INTERNATIONAL ASSOCIATION

OF PRIVATE

UNIVERSITIES AND COLLEGES

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY FOR BOARD MEMBERS

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Related Documents:

- IAPUC Bylaws (IAPUC/GOV/2025-001, Version 1.2.3)
- IAPUC Board of Directors and Standing Committees Rules of Procedure (IAPUC/GOV/2025-002, Version 1.0.2)
- Academic Ethics and Integrity Code for IQA Certification (IAPUC/ETH/2025-001, Version 1.0.1)
- IQA Document Preparation Specification (IAPUC/GOV/DOC-2025-001, Version 1.1.0)
- IAPUC Strategic Development Plan 2026–2031 (IAPUC/GOV/2025-003, Version 1.0.0)
- IQA Certification Appeal, Complaint and Dispute Resolution Regulations (IAPUC/APP/COM/2025-001, Version 1.0.2)
- IAPUC Privacy Policy (IAPUC/LEG/PRV/2025-001, Version 1.0.1)
- IQA Certification Academic Ethics and Integrity Code (IAPUC/ETH/2025-001, Version 1.0.1)

Document Control

Version	Date	Author	Description of	Approval

			Changes	
1.0.0	15 April 2025	Office of International Relations Coordination Affairs	Initial issuance	Board of Directors

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Distribution List

- IAPUC Board of Directors (all members)
- Accreditation Decision Committee (ADC)
- IAPUC Secretariat
- IAPUC General Assembly
- IAPUC Standing Committees
- IAPUC Legal Counsel
- All IAPUC Staff Members
- All IAPUC Members (for information)

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Preamble

The International Association of Private Universities and Colleges (IAPUC) is the world's only multi‑ disciplinary comprehensive quality assurance body exclusively dedicated to private higher education institutions. Registered in the State of Colorado, United States (Registration No. 20251179157), IAPUC operates under a governance framework comprising a General Assembly, a Board of Directors, an independent Accreditation Decision Committee (ADC), a dedicated Secretariat, and various standing and ad hoc committees.

The IAPUC Board of Directors serves as the executive body of the Association, entrusted with the strategic direction, financial oversight, and overall governance of the organisation. In fulfilling these responsibilities, Board members act as fiduciaries of the Association and must uphold the highest standards of integrity, transparency, and accountability. The public trust placed in IAPUC requires that its governance be beyond reproach.

This Code of Conduct and Conflict of Interest Policy (the "Policy") establishes the ethical principles, behavioural expectations, and conflict of interest management framework applicable to all members of the IAPUC Board of Directors. It is designed to:

- Articulate the core values and standards of conduct expected of Board members;
- Provide clear guidance on identifying, disclosing, and managing conflicts of interest;
- Protect the integrity and reputation of IAPUC;
- Ensure compliance with applicable legal and regulatory requirements; and
- Complement and be read in conjunction with the IAPUC Bylaws, the Rules of Procedure, and other relevant IAPUC policies.

This Policy is adopted pursuant to Article [X] of the IAPUC Bylaws and is binding on all Board members. Failure to comply with this Policy may result in disciplinary action, including removal from the Board, as provided herein.

Part I: General Provisions

Article 1: Purpose and Scope

1.1 This Policy sets forth the standards of conduct and the conflict of interest rules that govern the behaviour of members of the IAPUC Board of Directors in the performance of their duties.

1.2 The Policy applies to all voting and non‑ voting members of the Board of Directors, including the Chair, Vice‑ Chair, Treasurer, and any other officer or committee member appointed by or reporting to the Board, to the extent that such individuals act in their official capacity.

1.3 This Policy is supplementary to, and does not replace, any applicable laws, regulations, or the provisions of the IAPUC Bylaws or other governing documents.

Article 2: Definitions

For the purposes of this Policy:

2.1 **“Board Member”** means any individual serving as a member of the IAPUC Board of Directors, whether elected, appointed, or ex officio.

