



## ABORIGINAL PEOPLES TELEVISION NETWORK INCORPORATED

### CODE OF CONDUCT FOR APTN DIRECTORS

#### Statement of Purpose

1. Purpose of Code. The Board of Directors of APTN (the "Board") recognizes the importance of the role and responsibilities of individual Directors of the Board to the achievement by APTN of its objectives. The purpose of this Code of Conduct is to assist the Directors of the Board to fulfil their duties as directors, and to set out the expectations of the Board as a whole for the conduct of Directors of the Board. Directors of the Board are expected to acknowledge in writing their commitment to abide by this Code of Conduct and to follow the APTN Code of Ethics attached to, and which forms a part of, this Code of Conduct.

2. Application. The Directors of the Board acknowledge that this Code of Conduct applies to all Directors of the Board, including both Directors that are appointed directly by APTN's individual members, and those Directors that are elected by the membership as a whole. The Directors of the Board confirm that while the Board may establish guidelines and rules for the conduct of the Board, including its committees, that ultimately the responsibility to elect or remove Directors of the Board resides with the members of APTN, as provided in APTN's By-laws.

#### Code of Conduct

3. Attendance at Meetings. Directors of the Board are expected to attend all meetings of the Board of which at least 14 clear days' notice is given as contemplated in APTN's By-laws, whether such meeting is held in person or by teleconference. Directors are expected to make every reasonable effort to attend meetings of the Board that are not scheduled regularly (i.e. emergency meetings), when such meetings arise. If a Director of the Board is unable to attend a meeting, regularly scheduled or otherwise, the Director will advise the Chairperson of such fact as far in advance of the meeting as possible, and provide a brief explanation of the reason for the inability to attend the meeting.

4. Failure to Attend Meetings of the Board. The Board considers that if a Director of the Board fails to attend 2 or more meetings of the Board, of which proper notice has been given, within any one year period then the ability of the Director to fulfil his or her duties is in question. In such circumstances, the Board will report in writing to the membership on the failure of the Director of the Board to attend such meetings and the reasons given for such failure to attend. The Director concerned will be provided with a copy of such report and may provide a written explanation to the membership of the reason for the failure to attend such meetings. If a Director of the Board is present at a meeting of the Board of which proper notice has been given for less than one-half the time allotted for the conduct of such



meeting, then the Director will be considered to have been absent from such meeting unless the Board determines by resolution that exception circumstances have not permitted the Director concerned to attend the entire meeting. **(If a Director of the Board fails to attend more than 3 meetings of the Board of which proper notice is given within any one year period, then the Director is automatically removed from the Board)**

5. Failure to Attend Committee Meetings. The Board considers that participation by Directors of the Board in meetings of Committees of the Board ("Board Committees") is as important to the proper functioning of APTN as participation in meetings of the Board itself. If a Director of the Board agrees to sit on a Board Committee and fails to attend 2 or more meetings of such Board Committee of which the Director has been given no less than 14 clear days' notice, within any one year period, then the Chairperson of the Board Committee will report in writing to the Board on the failure of the Director to attend such meetings and the reasons given for such failure to attend. A copy of such report will be provided to the membership. The Director of the Board concerned will be provided with a copy of such report and may provide a written explanation to the Board of the reason for the failure to attend such meetings. A copy of such explanation will also be provided to the membership. If a Director of the Board is present at a meeting of a Board Committee of which proper notice has been given for less than one-half the time allotted for the conduct of such meeting, then the Director will be considered to have been absent from such meeting unless the Board Committee determines by resolution that exception circumstances have not permitted the Director concerned to attend the entire meeting.

