



THE WORLD'S FIRST NATIONAL ABORIGINAL BROADCASTER SEEKS BOARD MEMBERS

Are you looking for an opportunity to guide, shape and influence a world leader in Aboriginal media? Would you consider bringing your skills to the national board level? Aboriginal Peoples Television Network (APTN) is seeking applicants to serve on its board of directors.

Apply to join a committed, diverse and talented team on APTN's policy governance board, drawn from a wide variety of personal and professional backgrounds and Aboriginal traditions.

Our board is looking forward to the challenge of changing and expanding the operation of a modern news and multi-platform network in an increasingly technological world while still remaining true to our mission to *"Share our Peoples' journey, celebrate our cultures, inspire our children and honour the wisdom of our Elders."*

ABOUT APTN

Offering a truly unique perspective for all Canadians, APTN shares Aboriginal stories, cultures and communities through award-winning programming that is genuine, inspiring, engaging and above all entertaining.

The network broadcasts more than 80% Canadian content through three regional channels – APTN W, APTN E and APTN N – and its national channel APTN HD. Programming is broadcast with 56% offered in English, 16% in French and 28% in Aboriginal languages. We partner with independent and member producers to create and broadcast original content reflecting the diversity and growing capacity of First Nations, Inuit and Métis communities. Our investigative reporting and daily news broadcast increasingly place Aboriginal perspectives and concerns on the broader public agenda.

APTN began over 25 years ago as Television Northern Canada and expanded to a national television network giving Aboriginal perspectives a home on the airwaves. When APTN launched in 1999, it became the first national Aboriginal broadcaster in the world and is still Canada's only independent national Aboriginal broadcaster. Today we are poised again for growth and change. We are looking for the leaders who will travel with us in this next chapter of our journey.



ROLE AND RESPONSIBILITIES OF BOARD OF GOVERNANCE

APTN is governed by a volunteer board of directors representing all regions of Canada. The governance board is responsible for the oversight of APTN and its subsidiaries and sets policy and direction while guiding the organization to fulfill its mission, mandate and vision, remaining a true reflection of Aboriginal Peoples across Canada.

The board supports the network to remain a trusted and effective outlet for Aboriginal content, while contributing to a greater national understanding of Aboriginal Peoples' issues and perspectives.

REQUIREMENTS

We seek members to contribute some of the following capacities on our board:

- Finance;
- Legal;
- Representation from Northern, Southern, Eastern and Western Canada;
- Elder or Knowledge Keeper;
- Youth Perspective;
- First Nations, Inuit or Métis Perspective;
- Broadcast Industry;
- Corporate Experience;
- Traditional Knowledge and Values;
- Television or Film Production Experience;
- Aboriginal-Language Speaker;
- Regulatory Experience;
- News/Journalism.

These areas of expertise balance the values of the organization, ensure cultural and geographical representation and identify skills that will assist in expanding APTN's presence in the ever-evolving media environment. Past experience on a board of directors, while not necessary, will be beneficial.

Complete candidate criteria and eligibility requirements are listed in the APTN Board of Directors Application Form. In your cover letter highlight the skills or areas of expertise you can contribute.

APTN is seeking to fill one position in each of the following regions (Northwest, Northeast, Southeast and Southwest) for a three-year term.

LANGUAGE

The board communicates in English and each meeting involves the substantial reading of reports.

CONDITIONS

Term(s) of Office: Directors will be elected for a three-year term and may sit for a maximum of two consecutive terms.

TIME COMMITMENT

The board of directors meet at least four times per year typically in Winnipeg, Manitoba. Additional meetings may be by teleconference and directors are expected to participate in one or two board committees which meet by phone or at board meetings.

EXPENSES

Travel and accommodations for meetings are arranged and covered by APTN.



HOW TO APPLY

If you are interested in serving on the APTN Board of Directors, please submit:

- Cover letter (maximum of two pages) that addresses your interest in sitting on the board, competencies and eligibility;
- Resume;
- APTN Board of Director Application Form;
- BackCheck Forms (Service Order Form | Consent Form A);
- Letter(s) of support (maximum of two) which include complete contact information of your references;
- Proof of residency (driver's license or similar legal document);
- Proof of Aboriginal ancestry (if applicable).

Please reference file #BDA - 17-2.

