

CODE OF CONDUCT FOR BOARD MEMBERS

1. PURPOSE

The purpose of this Code of Conduct for Board Members is to publicly affirm the commitment of the KIA, KC and KEDC Board members to carry out their duties in the best interests of the Kitikmeot Inuit Association and Kitikmeot Inuit. The Code of Conduct establishes standards and accountability for fulfilling this commitment.

2. SCOPE

The Code applies to all Board members of the KIA Board, KC Board, and KEDC Board.

3. VALUES

The KIA board has developed a statement of values which form the foundation of this Code and govern the conduct expected of every Board member, as follows:

- relationships based on mutual respect, trust and honesty
- acting with integrity, objectivity and fairness
- quality and efficiency in decision-making
- accountability for conduct and decision-making
- consensus decision-making
- transparency and accessibility

4. DEFINITIONS

For purposes of this Policy:

Board means, except as otherwise stated, the Boards of the Kitikmeot Inuit Association, Kitikmeot Corporation, and Kitikmeot Economic Development Commission.

Conflict of Interest means a conflict between the *private* interests of a Board member and his or her duties as a member of a Board. The interests of a Board member include the interests of his or her *Family*.

Family includes:

- the legal or common law spouse of a Board member;
- by blood or adoption, a child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, niece, or first cousin, of a Board member; and
- anyone who ordinarily shares a residence with a Board member.

Private Interest includes, in relation to a Board member and/or his and her Family:

- any personal interest that may conflict with a Board member's duty to KIA;
- a personal or monetary benefit or potential benefit including a contract or proposed contract with KIA;
- an appointment to a board, tribunal or other body, but does not include appointment to a cooperative association; and
- any other financial benefit that may result either directly or indirectly from a relationship with KIA or its birthright corporation.

5. PRINCIPLES

- 5.1 The Boards act in the interests of Kitikmeot Inuit beneficiaries.
- 5.2 A Board member must undertake all actions and activities on behalf of the Board with complete integrity and the intention to fulfill the Board's purpose with honesty.
- 5.3 To achieve success for a board, Board members must act with a high level of individual initiative, commitment, spirit and desire to work together.
- 5.4 Board deliberations are strictly confidential and should never be discussed outside of the Board.
- 5.5 Board members shall perform their duties in an objective manner and without prejudice to any person or party.
- 5.6 Board members shall behave in a professional, respectful and courteous manner to other Board members, employees and parties with whom they have dealings.
- 5.7 Board members must act in a manner that helps achieve the purpose, values and visions of a Board, ensuring their behaviour will bear the closest public scrutiny.
- 5.8 Board members must minimize, to the degree practical, the legal risk of their actions to their Boards and, if applicable, subsidiaries.

6. PROVISIONS

Personal conduct

- 6.1 Board members are expected to obey Federal and Territorial laws and Municipal By-laws. A Board member convicted of an indictable offence while servicing his or her term shall be removed from the Board.
- 6.2 Board members are not permitted to be under the influence of alcohol or drugs while attending Board meetings or other Board related business.
- 6.3 Board members who fail to attend three consecutive meetings of the Board shall be deemed to have resigned.
- 6.4 Board members who have spending authority shall use such authority for Board business only.
- 6.5 Board members, staff, contractors and representatives are to be treated fairly and equitably and protected from harassment while in the workplace or on duty. Incidences of harassment are taken seriously, and provisions for handling complaints of harassment can be found in the *KIA Human Resource Directive*.

Conflict of Interest

- 6.6 Board members shall not exercise official power or perform official duties in a way that might reasonably be expected to further their financial interests (that is, assets, liabilities, income, real property or corporate assets), their private interests or the private interests of their family.
- 6.7 Board members must be aware that involvement in outside employment and other activities may result in an apprehension of bias or a conflict of interest, and shall take steps to avoid such situations.
- 6.8 Board members must not engage in partisan or political activities that could jeopardize the impartiality or neutrality of the Board.

