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## Policy #8: Board Member Code of Conduct and Conflict of Interest

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The Board commits itself and its trustees to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as trustees.

- 8.1 Trustees must have loyalty to the ownership **and operations of the Board**, without conflict in loyalties to staff, other organizations, and any personal interest as a consumer.
- 8.2 Trustees must avoid conflict of interest with respect to their fiduciary responsibility:
- (i) There will be no self-dealing or business by a member with the organization. Trustees will disclose their involvements with other organizations, with vendors, or any associations which might be, or might reasonably be seen as being, a conflict. No member of the Board shall take part in the discussion of any questions in which he/she has a personal or pecuniary interest beyond his/her interest as an ordinary ratepayer, nor shall he/she vote on the same. Refer to [The Public Schools Act \(PSA\) Section 36 to 39.8](#) inclusive.
  - (ii) When the Board is to decide upon an issue, about which a trustee has an unavoidable conflict of interest, that trustee shall absent herself or himself without comment from not only the vote, but also from the deliberation.
  - (iii) Trustees will not use their Board position to obtain employment in the organization for themselves, immediate family members, or close associates. *A trustee shall absent herself or himself without comment from not only the vote, but also from the deliberation of employment pertaining to family members, close associates, or the trustee her/himself.* Should a trustee be successful in securing employment with the Sunrise School Division, he or she must resign from the Board prior to start of employment.
- 8.3 Trustees must not attempt to exercise individual authority over the organization:
- (i) Trustees' interaction with the Superintendent or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.



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- (ii) Trustees' interaction with public, press or other entities must recognize the same limitation and the inability of any Board trustee to speak for the Board except to repeat explicitly stated Board decisions.
  - (iii) Except for Board deliberation about whether reasonable interpretation of Board policy has been achieved by the Superintendent, trustees will not express individual judgements of performance of employees or the Superintendent.
- 8.4 Trustees will maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Board, especially those matters discussed during the in camera session.
- 8.5 Trustees shall keep in confidence any personal or confidential information obtained in his or her capacity as a trustee and not disclose the information except when required by law or authorized by the school board to do so.
- 8.6 Trustees shall not leave the room when the Chair has put a question on the floor.
- 8.7 Trustees will adhere to the [Respectful Workplace Policy](#) (Respectful Workplace, GBAA).
- 8.8 Trustees will adhere to the Sunrise [Code of Conduct](#), ADD.
- 8.9 Trustees shall not speak to the question or in reply for longer than 3 minutes without leave of the Chair.
- 8.10 Trustees shall not speak more than once on the same question without leave of the Chair. The trustee who proposes the question is permitted to reply and thereby close debate. A member may speak more than once for clarification only.
- 8.11 Trustees will notify Board Chair or designate of absence from any meeting prior to the meeting. Board trustees missing three (3) consecutive Regular Board meetings will vacate his/her seat unless the Board passes a motion to excuse those absences based on rationale provided by the absent trustee. The Board must pass a motion before the end of the third consecutive meeting. [\[PSA39.8\(c\)\]](#)

8.12 To build trust among members and to ensure an environment conducive to effective governance, members will:

- (i) Focus on issues rather than personalities
- (ii) Respect others who have differing opinions
- (iii) Respect decisions of the full Board
- (iv) Exercise honesty in all written and interpersonal interaction, never intentionally misleading or misinforming each other
- (v) Address concerns privately, praise publicly
- (vi) Make every reasonable effort to protect the integrity and promote the positive image of the division and one another.

8.13 Trustees shall adhere to Code of Conduct for School Trustees as outlined [\(PSA35\)](#)

8.14 Trustees shall adhere to [The Public Service Act](#) in order to provide ethical and effective public service for Manitoba.

#### 8.15 **Process for Addressing Breaches of the Code of Conduct**

Trustees are committed to faithful compliance with the provisions of the Board's policies. In the event of an individual trustee's demonstrated willful and/or continuing breach of policy, any trustee(s) may seek remedy by the following process:

- (i) Notification of the violation presented to the Chair of the Board of Trustees.
- (ii) Notification, if feasible, in a private setting between the alleged offending trustee and the Chair of the Board of Trustees or, if applicable, the Board member who initiated the notice of the violation.
- (iii) If not resolved, discussion in a private session between the offending member and the entire Board of Trustees.

(iv) If resolution cannot be achieved at this point, between the offending member and the Board, the Board will impose sanctions which may include:

- Censuring the trustee;
- Barring the trustee from attending all or part of a meeting of the Board or a committee of the Board;
- Suspending the trustee from the Board, including suspending all the trustee's rights, duties and privileges as a member of the Board, for up to three months as per the [PSA35.2\(1\)](#).

(v) Appeal of Sanction:

- A Trustee sanctioned under 8.15(iv) may initially seek an appeal to the Board, in camera. If the outcome of this appeal remains unsatisfactory to the Trustee, she/he may appeal to a single adjudicator appointed by the Minister [\[PSA35.3\(1\)\]](#); or
- A Trustee sanctioned under 8.15(iv) may initially seek an appeal to a single adjudicator appointed by the Minister [\[PSA 35.3\(1\)\]](#).

(vi) Chair/Presiding Officer

- The Code of Conduct applies equally to the Chair of the Board. In the case of an allegation of a breach of the Code by the Chair, wherever a process requires action by the Chair, it shall be modified to read the Vice-Chair.
- The Chair of the Board or Presiding Officer of any meeting of the Board or committee of the Board shall exercise their powers in a fair and impartial manner having due regard for every Trustee's opinion or views.

**References:**

[Policy 1 – Vision, Values and Mission](#)

[Policy 3 – Role of the Board](#)

[Policy 7 – Board Operations](#)

Legal Reference: [The Public Schools Act](#)

Date Adopted: February 2017

Date Amended: May 2019; June 21, 2022; June 4, 2024