



CODE OF CONDUCT

1.1. PURPOSE

The purpose of this Director Code of Conduct (“Code”) is to establish the minimum standards of conduct expected and required of the First Peoples’ Heritage, Language and Culture Council (“FPHLCC”) Board of Directors. These standards are not intended to be exhaustive, and are in addition to any statutory or common law duties and obligations applicable to directors.

1.2. APPLICATION

The Code applies to all voting and non-voting members of the Board of Directors, the Executive Director and any other employees or contractors the Executive Director may designate in writing. This group will be referred to collectively as “Directors and Staff” or individually as “Director” and “Staff person”.

1.3. PRINCIPLES

FPHLCC is committed to providing services in an environment which:

- honours and practices B.C. First Nations cultural gifts and protocols;
- honours and acknowledges the territory of the First Nation on whose land FPHLCC conducts its business;
- is courteous, professional, equitable and efficient;
- promotes honest and ethical conduct;
- complies with all applicable provincial and federal laws, rules and regulations; and
- is free from favouritism, conflict of interest, fear coercion, discrimination or harassment.

1.4. DUTIES

The following duties apply to Directors and are in addition to other laws governing the duties of directors and officers.

Duty of Loyalty – Directors must act honestly, in good faith, and in the best interests of the FPHCC. In placing the interests of FPHLCC ahead of their own personal or business interests, Directors must:

- be honest in their dealings within the FPHLCC and with others on behalf of FPHLCC;



- maintain the confidentiality of information received by them in their official capacities with FPHLCC; and
- avoid situations where they could profit at the expense of FPHLCC, appropriate a business opportunity of FPHLCC, or otherwise put themselves in a position of conflict between their own private interests and the best interests of FPHLCC.

Duty of Care – Every Director owes a duty of care to the FPHLCC and must exercise the degree of skill and diligence reasonably expected from an ordinary person of his or her knowledge and expertise.

Duty to Disclose – Directors have a duty to disclose to the Chair or the Executive Director any conflict of interest, relationship, benefit, opportunity, activity or transaction that could lead to or result in a real or apparent conflict of interest. This includes the duty to disclose private interests in dealings or transactions in which the FPHLCC is involved, or proposes to be involved.

Duty to Advocate – Directors have a duty to advocate for the revitalization of all B.C. First Nations arts, cultures and languages equally as they are all equally important and are precious gifts from our ancestors.

Other Duties – FPHLCC staff have a duty to ensure that the appropriate systems are in place to provide the information needed to Board members to enable them to make informed decisions.

1.5. CONFIDENTIALITY

By virtue of sitting on the Board or a Board Committee of the FPHLCC, Directors will receive or have access to documents, information and the private opinions (“Confidential Information”) of other Board or Committee members on a variety of FPHLCC topics.

All such Confidential Information is intended to be kept confidential and wholly within the confines of the Board or Committee room and among Board or Committee members only. Confidential Information is to be used exclusively for the purposes of performing duties as a Board Member of the FPHLCC and for no other purposes. Confidential Information remains the property of the FPHLCC.

In order to protect and keep such information confidential, Directors agree not to discuss, copy, distribute or convey any Confidential Information to any other person not entitled to receive such Confidential Information, including a Director’s spouse, family member, friend, acquaintance, or business associate.

1.6. CONFLICT OF INTEREST

A conflict of interest may be real or apparent.



Directors will perform their duties conscientiously and will not put themselves in a position in which their private interests and those of FPHLCC might be or perceived to be in conflict.

A Director has an actual conflict of interest when the Director is performing a duty or function of the position and in the performance of that duty or function acts to further his or her private interests.

There is an apparent conflict of interest when a reasonably well-informed person could perceive that the Director's ability to perform a duty or function of the position was or will be affected by the Director's private interests. Every Director must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director's judgment in making decisions in FPHLCC's best interests.

Examples of a real or apparent conflict of interest are set out below.

