

POLICY 4: TRUSTEE CODE OF CONDUCT

The Board of Trustees of the Red Deer Catholic Separate School Division confirms that the role of Trustee is one where public trust and confidence is essential. Personal commitment to high ethical standards is therefore required by all individuals elected to the role of Trustee. This will ensure that the Board can responsibly fulfill its obligations and discharge its duties in a manner motivated by the spirit of the Gospel and modeled on the examples of Jesus Christ. Catholic Trustees are expected to fulfill their duties and responsibilities consistent with Gospel Values, the teachings of the Catholic Church, the Board Policies and the Education Act.

Catholic Trustees are representatives of the Catholic community and must ensure that the mission of Catholic education, as part of the broader mission of the Church, is fulfilled. Because of this unique and distinctive mission, Catholic school trustees honour a set of additional expectations that have been set by the Catholic community. The vocational call to trusteeship is to serve.

Purpose and Application

1. Section 33 of the Education Act requires every Board of Trustees in Alberta to adopt a code of conduct that applies to trustees of the board. The purpose of this Code of Conduct is to provide standards for the conduct of members of The Board of Trustees of the Red Deer Catholic Separate School Division (“the Board”) relating to their roles and obligations and a procedure for the investigation and enforcement of those standards. This Code of Conduct applies to all members of the Board.
2. Consequences for the failure of individual trustees to adhere to this Code of Conduct are specified in the remedial action section.

Framework and Interpretation

3. This Code of Conduct provides a framework to guide ethical conduct in a way that upholds the integrity of the Board and the high standards of professional conduct the public expects of its elected representatives. This Code of Conduct is intended to supplement other legal duties imposed on Trustees by Board bylaw and policy and applicable legislation, including:
 - A. the Alberta Human Rights Act;
 - B. the Criminal Code (Canada);
 - C. the Board Procedures Regulation;
 - D. the Education Act;
 - E. the Freedom of Information and Protection of Privacy Act;
 - F. the Local Authorities Election Act; and
 - G. the Occupational Health and Safety Act.

4. This Code of Conduct is to be given a broad and liberal interpretation in accordance with applicable legislation. It is not possible to write a Code of Conduct that covers every scenario and, accordingly, Trustees are to be guided by and conduct themselves in a manner that reflects the spirit and intent of this Code. The Board commits itself and its members to conduct which meets the highest ethical standards.

Accountability

5. Trustees are expected to perform their duties and functions of office with integrity, accountability and transparency, both internally, as among Trustees and as between the Board and Administration, as well as externally, with students and parents, the public at large, other orders of government and the media. All interactions related to the operations of the Board and its relationships will be characterized by mutual respect, which acknowledges the dignity and affirms the worth of each person.
6. Trustees must:
 - 6.1. Uphold the law established by the Federal Parliament and the Alberta Legislature and the bylaws and policies adopted by the Board;
 - 6.2. Act honestly and in good faith and carry out their duties in accordance with all applicable legislation, Board bylaws and policies pertaining to their position as a trustee;
 - 6.3. Observe the highest standard of ethical conduct and perform their duties in office and arrange their private affairs in a manner that promotes public confidence and will bear close public scrutiny;
 - 6.4. Serve and be seen to serve the interests of the Division and their constituents in a conscientious and diligent manner and shall approach decision-making with an open mind; and
 - 6.5. Exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
7. A Trustee shall not:
 - 7.1. Use the influence of their office for any purpose other than for the exercise of the Trustee's official duties; or
 - 7.2. Act as an agent to advocate on behalf of any individual, organization, or corporate entity before the Board or a committee of the Board or any other body established by the Board.

Catholic Faith, Community and Culture

8. As an extension of the Church's ministry, trustees shall, within the duties prescribed in the Education Act and other applicable statutes:
 - 8.1. Recognize and affirm that Catholic Schools are an expression of the teaching

- mission of the Church;
- 8.2. Provide an example to the Catholic Community that reflects the teaching of the Church;
 - 8.3. Provide a Catholic Education consistent with programs approved by the Canadian Conference of Catholic Bishops and Alberta Minister of Education;
 - 8.4. Have an active involvement in one of the local Roman Catholic Churches, making it their primary place of worship; and
 - 8.5. Provide support, encouragement and prayer for the efforts of all persons engaged in the ministry of Catholic Education in Alberta.