2.2 **“Conflict of Interest”** means a situation in which a Board Member has a direct or indirect personal, professional, financial, or other interest that could reasonably be perceived to influence, or appear to influence, the exercise of their official duties or the decision-making of the Board.

2.3 **“Immediate Family”** means a Board Member’s spouse, domestic partner, children, step-children, parents, step-parents, siblings, and any other person living in the same household.

2.4 **“Affiliated Entity”** means any organisation, business, or institution in which a Board Member or an Immediate Family member holds a significant ownership interest, serves as a director, officer, employee, consultant, or advisor, or with which they have a material contractual relationship.

2.5 **“Material Interest”** means any interest that could reasonably be expected to affect, or appear to affect, the Board Member’s impartiality in the discharge of their duties.

2.6 **“Personal Benefit”** includes, but is not limited to, direct or indirect financial gain, preferential treatment, enhancement of reputation, or any other advantage that could reasonably be seen as valuable to the Board Member or to an Affiliated Entity.

Article 3: Fundamental Principles

Board Members shall adhere to the following fundamental principles in all their activities on behalf of IAPUC:

3.1 **Integrity**: Act with honesty, truthfulness, and consistency, avoiding deception or misrepresentation.

3.2 **Objectivity**: Make decisions based solely on the merits of the matter, without regard to personal bias, favouritism, or external pressure.

3.3 **Accountability**: Accept responsibility for their actions and decisions, and be prepared to explain them to the Board, the General Assembly, and other stakeholders.

3.4 **Transparency**: Disclose all relevant information that could affect the perception of their impartiality or the integrity of Board processes.

3.5 **Confidentiality**: Respect the confidentiality of information acquired in the course of their duties, and not use such information for personal advantage.

3.6 **Loyalty to IAPUC**: Act in the best interests of IAPUC, placing the organisation's mission and objectives above personal or third- party interests.

Article 4: Relationship to Other IAPUC Policies

4.1 This Policy is intended to complement, and shall be interpreted consistently with, the following IAPUC instruments:

- The IAPUC Bylaws (IAPUC/GOV/2025-001);
- The IAPUC Board of Directors and Standing Committees Rules of Procedure (IAPUC/GOV/2025-002);
- The Academic Ethics and Integrity Code for IQA Certification (IAPUC/ETH/2025-001);
- The IQA Certification Appeal, Complaint and Dispute Resolution Regulations (IAPUC/APP/COM/2025-001);
- The IAPUC Privacy Policy (IAPUC/LEG/PRV/2025-001);
- The IQA Document Preparation Specification (IAPUC/GOV/DOC-2025-001).

4.2 In the event of any inconsistency between this Policy and the Bylaws, the Bylaws shall prevail.

Part II: Standards of Conduct

Article 5: General Conduct

5.1 Board Members shall act in a manner that upholds the dignity, reputation, and mission of IAPUC at all times.

5.2 Board Members shall refrain from any conduct that could bring IAPUC into disrepute or undermine public confidence in its governance.

5.3 Board Members shall treat all individuals with whom they interact in the course of their duties—including staff, fellow Board members, members of the General Assembly, accreditation applicants, peer reviewers, and external stakeholders—with respect, fairness, and courtesy.

Article 6: Fiduciary Duties

6.1 Board Members owe fiduciary duties of care, loyalty, and obedience to IAPUC.

6.2 **Duty of Care**: Board Members shall exercise the degree of diligence, prudence, and skill that a reasonably prudent person would exercise in a similar position, including attending meetings regularly, reviewing materials, asking pertinent questions, and making informed decisions.

6.3 **Duty of Loyalty**: Board Members shall place the interests of IAPUC above their own personal interests and shall refrain from using their position for personal gain or advantage.

6.4 **Duty of Obedience**: Board Members shall ensure that IAPUC operates in accordance with its charter, bylaws, and applicable laws and regulations.

