

QIKIQTANI INUIT ASSOCIATION

Code of Conduct Policy

Approved by the QIA Board of Directors on October 1996



Approval and revisions to the Code of Conduct

Approved by the Board of Directors
Resolution #A-96-100
October 1996

Revised
Resolution #B-06-74
May 8-12, 2006

Revised
Resolution #RSB-16-05-13
May 17-19, 2016

Latest revisions by the Board of Directors May 17-19, 2016
RSB-16-05-13

CODE OF CONDUCT

FOR THE QIA BOARD OF DIRECTORS

1. Defined terms as used in this Code of Conduct have the following meanings:

- a) “Board of Directors” means the board of directors of the Society;
- b) “*Code of Conduct*” means this code of rules applicable to Directors;
- c) “*Conflict of Interest Policy*” means the conflict of interest policy and rules of the Society applicable to all Directors of the Society;
- d) “Director” includes, for the purposes of this Code of Conduct, all elected and appointed members of the Board of Directors of the Society;
- e) “*Election Regulations*” means the policy and rules of the Society applicable to all Board of Director elections of the Society;
- f) “Executive Committee” means the executive committee of the Board of Directors of the Society; and,
- g) “Society” means Qikiqtani Inuit Association.

2. A Director shall carry out his duties and obligations to the Society with integrity and honesty. Without limitation, a breach of duty includes:

- a) being absent from meetings of or for the Society without prior notice to the Society of a valid reason;

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- b) failing to observe meeting times or working hours of the Society;
- c) any false actions taken for the purpose of prolonging absence or leave from duties and responsibilities to the Society; or,
- d) refusing or urging others to refuse to perform their duties to the Society.

3. A Director must, with diligence and efficiency, carry out conscientiously his or her duties, including any task, responsibility or decision entrusted to him or her by the Board of Directors, the Executive Committee or senior management. Without limitation, a breach of duty includes:

- a) negligence, carelessness or incorrect procedure in carrying out duties;
- b) not carrying out assigned duties or not being at the place designated by the Board of Directors, including refusal to carry out a task;
- c) avoiding or procrastinating the completion of a task or duty; or,
- d) not being vigilant in the performance of duty.

4. A Director must carry out his or her duties with integrity. Without limitation, a breach of duty includes:

- a) damaging, destroying or losing with malice or through negligence, or illegally transferring, any property or money of the Society;
- b) using or authorizing the use of property or money of the Society for personal or unauthorized purposes, or using authority for spending that is not authorized and/or is not for the business or activities of the Society;
- c) loaning, selling or transferring property provided by the Society;
- d) falsification, withdrawal, dissimulation or destruction of documents of the Society or in the safekeeping of the Society;
- e) presenting or signing a false or intentionally inaccurate statement, report or other written document;

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- f) claiming or authorizing the reimbursement of expenses not incurred or work or performance of duties not performed; or,
- g) failing or neglecting to account for or remit immediately any money or other property received as a Director of the Society;

5. A Director must at all times conscientiously and in good faith comply with all of the Society's by-laws, policies, regulations, codes and rules, as approved and modified from time to time by the Society, and shall promptly obey all lawful resolutions and directives of the Board of Directors and the Executive Committee. Without limitation, a breach of duty includes:

- a) violation of any by-laws, policies, regulations, codes and rules of the Society are deemed to be a violation of this Code of Conduct;
- b) failure to comply at all times during a Director's term of office with the eligibility criteria and requirements of the *Election Regulations* to be nominated or stand for office as a Director of the Society, including, without limitation, conviction of a Director for a criminal offence or failure to meet residency requirements during his or her term of office;
- c) refusal or failure to act upon the resolutions and directives of the Board of Directors or the Executive Committee, and whether or not the Director disagrees with the Board of Directors or Executive Committee decision;
- d) a refusal or failure to obey or follow any decision, order or requirement of the Executive Committee that is imposed as a punishment or is intended to prevent further violation by the Director of this Code of Conduct or any by-laws, policies, regulations, codes, rules or decisions; or,
- e) refusal to account for his or her activities during meeting hours or work hours or when otherwise acting as a representative of the Society.

6. A Director must demonstrate respect, deference and politeness to the actions and decisions of the Board of Directors and the Executive Committee, and must help to achieve the purpose and vision of such actions and decisions and otherwise act in a manner respectful of the Society's objectives and values.

7. A Director must carry out his or her duties with impartially, and in an objective and professional manner without malice or prejudice to any person, and ensure that their behavior will bear the closest public scrutiny. Without limitation, a breach of duty includes:

- a) accepting, soliciting or demanding, directly or indirectly, any gift, promise, commission, loan, debt re-payment, favour, advantage or consideration that is contrary to the Society's *Conflict of Interest Policy*;
- b) disclosing any confidential information, or the unauthorized use of any information whether or not confidential but obtained from his or her relationship with QIA to profit his or her business or outside employment in contravention of the Society's *Conflict of Interest Policy*; or
- c) seeking information media notoriety for personal purposes or for profit, except in the discharge of his or her duties on behalf of the Society:

8. A Director may only engage in political activity that is in strict conformity with the Society's *Conflict of Interest Policy*, and otherwise shall refrain from political activity other than exercising his or her voting rights as a Director. Without limitation, a breach of duty includes:

- a) seeking or holding an office, or otherwise engaging in an activity, that is in contravention of the eligibility requirements of candidates pursuant to the Society's *Election Regulations*; or,
- b) engaging in partisan political activities that could reasonably be considered to jeopardize the impartiality or neutrality of the Society or the Director.

