



York University
Board of Governors
Code of Conduct

1. Guiding Principles/Governance Values

York University's mission emphasizes the pursuit, preservation, and dissemination of knowledge. The University's core values of social justice and equity, diversity and inclusion, student success, community engagement, and innovation and excellence reflect its commitment to creating a supportive and dynamic educational environment. Board members are expected to adhere to and promote, as well as to be informed and guided by the University's core values in their conduct.

2. Member Responsibilities

Members of the Board of Governors are stewards of the University's mission and long-term interests. In discharging their fiduciary responsibilities to the University, members shall act in accordance with this Code of Conduct ("Code") and the University's by-laws, policies, and applicable laws, and are expected to demonstrate integrity, accountability, and a commitment to informed and effective governance.

Board members shall:

- a. Act honestly, in good faith, and in the best interests of the University, placing institutional interests above personal or external interests;
- b. Be informed about the issues facing the University and Ontario universities generally, and exercise due care, diligence, and skill in reviewing materials, preparing for meetings, and participating meaningfully in deliberations and decision-making;
- c. Attend and actively participate in Board and committee meetings and vote on all matters requiring a decision except where a conflict of interest may exist;
- d. Be accountable for and uphold the collective decisions of the Board, regardless of personal stance during deliberations, and support the integrity of Board processes;
- e. Engage respectfully and constructively with fellow Board members, administration, and the broader University community, fostering a culture of civility and inclusion;
- f. Refrain from speaking or acting on behalf of the Board unless specifically authorized to do so by the Chair;
- g. Maintain independence and objectivity in their decision-making and disclose any circumstances that may affect their impartiality.

3. Conflict of Interest

Board members must avoid situations where their personal, professional, business or financial interests, direct or indirect, conflict, or may reasonably be perceived to conflict, with their role, duties or responsibilities in the exercise of their fiduciary obligations to the University. A conflict of interest may arise when a member's external interests could improperly influence their decision-making or compromise the integrity of the Board's deliberations. Consistent with the [Board of Governors' Conflict of Interest Policy](#) ("COI Policy"), members are expected to exercise sound judgment and err on the side of transparency when determining whether a potential conflict of interest exists.

All actual, potential, or perceived conflicts must be disclosed to the University Secretary, who will convene a review in accordance with the procedures set out in the COI Policy. The Chair of the Board will participate in reviewing disclosed conflicts and provide direction on such steps as appropriate to mitigate the actual, potential or perceived conflict of interest including, without limitation, recusal from discussions or voting, where appropriate.

Board members must not use their position for personal gain or to benefit immediate family members including their spouse or common-law partner, parent, sibling, child, or other relative who resides in the same household or whose interests are closely connected with the member, related parties, or associated organizations in accordance with the COI Policy, and must refrain from participating in matters where a conflict exists.

All members are required to complete an annual Conflict of Interest Statement , and are subject to continuing disclosure of interest requirements should a material change in the member's interest in a person, contract or transaction arise during the year. Disclosures are maintained by the University Secretary in accordance with the COI Policy and the University by-laws.

4. Confidentiality

Board members shall maintain the confidentiality of all non-public or proprietary information obtained through their role, including, without limitation, materials, discussions, and decisions marked or understood to be confidential. Members shall not disclose or use such information for any purpose outside their duties to the Board, both during and after their term. Questions about the confidentiality of specific information should be directed to the University Secretary.

5. Compliance with Laws and Regulations

Board members shall carry out their duties and responsibilities in accordance with all applicable laws, regulations, University by-laws, and policies. Members are expected to stay informed of relevant legal obligations and to seek guidance from the University Secretary where clarification is required.

6. Standards of Ethical Conduct

Board members are expected to uphold the highest standards of ethical conduct in fulfilling their responsibilities to the University. This includes acting with integrity, honesty, fairness, and respect in all dealings related to their role.

Members shall demonstrate professionalism and objectivity, avoid conduct that could bring the University or the Board into disrepute, and at all times act in a manner that promotes public confidence in the University's governance.

