

NASKAPI NATION OF KAWAWACHIKAMACH

CODE OF ETHICS AND CONDUCT

March, 2022

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1. PURPOSE AND INTERPRETATION

1.1. Objective

The Code of Ethics and Conduct embodies the commitment of the Council to govern the Nation and conduct business in accordance with applicable laws, rules and regulations and the highest ethical standards. The Code is comprised of principles designed to promote integrity and to prevent wrongdoing. All Members are expected to adhere to the principles of the Code.

1.2. Definitions

The following capitalized terms and expressions shall have the meanings attributed thereto, unless the context suggests otherwise:

- 1.1.1 “**Code**” refers to this Code of Ethics and Conduct, duly adopted by resolution of the Council on 22 March 2022, pursuant to By-Law No. 542.
- 1.1.2 “**Confidential Information**” refers to any information obtained from or as a result of exercise of functions, duties and responsibilities as a Member in office, where such information is not available to the public;
- 1.1.3 “**Council**” refers to the Council of the Naskapi Nation of Kawawachikamach, constituted in accordance with the *Cree-Naskapi (of Quebec) Act*, SC 1984, c 18, and includes the Chief, Deputy Chief and all Council members as defined in the *By-law respecting Elections for Chief and Councillors of the Naskapi Nation of Kawawachikamach*.
- 1.1.4 “**Harassment**” refers to improper conduct by an individual, that is directed at and offensive to another individual in the workplace, including at any event or any location related to work, and that the individual knew or ought reasonably to have known would cause offence or harm. It comprises objectionable act(s), comment(s) or display(s) that demean, belittle, or cause personal humiliation or embarrassment, and any act of intimidation or threat. It also includes harassment within the meaning of the *Canadian Human Rights Act* (i.e. based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status, family status, disability and pardoned conviction).
- 1.1.5 “**Immediate Family Member**” refers to the spouse, mother, father, son, daughter, granddaughter, grandson, grandmother, grandfather of a Member and includes any other person permanently residing with a Member.
- 1.1.6 “**Members**” refers to the members of the Council and includes the Chief, Deputy Chief and all Councillors.
- 1.1.7 “**Nation**” refers to the Naskapi Nation of Kawawachikamach.

- 1.1.8 **“Private Interest”** refers all immovables, legal persons, partnerships, businesses, commercial, financial or other interests or activities, of a Member or an Immediate Family Member.

2. RULES OF CONDUCT

2.1. Exercise of Duties and Powers

2.1.1. The Code applies to all Members. In exercising powers and discharging duties, a Member shall:

- i) act honestly and in good faith with the Nation’s best interest in mind;
- ii) adopt an ethical, legal and professional conduct at all times as a positive leader and role model within the Nation;
- iii) place loyalty towards the Nation and its members before any other interests;
- iv) avoid or duly disclose any situation which may be, or may be perceived as a conflict of interest;
- v) respect all policies and budgets in effect to safeguard the Nation’s long-term financial viability;
- vi) protect and ensure responsible use and control over the Nation’s assets, equipment, vehicles and resources;
- vii) exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances; and
- viii) in no case, use its position to influence or attempt to influence another person’s decision so as to further Private Interests or inappropriately further personal benefits for another person.

2.1.2. Upon hiring or when sworn into office, a Member must sign the Code of Ethics and Conduct Declaration attached hereto as Schedule A. A signed copy shall be kept by Council.

2.2. Harassment and violence

2.2.1. Every Member shall adopt a conduct free of any form of bullying, psychological, discriminatory, or sexual violence and harassment. He shall respect, promote, and ensure the application of the Naskapi Nation "Personnel Policy", in particular by establishing and maintaining a healthy work environment and by committing to prevent and put a stop to any form of harassment or violence.

2.3. Conflict of Interest

2.3.1. A conflict of interest occurs in any situation where:

- i) a Member's Private Interests interferes with the interests of the Nation; or
- ii) as a result of the Member's Private Interests, the Member may reasonably be perceived as conflicting with the interests of the Nation; or
- iii) a Member's ability to act in the best interest of the Nation may be compromised; or
- iv) a Member's ability to act in the best interest of the Nation may be reasonably perceived to be compromised.

2.3.2. A Member is required to see that decisions made are free from the improper influence of any interests in the performance of duties towards the Nation that might reasonably be regarded as conflicting with or being harmful or detrimental with the interests of the Nation.

2.3.3. While a Member have the right to take part in activities outside duties and functions held, such activities must be free of conflict with responsibilities held as a Member. Any and all conflicts of interest must be avoided including acquiring any interests or participating in any activities that might reasonably be regarded as:

- i) creating an obligation which would affect judgment or ability to act with honesty and good faith and with the care, diligence and skill of a reasonable person in comparable circumstances; or
- ii) being incompatible with function as a Member.

2.3.4. Actual and potential conflicts of interest must be disclosed in accordance with section 3 of the Code. Where a Member is uncertain as to whether a conflict of interest may exist, the situation must be disclosed to Council to decide whether a conflict does in fact exist.

2.4. Fair Dealing

2.4.1. A Member is expected to deal fairly with service providers, suppliers, competitors and employees of the Nation. No Member should take unfair advantage of anyone through manipulation, concealment, abuse of Confidential Information, misrepresentation of material facts or any other unfair dealing practice.

2.4.2. In carrying out functions, a Member will gain knowledge of Confidential Information. A Member shall not disclose Confidential Information, whether during or after term in office or employment, except when such disclosure is authorized or required by law.