Confidential Information

9. A Trustee shall not:
 - 9.1. Disclose or release by any means to any member of the public, any confidential information acquired by virtue of their office, except when required by law or authorized by the Board to do so. This is a continuous obligation that extends beyond the Trustee's term of office;
 - 9.2. Access or attempt to gain access to confidential information unless it is required for the performance of the Trustee's duties and only then if the information is acquired through appropriate channels in accordance with applicable Board bylaws and policies, or
 - 9.3. Use or attempt to use confidential information for their own personal benefit or for the benefit of any other individual or organization.

Public Communication

10. The Board believes open, honest and consistent communication with stakeholders is important to accurately inform and increase awareness of public education.
11. A Trustee must not communicate on behalf of the Board unless authorized to do so. Unless the Board directs otherwise, the Chair is the Board's official spokesperson and in the absence of the Chair it is the Vice-Chair.
12. A Trustee who is authorized to act as the Board's official spokesperson must ensure that their comments accurately reflect the official position and will of the Board as a whole, even if the Trustee disagrees with the Board's position.
13. A Trustee shall not make a statement that is false or with the intent to mislead the Board, other trustees or members of the public.
14. Trustees shall respect issues of a sensitive or confidential nature.

Use of Social Media

15. As with any other activity, Trustees must ensure that their use of social media complies with the law, the requirements of this Code of Conduct and any related Board bylaws or policies. This Code of Conduct applies to all communications a Trustee makes, regardless of the social media account or device from which the communication is made, including personal social media accounts or devices.
16. Communications includes any information or data submitted by a Trustee to a social media network or platform that is capable of being displayed using software or approved hardware such as text, images, videos, or links to other content and includes a Trustee “liking”, “retweeting”, commenting on or sharing content created by other users of the social network or platform.
17. As outlined in Policy 3 - Trustee Role Description, Trustees will be cognizant that they are representing the interests of the Board while posting or commenting on social media, and aware of public perception that their posts, comments and social media engagement, are in accordance with their duties within the school division. This applies to all social media accounts or sites, including personal and private social media accounts or sites.
18. As outlined in Policy 3 - Trustee Role Description, if Trustees choose to post pictures of students on their social media sites, permission must be given by the relevant school authority.

Conduct at Meetings

19. Trustees must conduct themselves with decorum and make every effort to participate diligently in the meetings of the Board, committees of the Board and other bodies to which they are appointed by the Board.
20. Trustees shall:
 - 20.1. Comply with Board policies and procedures governing the conduct of meetings of the Board, and any other rules of meeting procedure applicable to the body to which they have been appointed by the Board;
 - 20.2. Act in a manner that demonstrates fairness, respect for individual differences, and an intention to work together for the common good and in furtherance of the public interest;
 - 20.3. Conduct and convey the Board’s business and all their duties in an open and transparent manner other than for those matters which are authorized by the Board in accordance with section 64 of the Education Act to be dealt with in a confidential manner in a private meeting, and in so doing, allow the public to view the process and rationale which was used to reach the decisions and the reasons for taking certain actions;
 - 20.4. Accurately communicate the decisions of the Board, even if they disagree with

- the Board's decision, such that respect for the decision-making processes of the Board is fostered;
- 20.5. Endeavor to work with fellow Board members collaboratively regardless of differences of opinion that may arise during debate;
 - 20.6. Not record any proceedings of the Board or any committee of the Board without the expressed permission of the Board or the committee, as applicable; and
 - 20.7. Not attempt to bind the Board, either by publicly expressing their personal views as being on behalf of the Board when not authorized to do so or by giving direction to staff, agents, contractors, consultants or other service providers of the Division or prospective vendors.
21. Trustees shall attend meetings on a regular and punctual basis. A trustee who is absent without being authorized by a resolution of the board from 3 consecutive regular meetings of the board, unless the person's absence is due to illness and the person provides evidence of that illness in the form of a medical certificate respecting the period of the person's absence, shall be disqualified from remaining as a trustee of the board. A Trustee shall be deemed present at a Regular or Special Board meeting when participating by electronic means or other communication facilities provided that the communication allows all participants including the public to hear each other.