- Promoting the employment of family, friends or relatives with the FPHLCC.
- Seeking to offer personal services to the FPHLCC or wishing FPHLCC to engage in any commercial transaction or to enter into any contract that would confer a benefit, either directly or indirectly, on the Board member.
- Seeking preferential treatment to any program, service or activity of the FPHLCC for themselves or their family, community, friends or relatives.
- Appointed Board members seek employment with the FPHLCC. If a Board member wishes to seek employment with FPHLCC, he or she must resign from the Board.
- Members must provide updated information relating to potential conflicts, as required.
- Signed forms will be maintained in a locked cabinet by Executive Director staff.

1.7. ALLEGATIONS OF CONFLICT

In addition to the duty to disclose provided under section 1.4 above:

- Every Director has a duty to report any activity which he or she believes represents a real or apparent conflict of interest or a breach of this Code; and,
- The Executive Director and every Director have a duty to report to the Board Chair and every Staff person has a duty to report to the Executive Director, any activity which he or she believes:
 - contravenes the law;
 - represents a real or apparent conflict or interest in or a breach of this Code;



- represents a misuse of the FPHLCC funds or assets; or,
- represents a danger to public health, safety, or the environment.

These reports will be treated to the extent possible as confidential unless disclosure is required by law. Directors shall not be subject to discipline or reprisals for bringing forward, in good faith, allegations of wrongdoing.

1.8. GIFTS AND BENEFITS

Board members may personally accept a gift given as a result of involvement in FPHLCC only in the following circumstances:

- a) the value of the gift does not exceed \$100;
- b) it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together; and
- c) the exchange is lawful and in accordance with First Nations protocols and/or local ethical practice and standards

In those circumstances where a gift is accepted with a value over \$100 it becomes the property of the FPHLCC.

Board members may not personally use FPHLCC property to make a gift, charitable donation or political contribution on behalf of the FPHLCC. The Board, or person designated by the Board, must authorize any gift that is to be given.

All gifts received must be reported to the Executive Director's office (listing recipient, estimated value, date, etc.) in the gifts received log, including gifts which meet the above criteria and can be kept by the recipient. The log will be maintained for audit purposes.

1.9. EXEMPTIONS TO THE CODE

In extraordinary circumstances and where it is clearly in the best interests of the FPHLCC to do so, the Chair may exempt a Director from a requirement of this Code following full and detailed disclosure by the Director of all material and relevant circumstances respecting the matter. Conditions may be attached to an exemption.

If a Director is exempted from a requirement of this Code for the continuation of circumstances that would otherwise be considered an actual or apparent conflict of interest, the Director must refrain from participating in any way in any decision-making respecting the subject matter of the conflict of interest except to the extent specifically authorized in the decision granting the exemption.



1.10. CLARIFICATION

Every Director and the Executive Director should seek clarification on the Code of Conduct from the Board Chair.

1.11. BREACH

Violations of this Code of Conduct may constitute grounds for censure, or a recommendation for dismissal, from the Board, or from the FPHLCC.

1.12. DECLARATION

During their orientation, each member of the Board will be provided with, and must sign, an Annual Declaration of Understanding and Compliance (set out below) at the start of their term on the Board.

Every Director, the Executive Director and any employee or contractor the Executive Director has designated the Code of Conduct applies will annually complete the Declaration of Understanding and Compliance to acknowledge they have read and understand the Code of Conduct.



First Peoples' Heritage, Language and Culture Council (FPHLCC)

Code of Conduct

Annual Declaration of Understanding and Compliance

I certify that I have read and understand the attached Director Code of Conduct (the "Code") of the First Peoples' Heritage, Language and Culture Council.

As a Director:

- I declare that I have made all the disclosures in writing as required under the Code at the date of this certificate; and,
- I agree to conduct myself in accordance with the Code.

Signature

Date

Name (please print)

Date filed with Executive Director