

Signatures: _____
SATCC Commission Board Chair

SATCC Commission Board Vice Chair

Board Category Governance – G3
and Policy Name: Conflict of Interest and Code of Conduct

Approved: November 26, 2020

Supersedes: October 5, 1999; April 6, 2011; February 10, 2016; January 24, 2018

Next scheduled review: November 2023

Policy The SATCC Board and members of its committees and Trade Boards are committed to ethical and businesslike conduct. This includes the proper use of authority, and appropriate decorum when acting as a SATCC Board or Trade Board member.

A conflict of interest arises when a Board member's private interests supersede or compete with his/her dedication to the interests of the SATCC. This could arise from real, potential or apparent conflict of interest and may be financial or otherwise.

In the event of any breach of the member's fiduciary responsibility, the code of conduct outlined in the procedures of this policy, or a failure to remedy or disclose an actual or perceived conflict of interest, the consequences should reflect the magnitude and seriousness of the breach.

The Board may consider the following examples of possible consequences when dealing with a breach of the *Conflict of Interest and Code of Conduct Policy*:

- The Board member may be offered the opportunity to resign.
- The Board may recommend to the appointing body to terminate the appointment of the Board member.
- The Board may consider taking legal action against the Board member.
- If the Board member is in breach of the law, the Board will report the Board member's action to the proper authorities.

The preceding list is not exhaustive and does not preclude other courses of action that the Board may deem appropriate under the circumstances.

The Board recognizes the need to have each Board member review the policy on an annual basis. All Board members must acknowledge they have reviewed and understood the procedures outlined in the Policy and sign them upon appointment to the Board. This will occur each time the Policy is amended and no less than annually at the Annual General Meeting or at the earliest time subsequent to the Annual General Meeting.

Procedures

Board members shall respect the confidentiality appropriate to issues of a sensitive nature and act honestly and openly at all times following the letter and intent of *The Apprenticeship and Trade Certification Act, 2019*. Confidential information may only be disclosed if it is sanctioned by the Board or is required by law.

A Board member has an obligation to declare a conflict of interest prior to discussion or decision of an issue. Upon declaration of a conflict, the member must absent himself/herself from the proceedings during discussion and/or voting on that particular matter.

Any Board member who perceives another member to be in a conflict of interest in a matter under consideration must identify the perceived conflict to the Board. With the Board member perceived to be in conflict refraining from voting, the Board shall determine by majority vote whether or not a conflict of interest exists. If a Board member is declared by majority vote to be in conflict of interest or to be perceived to be in conflict, he/she shall absent himself/herself from the proceedings during discussion and/or voting on that particular matter.

Although Board members are appointed by various appointing bodies and organizations, their primary duty and responsibility is to all stakeholders engaged in the apprenticeship system. Board members must not serve the interests of specific groups, associations or organizations.

Board members must not use their positions for personal gain or to obtain employment in the SATCC or personal gain for themselves, family members or close associates.

Any Board member who wishes to apply for employment with the SATCC must resign his/her position as a Board member prior to making application for such employment.

Board members shall respectfully work with other Board members in a spirit of harmony and cooperation, giving members courteous consideration of their opinions.

Board members shall devote time to activities that enhance their ability to function effectively as governing Board members.

The Chairperson shall be the spokesperson for the Board and is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances approved by the Board.

Board member interaction with the public, press or other entities shall recognize the lack of authority vested in any Board member to speak for the Board except when explicitly authorized by the Board.

Background

In accordance with *The Apprenticeship and Trade Certification Act, 2019*, Section 48(1)(e), the SATCC Board is responsible for establishing conflict of interest rules governing members of the Board or any committee or Trade Board of the Commission.

Related documents in Aprio:

The Apprenticeship and Trade Certification Act, 2019– Subsection 48(1)(e) provides that the Board shall establish conflict of interest rules for Board members and members of any committee of the Commission or a trade board.

SATCC Board of Directors Board Charter – Section 10 - Ethical Behaviour lays out the expectation for Board confidentiality and disclosure of any conflict of interest.

SATCC Board of Directors Terms of Reference – document includes a section on Board confidentiality.

A2 Commission Board Meetings and Minutes – policy states that all deliberations and discussions of the Board are confidential.



Board Member Annual Declaration

I ACKNOWLEDGE that I have read and understand the *Code of Conduct and Conflict of Interest Policy* and that I agree to conduct myself in accordance with the provisions of the *Code of Conduct and Conflict of Interest Policy* as it applies to members of the Board.

I UNDERTAKE to affirm in writing that I have read, understood and will comply with the most recent version of the *Code of Conduct and Conflict of Interest Policy* which applies to all members of the SATCC Board and Trade Boards.

Signature of Board Member

Date