Discreditable Conduct

22. Trustees have a duty to treat members of the public, one another and Division staff and students with dignity and respect and without abuse, bullying or intimidation, and to ensure that their work environment is free from discrimination and harassment.
23. A Trustee must not use indecent, abusive or insulting words or expressions towards any other Trustee, any Division staff member or student or any member of the public.

Conduct Respecting Administration

24. Trustees shall not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - 24.1. Trustees' interaction with the Superintendent or with staff must recognize that any individual Trustee or group of trustees does not have authority other than that explicitly stated in Board policy;
 - 24.2. Trustees' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Trustee to speak for the Board except to repeat explicitly stated Board decisions;
 - 24.3. Trustees will make no judgments of the Superintendent or staff performance except as that performance is assessed against explicit Board policies by the official process;

- 24.4. Trustees shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.

Use of Division Property and Resources

25. Trustees must use Division property, equipment, services, supplies and staff time only for the performance of their duties as a Trustee, subject to the following limited exceptions:
- 25.1. Board property, equipment, service, supplies and staff time that is available to the general public may be used by a Trustee for personal use upon the same terms and conditions as members of the general public, including booking and payment of any applicable fees or charges;
- 25.2. Electronic communication devices, including but not limited to desktop computers, laptops, tablets and smartphones, which may be supplied by the Division to a Trustee, may be used by the Trustee for personal use, subject to the terms and conditions described below.
26. Electronic communication devices provided by the Division are the property of the Division, and shall, at all times, be treated as the Division's property. Trustees are hereby notified that they are to have no expectation of privacy in the use of these devices and further that:
- 26.1. All emails or messages sent or received on Division devices are subject to the Freedom of Information and Protection of Privacy Act;
- 26.2. All files stored on Division devices, all use of internal email and all use of the Internet through the Division's firewall may be inspected, traced or logged by the Division;
- 26.3. In the event of a complaint pursuant to this Code of Conduct, the Board may require that any or all of the electronic communication devices provided by the Division to Trustees be confiscated and inspected as part of the investigation including downloading information which is considered relevant to the investigation. All email messages or internet connections may be retrieved.
27. A Trustee must not use any Division property, equipment, services or supplies, including email, Internet services, or any other electronic communication device, if the use could be offensive or inappropriate.
28. Upon ceasing to hold office, a Trustee must immediately deliver to the Division any money, book, paper, thing or other property of the Division that is in the Trustee's possession or under the Trustee's control including, without restriction, any record created or obtained by virtue of the Trustee's office other than a personal record or constituency record as those terms are used in the Freedom of Information and Protection of Privacy Act.

Gifts, Benefits and Hospitality

29. Trustees are expected to represent the public interests of the Division and to do so with both impartiality and objectivity. The acceptance of a gift or benefit can imply favouritism, bias or influence on the part of the Trustee. At times, the acceptance of a gift or benefit occurs as part of the social protocol or community events linked to the duties of a Trustee and their role in representing the Board. Personal integrity and sound business practices require that relationships with vendors, contractors or others doing business with the Division be such that no Trustee is perceived as showing favouritism or bias toward the giver.
30. Trustees must not accept gifts or benefits that would, to a reasonable member of the public, appear to be in gratitude for influence, to induce influence, or otherwise to go beyond the necessary and appropriate public functions involved. For these purposes a gift or benefit provided with the Trustee's knowledge to a Trustee's spouse, child or parent that is connected directly or indirectly to the performance of the Trustee's duties is deemed to be a gift to that Trustee.
- 30.1. For further clarity, the following are recognized as acceptable gifts or benefits:
- 30.1.1. Such non-cash or cash equivalent gifts or benefits that normally accompany the responsibilities of office and are received as an incident of protocol or social obligation, provided that the value of the gift or benefit does not exceed \$300;
 - 30.1.2. A political contribution otherwise reported by law;
 - 30.1.3. A suitable memento of a function honouring the Trustee;
 - 30.1.4. Food, lodging, transportation, event tickets or entertainment provided by provincial, or local governments, by the Federal government or by a foreign government within a foreign country, or by a conference, seminar or event organizer where the Trustee is either speaking or attending in an official capacity on behalf of the Board;
 - 30.1.5. Food and beverages consumed at banquets, receptions or similar events if:
 - 30.1.5.1. Attendance serves a legitimate purpose;
 - 30.1.5.2. The person extending the invitation or a representative of the organization is in attendance; and
 - 30.1.5.3. The value is reasonable and the invitations infrequent
- 30.2. Gifts received by a Trustee on behalf of the Board as a matter of official protocol which have significance or historical value for the Division must be left with the Division when the Trustee ceases to hold office.

