

**TR'ONDĚK HWĚCH'IN TRUST**

**CODE OF CONDUCT AND POLICY ON CONFLICTS OF INTEREST**

**GENERAL**

- 1.1 Application.** This Code of Conduct and Policy on Conflicts of Interest (the “Code”) is intended to govern the conduct of the Trustees of the Tr’onděk Hwěch’in Trust (the “TH Trust”) and sets out guidelines for avoiding and disclosing conflicts of interest.
- 1.2 Definitions.** Unless otherwise specified, the words and expressions used in this Code shall have the same meaning as in the trust indenture of the TH Trust.
- 1.3 Interpretation.** This Code shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of the trust indenture of the TH Trust.

**DUTIES AND RESPONSIBILITIES OF A TRUSTEE**

- 2.1 Responsibilities.** Each Trustee is expected to be an active participant so that the Trustees are able to function effectively and efficiently as a whole. A Trustee is responsible to:
- (a) be informed of the documents and materials related to the TH Trust, including its trust indenture, investment policy, codes and policies;
  - (b) be prepared to make informed decisions in the best interests of the TH Trust on behalf of the Beneficiary;
  - (c) keep informed about the activities and affairs of the TH Trust;
  - (d) attend the quarterly meetings of the Trustees and other meetings, activities and events relating to the TH Trust;
  - (e) serve on committees and working groups of the TH Trust, as appropriate;
  - (f) contribute to the work of the TH Trust and be part of the Trustee’s decision-making process;
  - (g) work effectively and cooperatively with the Protector and the staff and advisors of the TH Trust or on committees of the TH Trust;

- (h) communicate effectively with the other Trustees in order to carry out their duties in an effective manner and be available and respond promptly to communications from other Trustees or the staff and advisors of the TH Trust so that business relating to the TH Trust can be dealt with expeditiously;
- (i) exercise, in the performance of their duties, the degree of care, diligence and skill required of a Trustee in accordance with the terms of the TH Trust's trust indenture;
- (j) be prepared to take further training in order to enhance his or her abilities and skills to carry out his or her duties as a Trustee;
- (k) hold, maintain and care for any property of the TH Trust in his or her possession required for carrying out his or her duties and return such property when it is no longer required or when he or she is no longer a Trustee;
- (l) be independent and impartial;
- (m) not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
- (n) act with honesty and integrity and conduct him or herself in a manner consistent with the nature and the responsibilities and the maintenance of public confidence in the conduct of the business of the TH Trust;
- (o) voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the TH Trust;
- (p) maintain solidarity with fellow Trustees in support of a decision that has been made in good faith in a legally constituted meeting, by Trustees in reasonably full possession of the facts;
- (q) ask the Trustees to review a decision, if he or she has reasonable grounds to believe that the TH Trust has acted without full information or in a manner inconsistent with its obligations;
- (r) exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the TH Trust's policies, and in particular with this Code; and
- (s) comply with all other codes and policies approved by the Trustees from time to time.

**2.2**    **Conduct of the Trustees.** A Trustee will at all times conduct himself or herself in a manner that:

- (a)    supports the objectives of the TH Trust;
- (b)    serves the overall best interests of the TH Trust;
- (c)    subordinates his or her personal interests, and those of any particular constituency, to the best interests of the TH Trust;
- (d)    brings credibility and goodwill to the TH Trust;
- (e)    respects principles of fair play and due process;
- (f)    demonstrates respect for individuals, fellow Trustees and staff and advisors of the TH Trust;
- (g)    respects and gives fair consideration to diverse and opposing viewpoints;
- (h)    demonstrates due diligence and dedication in preparation for, and attendance at meetings, events and activities relating to the TH Trust;
- (i)    demonstrates good faith, prudent judgement, honesty, transparency and openness in his or her activities on behalf of the TH Trust;
- (j)    ensures that the financial administration of the TH Trust is conducted in a responsible and transparent manner with due regard for his or her responsibilities;
- (k)    avoids real or perceived conflicts of interest; and
- (l)    conforms to the TH Trust's trust indenture and rules and policies approved by the Trustees, in particular this Code and the Oath of Office and Confidentiality Agreement.

