

August 15, 2020

Ryerson University Code of Conduct for Board of Governors

I. Introduction

Ryerson University is a corporation incorporated under the *Ryerson University Act, 1977* (the “Act”). The Board of Governors are members of Ryerson University. Pursuant to the Act, the government, conduct, management, and control of Ryerson University, and its property, revenues, expenditures, business, and affairs, except with respect to such matters as are assigned by the Act to the Senate, are vested in the Board of Governors.

This Code of Conduct clarifies the standards of conduct, expectations, and responsibilities of each member of the Board of Governors in order to uphold the reputation and support the mission of Ryerson University, a copy of which is attached.

II. Application and Scope

This Code of Conduct applies to each member of the Board of Governors including but not limited to appointed, elected, and honorary members.

This Code of Conduct does not supersede the obligations of each member of the Board of Governors under the Act, by-laws of Ryerson University (“By-laws”) or applicable laws.

III. Interpretation

All capitalized terms not otherwise defined have the meanings ascribed to them under the Act or By-laws of Ryerson University

IV. Duties, Expectations, and Responsibilities

1. Fiduciary Duty

Each member shall act honestly and in good faith with a view to serving the best interests of Ryerson University. Each member is required to:

- (a) be honest in dealing with Ryerson University and others on behalf of Ryerson University;
- (b) maintain loyalty to Ryerson University in its entirety rather than any one part or constituency even if elected by that constituency;
- (c) act with integrity and impartiality; and

- (d) respect the Board of Governors and its decisions, and avoid undermining any decision, regardless of whether the member agrees with or voted for the decision.

2. Duty of Care

Each member must exercise the degree of care, skill, and diligence reasonably expected from a person having the knowledge and experience that the member has.

3. Duty of Knowledge

Each member shall endeavour to be familiar with and generally knowledgeable about Ryerson University's mission, mandate, goals and objectives.

4. Duty of Compliance

Each member must comply with the Act, By-laws, this Code, the policies, procedures, and guidelines of Ryerson University, and all applicable laws.

5. Duty to Disclose

Each member shall disclose information within the member's knowledge that is of material significance to Ryerson University.

6. Expectations and Responsibilities

Each member shall:

- (a) uphold the reputation of Ryerson University;
- (b) support and advance Ryerson University's mission, mandate, and interests when an opportunity to do so arises;
- (c) uphold the autonomy of Ryerson University as a corporation;
- (d) respect the bi-cameral governance of Ryerson University;
- (e) uphold the values of Ryerson University;
- (f) respect, protect, and defend academic freedom which is the right of faculty members and professional librarians to search for truth, knowledge and understanding and to express freely what one believes;
- (g) devote the necessary time and attention required for meetings of the Board of Governors and its committees;
- (h) participate fully and frankly in the deliberations and discussions of the Board of Governors and its committees;
- (i) exercise oversight and not manage;
- (j) act in a manner which is respectful of others;
- (k) encourage an environment that promotes equity, diversity and inclusion;

- (l) strengthen and sustain the President; and
- (m) recognize the President as the spokesperson for Ryerson University and the Chair of the Board of Governors as the only official and authorized spokesperson for the Board of Governors, and act consistent with protocols on communications.

V. Confidential Information

In the course of a member's tenure on the Board of Governors, the member may be provided with, receive, or have access to confidential information, proprietary information and non-public information relating to Ryerson University or may learn of such information from others. Each member must maintain the confidentiality of that information and shall not disclose that information unless authorized to do so by the Chair of the Board of Governors or as may be required by law. The duty of confidentiality in connection with meetings of the Board of Governors and its committees is further set out in Article 9 of the By-laws.

VI. Conflicts of Interest

Pursuant to Article 8 of the By-laws, a conflict of interest arises where a member of the Board of Governors has or could be perceived to have the opportunity to use the authority, knowledge, or influence derived from the member's position on the Board of Governors for the member's own benefit, or the benefit of a member's immediate family; or where the interests of a member of the Board of Governors may be, or may be perceived as being, incompatible with the interests of Ryerson University. The Board of Governors shall comply with the procedures in Article 8 to address and resolve a conflict of interest.

VII. Administration of the Code

The Chair, Vice-Chair, President, and Secretary shall administer the Code including but not limited to any breach of the Code and remedy for breach of the Code.

In the event of any alleged breach of the Code, the Chair, Vice-Chair, President, and Secretary shall review the matter. Subject to that review, they may make recommendations to the Executive Committee about the remedy for the breach. The member who breached the Code may be required to take corrective action, the member may be asked to resign from the Board of Governors, the member's appointment may be terminated, or a resolution may be passed recommending that the appointing body removes the member from the Board of Governors.

Any alleged breach of the Code should be addressed to the Chair with a copy to the Secretary.

MISSION

The special mission of Ryerson University is the advancement of applied knowledge and research to address societal need, and the provision of programs of study that provide a balance between theory and application and that prepare students for careers in professional and quasi-professional fields.

As a leading centre for applied education, Ryerson is recognized for the excellence of its teaching, the relevance of its curriculum, the success of its students in achieving their academic and career objectives, the quality of its scholarship, research and creative activity and its commitment to accessibility, lifelong learning, and involvement in the broader community.