

QIKIQTANI INUIT ASSOCIATION

Conflict of Interest Policy



Approval and revisions to the Conflict of Interest Policy

Approved by the Board of Directors
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Resolution #RSB-16-05-14
May 17-19, 2016

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May 17-19, 2016

CONFLICT OF INTEREST POLICY

FOR THE QIA BOARD OF DIRECTORS

1. PURPOSE

Qikiqtani Inuit Association (QIA) is a non-profit society incorporated, organized and operating pursuant to the provisions of the *Societies Act* of Nunavut. As the Designated Inuit Organization (DIO) pursuant to the NLCA, QIA also performs many public functions on behalf of QIA's Inuit members.

The general members of QIA are all Inuit beneficiaries of the *Nunavut Land Claims Agreement* (NLCA) residing in the Qikiqtani Region of Nunavut. QIA's general members elect to the Board of Directors the senior Officers and, by community vote, the Community Directors.

QIA Directors have duties to QIA. In honouring these duties Directors must live up to a standard of care that requires the Director to exercise the due care, diligence and skill that a reasonably prudent person would exercise.

This duty and standard of care requires all Directors to avoid and disclose many situations that might create a conflict of interest between the Director and the interests of QIA. All Directors have a duty to avoid activities that create such conflicts of interest with their responsibilities to QIA. This includes an obligation to refrain from activities which conflict or interfere with QIA operations or with others with whom QIA does business.

QIA also requires that Directors refrain from certain conduct and activities as described in this policy that the Board of Directors has determined could be detrimental to QIA's objects, goals and reputation.

2. OBJECTIVE

This Conflict of Interest Policy has been approved by QIA's Board of Directors. The objective of this policy is to clearly state conflict of interest rules that are applicable to the Directors of Qikiqtani Inuit Association.

3. SCOPE

This policy applies to all Directors of Qikiqtani Inuit Association. All QIA Directors owe a fiduciary duty to QIA which duty is binding and legally

enforceable in a Court of law. The conflict of interest rules for QIA employees are to be found in QIA's human resource policies.

4. DEFINITIONS

- Business:** includes, a profession, trade, occupation or undertaking of any kind whatsoever and includes an office or employment, as well as a business contract or proposed contract or other business opportunity.
- Conflict of Interest:** includes, a conflict between the Private Interests of a Director and/or his Family and the Director's duty to QIA, and includes situations where the Director's outside activities and/or duties conflict with his or her duty as a Director to QIA.
- Family:** includes, a legal or common law spouse; a parent, grandparent, child, brother, sister, aunt, uncle, nephew, niece or first cousin, by blood or adoption, or any person who lives with the Director and is ordinarily treated as a member of the Director's family.
- Fiduciary Duty** A fiduciary duty is similar to the duties of a trustee and includes a duty of loyalty and utmost good faith.
- Private Interest:** includes, in relation to a Director or his or her Family, a gift, gratuity, favour, service, discount, special treatment, anything of monetary value, or compensation in any form; any Business or professional advantage, including a contract or proposed contract; an appointment to another board or organization or participation in activities relating to other boards or organizations, including political activities; any other financial benefit arising directly or indirectly from a relation with QIA or an affiliated company; and any other personal interest that may conflict with the Director's duty to QIA.

5. PERSONAL GAIN AND BUSINESS INTERESTS

A Director may NOT:

- (a) carry on any business or activity which unduly exploits, for his or her private interest, any acquaintance with employees or other persons the Director has become acquainted with through QIA;
- (b) request or accept payments or other benefits for exercising functions which are part of a Director's duties, other than receiving authorized Director remuneration accruing to the office;
- (c) carry on any business in which there may be a conflict between the Director's private interests and the interests of QIA;
- (d) be a director or officer of a company or organization which holds, or is engaged in, any contract or agreement with QIA, except where the company or organization is affiliated or has a relation with QIA, and the Director has been nominated, appointed or recommended by QIA to be appointed as a director or officer of the company or organization; or
- (e) exercise any power or perform any function or duty, including casting his or her vote as a QIA Director on any matter, that might reasonably be expected to benefit the private interests, financial or otherwise, of the Director or his or her family, and whether directly or indirectly.

6. POSSIBLE CONFLICT - EXECUTIVE COMMITTEE APPROVAL

Where an outside position or activity is not expressly prohibited by this policy, but there are still reasonable grounds for believing that a conflict may arise if the Director pursues a position or activity, then the Director shall:

- (a) before participating in the position or activity, including any business or employment outside QIA, disclose the position or activity and obtain the approval in writing of the QIA Executive Committee; and
- (b) in seeking or negotiating the position or activity outside QIA, ensure there is no interference or conflict with his or her duties to QIA.

7. CONFIDENTIALITY

- (a) All documents and information deemed by law or QIA policy to be confidential, or which is treated as confidential by the Executive Committee or the Board, shall be kept in the strictest confidence by the Director during and after the Director's term of office, unless disclosure is authorized by the Executive Committee or the Board. The Director shall

take all reasonable steps to safeguard the confidentiality of all confidential information in the Director's possession or knowledge.

- (b) All confidential documents, records, computer records or other material of a confidential nature relating to QIA that are in a Director's possession at the end of the Director's term of office shall be returned to QIA.
- (c) A Director shall not carry on any business or employment outside QIA in which the Director makes unauthorized use of information gained as a result of his or her term of office as a Director of QIA.
- (d) A Director shall not reveal or use any confidential information, except as authorized, or required by his or her QIA duties.

