [University of Calgary’s Code of Conduct](#) (the “University Code”) together provide a framework to guide ethical conduct of Members in a way that upholds the integrity and reputation of the Senate and the University of Calgary (the “University”) and reflect a commitment to the values of the Senate. The Senate operates within the public trust and strives to achieve the highest ethical conduct in all of its operations.

Members are expected to behave in a way that aligns with this Senate Code and the University Code (together, the “Codes”). Members understand that the Codes do not cover every specific scenario and therefore, they are expected to use both the wording and the spirit and intent behind the Codes to guide their conduct.

Definitions

Where used in this Code:

“Senate” means the Senate and any committee of the Senate.

“Chancellor” means the chair of the Senate.

“OCS” means the Office of the Chancellor and Senate

“Harassment” means:

1. unwelcome and inappropriate verbal, written, graphic or physical conduct, or coercive behaviour, where the behaviour is known or reasonably ought to be known to be unwelcome and is based on a Protected Ground; or
2. Personal Harassment.

“Leave of Absence” means that the Member will step away from their duties as a Member, and will remove themselves from any association with, or participation in, their position or the Board, while still maintaining their status as a Member.

“Member” means a member of the Senate.

“Meeting Year” means the period from July 1 of one year to June 30 of the following year.

“Personal Harassment” means unwelcome verbal, written, graphic or physical conduct, behaviour or communication, not based on a Protected Ground, and directed toward an individual or group of individuals where:

1. there is a misuse or abuse of power having the effect or purpose of significantly abusing, threatening, demeaning or intimidating an individual or group of individuals; or
2. such conduct has the purpose or effect of significantly interfering with work or educational performance; or
3. such conduct creates an intimidating, hostile, or offensive working, living or educational environment.

“Protected Grounds” means race, religious beliefs, colour, gender, physical or mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation or any form of discrimination prohibited under the Alberta Human Rights Act including sexual harassment.

Application

This Senate Code applies to all Members.

II. GUIDING PRINCIPLES

The behaviour and decisions of Members shall be guided by these principles:

1. Members are responsible stewards of university resources.
2. Members will act honestly, in good faith, and in the best interests of the University without regard to their own private interests or the interests of the constituency that nominated or appointed them to the Senate.
3. Members will act with integrity, and in a manner befitting the trust and confidence placed in them and that will bear up under the closest public scrutiny.
4. Members will discharge their duties in an impartial and non-partisan manner so as to ensure that public confidence and trust in the integrity and impartiality of the Senate and the University are conserved and enhanced.
5. Decisions of Members will be made in the best interests of the University and to advance the mandate and long-term interests of the University.
6. Members will exercise care and diligence in the course of their work with the Senate, including demonstrating that they have: (i) made informed decisions in an independent fashion; (ii) had reasonable grounds for the decision; and (iii) conducted a reasonable analysis of the situation.
7. Once a decision is made, Members will respect the voting authority of the Senate and Senate majority decisions.
8. Members acknowledge that the Chancellor is the only official spokesperson of the Senate and agree that they will act in a way that is consistent with the Senate's protocols on Senate communications and public comment.
9. Members will consider the Codes before acting and, where there is any doubt, will refrain from the action in question and seek guidance as outlined in this Code.
10. Members will encourage their colleagues to act fairly and ethically and acknowledge that they are able to raise concerns about a suspected breach of the Codes by another to the Chancellor, the Chair of the Governance Committee or the OCS without fear of reprisal.
11. In the course of carrying out their responsibilities, Members will not engage in conduct, behaviour or communication that constitutes Harassment.

III. EXPECTATIONS REGARDING ATTENDANCE

Members are expected to:

- a) make every reasonable effort to attend all general Senate meetings, and all committee meetings of which they are a member, in person whenever possible;
- b) come to meetings prepared to engage in respectful, meaningful discussion and provide considered, constructive, and thoughtful feedback and commentary, express opinions and ask questions to enable the Senate to exercise its best judgment in decision-making and advising; and
- c) ensure that they are able to devote sufficient time and energy to carrying out their duties effectively.

If a Member is unable to attend a meeting, they will provide written notice to the OCS at least one (1) week in advance where reasonably practicable to do so, including an explanation for their absence and proposed arrangements for ensuring their duties are met despite the absence.

If a Member (i) fails to provide adequate notice of a meeting absence and make appropriate arrangements for ensuring their duties are met, or (ii) is absent from three or more meetings within a Meeting Year, the OCS will refer the matter to the Governance Committee to determine appropriate action, which may include:

- (i) appointing another Member as a substitute committee member for the duration of an ongoing absence or the remainder of the committee term;
- (ii) requesting the Member's resignation from or terminating their membership with the Senate; or
- (iii) any other action the Governance Committee deems appropriate.