In their decision-making, members must strive to be transparent, impartial, and guided by the long-term interests of the University.

The standards of ethical conduct outlined in this section are foundational to maintaining the integrity of the Board and apply throughout a member's term and beyond. Members are encouraged to seek guidance from the Chair or University Secretary if uncertain about how these principles apply in a given context.

7. Financial Stewardship and Oversight

Board members are collectively responsible for overseeing the financial integrity and sustainability of the University. This includes reviewing and approving the annual budget, monitoring the use of institutional resources, and ensuring alignment with the University's strategic priorities.

Members shall exercise due diligence in financial matters, including the review of financial statements, audit reports, and capital plans. They must be alert to material risks and ensure that adequate controls and reporting mechanisms are in place.

In fulfilling these duties and responsibilities, members shall act in good faith, ask informed questions, and seek clarification where needed to support prudent decision-making. Stewardship of the University's financial health is a core obligation of the Board and fundamental to the public trust placed in its members.

8. Training and Orientation

All Board members are expected to participate in mandatory Board and University orientation sessions prior to taking up their seat on the Board. Members are

encouraged to engage in optional educational sessions during their tenure on the Board . The University Secretariat will facilitate access to resources and sessions designed to support members' understanding of their fiduciary duties, ethical obligations, and the strategic priorities of the University. Participation in such activities reinforces the Board's commitment to informed, effective, and accountable oversight.

9. Review and Enforcement

Board members are expected to adhere to the provisions of this Code and to uphold the integrity and effectiveness of the Board. Any individual who has a concern regarding a member's non-compliance with this Code may submit it in writing to the Chair of the Board or the University Secretary.

The Chair, in consultation with the Governance, People and Culture Committee, will review alleged breaches of this Code, inform the member concerned of the matter, and determine appropriate steps, which may include those listed in Section 12.

This Code shall be reviewed by the Governance, People and Culture Committee every [5] years at a minimum to ensure its continued relevance and effectiveness.

10. Initial Acknowledgement and Undertaking of Confidentiality and Conflict of Interest

Each member of the Board shall acknowledge\ their understanding of and commitment to the Code prior to taking up their seat on the Board by signing an Acknowledgement and Undertaking of Confidentiality and Conflict of Interest form provided by the University Secretariat. This acknowledgement confirms the member's review of the Code and its expectations, including but not limited to conflict of interest, confidentiality, fiduciary responsibilities, and adherence to applicable laws and policies. Board members are responsible for returning the signed acknowledgement by the deadline established each year, and for advising the Secretariat promptly should any circumstances arise that may affect their continued compliance.

11. Public Disclosure

York University is committed to transparency and accountability in its governance practices. Certain Board information, including member names, Board decisions, meeting summaries, and approved policies, may be disclosed publicly in accordance with the Board's by-laws and University policies.

Personal information provided by members, including conflict of interest disclosures, will be treated in accordance with applicable privacy legislation and will not be

disclosed unless required to implement this Code, University policy (including the COI Policy), by law, or authorized by the individual. Questions about disclosure practices should be directed to the University Secretary.

12. Reporting and Compliance Mechanisms

Concerns regarding a potential breach of this Code may be raised in confidence with the Chair of the Board or the University Secretary. Reports will be reviewed promptly and handled with discretion, fairness, and in accordance with the principles of natural justice.

The University Secretary, in consultation with the Chair or appropriate committee, may initiate further review or refer matters to the Governance, People and Culture Committee for consideration. Where appropriate, corrective measures or sanctions such as verbal or written reprimand, acknowledgement of the breach, corrective action, suspension, censure, removal from Committees, request for resignation from the Board of Governors, or a recommendation for removal from the Board of Governors may be recommended to the Board.

Members are encouraged to report suspected violations in good faith. Retaliation against any individual who raises a concern under this Code will not be tolerated.

Approved by the Board of Governors, 1 December 2025