- 6.9 Board members must avoid activities that could be viewed by others as creating bias. For example, Board members should avoid personal and social contact with members of organizations, companies or individuals currently involved in a matter before the Board.
- 6.10 KIA Board members seeking re-election must take a leave of absence from their respective Board duties upon declaring candidacy, and refrain from making any commitments on behalf of KIA during the election period.
- 6.11 In order for Kitikmeot beneficiaries to receive appropriate representation on external boards or committees, KIA Board members shall not be members of the following:
- Nunavut Water Board
 - Nunavut Impact Review Board
 - Nunavut Wildlife Management Board
 - Nunavut Planning Commission
 - Nunavut Surface Rights Tribunal
 - Community Beneficiary Committees
 - or other Boards or Committees identified by the Board from time to time
- 6.12 Board members must report to the Chairperson and/or Executive Director and/or the Board as a whole, any apprehension of bias or conflict of interest when it arises and in sufficient detail to ensure the scope of the bias or conflict is clear.

Confidentiality

- 6.13 Anything deemed as confidential, as defined by the Board, shall be kept confidential during and after a Board member's term of service, unless disclosure is authorized by the Board. Further, any matter that is confidential for reasons of law or Board policy remains confidential once a Board member's term expires.
- 6.14 Any Board documents, records, computer records or other material that are in a Board member's possession should be returned to the KIA, KC, or KEDC at the end of the term of service.

Dealing with media

- 6.15 The Board speaks to the media with one voice through the President or only through a Board member as directed by the Board.

Gifts, hospitality and other benefits

- 6.16 Board members shall not accept gifts, benefits or advantages if it could bring suspicion on the Board member's objectivity or impartiality or could be perceived as influencing the actions or decisions of the Board.
- 6.17 Board members must not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities as a Board member, and that is not generally available to the public.
- 6.18 Board members must not engage in conduct that exploits for private reasons or personal gratification their position of authority or in conduct that discredits Board professionalism.

Actions after Board members terms expire

- 6.19 For a period of six months after leaving the Board, Board members shall not represent another party before the Board either by sitting as a representative of the party before the Board or by signing official correspondence sent to the Board.

7. COMPLIANCE

- 7.1 Any matter of real or potential non-compliance by any Board member may be referred to the KIA Executive Committee for investigation and recommendation of action.
- 7.2 Upon reviewing KIA Executive Committee recommendations, the KIA President may:
- in the case of a KIA Board member ask the Board member to curtail, modify or cease involvement in an offending activity.
 - in the case of a KC or KEDC Board member ask the Board member to curtail, modify or cease involvement in an offending activity, and may recommend to the KIA Board that the Board member be removed.
- 7.3 Where a Board member disagrees with the decision of the KIA President over any recommendation relating to the non-compliance with the Code, the disagreement shall be resolved by putting the matter before the whole KIA Board.
- 7.4 For KIA Board members only, where the Board member disagrees with the KIA Board decision in respect to his or her non-compliance, the KIA Board is empowered to take the matter to a public meeting in the Board member's home community for resolution.
- 7.5 For KIA Board members only, where a recommendation of a Board member's removal from the KIA President or KIA Board is made before the expiration of his or her term of office, the KIA President shall arrange to have a resolution to that effect taken to the Annual General Meeting or special meeting of the society of which notice specifying the intention to pass such resolution has been given. At least three quarters (3/4) of votes cast must support the resolution for the resolution to take effect.
- 7.6 Board members are required to complete a Code of Conduct Certificate (attached). Copies of completed certificates must be provided to the KIA Executive Director who shall maintain them in a confidential file.

8. AUTHORITY

- 8.1 This Policy is issued under the authority of the KIA Board. Authority to make exceptions and approve revisions to this Policy rests with the KIA Board.
- 8.2 The President of KIA is accountable to the KIA Board for the implementation of this Policy.

9. PREROGATIVE OF KIA BOARD

Nothing in this Policy shall in any way be construed to limit the prerogative of the KIA Board to make decisions or take action respecting Board member conduct.

Appendix 1

**CODE OF CONDUCT CERTIFICATE
FOR BOARD MEMBERS**

Confidential When Complete

I hereby certify that I have read and understood the Code of Conduct for Board Members of the KIA/KC/KEDC Boards on the _____ day of _____, 20____) and I agree to act in accordance with the Code and be bound by it.

Print Name: _____

Signature: _____

Date: _____

Signature of
Witness: _____

Date: _____