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## Policy on Code of Ethical Conduct

Title:	Code of Ethical Conduct POL 003
Policy number:	
Approval(s) required	Academic Senate <input type="checkbox"/> Board of Trustees <input checked="" type="checkbox"/> Both <input type="checkbox"/>
Date of Senate approval if required	(dd/mm/yyyy)
Date of Board approval	13/09/2023
Effective date of implementation	13/09/2023
Frequency of review required	3 years
Replacing or superseding information	None
Revision number	New
Responsible Office	Office of the University Secretary
Accountable Officer	University Secretary
Related legislation, regulation, policy, or policies	University of The Bahamas Act, 2016
Appendix/Appendices	Appendix A: Acknowledgement of the Code of Ethical Conduct Form

1. **Authority**

The Board of Trustees.

2. **Purpose**

This policy sets out ethical guidelines and best practices to follow for honesty, integrity, and professionalism.

3. **Scope**

This policy applies to Trustees of University of The Bahamas.

4. **Definitions**

None

5. **Policy Statement**

**5.1. Governance Responsibilities**

5.1.1. Public Trust. The Board of Trustees is responsible for the governance of the University. Board members hold a fiduciary position of public trust and are expected to carry out their governance responsibilities in an honest, ethical, and diligent manner.

5.1.2. Welfare of the Entire University. Board members bring diverse backgrounds, experiences and expertise valuable to the governance of the University. In carrying out their duties, Board members must keep the welfare of the entire University paramount over any other interest.

5.1.3. Duty of Care. Board members must discharge their duties, including duties as members of committees, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interest of the University.

5.1.4. Time Commitment. In undertaking the duties of the position, a Board member shall make the commitment of time necessary to carry out his/her governance responsibilities. Board members must regularly attend and actively participate in Board and committee meetings and special assignments.

Failure to attend three regular meetings in succession of the Board or of a committee on which the Board member serves shall be cause for the Board to consider the Board member's removal.

5.1.5. Due Diligence. Board members shall undertake with due diligence a critical analysis of the risks and benefits of any matter coming before the Board for action. Board members shall promote a culture of constructive debate about major initiatives and transactions and shall require the University's administration to provide information necessary to carry out their duty of care to act in the best interest of the University.

5.1.6. Legal Authority. Board members shall have no legal authority to act outside of Board meetings in their capacity as Board members, except as otherwise provided by law, unless specifically authorized by the Board to do so, a Board member shall avoid acting as a spokesperson for the university or the Board.

**5.2. Conflict of Interest (see By-laws and Conflict of Interest Policy)**

5.2.1. It is the responsibility of each Trustee to recognize situations in which he or she has a conflict of interest, or might reasonably be seen by others to have a conflict, to disclose that conflict to the Board. The definition of and guidelines for the management of a conflict of interest are set

out in clauses 33 to 38 of the By-laws. Board members must perform their duties and responsibilities with objectivity and integrity consistent with their fiduciary responsibilities to the University. Board members must avoid self-interest while performing as a member of the Board. Therefore, conflicts of interests, both real and perceived, must be identified and avoided. A conflict of interest is a personal interest, financial or otherwise, that might impair or reasonably appear to impair a Board member's independent, unbiased judgment in the discharge of his/her responsibilities to the University.

- 5.2.2. It is unlawful for any member of the Board to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with the University. A Board member who violates these prohibitions is subject to removal by the Board (upon a vote of two thirds of the total membership in accordance with Statute II (3)(e)). Board members shall not use the authority, title, prestige, or other attribute of the appointment for personal benefit or gain for themselves or for any relative.

### **5.3. Confidentiality of Board Meetings**

- 5.3.1. Trustees will, in the course of their work, have access to discussions and documents related to Board matters that they are expected to treat as confidential.
- 5.3.2. Trustees are expected to respect the confidentiality of Board discussions, Board presentations by individuals or organizations outside the Board and of all material distributed to Board members, except where these are explicitly recognized by the Board as disclosable.

### **5.4. Procedure in Case of Alleged Infraction**

- 5.4.1. Anyone alleging a suspected infraction of the code of ethical conduct by any Trustee shall have the right to submit a written statement detailing the violation of the Code of Ethics to the Board Chair. If the complaint is against the Board Chair, the written statement shall be sent to the Vice Chair of the Board.
- 5.4.2. The Chair or Vice Chair shall investigate the complaint in consultation with the General Counsel and determine if there is cause for further investigation.
- 5.4.3. If the complaint is found to have merit, the Board Chair shall report the complaint to the Board and refers the matter to the Executive, Governance and Nominating Committee who shall hear the matter and deliberate on further action, if necessary.
- 5.4.4. If a Board member has been found to have materially and seriously violated the Code of Ethics, the Board member shall automatically cease to be a Trustee and shall be removed as a member of the Board pursuant to Statute II (3)(e). by a two-thirds (2/3) vote of the Board. Upon removal, the position shall be considered vacant, and the vacancy shall be filled as provided by law.

**Appendix A**

## **Acknowledgement of the Code of Ethical Conduct**

To be completed by new Trustees at the time of appointment.

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I declare that I have read and understood the University of The Bahamas' **Code of Ethical Conduct** and that I am willing to abide by its terms.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_