6. Participation of Non-Directors in Board Meetings. Directors of the Board have the right to participate in all meetings of the Board and to be present at all times. Persons that are not Directors of the Board, including individuals representing the Members of APTN, employees of APTN, and outside consultants or advisors, may be requested or otherwise permitted by the Board to attend all, or any portion, of a meeting of the Board, but do not have the right to attend or participate in such meetings. Any individual that is not a Director of the Board who attends a meeting of the Board will not be entitled to participate in the meeting, and will attend solely as an observer, unless requested by the Board to participate in the meeting. In no circumstances shall any person that is not a Director of the Board vote on any matter that is under consideration by the Board.

7. Participation of Non-Directors in Committee Meetings. Directors of the Board who have been appointed to a Board Committee have the right to participate in all meetings of the Board Committee and to be present at all times. Persons that are not Directors of the Board, including individuals representing the Members of APTN, employees of APTN, and outside consultants or advisors, may be requested or otherwise permitted by a Board Committee to attend all, or any portion, of a meeting of a Board Committee, but do not have the right to attend or participate in such meetings. Any individual that is not a Director of the Board who attends a meeting of a Board Committee will not be entitled to participate in the meeting, and will attend solely as an observer, unless requested by the Board Committee to



participate in the meeting. In no circumstances shall any person that is not a Director of the Board act as Chair of a Board Committee or vote on any matter that is under consideration by a Board Committee.

8. Preparation for Meetings and Setting Agenda. Directors of the Board are expected to review, and be familiar with, all materials circulated to the Board prior to meetings of the Board. Directors of the Board are expected to contact the Chairperson as far as possible in advance of scheduled Board Meetings if the Director proposes to add an item to the agenda for the Board Meeting. Directors are expected to provide to the Chairperson (or as the Chairperson may direct) all background information, documents or other materials that are in the Director's control that the Director proposes to table in connection with the agenda item. The Chairperson will present the agenda at the outset of each Board Meeting for approval by resolution of the Board. Once approved, the agenda may be amended solely by a further resolution of the Board and, in any event, if a Director of the Board proposes to add a matter to the agenda without giving advance notice as contemplated herein, such Director is expected to provide at that time all background information, documents and or other materials that are necessary to facilitate a full discussion of such agenda item.

9. Conduct of Meetings. The Chairperson will be responsible for the conduct of all meetings of the Board. Directors of the Board will be respectful of the decisions taken by the Chairperson in that capacity, and will refrain from conduct that is ruled out of order, including speaking without having been recognized by the Chairperson as having the floor. Directors of the Board will make every effort to follow the agenda and to speak to the point under consideration, failing which, the Chairperson may interrupt the presentation of the Director as being out of order. Directors of the Board are expected to respect decisions taken and resolutions made by a majority of the Directors of the Board.

10. Records of Meetings. Directors of the Board will review all minutes and other records of meetings of the Board, including minutes of meetings the Director did not attend. Any dissent from a resolution or other action taken at any meeting of the Board must be made at the meeting at which a matter is considered and noted in the minutes. Directors of the Board will note their dissent with any resolution or other action taken at a meeting not attended by the Director immediately after reviewing minutes for such meeting, by providing a letter to the Chairperson. Directors of the Board will otherwise be considered to have consented to the resolution or other action. Directors of the Board may abstain from voting on particular resolutions or actions, however an abstention will not be considered a dissent with respect to any such resolution or action and the Director will not, as a result of abstaining, be absolved of responsibility for the resolution or action.

11. Professional Conduct Towards Each Other. Directors of the Board will treat each other with the highest degree of respect at all meetings and in all communications, and will conduct themselves in a business-like and professional manner at all times, even when in disagreement with each other.



12. Professional Conduct Towards Employees. Directors of the Board will be respectful towards all employees of APTN. Directors of the Board will not contact employees except as may be required in the conduct of their duties as directors (for example, while conducting Committee work). If a Director of the Board wishes to obtain further information regarding APTN's affairs from an employee, the Director will first contact APTN's Chief Executive Officer with such request, and provide a copy, or notify the Chairperson of that request. The Chief Executive Officer may obtain the information requested by the Director of the Board, or refer the Director to a particular employee to obtain that information. If a Director of the Board, acting in a capacity other than as a Director of the Board of APTN, has dealings with APTN or its employees, the Director of the Board will advise the Chairperson of APTN in writing of such dealings. The Director of the Board will not, in any circumstances, use the Director's position or authority as a Director of the Board in any such dealings with APTN or its employees.

