

CODE OF CONDUCT AND ETHICS

FOR MEMBERS OF

THE BOARD OF GOVERNORS OF ATHABASCA UNIVERSITY

1.0 INTRODUCTION

While it is assumed that all members of the Athabasca University (“University”) community, including employees and volunteers, respect and maintain the highest standards of professional and ethical conduct, this Code of Conduct and Ethics is directed to members of the Board of Governors of Athabasca University (the “Board”). In exercising their powers and discharging their duties as members of the Board, Members shall act honestly and in good faith with a view to the best interests of the University and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The reputation of the University of honesty and integrity among its stakeholders is key to its success. In conducting University business, Members must respect and comply with the relevant laws and regulations of Alberta and Canada and other jurisdictions in which the University conducts business.

In addition to following this Code in all aspects of University business, Members are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of University policies and applicable laws. This Code does not supersede the specific policies and procedures that are covered in the General By-laws, and the Statement of Quality and Performance Standards of the Board of Governors of Athabasca University or in the University’s specific policy statements.

2.0 FREEDOM FROM HARASSMENT

The University is committed to providing a living, learning and working environment that is free of harassment and is supportive of productivity, academic achievement, and the dignity, self-esteem and fair treatment of all members of its community. The University Policy – Anti-Harassment Policy for Employees, gives practical application to that commitment. Members are expected to be familiar with the policy and ensure their actions are consistent with the policy.

3.0 CONFLICT OF INTEREST

Members must be scrupulous in avoiding a conflict of interest with regard to the University’s interests. A conflict of interest exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the University. Conflicts of interest may not always be clear-cut; Members’ questions should be directed to the Board Chair. A Member who becomes aware of a conflict or potential conflict should bring it to the attention of the Board Chair. The specifics of the Conflict of Interest policy for Members are contained in the General By-laws of the Board. Members are required to disclose conflicts of interest in accordance with those By-laws.

4.0 CONFIDENTIALITY

Members must maintain the confidentiality of confidential information entrusted to them by the University or its stakeholders, except when disclosure is authorized or required by laws, regulations or legal proceedings. Whenever feasible, Members should consult with the Board Chair or the President if they believe they have a legal obligation to disclose confidential information. Confidential information includes all non-public information that might be of use to competitors of the University, or harmful to the University or its stakeholders if disclosed. It also includes information that stakeholders have entrusted to the University. Confidentiality of records and information of the Board is explained in the General By-laws of the Board of Governors of Athabasca University.

5.0 PROTECTION AND PROPER USE OF THE UNIVERSITY'S ASSETS

Theft, carelessness and waste have a direct impact on the University. Any suspected incidents of fraud or theft should be immediately reported to the Board Chair or the President for investigation. The University's assets may only be used for University purposes and never for illegal purposes. Members have an obligation to protect the University's assets, including proprietary information. The Board must ensure there are appropriate safeguards and policies in place to ensure the assets are protected. Proprietary information includes any information that is not generally known to the public, which may have commercial or competitive value. Examples of proprietary information are intellectual property, operating and marketing plans, student and employee information. Members have the obligation to preserve proprietary information and protect assets even after leaving the Board.

Members are prohibited from (a) taking for themselves personally opportunities that properly belong to the University or are discovered through the use of the University's property, information or position; (b) using the University's property, information or position for personal gain; and (c) competing with the University. Members owe a duty to the University to advance its legitimate interests when the opportunity to do so arises.

6.0 FAIR DEALING

Members must deal fairly with the University's stakeholders. None should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

7.0 ACCURACY OF THE UNIVERSITY'S RECORDS AND REPORTING

Honest and accurate recording and reporting of information is critical to the ability of the Board to make responsible business decisions. The University's accounting records are relied upon to produce reports for the University's management, students, creditors, government agencies and the community in general. The financial statements and the books and records on which they are based must accurately reflect all transactions and conform to all legal and accounting requirements and a system of internal controls.

Records and communications often become public through legal or regulatory investigations or the media. Exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies are to be avoided. This applies to communications of all kinds, including email and informal notes or interoffice memos. Records are retained and destroyed in accordance with the University's records retention policy. Any complaints or concerns related to accounting, internal controls or auditing matters should be referred to the Chair of the Audit Committee.

8.0 REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

Members must conduct the business and affairs of the University in a lawful and ethical manner. Members are encouraged to talk to the Board Chair, the President, or the Chair of the Audit Committee when in doubt about the best course of action in a particular situation.

This Code cannot, and is not intended to, address all situations. In some circumstances Members may need to rely on judgement and consultation with the Board Chair or the President in determining an appropriate course of action. In circumstances where a Member suspects conduct that contravenes policy or good conduct, the Member has an obligation to report the conduct to the Board Chair, the President, or the Chair of the Audit Committee.