

QUEEN'S UNIVERSITY BOARD OF TRUSTEES  
CODE OF CONDUCT

*(approved by the Board of Trustees March 6, 2009, amended May 6, 2016, May 10, 2019, March 4, 2022)*

I Preamble

Queen's University (the "University" or "Queen's") is dedicated to learning, intellectual inquiry, the dissemination and advancement of knowledge, personal and professional development, and good citizenship. Trustees are expected to adhere to and promote Queen's core values of truth, responsibility, respect, freedom, and wellbeing. It is these core values that are intended to inform and guide trustee conduct. In turn, these core values require mutual respect for the dignity, property, and rights of others in the community.

II Responsibility to the University

Trustees of Queen's University are directors with fiduciary responsibilities towards the University and the University community, which means they have:

1. A duty of loyalty towards the University.
2. A duty to act honestly and in good faith in the best interests of the University.
3. A responsibility when carrying out their responsibilities as Trustees, to exercise the care, diligence and skill that a reasonable prudent person would exercise.
4. A duty to declare conflicts of interest.

Additionally, trustees shall, in the execution of all of their

2. Trustees shall conduct themselves in a manner that demonstrates respect for different perspectives, builds on the contribution of others and constructively puts forward alternative considerations.
3. When a Board decision is made, the Trustees shall respect that decision.
4. All inquiries about proceedings of the Board or its committees or about decisions of the Board shall be directed to the Chair or other designated person.

## VI Personal Conflicts

### Definition

Trustees are in a position of trust and are accountable for fulfilling their duties to the University with integrity. A conflict arises when the interest, direct or indirect, of a Trustee, his or her spouse, partner, parent, sibling, or child (*personal interest*), or of an organization or person whose interests a Trustee represents or is required to place above others including but not limited to corporate directorships, trusteeships, agency, employment and solicitor-client relationships (*professional interest*) conflicts or appears to conflict with the duty owed by the Trustee to the University.

Members of the Investment Committee shall, in addition, be governed by the Conflict of Interest provisions in the Statement of Investment Policies and Procedures (SIP&P) adopted by the Investment Committee, as amended from time to time.

The following rules will assist Trustees to address conflicts.

1. Each Trustee shall complete and deliver, at least annually, to the Secretary of the Board a Disclosure of Interest form listing personal and professional interests which could give rise to a possible conflict, direct or indirect, with the Trustee's duties to the University. Each Trustee shall notify the Secretary in writing of any changes to that list in a timely fashion.
2. A conflict of interest shall be disclosed by the Trustee to the Secretary of the Board at the earliest possible opportunity, and no later than the beginning of the meeting at which the matter which may give rise to the conflict is the subject of consideration. The disclosure of interest shall be included in the minutes of the meeting in question.
3. The Trustee who has disclosed a conflict shall not take part in the discussion about nor vote on the matter and shall absent her or himself from the meeting when the matter is being discussed if requested by the Board.
4. A Trustee who is an employee or former employee of the University, a spouse or partner of an employee or former employee of the University, may take part in discussions about matters relating to remuneration, benefits, terms of employment and rights or privileges related to employment which affect the Trustee or his or her spouse or partner but may not vote on such matters.
5. A Trustee who is a student may take part in discussions and vote on matters relating to tuition.
6. When the Chair of the Board considers that a conflict exists, but the Trustee considered to have the conflict does not disclose the conflict, the Chair of the Board may declare that a conflict exists and rule that the Trustee shall absent her or himself from the meeting while the matter that is the subject of the conflict is discussed and a vote taken. The Trustee may challenge the Chair by asking that a resolution be carried by the majority of the Trustees present and voting. The Trustee determined to have the conflict shall absent her or himself from the meeting while the conflict is discussed, and a vote taken.

7. Where the number of Trustees who by reason of the provisions of these rules, are disabled from participating in a meeting is such that at the meeting there are not sufficient members to constitute a quorum, then the remaining members shall be deemed to constitute a quorum, provided the number is not less than seven.

VII Breaches

A breach of this Code of Conduct may result in removal from the Board. Such removal shall be decided by majority vote of the Board.

VIII Acknowledgement and Undertaking

I confirm that I have read, understand, and agree to abide by the above Queen's University Board of Trustees Code of Conduct.

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
PRINT NAME