9. Directors must conduct themselves with dignity and professionalism, and act in a courteous, respectful manner to all other members of the Board of Directors, employees and other persons, and must avoid any behavior likely to compromise the honour, prestige or effectiveness of the Society or activities of the Society. Without limitation, a breach of duty includes:

- a) the use of obscene, blasphemous or abusive language;
- b) the abuse of authority, including intimidation or harassment of any person;
- c) failure to treat Directors, employees, contractors, and other representatives of the Society fairly and equitably or to uphold the Society's duty to provide a safe and secure work environment for all staff and employees of the Society, including committing any abuse or harassment (including sexual harassment) whether on the Society's premises or anywhere else;

- d) recourse to unjustified physical force or violence;
- e) lack of courtesy in public, including any rude, condescending, insulting or other unprofessional comments or behavior against any person;
- f) associating with persons or frequenting places that are known to be persons or places involved in illicit or criminal activity;
- g) contravention or failure to obey the applicable laws of Canada and Nunavut or any municipal by-laws;
- h) being intoxicated and/or being under the influence of drugs, while attending meetings or attending the Society's offices, or when performing duties on behalf of the Society;
- i) keeping on the premises of the Society alcoholic beverages or drugs; or
- j) permitting a commercial enterprise, industry, trade, or occupation to interfere with the Director's duties to the Society or engaging in any other activity of a nature that compromises the independence of the Director or diminishes his or her ability to comply with their duties to the Society.

10. A Director shall comply with the *Conflict of Interest Policy* and comply with all requests of the Society to divulge matters concerning the Director's business and affairs. Without limitation, a breach of duty includes:

- a) failure to disclose in a timely manner, in writing, all profit oriented corporations, businesses or enterprises that the Director or their family operates or holds an interest in, whether directly or indirectly; or
- b) failure to disclose, in a timely manner, in writing, any trade, occupation, employment or other board, office or position that the Director holds or exercises outside of the Director's performance of duties to the Society.

11. A Director shall not divulge any information of the Society that is considered confidential, nor show a document or records to any unauthorized person. In this regard, every Director has a fiduciary obligation not to reveal any privileged or otherwise confidential information of the Society. Without limitation, a breach of duty includes:

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- a) disclosing information to anyone not authorized to receive it, and not until there is full authorized public disclosure of such information is a director released from the necessity of keeping information confidential;
 - b) discussing outside of Society meetings or otherwise divulging any information regarding any *in camera* meetings and the deliberations of the Board of Directors or the Executive Committee; or,
 - c) any breach or violation of the Society's *Conflict of Interest Policy* relating to the disclosure or use of confidential information.
- 12. A Director must at all times demonstrate a high level of initiative, commitment, spirit and willingness to work together, and with the good faith intention of fulfilling the intended objectives of any duty or task.**
- 13. The provisions of this Code of Conduct are in addition to and do not replace the duties and obligations of Directors and officers of the Society otherwise applicable pursuant to laws of general application.**
- 14. Breaches of this Code of Conduct, or any other regulation, code, or policy, shall be enforced by the Executive Committee in the following manner:**
- a) in the first instance, the Director shall be given a verbal reprimand that shall be noted in the Director's administrative file;
 - b) in the second instance, the Director shall be given a written warning which, depending on the seriousness of the breach and in the discretion of the Executive Committee, may include written notice that a suspension from office will be sought pursuant to the Society's by-laws;
 - c) in the third instance, the Director shall be given written notice that his removal from office will be pursued pursuant to the Society's by-laws;
 - d) Notwithstanding the number of violations by a Director of this Code of Conduct and any other regulations, codes or policies, if the Executive Committee is of the opinion that the seriousness of a single violation warrants either an immediate suspension or even expulsion from office, then in relation to such breach the Executive Committee may, in its discretion, seek an immediate suspension or expulsion from office on written notice to the affected Director, and following the procedures for suspension or expulsion of Directors set out in the Society's by-laws; and,

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- e) In the case of a breach that renders the Director no longer qualified to stand for election or hold office as a Director pursuant to the *Election Regulations*, then the Director's removal from office shall be sought by the Executive Committee on written notice to the affected Director, and following the procedures for expulsion set out in the Society's by-laws.

15. All Directors are required to review and acknowledge this Code of Conduct. At the time of taking their oath of office immediately following their election or appointment to the Board of Directors, Directors are required to provide to the Society a completed and signed Certificate in the form attached to this Code of Conduct.

QIA CODE OF CONDUCT

QIA DIRECTOR'S COMPLIANCE CERTIFICATE

I, the undersigned Director of Qikiqtani Inuit Association, hereby certify that I have been provided a copy of the QIA Code of Conduct, and that I have read and understood it, and that I agree to act in accordance with the Code of Conduct and be bound by it.

This Certificate is provided to QIA to be relied upon while I hold office as a Director.

Signature of Director: _____ Date: _____

Legibly Print

Name of Director: _____

Signature of Witness: _____ Date: _____

Legibly Print

Name of Witness: _____