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FIRST NATIONS  
UNIVERSITY  
OF CANADA



## CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

Adopted by

**FIRST NATIONS UNIVERSITY OF CANADA**

A handwritten signature in black ink, appearing to read 'L. J. ...', is written over a horizontal line.

*Authorized Signatory*

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*Name of Authorized Signatory – Printed*

\_\_\_\_\_  
*Date*

**Effective August 14, 2021**

# Code of Conduct and Conflict of Interest Policy

## 1. Code of Conduct

This Code of Conduct and Conflict of Interest Policy applies to every member of the Board of Governors (the “Board”) of First Nations University of Canada (the “University”) and of the Management Pension and Benefits Committee (the “MPBC”) and the Pension and Benefits Advisory Committee (the “PBAC,”), collectively referred herein as the “Committees” were established by with respect to their responsibilities for the Pension Plan for the Employees of First Nations University of Canada Inc., registration no. 0934091 (the “Pension Plan”). In addition, the provisions set out in this document shall apply to the employee health and benefits program (the “Benefits Plan) where applicable.

Every such person (a “Party”) shall be subject to this Code of Conduct and Conflict of Interest Policy in respect of the person’s duties in relation to the administration of the respective Pension Plan or Benefits Plan, collectively referred herein as the “Plans”.

## 2. Conflict of Interest Policy

### (a) *Definition*

A “Conflict of Interest” arises when:

- i. A Party or, to the knowledge of the Party, a member of his or her family, including spouse, parents, or children (regardless of residence), or any other person living in the Party’s household, has a real or perceived interest in a transaction or investment, or a proposed transaction or investment by the Plans; or
- ii. A Party has a personal or business relationship which may or may appear to compromise the independence or ability of the Party to provide an impartial and objective decision, recommendation or assessment of facts in any circumstance.

### (b) *Avoiding Conflicts*

- i. A Party shall not knowingly permit his, her or its interests to conflict with those of the Plans or the beneficiaries of the Plans.
- ii. Where a Conflict of Interest arises, a Party shall remove himself or herself from any decision, recommendation or assessment of facts related to the Conflict of Interest. Where a Party does not have a formal Conflict of Interest as defined under this policy but feels that it would be inappropriate to participate in a decision, recommendation or assessment of facts, the

Party shall remove him- or herself from the decision, recommendation or assessment of facts.

*(c) Reporting and Registering Conflicts*

Where a Conflict of Interest arises, the relevant Party shall report the Conflict of Interest in writing to the Board or relevant Committee, as appropriate.

- i. Additionally, Parties shall each be required, on an annual basis, to declare that they are unaware of the existence of any personal actual or perceived Conflicts of Interest or to declare such Conflict of Interest as are present at that time.
- ii. If a Party is unsure whether a Conflict of Interest exists, the Party shall *immediately* report the possible Conflict of Interest to the Board or relevant Committee, as appropriate.
- iii. The Board and Committees shall each keep a register of Conflicts of Interest and how such Conflicts of Interest are resolved. The register shall include:
  1. A description of each actual or perceived Conflict of Interest;
  2. The name and position of the Party to whom the conflict of interest applied;
  3. The date upon which the Conflict of Interest arose; and
  4. The manner in which the Conflict of Interest was addressed and/or resolved.

*(d) Resolving Conflicts*

- i. The Board or Committees, as applicable, shall each decide whether a Conflict of Interest exists. If a Conflict of Interest does exist, the Board or relevant Committee is responsible for resolving the Conflict of Interest.
- ii. Where a Conflict of Interest is unavoidable, the Board or relevant Committee may waive the obligation of the Party to remove him- or herself from the Conflict of Interest. In such situations, the Board or Committee shall ensure that the interests of the Plan are held paramount.

*(e) Declaration of Interests*

- i. A Party shall declare economic interests that could conflict with their duties. Such interests include personal investments or positions held by the Party, a family member or member of the Party's household, or someone with whom the Party is involved in a personal relationship.

(f) *Gifts*

- i. Parties shall not give, accept or seek benefits, entertainment, gifts or favours in relation to a Party's involvement in the administration or investment of the Plan if the acceptance of the benefit, entertainment, gift or favour could create or appear to create a favoured position for any present or potential supplier, service provider or business partner of the Plans or the management of the investments of the Pension Plan. Parties shall refrain from accepting or offering benefits, entertainment, gifts or favours to other Parties.
- ii. Notwithstanding the above, Parties may accept benefits, entertainment, gifts or favours which are of a minor nature and associated with charities or with social events or obligations. For the purposes of this Code of Conduct and Conflict of Interest Policy, benefits, entertainment, gifts or favours which are of a minor nature shall be considered to be those with a value less than \$200. Parties shall disclose such benefits, entertainment, gifts or favours to the Board either prior to acceptance or as soon as possible thereafter.

(g) *Non-compliance*

The failure of a Party to comply with the terms of this Code of Conduct and Conflict of Interest Policy shall not in itself invalidate any decision, contract or other matter pertaining to the administration of the Plans.