- 30.3. Any doubts about the propriety of a gift or benefit should be resolved in favour of not accepting it or not keeping it.

Compliance with this Code of Conduct

31. Trustees are ultimately accountable to the public through the democratic election process. Between elections, Trustees may become disqualified and be required to resign if the Trustee commits a disqualifying action pursuant to section 87 of the Education Act.
32. Any reported violation of a provision of this Code of Conduct may be subject to investigation by the Board or a third-party investigator appointed by the Board.
33. Trustees are expected to cooperate in every way possible in securing compliance with the application and enforcement of this Code of Conduct.
34. A Trustee must not:
- 34.1. Undertake any act or reprisal or threaten reprisal against a complainant or any other person for providing relevant information to the Board or to any other person in accordance with this Code of Conduct; or
- 34.2. Obstruct the Board, or any other person, in carrying out the objectives or requirements of this Code of Conduct.

Informal Complaint Process

35. A Trustee who identifies or witnesses behaviour or activity by a fellow Trustee that they reasonably believe, in good faith, is in contravention of this Code of Conduct is encouraged to attempt to address the prohibited behaviour or activity informally, within 30 days after the day the person became aware of the conduct giving rise to the complaint, where appropriate, by:
- 35.1. Advising the Trustee that the behaviour or activity appears to contravene this Code of Conduct;
- 35.2. Encouraging the Trustee to acknowledge and agree to stop the prohibited behaviour or activity and to avoid future occurrences of the prohibited behaviour or activity; and;
- 35.3. If addressing the Trustee privately does not resolve the matter, requesting the Chair to assist in informal discussion of the alleged complaint with the Trustee in an attempt to resolve the issue. In the event that the Chair is the subject of, or is implicated in a complaint, request the assistance of the Vice Chair.
36. Trustees are encouraged to pursue this informal complaint procedure as the first means of remedying behaviour or activity that they believe violates this Code of Conduct. However, a person is not required to complete this informal complaint process prior to pursuing the formal complaint process outlined below.
37. Trustees shall conduct themselves in an ethical and prudent manner in compliance with

the Code of Conduct. The failure by trustees to conduct themselves in compliance with this policy may result in the Board instituting sanctions.

Formal Complaint Process

38. A Trustee who identifies or witnesses behaviour or activity by a fellow Trustee that they reasonably believe, in good faith, is in contravention of this Code of Conduct may file a formal complaint in accordance with the following conditions:
 - 38.1. A complaint must be made in writing and include the complainant's name and contact information;
 - 38.2. A complaint must be addressed to the Board, attention of the Chair. In the event that the Chair is the subject of, or is implicated in a complaint, the complaint must be addressed to the attention of the Vice Chair;
 - 38.3. A complaint must include the name of the Trustee(s) alleged to have contravened the Code of Conduct, the specific provision(s) of the Code of Conduct allegedly contravened and the facts surrounding the allegation, including the names of any witnesses.
39. A complaint must be received not later than 30 days after the date the person became aware of the conduct giving rise to the complaint. The Board may exercise its discretion to grant an extension if:
 - 39.1. The delay in filing a formal complaint occurred in good faith;
 - 39.2. It is in the public interest to conduct an investigation or to give consideration whether to conduct an investigation; and
 - 39.3. No substantial prejudice will result to any person because of the delay.
40. Upon receipt of a formal complaint, the complaint will be:
 - 40.1. Served on the Trustee(s) whose conduct is in question; and
 - 40.2. Added as a confidential agenda item to the agenda of the next regular meeting of the Board or a special meeting of the Board called to consider the complaint.
41. Upon receipt of a formal complaint, the Board will meet in closed session, excluding the Trustee(s) alleged to have contravened the Code of Conduct and, if applicable, the Trustee(s) who filed the complaint, and decide whether to proceed to investigate the complaint or not.
42. Complaints that:
 - 42.1. Are not about a current Trustee; or
 - 42.2. Are covered by other applicable legislative appeals, complaint or court

