

CANDO

Codes Governing Directors – Members of the Board

Preamble:

The CANDO Board of Directors acknowledge and accept the scope and extent of our duties as directors. We have a responsibility to carry out our duties in an honest and businesslike manner and within the scope of our authority as set forth in CANDO's "Letters Patent, By-laws, Applicable Legislation and Policies".

Our Directorship is entrusted with and responsible for the administration of the assets and business affairs of CANDO in an honest, fair, diligent and ethical manner. As Directors we must act within the bounds of authority conferred and with the duty to make and enact informed decisions and policies in the best interests of CANDO and all its Membership. We are personally accountable only for failing to meet these standards.

CANDO has adopted the following codes and our Board of Directors are expected to adhere to these standards of loyalty, good faith, and the avoidance of conflict of duty and self interest to which our Directors or Officers must conform.

CANDO Code of Conduct for Members of Board of Director's (Board Members)

- Board Members must understand their specific roles and act on them
- Board Members need to be acutely aware of the relationship between the governing components of the corporation
- Under the auspices of the relationship between governing components, Board Members must respect delineation of responsibilities respecting the role of the membership, the role of the collective Board and their individual Board Members' role in it, the role of the Executive Committee and the role of the Executive Director
- Communication between the Board and the CANDO office will be strictly conducted through the Executive Director and pursuant to the Personnel and Procedures Policies
- Board Members are responsible for conducting themselves, their deliberations and decision-making in a professional and respectful manner
- While debate is essential and healthy, Board Members should always view their actions and decisions only in the context of the goals of the corporation

- Board Members must be prepared to commit both the time and effort toward the activities of the corporation
- Board Members will regularly attend and participate in meetings and will provide due notice if they are unable to attend
- Due notice is defined as written notice of inability to attend or participate a minimum of forty-eight (48) hours prior to a conference call and a minimum of two weeks prior to an in-person meeting

CANDO's Code of Ethics for Members of the Board of Directors

Board Members will:

- Act openly, honestly and in good faith
- Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstance
- Ensure to enhance and maintain the reputation of CANDO
- Comply with all policies, constitution and by-laws set out by CANDO
- Strive to contribute toward the growth, stability and service CANDO seeks to provide to its members and the Aboriginal economic community
- Respect the political process on a community, municipal, provincial, federal and national level
- Respect and contribute toward the building of strong Aboriginal economies
- Act in the best interest and fulfill their fiduciary obligations to CANDO
- Hold themselves free of any interest, influence or relationship in respect to any activity which could impair their judgment or objectivity in the course of their service to CANDO
- Conduct themselves in a professional, courteous and respectful manner at all times
- Demonstrate respect and tolerance toward other Directors, CANDO staff and all CANDO affiliated stakeholders, agents, private and public
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of CANDO
- Understand and respect the need for a level of confidentiality relating to the affairs of the organization
- Ensure that the level of service they provide is competent and unencumbered from any element which might undermine the goals, operation or achievements of CANDO

CANDO's Conflict of Interest Guidelines

Members of CANDO's Board of Directors will be considered in conflict when:

- They involve themselves in a business transaction or have a direct or indirect financial interest inconsistent with the responsibilities described in this manual or which would impair impartial or independent judgment or action in the performance of their responsibilities
- They use their position on the Board to directly or indirectly influence any financial interest he/she may have or will have personally
- Their position is used for personal gain or family member gain
- They benefit directly or indirectly from information which is not public
- They request or accept payment other than prescribed reimbursement of expenses or remuneration for action, advice or activity in the regular course of responsibilities as described in the by-laws, policies, procedures or other relevant documents
- They seek reimbursement for Board expenses outside of policy guidelines or are not authorized by the Board.
- They give preferential treatment to family, relatives or friends respecting employment or contracts with CANDO
- They hold political office in the case of provincial and/or federal including any political party or constituency office. This does not include territorial or municipal offices
- They should not place him/herself in any position which could or would create any obligation to any person or entity who might benefit from special consideration or have any monetary interest which could undermine the Director's ability to discharge his/her mandate

Conflict of interest includes both "real" conflict and "apparent" conflict.

- **Real conflict** includes all of the above as well as a situation where the Director fulfills an official function and at the same time knows that in doing so there is an opportunity to obtain a personal, business, occupational, or professional benefit for the Director or immediate family member which is unreasonable
- **Apparent conflict** exists when there is a reasonable perception on the part of well informed individuals that a Director is, or may be, in a conflict of interest position

With respect to the affairs of the corporation during decision making processes, if a Director believes a conflict exists or well informed individuals perceive apparent conflict on the part of the Director, the Director should declare the conflict and remove themselves from the decision making process. It is the Director's responsibility to ensure that this is duly recorded in the minutes of a meeting of CANDO's Board of Directors.

Declaration:

I hereby agree and declare that, during and, as may be stipulated, after my tenure as a Member of the Board of Directors for CANDO, I will:

- Act honestly and in good faith
- Act in the best interests of CANDO
- Exercise the care, diligence and skill of a reasonably prudent person
- Adhere to the by-laws, policies, confidentiality requirements and codes of CANDO
- Read all minutes of meetings and, if appropriate, immediately write and send my dissent to any resolution or decision to the Secretary and to the Board of Directors so that it may be recorded

I further recognize that my failure to adhere to the above may result in a request for my resignation as a Member of the CANDO Board or removal as per the by-laws from the CANDO Board of Directors.

Signature: _____

Print Name: _____

Date: _____ Witness: _____

Print Name: _____