



POLICY AND PROCEDURE MANUAL

POLICY 17 – DIRECTOR LOYALTY & COMMITMENT

INTERPRETATION

1. Definitions. For purposes of this Policy, the following terms have the following meanings:

- (a) **“Board”** means the board of directors of HSF;
- (b) **“Constitution”** means the governing constitution of HSF, from time to time in force and effect;
- (c) **“Designated Official”** means the individual responsible for applying the provisions of this Policy. For the President, the Designated Official is the Chairperson of HSF and for all other Directors, the Designated Official is the President;
- (d) **“Directors”** means the Directors of HSF from time to time and **“Director”** means any one of them;
- (e) **“HSF”** means Humber Students’ Federation;
- (f) **“Policy”** means this Policy 17, as it may be amended from time to time; and
- (g) **“President”** means the President of HSF.

PRINCIPLES

2. Purpose. The purpose of this Policy is to promote public and HSF membership confidence in the integrity, objectivity and impartiality of the Board by:

- (a) establishing principles and standards to govern the actions of the Directors;
- (b) establishing clear standards for dealing with real, perceived or potential Board conflicts, applicable to all Directors;
- (c) reducing the possibility of conflicts between the private interests of the Directors and their HSF-related duties and responsibilities; and

- (d) providing the means to identify and resolve such conflicts in favour of the best interests of the HSF.

3. Application. This Policy applies to each Director. In the event of any inconsistency between this Policy and the By-laws, the provisions of the Constitution will prevail.

4. Fiduciary Duty. In accordance with the purpose of this Policy, all Directors shall act honestly, in good faith and in the best interests of HSF.

5. General Definition. A conflict arises when a Director's personal interest may take precedence over, or compete with, his or her HSF-related duties and responsibilities. Conflicts may be real, perceived or potential and may evolve at any time before, during or after a Director is elected or appointed to the Board.

6. Outside Activities. A Director must not engage in any outside activity that could conflict with his or her HSF-related duties and responsibilities. Conduct that could create a conflict for a Director includes, but is not limited to, engaging in outside interests or activities:

- (a) that could call into question the Director's ability to perform his or her HSF-related duties and responsibilities impartially, objectively and in the best interests of HSF;
- (b) that could interfere with the Director's ability to perform his or her HSF-related duties and responsibilities in a timely and effective manner.

For clarity, except in relation to HSF organizations or HSF sanctioned organizations, a Director shall not hold an Executive or Board of Director's position, of any other student association or student advocacy group throughout his or her term of office as a Director.

7. Prohibited Use of Position. A Director must not use, or seek to use, his or her position as a Director in a manner that could conflict with his or her HSF-related duties and responsibilities. A conflict could arise in situations that include, but are not limited to, situations in which a Director uses his or her position to promote, advance or advocate a personal belief contrary to the best interests of HSF.

PROCESSES AND PROCEDURES

8. Disclosure to Board. A Director must comply at all times with the provisions set out in this Policy. If a Director has contravened this Policy or may be in contravention of this Policy (a "**Contravention**"), the Director must declare the Contravention:

- (a) at the first meeting of the Board held after the Director becomes aware of the Contravention; or

- (b) if an individual in Contravention becomes a Director, at the first meeting of the Board after he or she is elected or appointed to the Board.
- (c) Once the contravention is disclosed to the board, the board will vote if it is acceptable. If deemed not acceptable by the board, appropriate steps of action will be determined.

9. Written Disclosure. In addition to the disclosure provisions of Section 8 of this Policy, a Director must promptly disclose the Contravention in writing to the Board and request that the President or the Secretary of HSF cause the nature and extent of the Contravention to be recorded in the minutes of the next meeting of the Board.

10. Removal of Contravention. A Director in Contravention must take immediate positive steps to remove any existing or perceived conflicts and establish or re-establish adherence with this Policy.

11. Suspected Non-Compliance. If the Designated Official has reasonable cause to believe that a Director has failed to comply with the provisions set out in this Policy, the Designated Official shall investigate the basis for such belief and, if the Designated Official determines that such belief is supportable, he or she shall afford the Director an opportunity to explain, in writing, the alleged failure to comply.

12. Confirmed Non-Compliance. If, after receiving and reviewing the written explanation of a Director who is suspected of not complying with the provisions set out in this Policy and after making such further investigation as may be warranted in the circumstances, the Designated Official determines that the Director has failed to comply with the provisions set out in this Policy, he or she may report his or her determination to the Board and recommend that the Board pursue one or more of the options set out in Section 13 of this Policy.

13. Failure to Comply. If a Director fails to comply with the provisions set out in this Policy, the Board will ask the Director to tender his or her resignation as a Director to HSF and, if he or she does not do so:

- (a) recommend the Director's removal in accordance with Articles 18.9(1) or 18.10(2) of the Constitution.