Article 7: Confidentiality

7.1 Board Members shall maintain the confidentiality of all non- public information acquired in the course of their duties, including but not limited to:

- Deliberations and discussions of the Board and its committees;
- Accreditation decisions, reviews, and institutional assessments;
- Financial information not yet publicly disclosed;
- Personnel matters;
- Legal advice and pending litigation;
- Any information designated as confidential by IAPUC or by law.

7.2 The obligation of confidentiality continues after a Board Member's term ends.

7.3 Board Members shall not disclose confidential information to third parties without the authorisation of the Board, except where required by law or where disclosure is necessary for the proper discharge of their duties (e.g., to external legal counsel).

7.4 Board Members shall not use confidential information for personal benefit or for the benefit of any third party.

Article 8: Use of IAPUC Resources

8.1 Board Members shall use IAPUC resources—including funds, property, facilities, equipment, and staff time—solely for authorised purposes related to the performance of their duties.

8.2 Board Members shall not use IAPUC resources for personal benefit or for the benefit of any outside organisation without the express authorisation of the Board.

8.3 Board Members shall not solicit, accept, or receive any gift, favour, loan, or other benefit from any person or entity that has, or is seeking, a business relationship with IAPUC, if such benefit could reasonably be perceived as influencing their official actions. Nominal items of insignificant value (e.g., promotional items) are exempted, but any such receipt must be transparently reported.

Article 9: Gifts and Hospitality

9.1 Board Members shall not accept gifts, hospitality, or entertainment from any person or organisation that has or seeks a contractual, regulatory, or accreditation relationship with IAPUC, unless:

(a) The gift is of nominal value (below USD 50 per occasion, with an annual aggregate limit of USD 200 from the same source);

(b) The gift is given as a customary token of respect in the context of official representation and is reported to the Chair;

(c) The gift is disclosed and approved in advance by the Board.

9.2 Any gift exceeding the nominal threshold must be declined or returned, and the incident shall be recorded and reported to the Chair of the Board.

Article 10: Political Activities

10.1 Board Members are free to engage in personal political activities, provided that:

- They do not use IAPUC resources, name, or official position in support of any political party, candidate, or cause;
- They make it clear that their political views are personal and do not represent the position of IAPUC;
- They avoid any situation that could create a conflict of interest with their duties.

10.2 Board Members shall not use their IAPUC title or affiliation to advance personal political interests.

Article 11: Outside Employment and Activities

11.1 Board Members are not prohibited from holding outside employment, directorships, or other professional activities, provided that:

- Such activities do not interfere with their ability to fulfil their duties to IAPUC;
- Such activities are disclosed to the Board and do not create a conflict of interest;
- They do not use IAPUC's confidential information or resources in connection with such activities.

11.2 Board Members shall ensure that their outside activities do not create an appearance of impropriety or undermine public confidence in IAPUC.

Article 12: Compliance with Laws and Regulations

12.1 Board Members shall comply with all applicable laws, regulations, and court orders in the performance of their duties.

12.2 Board Members shall not engage in or abet any illegal activity, and shall report any suspected illegal activity affecting IAPUC to the Board Chair and, where appropriate, to legal counsel.

Part III: Conflict of Interest Policy

Article 13: General Principle

13.1 A conflict of interest arises when a Board Member's personal interests, or the interests of an Affiliated Entity, are or appear to be at odds with the interests of IAPUC.

13.2 The existence of a conflict of interest does not necessarily imply wrongdoing; however, full disclosure and appropriate management are essential to preserve trust.

13.3 Board Members have an affirmative duty to avoid situations that create or appear to create a conflict of interest.

Article 14: Types of Conflict of Interest

14.1 **Financial Conflicts**: A Board Member (or Immediate Family member) has a direct or indirect financial interest in:

- A contract, grant, or transaction with IAPUC;
- An organisation competing with IAPUC;
- An organisation seeking accreditation or quality assurance services from IAPUC;
- An organisation receiving IAPUC funding or support.

