

POLICY

Director Code of Conduct



OVERVIEW

The purpose of the Gwich'in Tribal Council (GTC) Code of Conduct Policy (the 'Policy') for the Board of Directors (the 'Board') is to affirm the commitment of the Directors to carry out their duties in the best interests of Gwich'in Participants. The Policy establishes standards and accountability for fulfilling this commitment.

INTRODUCTION

The GTC expects its Directors to meet the highest ethical and professional standards in their actions and their dealings with others. The GTC requires its Directors to manage the implementation of the Gwich'in Comprehensive Land Claim Agreement (GCLCA) and represent the best interests of Participants to the GCLCA. Directors are expected to be knowledgeable of the GTC's mandate, policy and operating requirements and processes that is followed by the Board.

SCOPE

This Policy applies to all Directors on the Board including the Executive and applies to all Director and Executive activities during the term of appointment. For specificity, this Policy is not limited to activities that is directly affiliated with work undertaken by the Board.

VALUES

The Board must be committed to the values of GTC and providing a consistent positive example, which includes but is not limited to:

- Integrity, honesty, leadership and sound ethics in all matters;
- Relationships based on mutual respect, trust and honesty;
- Respect, compassion and understanding;
- Acting with objectivity, open mindedness and fairness;
- Quality and efficiency in decision-making;
- Accountability for conduct and decisions;
- Supporting and adhering to the collective decisions and strategic direction of the Board;
- Transparency and accessibility;
- Sharing of ideas with others;
- Lending of support when required; and,
- Committing to teamwork with the Board.

GUIDELINES

The Board shall be responsible for ensuring proper management and operation of the business and activities of the GTC in accordance with the GCLCA, GTC By-laws and Policies and the *Canada Not-for-profit Corporations Act* (the 'Act'). Each Director will be responsible for the following:

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- a. Exercising due diligence and reasonable care in all matters and in fulfilling their duties;
- b. Becoming familiar with the GTC, its strategic plan and goals, the GCLCA, GTC By-laws and Policies, and the Act;
- c. Preparing thoroughly for each Board or Committee meeting;
- d. Attending as many Board or Committee meetings as possible. In particular, expressly refusing to meet or purposely not attending meetings (boycotting) is unacceptable and subject to suspension or removal;
- e. Participating actively in all attended meetings by asking questions, understanding the items for discussion and thoroughly contributing to deliberations;
- f. Voting (whether for or against) or abstaining on all matters brought forward for a vote;
- g. Declaring actual or potential conflicts of interest and abstaining from discussion and votes where there a Conflict of Interest as defined by GTC By-law No. 1; and,
- h. *As and when* required, representing the Board with specific Board authorization.

PROCEDURE

The Directors will receive a copy of the Policy at the start of their tenure. Directors will be expected to review and sign the document acknowledging their agreement to abide by the Policy.

Any Director whose conduct is considered to be detrimental to the interests, reputation, the Policy, not in Good Standing, or objects of the GTC may be suspended or removed by the Board in accordance with GTC By-Law No. 1.

POLICY OWNER

For any questions or required clarifications of the Policy, please contact the Chief Executive Officer.

I hereby acknowledge that I have read and agree to the Policy and agree to abide by its contents.

Director Signature

Date

Print Name