processes,

- 42.2.1. Will be immediately refused and the complainant will be advised in writing, with reasons, and provided with information regarding other options, if applicable. The Trustee(s) alleged to have contravened the Code of Conduct will also be advised in writing, with reasons.
43. If the Board is of the opinion that:
- 43.1. A complaint is frivolous or vexatious or is not made in good faith; or
 - 43.2. There are no grounds or insufficient grounds for conducting an investigation,
 - 43.2.1. The Board may choose not to investigate or may dispose of the complaint in a summary manner. In such an event, the complainant and the Trustee(s) alleged to have contravened the Code of Conduct will be advised in writing, with reasons.
44. If the Board decides to investigate the complaint, it shall take such steps as it may consider appropriate in the circumstances, having regard for the specific nature of the complaint, which may include:
- 44.1. Establishing an ad hoc committee of the Board to investigate the complaint and report to the Board;
 - 44.2. Obtain legal advice.
 - 44.3. Retaining a third party investigator to investigate the complaint; or
 - 44.4. If the material facts are not in dispute or the alleged misconduct is admitted by the Trustee(s) whose conduct is in question, proceeding to make a determination on the validity of the complaint without further investigation.
45. Investigations will be conducted in a fair, timely, and confidential manner that respects the principles of procedural fairness and natural justice.
46. Prior to commencing an investigation, the complainant and the respondent Trustee(s) will be advised, in writing, of the investigation process.
47. During an investigation, a complainant or witness may be asked to provide additional information. Division staff may also be requested to provide information, and any person conducting an investigation under this Code of Conduct may look at any record or thing belonging to or used by the Division, and enter any Division facility for the purpose of completing the investigation.
48. The Trustee(s) whose conduct is in question is entitled to disclosure of all relevant information gathered during an investigation and must be given an opportunity to respond to the complaint before the Board deliberates and disposes of the complaint. No investigation will be concluded or any investigation report issued in relation to a complaint unless a Trustee whose conduct is in question has had reasonable notice of

the basis for the proposed findings and conclusion as to whether or not a complaint is substantiated and an opportunity to respond to the proposed findings and conclusion. This opportunity will occur at a closed session of the board.

49. Upon conclusion of the investigation, the Board will convene at a closed session of the Board, excluding the Trustee(s) alleged to have contravened the Code of Conduct, to consider the results of the investigation and dispose of the complaint. The complainant and the Trustee(s) alleged to have contravened the Code of Conduct will be advised of the Board's disposition of the complaint in writing, with reasons.
50. A Trustee who files a formal complaint under this Code of Conduct or against whom a formal complaint is made must not participate in conducting the investigation of the complaint.
51. All complaints received under this Code of Conduct and all information and records received, reviewed or generated during the course of an investigation and disposition of a complaint, including interviews and investigation reports, are and must remain strictly confidential, unless the Board directs otherwise.

Remedial Action

52. Remedial action is intended to be corrective, serve as a deterrent, and follow the principle of progressive discipline. Prior to imposing any remedial action, the Board will take into consideration the nature and severity of the breach as well as whether the Trustee has previously breached this Code of Conduct.
53. If the Board determines it appropriate to do so, the Board may impose sanctions on a Trustee who contravenes this Code of Conduct but nothing in this Code of Conduct requires the Board to impose a sanction for any contravention. Sanctions that may be imposed on a Trustee by the Board may include but not limited to:
 - 53.1. Issuing a letter of reprimand addressed to the Trustee;
 - 53.2. Requesting the Trustee to issue a letter of apology;
 - 53.3. Publicly reprimanding the Trustee by motion of censure with or without conditions on how to purge the censure;
 - 53.4. Publishing a letter of reprimand or request for apology and the Trustee's response;
 - 53.5. Requiring the Trustee to attend training either at the expense of the Board or the Trustee;
 - 53.6. Suspending or removing the Trustee from membership on a committee;
 - 53.7. Suspending or removing the Trustee from chairing a committee;
 - 53.8. Requiring the Trustee to reimburse the Board for monies received;

- 53.9. Reducing or suspending remuneration paid to the Trustee in respect of the Trustee's services;
- 53.10. Requiring the Trustee to return Division property or reimburse its value;
- 53.11. Restricting the Trustee's access to Division facilities, property, equipment, services and supplies;
- 53.12. Restricting the Trustee's contact with Division staff;
- 53.13. Restricting the Trustee's travel and representation on behalf of the Board;
- 53.14. Restricting how documents are provided to the Trustee (ie. no electronic copies, but only watermarked paper copies for tracking purposes);
- 53.15. Disqualifying the Trustee from the Board.
- 53.16. Any other sanction within the Board's purview.