14.2 **Personal Relationships**: A Board Member has a close personal or family relationship with an individual who:

- Is employed by IAPUC or holds a position in an organisation having business with IAPUC;
- Is a candidate for a position that the Board is considering;
- Is involved in a matter under review by the Board.

14.3 **Positional Conflicts**: A Board Member holds a directorship, office, or senior position in another organisation that competes with, partners with, or has business dealings with IAPUC, and where the Board Member is in a position to influence IAPUC's decisions affecting that organisation.

14.4 **Appearance of Conflict**: Even where no actual conflict exists, a Board Member must avoid any situation that could reasonably be perceived by an objective observer as presenting a conflict.

Article 15: Specific Prohibitions

15.1 No Board Member shall participate in any Board decision in which they have a direct or indirect material interest, unless specifically authorised by the Board after full disclosure.

15.2 No Board Member shall use their position or influence to obtain employment, contracts, or other benefits for themselves, their Immediate Family, or Affiliated Entities.

15.3 No Board Member shall accept compensation from IAPUC for their service as a Board Member, except for reimbursement of reasonable expenses incurred in the performance of their duties, as approved by the Board.

15.4 No Board Member shall solicit or accept any offer of employment, consultancy, or other fee- based engagement from an organisation that is, or has been within the past two years, subject to IAPUC accreditation or quality assurance review.

15.5 No Board Member shall disclose or use, for personal gain, any non- public information acquired as a Board Member.

Article 16: Disclosure Obligations

16.1 **Initial Disclosure**: Upon joining the Board, and thereafter annually, each Board Member shall complete and submit an Annual Conflict of Interest Disclosure Form (Annex A), disclosing:

- All employment, directorships, advisory roles, and significant financial interests (including ownership of 5% or more of any business) held by the Board Member and their Immediate Family;
- Any relationships with organisations that have, or are seeking, accreditation or other business with IAPUC;
- Any other interests that could reasonably be perceived as creating a conflict.

16.2 **Ad Hoc Disclosure**: A Board Member who becomes aware of a potential conflict of interest on a specific matter before the Board must:

- Immediately disclose the conflict to the Chair of the Board and the Secretary;
- Complete an Ad Hoc Conflict of Interest Declaration Form (Annex B);
- Withdraw from the discussion and decision on that matter, unless the Board resolves otherwise.

16.3 **Duty to Update**: Board Members shall update their disclosures promptly if circumstances change during the year.

Article 17: Procedure for Managing Conflicts

17.1 Upon receipt of a disclosure, the Board Chair (or the Secretary, if the Chair is implicated) shall:

- Acknowledge receipt and record the disclosure in the minutes of the meeting;
- If the conflict relates to a specific agenda item, ensure that the affected Board Member does not participate in the debate or vote on that item;
- Where appropriate, seek advice from the Legal Counsel.

17.2 The Board may, by majority vote of the remaining disinterested members, determine whether a disclosed interest constitutes a conflict requiring recusal.

17.3 When a Board Member is recused, they shall not be present in the room during the discussion and vote (unless the Board determines that their presence is necessary for technical advice, and they do not participate in the decision).

17.4 All recusals and their reasons shall be recorded in the minutes.

Article 18: Transactions with IAPUC

18.1 No Board Member shall enter into a contract or transaction with IAPUC, or be a party to a transaction in which IAPUC has an interest, without the prior approval of the Board (excluding the interested member).

18.2 Any such transaction must be at fair market value and on terms no less favourable to IAPUC than those available from unrelated third parties.

18.3 The Board must document the reasons for approving the transaction and the measures taken to ensure fairness.

Article 19: Conflicts Involving the Chair or Officers

19.1 In the event that the Chair of the Board is subject to a conflict of interest, the Vice- Chair shall assume the role of managing the matter.

19.2 In the event that the Secretary or Treasurer is subject to a conflict, the Board shall designate another member to fulfil their responsibilities on that matter.