13. Professional Conduct Towards Others. Directors of the Board will at all times conduct themselves in a business-like and professional manner when representing APTN, or in situations where their conduct would reflect upon APTN. Directors of the Board will avoid public criticism of APTN or its employees, and will avoid the public expression of opinions, dissenting or otherwise, regarding decisions taken by the Board. The proper forum for discussion of any such criticisms or opinions, in the first instance, is in meetings of the Board. Directors of the Board will, when speaking as representatives of APTN, accurately present APTN's affairs and in a manner that is consistent with APTN's policies and objectives, and in keeping with any guidance or instructions provided by the Board. It is recognized that in fulfilling their duties, Directors of the Board may feel compelled to speak to issues of concern to APTN in public without seeking approval from the Board on the grounds that it is in the best interests of APTN to do so. In such circumstances, the Director of the Board will nonetheless act at all times in the best interests of APTN and refrain from criticizing or identifying specific employees or other individuals. All media requests and inquiries made to a Director or the Board should be referred to the Chairperson and Chief Executive Officer of APTN for response.

14. Communications Policy. The Board may, from time to time, approve or amend the APTN Communications Policy which may deal, among other matters, with the process and content of communications by and between Directors of the Board, employees of APTN, and public or outside communications, including the proper channels for directing specific communications. Directors of the Board will comply with the APTN Communications Policy, as may be approved or amended from time to time, in all of their communications relating to APTN. In case of a conflict between the communications process described in this Code of Conduct and any process dealing with a more specific matter in the APTN Communications Policy, the process described in the APTN Communications Policy will take precedence.

15. Conflicts of Interest. Directors of the Board will avoid placing themselves in situations in which a conflict, or perceived conflict, may arise between the interests of the



Director of the Board as an individual and the interests of APTN. If a possible or perceived conflict nonetheless arises, the Director of the Board will disclose such conflict in writing to the Chairperson of APTN, and conduct his or herself in accordance with APTN's By-laws, and the requirements of the law regarding conflicts of interest. If the Director of the Board is uncertain as to whether a particular situation raises a conflict or perceived conflict, the Director will contact the Chairperson of APTN for guidance as to how the matter should be handled.

16. Confidentiality. Disclosure of information or records that is confidential to APTN may result in harm to APTN or others. Therefore, Directors of the Board will maintain the confidentiality of all records of APTN, and of all information pertaining to APTN that is provided to the Director. Confidential information includes details of matters considered by the Board from time to time and decisions taken by the Board, unless such matters and decisions are public in nature. Directors of the Board should be mindful that the disclosure of such confidential information may constitute a breach of the Director's fiduciary obligations as a director of APTN, and that APTN may be entitled to seek legal recourse against the Director of the Board.

17. Written Records. Directors of the Board are responsible to maintain the confidentiality of all written or electronic records, documents, and correspondence, including e-mail correspondence, provided to them in the performance of their duties. Directors of the Board will ensure the security of all such information in their possession, and will ensure, even when at home, that all such information is kept in a private location, such as a private office, where it cannot be accessed or viewed by casual observers. All information relating to APTN will be destroyed, or otherwise rendered unreadable (for example, through shredding) before it is disposed of by a Director of the Board, including when an individual ceases to be a Director of the Board. If a Director of the Board does not have the necessary facilities to destroy any such information, it will be forwarded in a sealed package to the attention of the Chief Executive Officer at APTN's offices for destruction.