2.5. Personal Benefits, Gifts and Opportunities

- 2.5.1.** A Member must never use or attempt to use its position as a Member to attempt to influence a decision or action or to obtain any personal benefits or such benefits for an Immediate Family Member or any other person.
- 2.5.2.** A Member may not directly take advantage of, or grant to a third party, a business opportunity that is discovered as a result of the position as a Member, other than in accordance with applicable policies, bylaws and regulations, unless the Council has consented to same in writing.
- 2.5.3.** A Member will not accept nor solicit gifts, hospitality or other benefits, of whatever value, either on its behalf or for an Immediate Family Member, that may impair independence of judgment of the Member in exercising powers and discharging duties, or that may compromise such Member's integrity. The present section does not apply to promotional items and gifts of nominal value.
- 2.5.4.** A Member may accept gifts, hospitality or other benefits received in personal capacity or resulting from protocol, customs or social obligations that normally accompany the Member's position. A Member shall consult and seek the opinion of the Council as to the appropriate conduct to be adopted where a gift, hospitality or benefit received is of significant value and may be reasonably be perceived as a conflict of interest.

3. DISCLOSURE PROCEDURE

3.1. Disclosure

- 3.1.1.** Within (30) days of election, it is the responsibility of the Member to disclose any Private Interests to the Council, which might reasonably be considered as creating an actual or potential conflict of interest with duties of the Member.
- 3.1.2.** On a continuous basis thereafter and at the earliest opportunity, it is the responsibility of the Member to disclose to Council, any and all changes in circumstances, regarding Private Interests which might reasonably be considered as creating an actual or potential conflict of interest with duties of the Member.
- 3.1.3.** A Member with reasonable grounds to believe that an actual or perceived conflict of interest exists pertaining to a matter that is being considered will, at the earliest opportunity, disclose the general nature of the actual or perceived conflict of interest and will:
- i) refrain from participating in any discussion, decision or vote on any issue pertaining to the matter;
 - ii) immediately leave the meeting or the portion of the meeting during which the matter is under consideration;

- iii) not sign any resolution, letter or other document pertaining to the matter; and
- iv) not attempt in any way whatsoever, whether before, during or after the meeting, to influence the opinion or vote of the Council on any issue pertaining to the matter.

3.1.4. Notwithstanding section 3.1.3, if the Member excluded is the only person present at a meeting with the information necessary to make a decision on the matter, then the Member may participate in the discussion for the sole purpose of transmitting information and must, thereafter, withdraw from the meeting of the Council.

3.2. Records of Disclosures and Withdrawals

3.2.1. All Private Interests shall either be disclosed verbally during a duly convened meeting of the Council or submitted in writing to the Council using the Disclosure Form attached hereto as Schedule B.

3.2.2. Any disclosures, whether oral or written, shall be recorded in the minutes of the meetings of the Council and need not be reiterated at any future meetings if the nature and extent of the interest disclosed remain the same. The minutes shall also record the withdrawal of the Member from a decision or a meeting, or the reason the Member was permitted to remain in the meeting.

4. ACCOUNTABILITY

4.1. Duty to Respect the Code

A Member will be held accountable for adherence to the Code. Violations of this Code may constitute violations of law and may result in civil or criminal sanctions or penalties for the Member.

4.2. Complaints

If a person has any reason to believe a Member has engaged in conduct contrary to this Code, such person may file a written complaint with Council. All information pertaining to the Member having submitted a complaint shall remain strictly confidential.

4.3. Inquiry

Upon receiving a complaint, Council shall make any inquiries deemed necessary or useful and, within thirty (30) days after receipt of the complaint, schedule a meeting to grant the person identified in the complaint the opportunity to provide observations and comments.

4.4. Council Enforcement

The Council may impose any disciplinary or other measures considered appropriate, progressive in nature and always administered in a fair and reasonable manner.

Schedule A
Code of Ethics and Conduct Declaration

I, _____ [*print name*], hereby confirm that I have read and understand the Code of Ethics and Conduct of the Naskapi Nation of Kawawachikamach (the “Nation”) and agree to comply fully with its terms and provisions. I agree that I will adhere to the following principles and responsibilities governing my professional and ethical conduct to the best of my knowledge and ability:

- 1) I will comply with all applicable laws, regulations and by-laws.
- 2) I will act with honesty, good faith and in the best interest of the Nation.
- 3) I will exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
- 4) I will avoid any real, potential, or apparent conflicts of interests.
- 5) I will act with due care, competence, and diligence, without misrepresenting any facts or allowing my independent judgement to be subordinated.
- 6) I will respect the confidentiality of information acquired in the course of my functions except when authorized to do so in the performance of my duties or if I am otherwise legally obligated to disclose such information.
- 7) I will ensure responsible use of and control over all Nation assets and resources entrusted to me.
- 8) I will be accountable for adhering to this declaration.

Declaration of Understanding

Signature

Date

Schedule B

DISCLOSURE FORM	
Print Name:	Signature:
Position:	Date:
PRIVATE INTEREST	
I hereby declare holding solely the following pecuniary interests within the lands of the Naskapi Nation of Kawawachikamach:	
Type of immovables (house, commercial building) and addresses	Participation in legal persons, partnerships, enterprises or other entity, percentage of participation and position held
CONFLICT OF INTEREST	
I disclose the following actual, potential or apparent conflicts of interest:	
PERSONAL BENEFITS, GIFTS AND OPPORTUNITIES	
I disclose having received the following benefits, gifts or opportunities.	
Gift, personal benefit or opportunity:	
Value (\$) :	
Date:	
Occasion:	
Donor:	
Additional information :	