Article 20: Conflicts Involving Immediate Family

20.1 The disqualifications and disclosure requirements applicable to a Board Member also apply to their Immediate Family members to the extent that a Board Member is aware of such interests.

20.2 A Board Member shall not discuss or attempt to influence decisions that affect the employment, promotion, or compensation of an Immediate Family member within IAPUC.

Part IV: Disclosure and Review Procedures

Article 21: Annual Disclosure Process

21.1 The Secretary of the Board shall send the Annual Conflict of Interest Disclosure Form to each Board Member at least **30 days** before the first Board meeting of each calendar year.

21.2 Board Members shall complete and return the form to the Secretary within **15 days** of receipt.

21.3 The Secretary shall compile a summary of all disclosures and present it to the Board for review at the first meeting of the year. The Chair shall ensure that any potential conflicts are addressed.

Article 22: Review by the Board

22.1 The Board shall review the compiled disclosures and determine whether any disclosed interests present actual or potential conflicts.

22.2 The Board may request additional information from a Board Member if the disclosure is incomplete or unclear.

22.3 The Board may impose conditions on a Board Member's participation in certain matters, or require recusal, based on the review.

Article 23: Record- Keeping

23.1 All disclosure forms and records of recusals shall be retained by the Secretariat in accordance with the IQA Certification Archives and Data Retention Management Regulations (IAPUC/ARCH/2025-001).

23.2 Disclosure records shall be treated as confidential, accessible only to the Board Chair, Secretary, and Legal Counsel, except as required by law or by a duly authorised audit.

Article 24: Confidentiality of Disclosures

24.1 Disclosures of a personal or sensitive nature shall be kept confidential to the fullest extent permitted by law.

24.2 The Board may, however, share relevant information with external auditors or legal advisors as necessary.

Article 25: Guidance and Interpretation

25.1 The Board may request interpretation of this Policy from the Legal Counsel.

25.2 A Board Member who is uncertain about whether a situation constitutes a conflict of interest should seek guidance from the Chair before taking action.

Part V: Enforcement and Sanctions

Article 26: Breaches of the Code of Conduct

26.1 A breach of this Policy occurs when a Board Member:

- Fails to disclose a conflict of interest;
- Participates in a decision in which they have a conflict without recusal;
- Engages in conduct that violates the standards set out in Part II;

- Misuses IAPUC resources or confidential information;
- Fails to comply with the lawful directions of the Board.

26.2 The Board shall have the power to investigate any alleged breach.

Article 27: Investigation

27.1 Upon receipt of a complaint or upon its own initiative, the Board may appoint an investigating committee of three disinterested Board members (or external investigators, if appropriate) to look into the matter.

27.2 The investigation shall be conducted fairly and impartially, providing the accused Board Member with a reasonable opportunity to respond.

27.3 The investigation shall be completed within **60 days** of appointment, and a report shall be submitted to the full Board.

Article 28: Sanctions

28.1 After considering the investigation report and any submissions by the accused Board Member, the Board may impose one or more of the following sanctions:

(a) **Written Reprimand**: A formal expression of disapproval, recorded in the minutes;

(b) **Censure**: A public or private declaration that the conduct is unacceptable;

(c) **Suspension**: Temporary removal from Board duties and committee assignments for a specified period, without pay (if applicable);

(d) **Removal from Office**: Termination of membership on the Board, in accordance with the IAPUC Bylaws;

(e) **Referral to Legal Authorities**: Where the breach may involve criminal conduct, referral to the appropriate law enforcement agencies.

28.2 The decision to impose sanctions shall be made by a two-thirds majority of the disinterested Board members present and voting.

28.3 The Board shall provide a written decision to the accused Board Member, including the findings and reasons for the sanction.

Article 29: Reporting to the General Assembly

29.1 Serious sanctions, such as suspension or removal, shall be reported to the General Assembly at its next meeting, along with a summary of the reasons.