## **CONFLICT OF INTEREST GUIDELINES**

**3.1**    **Integrity.** These Conflict of Interest Guidelines are intended to ensure the highest standards and maintenance of the integrity of the TH Trust. The Trustees shall act at all times in the best interests of the TH Trust rather than in the interests of particular constituencies. This means putting the interests of the TH Trust ahead of any personal interest or the interest of any other person or entity. It also means performing his or her duties and transacting the affairs of the TH Trust in such a manner that promotes public confidence in the administration of the TH Trust.

**3.2 No Pecuniary Benefit.**

- (a) No Trustee shall directly or indirectly receive any profit from his or her position as such. But the Trustees may receive reasonable payment for their services and reimbursement for reasonable expenses incurred by them in the performance of their duties in accordance with the TH Trust's trust indenture.
- (b) The pecuniary interests of immediate family members (including the immediate family members of a Trustee's partner) or close personal or business associates of a Trustee are considered to also be the pecuniary interests of the Trustee.

**3.3 Definition of Conflict of Interest.**

- (a) A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Trustee's objectivity, judgment or ability to act in the best interests of the TH Trust and includes conflicts as described in subsection 3.4.
- (b) A conflict of interest may be real, potential or perceived in nature.
- (c) A real conflict of interest arises where a Trustee has a private or personal interest, for example, a close family connection or financial interest.
- (d) A potential conflict of interest may arise when a Trustee has a private or personal interest such as an identified future commitment.
- (e) A perceived or apparent conflict of interest may exist when a reasonable, well-informed person has a reasonable belief that a Trustee has a conflict of interest, even if there is no real conflict.
- (f) Full disclosure, in itself, does not remove a conflict of interest.

**3.4 Examples of Conflict of Interest on the Part of a Trustee.**

The following examples constitute Conflicts of Interest under this Code.

- (a) Any circumstance that may result in a personal or financial benefit to a Trustee or his or her family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the TH Trust other than payment for services of a Trustee as permitted in this Code, including contracted work or honoraria; or accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.

- (b) Personal interests which conflict with the interests of Trustees or are otherwise adverse to the interests of the TH Trust.
- (c) Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual or organization doing or seeking business with the TH Trust.
- (d) Being a board member or staff of another body or organization which might have material interests that conflict with the interests of the TH Trust and, dealing with matters on the other body or organization which might materially affect the TH Trust.
- (e) Any involvement in the hiring, supervision, evaluation, promotion, remuneration or firing of a family member, business associate, or friend of the Trustee.

**3.5 Principles for Dealing with Conflict of Interest.**

- (a) During their term of office as a Trustee, a Trustee must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises to the Trustees.
- (b) If the Trustee is not certain whether he or she is in a conflict of interest position, the matter may be brought before the Protector for his or her advice and guidance.
- (c) If there is any question or doubt about the existence of a real or perceived conflict, the Trustees will determine by majority vote if a conflict exists. The Trustee potentially in conflict of interest shall be absent from the discussion and shall not vote on the issue.
- (d) It is the responsibility of the other Trustees who are aware of a real, potential or perceived conflict of interest on the part of a fellow Trustee to raise the issue for clarification, first with the Trustee in question and, if still unresolved, with the other Trustees.
- (e) The Trustee in question must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Trustees, must leave the meeting room for the duration of any such discussion or vote. Although the Trustee in question must leave the room, he or she shall remain part of the quorum.
- (f) The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the Trustee left and returned to the meeting shall also be recorded.

- (g) The Trustees may invite the Protector to attend the meeting where they are discussing the existence of a real or perceived conflict and may seek his or her views and opinions.