### **Responsibility for Administration of Code of Conduct**

18. Monitoring Compliance. The Board as a whole will be responsible for monitoring the compliance by all Directors of the Board with this Code of Conduct. The Board may not, on its own, relieve any Director of the Board from his or her office as a Director in the case of a breach by a Director of the Board of this Code of Conduct. The Board may, however, advise the membership, through the Chairperson, of any breaches of this Code of Conduct by a Director. It is anticipated that the membership will take into account any such breach in evaluating the suitability of a Director of the Board to continue in that office.

19. Disciplinary Process. If a Director of the Board (the "Complainant") believes that another Director (the "Respondent") has breached this Code of Conduct, and the Complainant wishes to lodge a complaint, then the following procedure will be followed:



- (a) the complaint must be made in writing to the Chairperson, and be accompanied by documentation or other supporting materials (if any) to substantiate the complaint;
- (b) the complaint must be received by the Chairperson no later than one week before a meeting of the Board in order for the complaint to be considered at that meeting (unless circumstances giving rise to the complaint do not permit);
- (c) the Chairperson will provide a copy of the complaint to the Respondent, who may respond to the complaint in writing;
- (d) a copy of the written complaint and response, if any, will be circulated by the Chairperson to the Board prior to the meeting at which the complaint is to be considered; however, the Chairperson may, in his or her discretion, withhold such copies until the first day of the Board meeting if the Chairperson believes that to do so would preserve confidentiality;
- (e) the Complainant (or the Chairperson, if requested) will present the complaint to the Board;
- (f) the Director that is the subject of the complaint will then have an opportunity to respond to the complaint; and
- (g) the Board will then, in the absence of the Director complained of (if the Director concerned consents), *in camera* and by secret ballot, determine by majority vote whether the Code of Conduct has been breached.

20. Changes to Disciplinary Process. The Board may, where it deems it to be appropriate, amend the procedure for making and hearing complaints to suit the circumstances of a particular complaint. Any such amended process must provide an opportunity for the Respondent to know the nature of the complaint, and respond to it to the Board.

21. Consequences of Breach of Code. If the Board determines that the Code of Conduct has been breached, the Board will then consider and resolve upon an appropriate response, which may include requesting the Director of the Board that has been found in breach of the Code of Conduct to:

- (a) provide a written undertaking to discontinue the conduct that is in breach of the Code of Conduct;





- (b) provide a written apology, or other appropriate statement, to any Director of the Board or other person who has been affected by the conduct that is in breach of the Code of Conduct;
- (c) in the case of conduct that the Board believes constitutes a breach by the Director of the Board of his or her fiduciary or other legal obligations as a Director of APTN, make appropriate restitution to APTN or any other aggrieved person;
- (d) take such further steps or actions as the Board believes are appropriate in order to remedy the conduct that is in breach of the Code of Conduct; and/or
- (e) resign as a Director of APTN, forthwith, or if the Director of the Board does not comply with any request made by, or undertaking given to, the Board.

In any event, the Chairperson will advise the membership of APTN, in writing, of the nature of the complaint against the Respondent, that the Board determined that the Code of Conduct was breached, of any resolution made by the Board as a response to the complaint, and whether the Respondent has complied with any request made by the Board.

22. Complaints Involving the Chairperson. In any complaint brought by or against the Chairperson, the Vice-Chairperson will perform the duties of the Chairperson, except in the case where the Vice-Chairperson is also concerned in such matter, in which case a Director of the Board that is not otherwise involved in the complaint may perform the duties of the Chairperson in connection with the complaint that arise before the meeting at which the complaint will be heard and, at such meeting, any Director of the Board will be appointed by resolution of the Board to continue such duties in connection with the complaint.

23. Removal from Office. The Board acknowledges that Directors of the Board may not be removed from office except by a majority vote of the members of APTN. If the Board requests that a Director of the Board remedy a breach of the Code of Conduct, as contemplated in paragraph 21, and the Director does not comply with the request of the Board, then the Chairperson will call a meeting of the membership to consider the removal of such Director, or place such matter before the membership at the next annual meeting of members.

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Chairperson

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Secretary