



***Effective August 10, 2023, per motion and approval by the Board of Directors on August 10, 2023.***

## **COMMITTEE ADVISORY MEMBER POLICIES, PROCEDURES AND CODE OF CONDUCT**

### **A. Policies and Procedures**

#### **1. Overview**

Sitnasuak Native Corporation (SNC) has a tradition of selecting advisory members to serve on certain committees such as the Land Committee and Elders Committee. An advisory member's top priority is to serve their respective committee. The role of advisory members is to guide but not govern because the committees and the Board of Directors have ultimate governance authority for SNC.

#### **2. Application of Policies**

These Committee Advisory Member Policies, Procedures and Code of Conduct ("Policies") apply to all individuals selected to serve SNC as a committee advisory member of any SNC committee. Currently, advisory members serve on the Land Committee and Elders Committee.

#### **3. Submission Process and Selection Criteria**

Interested shareholders may submit a letter of interest to the Chair of the SNC Board of Directors who will forward the letter to the committee for consideration to serve as an advisory member. A sample form letter of interest is attached. The type of information in a letter of interest could include educational background; job history; skills; training; community service; awards received; licenses and certifications. An advisory member may only serve on one committee at a time, unless the SNC Board of Directors approves an individual serving on more than one committee.

After review by the specific committee of a shareholder letter of interest, that committee shall select advisory members to serve on the committee and forward the selection to the Board of Directors for approval. In making a selection, the committee and Board will consider the applicant's letter, interest in the work of the committee, experience and willingness to adhere to these Policies. The approval of advisory members shall be made by the Board of Directors in its sole and absolute discretion and no appeal, protest or challenge to such selection will be entertained by SNC. Non-successful applicants will be notified by SNC.



#### **4. Responsibilities of Advisory Members**

Advisory members are expected to attend and participate in their designated committee meetings in Anchorage or Nome or by telephone, to provide input and assist the committee with deliberations of committee business by sharing their opinions and perspectives, making suggestions, providing advice and offering information to the committee. This can be accomplished by sharing knowledge, ideas and opinions, giving feedback on the performance of a program, communicating messages from shareholders, providing specialized expertise, making recommendations, and acting as an independent and unbiased sounding board for committee action. Since advisory members are advisory only, the actions and statements of advisory members will not necessarily reflect the official positions or policies of a committee, SNC or SNC's Board of Directors. Advisory members do not have authority to enforce committee or SNC policies but their analysis and recommendations play an important role in helping the committee reach decisions. Advisory members with two or more unexcused absences will be removed from their respective committee.

Advisory members should: keep informed about SNC's business and affairs; review and devote appropriate time to studying committee materials prior to meetings; follow and comply with all rules, policies, procedures and codes as they apply to SNC Board of Directors and employees; and be courteous and respectful of opinions expressed and questions asked by directors, other advisory members, management and staff.

Advisory members may not: participate in motion practice, such as making or seconding motions; vote on any matter; be disruptive; disclose to others discussions and statements made during committee meetings or distribute non-public information or documents provided at the meeting; criticize or disparage decisions of the committee, SNC Board of Directors or otherwise act in a way that undermines the committee's or SNC Board's decision; record a meeting or discussion with another advisory member, director, management or staff.

#### **5. Term of office**

Advisory members are appointed to serve two terms at the first committee meeting following the appointment of SNC Board of Director committee members. After 3 consecutive terms of service, advisory members may be asked to allow other shareholders to serve in advisory roles if the SNC Board of Directors or specific committee become aware of active interest from other shareholders. Any advisory member of a committee may resign at any time by giving written notice to the Chair of the committee. The SNC Board of Directors may remove an advisory member from a committee for cause as set out in Paragraphs 9 and 10 below.



## **6. Remuneration**

Advisory members will be compensated for their service as advisory members at the rate of \$250 per meeting.

### **B. Code of Conduct**

#### **1. Professional Conduct**

Advisory members shall conduct themselves in a manner consistent with these Policies, SNC policies, the law, and good judgment. Advisory members shall not commit any act which may bring reproach or discredit upon SNC. Speech or behavior that is likely to create an appearance of impropriety is to be avoided. Advisory members shall not engage in acts which will subject SNC to criticism or adversely affect the interests of SNC. It is the responsibility of each advisory member to maintain a professional and productive attitude and environment.