8. AVOIDANCE OF PERCEIVED BIAS OR CONFLICT

- (a) Directors must always avoid any activities that could reasonably be viewed by others as creating bias, including, without limiting the generality of the foregoing, avoiding personal and social contact with individuals and members of organizations, companies and other bodies that are involved in a matter currently before QIA.
- (b) Directors shall immediately disclose any question of perceived bias or conflict of interest to the QIA Executive Director, and shall describe all the circumstances and details concerning the matter, and the Executive Director will refer the matter to the QIA Executive Committee if the Executive Director decides that the issue raises a significant concern.
- (c) If the Executive Committee agrees that there is a reasonable perception of bias or conflict of interest, the Executive Committee has the authority to require the Director to take any steps or actions that it deems appropriate to remove or alleviate the perception of bias or conflict.

9. GIFTS, GRATUITIES AND OTHER PERSONAL BENEFITS

- (a) Except as permitted by this policy, a Director may not under any circumstances request, accept or keep any gift, benefit or advantage, which may be directly or indirectly offered by any person as a result of, or in anticipation of, the Director's position or the performance by the Director of the Director's duties as a Director of QIA.

- (b) Directors may accept unsolicited advertising or promotional materials of nominal value such as pens, calendars or similar items, or accept unsolicited items of nominal value donated to an entire group, including items for personal consumption such as chocolates or similar products.
- (c) When representing QIA to members of other companies and organizations, Directors may also attend receptions and other events of a social nature hosted by such companies and organizations that are intended to be enjoyed, provided the event is reasonable and benefits are shared by all participants and are not to benefit the Director only.
- (d) Directors must not knowingly take advantage of, or benefit from, information obtained in the course of their duties and responsibilities as a QIA Director, and that is not generally available to the public.
- (e) Directors must not engage in conduct that exploits for private reasons or personal gratification their position of authority, or engage in conduct that discredits QIA or the professionalism of the QIA Board of Directors.

10. POLITICAL ACTIVITY

- (a) Involvement in some political activity is allowed, subject to compliance with QIA by-laws, regulations and policies. Permitted political activities may include joining a political party as a member, in a personal capacity only, or personal donations to a political candidate or party. But notwithstanding any other provision of this policy, a Director shall not engage in a partisan or political activity that could reasonably be considered as jeopardizing the impartiality or neutrality of QIA in relation to any matter.
- (b) Directors may not seek or hold office or engage in a political activity that contravenes the eligibility requirements of the QIA *Election Regulations* for being nominated or standing for election as a QIA Director.
- (c) To ensure QIA and its Inuit members receive effective representation in outside boards and organizations, QIA Directors may not be members of Nunavut Water Board, Nunavut Impact Review Board, Nunavut Wildlife

Management Board, Nunavut Planning Commission and Nunavut Surface Rights Tribunal, or any other office or position contrary to the eligibility criteria for Directors set out in the QIA *Election Regulations*.

- (d) Directors of QIA may be members and directors of local community organizations, including, without limitation, an HTO, Co-op, Hamlet, or District Education Authority, so long as not inconsistent with the eligibility criteria for Directors set out in the QIA *Election Regulations*.
- (e) QIA speaks with one voice to the media, in accordance with the QIA *Communications Policy*, and only authorized persons may issue or make public statements and comments on behalf of QIA.
- (f) Directors may discuss matters affecting QIA and QIA members with their constituents, but Directors shall at all times comply with the QIA *Communications Policy*. Directors shall not publicly criticize any QIA policy, decision or position in relation to which the Director has acquired confidential information about the matter from QIA. A Director's criticisms and complaints in respect of any matter shall be provided to the Executive Committee and/or the Board of Directors, in order to be fully and completely aired, discussed and considered by all Directors.
- (g) In addition to the foregoing provisions, a Director also shall not:
 - (i) personally ask for funds for a territorial or federal party, or for a candidate in any election, while on QIA business or time;
 - (ii) campaign for, or actively work in support of, a territorial, federal, municipal, NTI or QIA Board election while on QIA business or time;
 - (iii) engage in any other political activity while on QIA business or time;
 - (iv) use QIA premises, supplies or equipment for any political activity, or display or distribute election campaign items on QIA premises;
 - (v) intentionally use his or her position to affect the political activity of another person, including, without limitation, promising a job in return for support given to a particular candidate; or

- (vi) serve as an official agent for a candidate in an election, or as an executive officer of a political party or riding association (official agents are declared on the nomination papers of a candidate).

11. USE OF QIA FACILITIES, PROPERTY AND INFORMATION

- (a) Directors shall not remove QIA property from QIA's premises without prior permission of the Executive Director or employee responsible for the property in question. This includes, but is not limited to:
 - i) materials, equipment and other items;
 - ii) property owned by QIA or other employees;
 - iii) confidential documents and materials, including technical and other documents and materials;
 - iv) information identified as proprietary or a trade secret; and
 - v) computer disks, tapes and other electronic storage media containing any such documents, materials and/or information.
- (b) Removing or attempting to remove QIA property without permission is a serious violation which, if referred to the Executive Committee, may result in disciplinary action pursuant to this policy and/or QIA by-laws.
- (c) Directors shall not carry on any business or employment outside QIA with unauthorized use of property or facilities owned or leased by QIA.

12. COMPLIANCE

- (a) The Executive Committee has full power and authority to enforce this policy as it relates to any Director in accordance with the provisions of this policy, QIA's by-laws and any other applicable policies of QIA relating to the conduct and activities of QIA Directors.
- (b) Violations of this policy, and circumstances that may constitute a violation or potential violation, shall be dealt with in accordance with the QIA *Code of Conduct* at the earliest possible opportunity.

- (c) All elected and nominated members of the Board of Directors are required to review and acknowledge this policy. 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 QIA a completed and signed Certificate in the form attached to this policy.

QIA CONFLICT OF INTEREST POLICY
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 Conflict of Interest Policy, and that I have read and understood it, and that I agree to act in accordance with the policy 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: _____