

## **1.0 Overarching Principles**

The purpose of this Code is to record the minimum standards of conduct required of all Directors in carrying out their duties and responsibilities as Directors. A Director is a member of the Board of Shingwauk KinooMaage Gamig (SKG) for the purpose of this Code.

The Directors have approved this Code and have agreed to be bound by it. The Board may approve updates or amendments to this Code from time to time.

Nothing in this Code requires or permits a Director to act in a way that would be a breach of any duty owed by that Director or that would be unlawful.

This Code is in addition to any other charter, policy, protocol, or code of conduct that, from time to time, is approved by the Directors.

Since no code or policy can anticipate every situation that may arise, this Code is intended to provide guidance to Directors for handling unforeseen situations that may arise. Directors are encouraged to bring questions about particular situations to the attention of the Chair of the Nominating and Governance Committee and/or the Chair of the Board.

## **2.0 Duties**

### **2.1 Duty of Good Faith**

As a fiduciary, a Director must act honestly, in good faith in the best interests of the SKG as a whole and for a proper corporate purpose. A Director's duty to act in the best interests of the SKG as a whole takes preference to act in the interests of individuals or groups of members. This does not mean that a Director may not present the views of selected members for consideration by the Board. On the contrary, a Director may do so as long as the Director genuinely believes that in so doing, they are acting consistently with the interests of the SKG as a whole.

Equally, a Director must not prefer, promote or protect the interests of any particular group of Directors or a Director's personal or commercial interests at the expense of the best interests of the SKG as a whole.

In special circumstances, a Director may also owe a duty to other stakeholders. For example, the interests of creditors must be taken into account if the SKG is in financial difficulty. The SKG and the Directors must also comply with all relevant statutory obligations, including environmental, occupational health & safety, industrial relations and competition & consumer protection laws.

Directors must exercise the powers granted to them for the purpose for which they were given, rather than a collateral purpose. For example, a Director must not directly or indirectly use their powers to protect their own position or perpetuate their own control or the position or control of a particular group of Directors.

A Director must not make improper use of information acquired as a Director to gain an advantage for himself or herself or someone else or to cause detriment to the SKG.

A Director must not take improper advantage of their position as a Director to gain an advantage for himself or herself or someone else or to cause detriment to the SKG.

## **2.2 Duty of Loyalty**

A Director must not place him or herself in a position where there is the possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company and the interests of the SKG or duties to the SKG.

- (a) *Relationships with third parties.* Directors should not receive a personal benefit from any person or firm that is seeking to do business or to retain business with the SKG.
- (b) *Gifts.* Directors and members of their families must not accept gifts from persons or firms that deal with the SKG where any such gift has value beyond what is a normal and customary business courtesy.
- (c) *Personal use of SKG assets.* Directors must not use SKG assets, resources, or information except in connection with SKG business.

Actions where conflict arises: Apart from the obligation to notify the other Directors of any material personal interest or other actual or potentially conflicting interest, a director shall recuse him or herself from any SKG Board decision involving another firm or company with which the director is affiliated. This includes abstaining from voting on the matter and absenting him or herself from all Board deliberations relating to the matter.

## **2.3 Duty of care**

The duty of care refers to the Director's obligation to exercise due diligence in making decisions and is often expressed as the duty of care that "an ordinarily prudent person would exercise in a like position and under similar circumstances". It applies to all decision-making and to every action of the Board and includes the obligation to stay informed and attentive – regardless of their degree of participation, presence or absence at a meeting, or lack of opportunity to read, question, or otherwise intervene. While Directors may delegate a decision to Board Committees or rely upon the advice of professional outsiders, the duty of care standard requires a Director to conduct a thoughtful and careful inquiry before reaching a decision.

The "business judgment rule" protects Directors from liability for business decisions that turn out poorly if it can be demonstrated that they acted in good faith, considered all of the relevant facts, and delegated decision-making only to qualified individuals.

## **2.4 Duty of Obedience**

The duty of obedience requires Directors to be faithful to the organization's stated mission. Every decision a director makes concerning the allocation of resources should support and reinforce SKG's mission. Activities that venture from SKG's mission or vision may constitute a breach of trust.

### **3.0 Conduct at Board and Committee Meetings**

#### **3.1 Decisions**

A Director must bring an open and independent mind to Board and Committee meetings; listen to the discussion on each issue raised, consider all of the viewpoints; both for and against each motion and reach a decision that they believe, in good faith and on reasonable grounds, to be in the best interests of the SKG as a whole.

#### **3.2 Dialogue**

An opportunity must be provided for a Director to put his or her views on issues before the Board or a Committee on which he or she sits. While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in constructive dialogue to reach decisions that are in the best interest of the SKG.

#### **3.3 Attendance**

All elected directors must attend all Board and Board Committee meetings as per the annual schedule. Should they miss a meeting, leave early or arrive late at three consecutive meetings or miss more than one-third of the total meetings, the Board may consider removal of the director.

### **4.0 Confidentiality**

Confidential information (including the contents of Board or Committee documents received by a Director in the course of the exercise of the Director's duties) remains the property of the SKG from which it was obtained. Accordingly, a Director must not disclose such confidential information, the content of discussions and any decisions, resolutions, recommendations, or directives made or given at Board or Committee meetings or any confidential communications between the SKG and the Directors or between some or all of the Directors in relation to the affairs of the SKG, or allow any of the foregoing to be disclosed unless that disclosure:

- (a) has first been duly authorized by the Board;
- (b) is required by law or by any notice, order, or regulation of any regulatory authority which is binding on the Director;
- (c) is made to such employees, agents, or advisers of the SKG who have a legitimate interest in the subject of the disclosure and on the basis that the information being disclosed is to remain confidential; or
- (d) is made by the Board Chair but only where the Board Chair honestly and reasonably believes that such disclosure would not constitute a breach of the Board Chair's statutory duties as a Director.

The above confidentiality restrictions are of fundamental importance. All Directors must feel free to discuss without inhibition their views on issues before the Board. Likewise, executives must feel confident that commercially sensitive and potentially controversial issues concerning the business and affairs of the SKG can be fully and frankly canvassed in the boardroom without risk of later unauthorized release to the public domain.

## **5.0 Professional integrity**

### **5.1 Courtesy**

A Director must not be discourteous toward fellow Directors or staff or make personal attacks on a fellow Director or a member of staff, whether in Board, Committee or other internal SKG meetings or in discussion with others or in public statements.

### **5.2 No prejudicial actions or statements, etc.**

A Director must not engage in conduct, or make any public statement, likely to prejudice the SKGs business or likely to harm, defame or otherwise bring discredit upon or denigrate the SKG or any of the Directors or employees of the SKG.

## **6.0 Complaints handling process and sanctions**

### **6.1 Introduction**

If this Code is to be adhered to, there must be sanctions that can be imposed in respect of breaches. Such breaches may be relatively minor and warrant only a caution or reprimand, or they may be serious or engaged in repeatedly, or as part of a course of conduct which is a serious threat to the interests of the SKG, including where Directors are hampered in or prevented from performing their duties.

### **6.2 Complaints**

An allegation that a Director has breached this Code may only be made by a member of the SKG, another Director, or an employee of the SKG.

### **6.3 Complaints Handling Process**

A complaint shall be investigated by the Governance and Nominating Committee and its findings and recommended sanctions shall be reported to the full Board.

## **7.0 Responsible Officer**

Director of Operations

## **8.0 Version history**

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