#### **2. Conflicts of Interest**

Advisory members must avoid any conflict of interest and shall not participate in providing advice or comments to their committee or SNC on any matter in which they know or have reason to know that they (or an immediate family member) have a personal or financial interest, or an interest that is adverse to SNC, its subsidiaries or affiliates. If an advisory member has a conflict of interest, he/she shall disclose such conflict to the other members of their committee. The committee in consultation with the SNC Chair will make a determination in its sole discretion to waive the conflict of interest. Because every advisory member is also a shareholder of SNC, simply being a shareholder and receiving benefits as a shareholder that are the same as benefits received by or available to all other shareholders does not create a conflict of interest.

Advisory members may not accept employment with, serve as a consultant or independent contractor to, or be an owner or director of any business engaged in competition against SNC, its subsidiaries or affiliates without the prior written approval of the SNC Board of Directors.

Advisory members are prohibited from taking for themselves or their immediate family members opportunities related to the business of SNC, its subsidiaries or affiliates, or competing with SNC, its subsidiaries or affiliates for business opportunities, without the express written approval of the SNC Board of Directors.

#### **3. Confidential Information**

In carrying out their responsibilities to SNC, advisory members often learn Confidential or



Proprietary Information about SNC and its subsidiaries or other persons who have business dealings with SNC or its subsidiaries. Advisory members shall treat as private and privileged and shall not disclose, release or use any SNC or committee Confidential or Proprietary Information gained in the course of or by reason of their position, other than in the performance of their duties and responsibilities. Confidential or Proprietary Information includes but is not limited to any and all non-public data or information that relates or concerns SNC or its subsidiaries, financial information or condition, accounting procedures, business opportunities and transactions, marketing strategies, business plans and projections, shareholder data and information, SNC lands information, customer lists, personnel information, and similar confidential, proprietary or trade secret information and data. This Confidentiality obligation will continue to exist after the termination of any advisory member position. SNC shall be entitled to an injunction by a competent court to enjoin and restrain the unauthorized disclosure, release or use of such Confidential Information.

#### **4. Use of SNC Resources**

Advisory members shall not use or permit the use of SNC resources, including but not limited to facilities, materials, equipment, information, intellectual property such as trademarks and copyrighted material, and SNC staff time for activities other than as necessary for the performance of their duties as advisory members. Any works (intellectual property) created or developed by an advisory member within the scope of his or her responsibilities or from the use of SNC's Confidential or Proprietary information are hereby assigned to SNC.

#### **5. Official SNC Communications**

Advisory members shall not claim or imply that they are speaking on behalf of SNC, their committee or the Board of Directors unless they have been specifically pre-approved in writing to do so by the SNC Board of Directors.

#### **6. Prohibition Against Harassment and Discrimination (Sexual and Other Forms)**

SNC strives to maintain an environment that is free from all types of harassment and unlawful discrimination. Advisory members shall not in the performance of their responsibilities, engage in harassment and unlawful discrimination of any sort against any person on the basis of race, sex, color, national origin, religion, disability, age, marital status, veteran status, equal pay/compensation, pregnancy, sexual orientation, gender identification, transgender status, genetic information, or any other protected class under federal, state and local laws. Sexual harassment is specifically prohibited.



## **7. Prohibition Against Alcohol and Drugs**

Advisory members may not possess, sell, transfer, purchase, or be under the influence of intoxicating liquor, illegal drugs, mind altering prescribed drugs or other intoxicants at any time on SNC premises or while on SNC business. The illegal use of any drug, narcotic, or controlled substance is prohibited.

## **8. Discussion of Employment**

Advisory members shall not use their position to influence any SNC decision regarding prospective employment with SNC.

## **9. Violations**

Advisory members should communicate any suspected violations of these Policies promptly to the Chair of their committee. The Chair of the committee will review and discuss the facts with the SNC Board of Directors and appropriate action will be taken by the SNC Board of Directors, as deemed necessary.

## **10. Enforcement for Violations**

In addition to any other action as provided by law, advisory members who violate these Policies are subject to immediate removal from their committee, withholding of compensation, suspension from serving on a committee in the future, or other action as determined appropriate by the SNC Board of Directors. The decision of the SNC Board of Directors is final and not subject to appeal.



**Acknowledgement**

**I have read and understand the Committee Advisory Member Policies, Procedures and Code of Conduct and agree to adhere to them.**

\_\_\_\_\_  
Print Name of Advisory Member

\_\_\_\_\_  
Signature of Advisory Member

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Committee Chair

\_\_\_\_\_  
Date