29.2 The Board shall also inform the General Assembly of any material changes to the Board's composition resulting from disciplinary action.

Part VI: Appeals

Article 30: Appeals

30.1 A Board Member who is subject to a sanction under this Policy may appeal the decision to the Independent Appeals and Arbitration Committee, in accordance with the IQA Certification Appeal, Complaint and Dispute Resolution Regulations (IAPUC/APP/COM/2025-001).

30.2 The appeal must be filed in writing within **30 days** of receipt of the sanction decision.

30.3 The Independent Appeals and Arbitration Committee shall be composed of individuals who have had no involvement in the original matter.

30.4 The Committee’s decision shall be final and binding on all parties.

Part VII: Transitional and Supplementary Provisions

Article 31: Transitional Arrangements

31.1 This Policy shall take effect on **15 April 2025**.

31.2 All current Board Members shall complete their initial Annual Conflict of Interest Disclosure Form within **60 days** of the effective date.

31.3 Any existing conflicts known to the Board shall be documented and managed in accordance with this Policy from the effective date.

Article 32: Review and Amendment

32.1 This Policy shall be reviewed by the Board at least once every **five (5) years** and updated as necessary.

32.2 Amendments may be proposed by any Board Member and shall be adopted by a two- thirds majority vote of the Board.

32.3 All amendments shall be documented in the Document Control table, with a new version number reflecting the revision (e.g., 1.0.1 for first revision, 1.0.2 for second, etc.).

Article 33: Publication

33.1 This Policy shall be published on the IAPUC website and made available to all members of the Association.

33.2 This Policy shall be communicated to all Board Members upon their election or appointment.

Annex A: Annual Conflict of Interest Disclosure Form

(To be completed by each Board Member annually)

IAPUC ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM

Name of Board Member: ___________________________

Reporting Period: ___________________________ to ___________________________

Section 1: Employment and Professional Activities

Organisation	Position	Nature of Relationship	Dates	Is the organisation accredited by IAPUC or seeking accreditation?

Section 2: Directorships and Advisory Roles

Organisation	Role (Director/Advisor/ Other)	Is this organisation connected to IAPUC?	If yes, describe

Section 3: Financial Interests (ownership >5% of any business)

Business/Organisation	Nature of Interest	Estimated Value (USD)

Section 4: Family and Personal Relationships that may affect impartiality

Name of family member	Relationship	Organisation/Institution	Relevance to IAPUC

Section 5: Gifts, Hospitality, or Benefits Received from organisations with IAPUC dealings

Source	Item/Value	Date	Actions taken (accepted/returned/approved)

Section 6: Other Potential Conflicts

(describe any other situation that could reasonably be perceived as creating a conflict of interest)

____

____

____

Declaration

I hereby declare that the information provided above is true, complete, and accurate to the best of my knowledge. I undertake to promptly update this disclosure if any changes occur during the reporting period.

Signature: ________________________ **Date:** ________________________

Annex B: Ad Hoc Conflict of Interest Declaration Form

(To be completed when a conflict arises on a specific matter)

IAPUC AD HOC CONFLICT OF INTEREST DECLARATION FORM

Name of Board Member: ________________________

Date: ________________________

Agenda Item/Subject: ____

Description of the interest that may create a conflict:

____

____

Nature of the relationship/interest:

Financial interest in the matter

Personal or family relationship with a party involved

Positional conflict (e.g., director of another organisation)

Other: ____

Action requested:

Full recusal from discussion and voting

Partial recusal (specify: ________________________________)

Participate, provided that the interest is recorded

Signature: ________________________ **Date:** ________________________

(To be reviewed by the Chair or Board)

Chair's Decision:

Recusal required

Participation permitted with the following conditions:

____

Chair's Signature: ___________________________**Date:**

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This document is governed by the IAPUC Code of Conduct and Conflict of Interest Policy for Board Members (IAPUC/GOV/ETH/2025-001).