IV. RULES GOVERNING CONFLICTS OF INTEREST

Defined terms used in this section and not otherwise defined in this Senate Code have the meaning set out in the University Code.

Members are required to take the following actions to meet their Conflict of Interest obligations under both the University Code and the Senate Code:

1. Complete and sign a declaration disclosing any potential, actual or perceived Conflicts of Interest, including any Private Benefit, Related Person or Related Entity that could give rise thereto, at the time of their initial appointment and annually thereafter at the start of each Meeting Year;
2. Disclose in writing any relevant new or additional information about those interests as soon as possible by completing and signing an updated declaration;
3. Disclose to the Chancellor or the OCS a potential, actual or perceived Conflict of Interest, including any Private Benefit, Related Person or Related Entity that could give rise thereto, at the first opportunity after they become aware of it;
4. Without limiting the requirements for disclosure and conflict management as outlined in this section, where Members hold a position (as an employee, owner, partner, or board member) with an organization that may potentially provide goods or services to the University, the Member must take steps within that organization to ensure they are not involved in or privy to (nor perceived to be involved in or privy to) the organization's responses to University Requests for Proposals, or other goods or services contracts with the University. Members cannot be involved in any way in the procurement of goods or services by the University from the organization with which the Member holds a position. Measures that the Member may request the organization put in place may include ensuring confidentiality walls/screens are implemented. Confirmation that steps have been taking to address the potential conflict should be included in the Members conflict disclosure.
5. Review agenda items and declare any Conflicts of Interest in respect of an item at the beginning of each meeting session of the Senate or at the beginning of the item;
6. Immediately seek guidance from the Chancellor, the Governance Committee Chair or the OCS where there is any doubt about the existence of a potential, actual or perceived Conflict of Interest; and
7. Actively manage a Conflict of Interest by applying one or more of the options below, as appropriate for the circumstance and as agreed to by the Chair of the meeting, if in a meeting, and the Chancellor if otherwise. Options for action include:
 - a) removing themselves from the meeting room for any discussion and the decision on matters for which the Conflict of Interest exists or is perceived to exist;

- b) remaining in the meeting room and abstaining from any discussion and vote on matters for which the Conflict of Interest exists or is perceived to exist;
- c) removing themselves from the circumstances which create the Private Benefit that gives rise to the Conflict of Interest;
- d) managing the Conflict of Interest in a different fashion with the prior approval of the Governance Committee or the Chancellor (where it is impractical to seek the approval of the Governance Committee); and
- e) resigning their position with the Senate.

V. RULES GOVERNING CONFIDENTIALITY

Preamble

The Senate places a high level of responsibility and trust in its Members. As part of a Member's duties, they will have access to confidential and proprietary information. In order to claim confidentiality over information, the information must be safeguarded and narrowly disclosed. Broad circulation, or even circulation outside of a specified group, including to assistants, can defeat a claim of confidentiality.

Proceedings in "closed" and "in-camera" sessions of the Senate are confidential, and circulation of materials is restricted to Members and those persons invited to attend for the particular item in the session.

Duties

In addition to their confidentiality obligations under the University Code:

1. Members will hold in the strictest confidence all proceedings of closed and in-camera Senate sessions and views expressed therein, and will not reveal, distribute or discuss confidential information with anyone outside of the appropriate Members and attendees at any time during or after the Member's term without the express prior, written authorization of the Chancellor or the Governance Committee Chair;
2. Members will safeguard all confidential information associated with the work of the Senate and, upon the termination of their tenure as a Member, will destroy (or return to the OCS for destruction) all confidential information in their possession and any confidential records created by the Member in connection with their service on the Senate; and
3. Members will advise authorized recipients of confidential information that the information they are receiving is confidential and that they are under an obligation to maintain its confidentiality.
4. Members should only use communication channels with the Senate (e.g. Senate email distribution list, Senator contact information, meeting time) for Senate-related activities. Specifically, Members should not use such communication channels to promote non-University events or for marketing activities (e.g. e-blasts) without prior consultation with and consent of the OCS. The OCS will determine if a proposed non-Senate communication is appropriate and will indicate any restrictions on the communication (e.g. may only be sent once, must be sent from the Member's Senate email).

VI. RULES GOVERNING POLITICAL ACTIVITY

Preamble

Regulating political activities in the public sector derives in part from the need for impartiality, or more importantly, the appearance of impartiality. These rules strive to balance the neutrality of the public service with a Member's ability to engage

in political activity, such as maintaining membership in a political party, volunteering for a political campaign, or running for governmental office.

