



Board Code of Conduct, Confidentiality, and Conflict of Interest

1. Purpose

The management of the affairs of St. Mary’s University (the “University”) and the control of its property and funds shall be vested in the Board of Governors whose responsibilities include those outlined in article three of the [Bylaws](#).

2. Scope

This policy applies to all active Board of Governors members and is valid for one year.

3. Definitions

4. Procedure

- 4.1. The Board of Governors will sign this policy annually at the March/April meeting for the upcoming year or at the time of a new Governors’ onboarding. If a Governor is not present at the March/April meeting, an electronic version may be submitted within a reasonable time of the meeting.
- 4.2. A physical or e-signature will be accepted.
- 4.3. By signing this document, a Governor acknowledges that he or she has read the University Board Code of Conduct (Appendix A), Confidentiality (Appendix B), and Conflict of Interest (Appendix C) statements and commits to uphold their principles.

Annual Acknowledgment

I have read the St. Mary’s University policy on Board Code of Conduct, Confidentiality, and Conflict of Interest and commit to uphold its principles, abide by its requirements and to inform the Board Chair immediately if I believe that any violation (unintentional or otherwise) of the policy has occurred.

Name: _____

Signature: _____

Date: _____

Approval Authority	Responsible Office	Effective Date	Date Last Revisited	Review Frequency
Board of Governors	Governance & Nominating Committee	June 29, 2020	December 4, 2025	Annually

Appendix A - Code of Conduct

This Code of Conduct formalizes the commitment of Board members to support and enable the success of St. Mary's University. Board members are asked to review and sign this document annually at the spring Board of Governors meeting.

As a member of the Board of Governors of St. Mary's University, I will be:

Committed: I have read, understand and affirm my commitment to the Mission St. Mary's University, which is grounded in the Catholic Intellectual Tradition, and to advance its Vision.

Engaged: I will act as an ambassador and advocate for St. Mary's University, promoting its Catholic mission, academic excellence, and inviting broader community participation. I will support effective governance, fiscal responsibility, and meaningful community engagement. I will also model philanthropy by making an annual gift appropriate to my circumstances and by striving for 100% Board participation in giving.

Responsible: I will engage fully in Board and Committee meetings, arriving prepared for respectful, meaningful discussion and constructive feedback. I will apply my knowledge, skills, and expertise to fulfill my governance responsibilities and treat all individuals with dignity and respect, fostering professionalism, collegiality, and collaboration. I will maintain confidentiality and support the Board's duly adopted decisions publicly and privately. I will promptly declare any conflicts of interest and abstain from related discussions, decisions, or votes. I will participate in orientation and ongoing governance and professional development.

Commitment from St. Mary's University to Its Board Members

St. Mary's University will respect the time and contributions of its Governors. It will provide timely, relevant, accurate, and succinct materials, including agendas, minutes, financial reports, committee updates, and action items. The University will offer a thorough Board orientation and ongoing governance professional development aligned with its Mission, Vision, and the Catholic Intellectual Tradition. It will also welcome feedback and invite Governors to contact the Board Chair with concerns, questions, or commendations.

Appendix B - Confidentiality

It is the policy of St. Mary's University that Governors and Board Committee Members will not disclose confidential information belonging to, or obtained through their affiliation with, St. Mary's to any person, including their relatives, friends and business or professional associates, unless St. Mary's has expressly authorized such disclosure. This policy is not intended to prevent disclosure of information where such disclosure is required by law.

Confidential information includes but is not limited to:

- information related to meetings, including documents or other supporting materials circulated for such meetings of the Governors or Board Committees,
- information related to projects, proposals and initiatives,
- information related to St. Mary's students, employees, donors, contracts, investments, and vendors,
- legal, financial, and other proprietary information about the organization,
- discussions and opinions expressed by others related to all of the above.

At the end of the Governor's or Board Committee Member's tenure, they shall return to St. Mary's all confidential information of the organization in their possession or under their control.

Appendix C – Conflict of Interest

A Conflict of Interest arises in any instance where a Governor or his or her family has existing or reasonably foreseeable financial or other interests that may impair or appear to impair his or her independent, unbiased judgement in the discharge of their responsibilities to the University. A family member is defined herein as a spouse, parent, sibling or child of the Governor and the Governor's spouse. Spouse is defined as anyone who has lived together within the preceding year or who are currently living together as spouses, whether legally married or not.

A Governor who has a Conflict of Interest in a proposed undertaking, contract or agreement with the University or in any matter to be considered by the Board shall declare his or her interest and shall not be entitled to participate in the deliberations or any vote related thereto. Unless otherwise determined by the Board, such Governor shall withdraw from the meeting during the discussion and vote on any motion related thereto. A Governor who becomes aware of a Conflict of Interest after participating in a discussion or vote related thereto shall immediately report such Conflict of Interest to the Board.