**3.6 Gifts and Hospitality.** The Trustees shall not directly or indirectly offer or accept cash payments, gifts, gratuities, privileges or other personal rewards, which are intended to influence the activities or affairs of the TH Trust. The Trustees may, however, give or receive modest gifts or hospitality as a matter of general and accepted business practice, provided the foregoing does not include cash or other negotiable instruments and provided further proper accounting of any such expenses is made and disclosed to the other Trustees.

**3.7 Complaints and Disputes Involving Trustees.**

- (a) The Protector shall review any complaints that a Trustee has violated any provision of the TH Trust's trust indenture, or rules or policies approved by the Trustees, in particular, this Code and its Oath of Office and Confidentiality Agreement.
- (b) The Protector shall similarly review disputes between Trustees that interfere with their ability to carry out their duties and the ability of the TH Trust to operate effectively and efficiently.
- (c) Allegations of illegal activity related to his or her duties as a Trustee shall be immediately referred to appropriate authorities for investigation. Any Trustee against whom such allegations are made shall take a leave of absence as a Trustee pending completion of the investigation.
- (e) The review of such complaints or disputes shall include an opportunity for the Trustee concerned to present his or her position.
- (f) Every attempt should be made to resolve such matters expeditiously and fairly.
- (h) The decision of the Protector shall be final. If the Trustee refuses to abide by the decision, the Protector may take disciplinary action. Such action may include formal or informal censure by the Protector, suspension, a request for the Trustee's resignation or removal of the person as a Trustee.

**CONFIDENTIALITY**

- 4.1 Confidential Information.** It is the responsibility of the Trustees to know what information is confidential and to obtain clarification when in doubt. Except as he or she may be compelled by applicable legal process, a Trustee must, both while having and after ceasing to have that status, treat as confidential all information regarding the policies, internal operations, systems, business or affairs of the TH Trust obtained by reason of his or her status as a Trustee and not generally available to the public. A Trustee shall not use information obtained as a result of his or her involvement as a Trustee for his or her personal benefit. Each Trustee shall avoid activities which may create appearances that she has benefited from confidential information received during the course of his or her duties as a Trustee.
- 4.2 Review of Code.** Each Trustee, forthwith after being appointed, shall meet with the TH Trust’s legal counsel or, in his absence, with the Secretary-Treasurer or Protector, to review this Code and such other policies of the TH Trust that apply to Trustees.
- 4.3 Oath of Office and Confidentiality Agreement.** Each Trustee is required to sign and agree to comply with the *Oath of Office and Confidentiality Agreement*, in the form attached hereto as Schedule “A”.

**Schedule “A”  
Oath of Office and Confidentiality Agreement**

I, \_\_\_\_\_, a Trustee of the Tr’ondëk Hwëch’in Trust (the “TH Trust”), declare that I have read, understood and agree to comply with the TH Trust’s Code of Conduct, Policy on Conflicts of Interest and other applicable rules and policies, and that in carrying out my duties as a Trustee, I will:

1. exercise the powers of my office and fulfil my duties and responsibilities honestly, in good faith and in the best interests of the TH Trust;
2. exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
3. respect and support the TH Trust’s rules, policies, including this Code of Conduct and Policy on Conflicts of Interest, and decisions of the Trustees and Protector;
4. keep confidential all information unless the Trustees determine that such information is public and this shall include, but not be limited to, information about personnel, any personal information, and matters dealt with during *in camera* meetings of the Trustees;
5. conduct myself in a spirit of collegiality and respect for the collective decisions of the Trustees and subordinate my personal interests to the best interests of the TH Trust;
6. immediately declare any personal conflict of interest that may come to my attention; and
7. immediately resign my position as a Trustee of the TH Trust in the event that I, or my Trustee colleagues, or the Protector, have concluded that I have breached this *Oath of Office*.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Witness: \_\_\_\_\_

Date: \_\_\_\_\_