Principle

These rules are grounded in one general principle: that a Member should not participate in a political activity that is, or that may reasonably be seen to be, incompatible with the Member's duties, or otherwise be seen to impair their ability to discharge their duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the position, the Board or the University.

Duties

Every Member must consider the Codes and notify the Chancellor of their intentions before embarking on any political activity and, where there is any possibility of an actual, potential or perceived Conflict of Interest, shall refrain from the activity in question or seek guidance from the Governance Committee before undertaking it.

Members must not identify themselves as acting in their capacity as Members of the Senate or otherwise representing the University and must make clear they are only acting in their personal capacity when involved in any political activity. Further, Members are prohibited from using Senate resources (including both tangible and intangible assets, such as funds, electronic and IT communications, accounts, computers, etc.) to support or engage in political activity.

Additionally, Members cannot hold office at any level of government during their term of office with the Senate. As such, Members are responsible for taking the following actions:

1. A Member must notify the Chancellor of their intentions before running in an election.
2. A Member who runs as a candidate in an election at any level of government must take a Leave of Absence from the Senate during the election process. The leave will commence the day after the writ for the election is issued or on the day the candidacy is publicly announced, whichever is earlier, and will end on the day following election day.
3. A Member who is elected to a position at any level of government must resign from the Senate effective the day of their election.
4. A Member not elected is entitled to return to the Senate effective the day after the election.

I. OBLIGATIONS OF THE CHANCELLOR

In addition to their Conflict of Interest obligations under the Codes and applicable University policies, the Chancellor may not use their office or powers to influence or seek to influence a decision to be made by or on behalf of the Crown in right of Alberta, a provincial agency or the University in order to further their own private interest or to improperly further any other person's private interest. The Chancellor may not use or communicate information that is not available to the general public and is gained in the course of carrying out their office or powers to further or seek to further their own or any other person's private interest.

VII. ADMINISTRATION

Code Administrators

The Chancellor, with the assistance of the OCS, is responsible to administer the Codes in respect of Members.

In particular, the Chancellor is responsible for: (i) ensuring that Members are informed of their duties under the Codes and of their responsibilities to comply with the Codes; and (ii) consulting, where appropriate, legal counsel to the Senate.

The Governance Committee and its delegate(s) are responsible to provide advice regarding the interpretation and application of the Codes. The Governance Committee may delegate any of its responsibilities under this Senate Code to the Governance Committee Chair, the Chancellor, or the OCS, as appropriate.

Inquiries about this Senate Code and its application should be addressed to the Governance Committee or its delegate(s). The Governance Committee may direct that Members contact the Governance Committee Chair, the Chancellor or the OCS in the first instance to discuss the interpretation and application of the Codes.

Every Member agrees to be bound by any decision of the Governance Committee or its delegate(s) regarding the interpretation and application of this Senate Code. Members further agree to abide by any decision of the Governance Committee in the event of non-compliance with the Codes.

Non-Compliance

Members acknowledge that breaches of the Codes may result in disciplinary action, up to and including a request for their resignation or a termination of their appointment.

Members are required to immediately report any potential or actual breach to the Chancellor. If the potential or actual breach involves the Chancellor, the circumstances should be reported to the Chair of the Governance Committee for handling. The Procedure for Investigating Protected Disclosures does not apply to any alleged breach of the Codes by a Member.

Upon notification of a potential or actual breach, the Chancellor or the Chair of the Governance Committee, as applicable, will review the circumstance and details and will notify the Member involved and seek a response. The Chancellor or the Chair of the Governance Committee, as applicable, will make a determination regarding compliance and will notify the Member, the notifier, the OCS, and the Senate Recruitment and Membership Committee. The identity of the notifier will not be disclosed unless required by law or in a legal proceeding.

The Governance Committee will assess the non-compliance and decide on an appropriate action. Breaches will be reported to the Senate by the Governance Committee at least annually.

General

This Senate Code comes into effect 14 days after the later of: (i) the date it is approved by the Senate; and (ii) the date it is approved by the Ethics Commissioner. This Senate Code will be published on the first business day after it is approved by the Senate.

The Senate will review and, if deemed appropriate, revise this Senate Code at least once every three years.

At the time of appointment to a position with the Senate and at the beginning of each Meeting Year thereafter, each Member shall sign this Senate Code indicating that the Member has read, understands and agrees to comply with the Codes.

The Codes supersede all prior or existing Codes of Conduct and Conflict of Interest policies and procedures applicable to Members.

VIII. CONFIRMATION

By signing below, I hereby confirm that I have read and understand the Codes and agree to abide by the provisions, and spirit and intent, of both of the Codes as each applies to me.

Signature

Name

Date