References: Fort McMurray Board Policies

Legal Reference: Section 33, 34, 51, 52, 53, 64, 65, 67, 85-96, 258, 259 Education Act

April 2008

Reviewed: April 2011, February 2018

Revised: September 2019, June 2022, April 2023, October 2024

APPENDIX A – CONFLICTS OF INTEREST

Trustees should not gain benefits or monetary rewards because of their position as a trustee except for any allowances, honorarium or remuneration approved by the Board for duties performed. The requirements outlined herein are in addition to Article 16 of Policy 19 – Board Operations.

1. Trustees are expected to avoid both actual potential and perceived conflicts of interest with respect to their fiduciary duties and in all matters considered by the Board. Trustees shall act at all times in the best interests of the Board and the entire Division rather than any personal interests.
2. Trustees shall report any actual, potential or perceived conflict of interest. An actual or potential conflict of interest exists when a trustee is confronted with an issue in which the trustee has a personal or pecuniary interest. A perceived conflict of interest exists when a trustee is confronted with an issue in which the trustee may be seen to have a conflict, such as an issue or question involving or impact a family member of the trustee. For greater clarity,
 - a. a “personal interest” includes, but is not limited to, matters in which the trustee has any interest that may reasonably be regarded as likely to have influence on them when carrying out their duties and responsibilities; and
 - b. a “pecuniary interest” includes, but is not limited to, where a matter would or could give rise to the expectation of a gain or loss of money and includes “pecuniary interest” as defined in the *Education Act*.
3. In connection with any actual, potential or perceived conflict of interest in any matter being considered by the Board or a committee of the Board, a trustee must disclose the existence of the actual, potential or perceived conflict of interest and be given the opportunity to disclose all material facts to the other trustees and members of committees of the Board. Full disclosure, in itself, does not remove a conflict of interest.
4. Upon disclosing the actual, potential or perceived conflict of interest and all material facts, and after any desired discussion with the Board, the trustee shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
5. If the Board or committee members determine that a conflict of interest does exist, the trustee shall not vote on the matter and shall not participate in the decision and shall not attempt to influence the decision of other Board or committee members.
6. It is the responsibility of other trustees who are aware of an actual, potential or perceived conflict of interest on the part of a fellow trustee to raise the issue for clarification, first with the trustee and then, if needed, with the Board Chair or committee chair.

7. If the Board or committee has reasonable cause to believe a trustee has failed to disclose actual, potential or perceived conflicts of interest, it shall inform the trustee of the basis for such belief and afford the trustee an opportunity to explain the alleged failure to disclose.
 - a. If, after hearing the trustee's response and after making any further investigation as deemed necessary by the circumstances, the Board or committee determines that the trustee has failed to disclose an actual, potential or perceived conflict of interest, it shall take appropriate disciplinary and corrective action.
8. The minutes of the Board and all committees of the Board shall contain the names of the persons who disclosed or otherwise were found to have an actual, potential or perceived conflict of interest, the nature of the conflict, any action taken to determine whether the conflict was in fact present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
9. A trustee shall not also be an employee of the Division, nor shall a trustee receive any compensation for services rendered to the Division in any non-governance capacity. This provision shall not prohibit trustees from receiving authorized compensation for serving as a member of the Board or from receiving reimbursement for authorized expenses incurred during the performance of Board duties, as outlined in Policy 19 – Board Operations.
10. The Board shall not enter into any contract or arrangement with any of its trustees or with a firm, organization, corporation, or partnership in which a trustee has a financial interest unless a more advantageous contract or arrangement is not reasonable possible with another firm, organization, corporation or partnership and the Board or committee of the Board have determined by majority vote of the disinterested trustees whether the contract or arrangement is in the Division's best interests, for its own benefit, and whether it is fair and reasonable.