Email scanned electronic submissions to pdesjarlais@aptn.ca.

Mail hard copies, to the following address:
ATTN: File #BDA - 17-2
Aboriginal Peoples Television Network
339 Portage Avenue, Winnipeg, MB R3B 2C3

APPLICATION DEADLINE

October 31, 2017 – 5:00 p.m. CT

As part of APTN's mission and mandate to promote and provide opportunities for Aboriginal Peoples, and in accordance with relevant legislation, preference will be given to Aboriginal candidates.

Incomplete and ineligible applications will not be considered.

The following documents are available in printable format on the APTN website in both English and French:

- APTN Board of Director Application Form;
- APTN Conflict of Interest Policy;
- Code of Ethics for APTN Directors;
- Code of Conduct for APTN Directors;
- Confidentiality and Intellectual Property Agreement;
- BackCheck Forms (Service Order Form | Consent Form A) to verify criminal record and bankruptcy status.



APTN BOARD OF DIRECTOR APPLICATION FORM



SECTION A - APPLICANT INFORMATION *(Please print):*

GIVEN NAME / FAMILY NAME

HOME ADDRESS

MAILING ADDRESS (if different)

REGIONS (Northwest, Northeast, Southeast and Southwest)

PHONE NUMBER

FAX NUMBER

E-MAIL ADDRESS:

ALTERNATE CONTACT INFORMATION

SECTION B - BOARD COMPETENCY REQUIREMENTS:

The following backgrounds were selected to balance the values of the organization in terms of cultural and geographical representation and to identify useful skills that will expand APTN's presence into the ever-evolving media environment.

Attributes, Skills and Expertise

- Finance
- Legal
- Representation from Northern, Southern, Eastern and Western Canada
- Elder or Knowledge Keeper
- Youth Perspective
- First Nations, Inuit or Métis Perspective
- Broadcast Industry
- Corporate Experience
- Traditional Knowledge and Values
- Television or Film Production Experience
- Aboriginal-Language Speaker
- Regulatory Experience
- News/Journalism

Please use your cover letter to outline which of these skills you can contribute to the position and provide specifics on each skill and where that comes from.

SECTION C - ELIGIBILITY:

I declare that I meet all the following mandatory criteria (All criteria must be selected in order to qualify):

- **I am** a Canadian citizen;
- **I am not** an employee of APTN;
- **I have** provided letters of support for reference purposes which include complete contact information of my references [name, position, telephone, address, email];
- **I am** willing to commit to attend four face-to-face meetings per year as well as a minimum of four teleconference meetings per year averaging one to two hours per meeting;
- **I am** willing to travel;
- **I have** a computer and a personal email address that is not a work email address or a joint email address (Please note: computer must have capacity for MS Office software to receive and open APTN documentation);
- **I possess** strong writing, reading and speaking skills in the English language;
- **I am** not bankrupt nor under bankruptcy protection.



APTN BOARD OF DIRECTOR APPLICATION FORM



SECTION D

I understand that preference will be given to persons of Aboriginal ancestry, and wish to declare my ancestry. Select one of the following only.

- First Nations (“status”)** **Inuit** **No Declaration**
 First Nations (“non-status”) **Métis** **Non-Aboriginal**

SECTION E

- APTN CONFLICT OF INTEREST POLICY**
 CODE OF ETHICS FOR APTN DIRECTORS
 CODE OF CONDUCT FOR APTN DIRECTORS
 CONFIDENTIALITY AND INTELLECTUAL PROPERTY AGREEMENT

DECLARATION

I certify that I have read and accept to abide by the policy/codes/agreement listed above if selected to sit on the board of directors.

SIGNED

DATE

WITNESSED BY

DATE

SECTION F - CHECKLIST OF REQUIRED DOCUMENTATION:

Please review the following list of required documents and submit each with your application. Incomplete applications will be destroyed, and will not be considered.

Attached to my application are the following documents:

- Cover Letter;
- Resume;
- APTN Board of Director Application Form (with signed declaration in Section E);
- BackCheck Forms (Service Order Form | Consent Form A) to verify criminal record and bankruptcy status;
- Letter(s) of support (maximum of two) which include complete contact information of my references;
- Proof of my home address (driver’s license or similar legal document);
- Proof of my Aboriginal ancestry (if applicable).



Consent Form A

Consent for Disclosure of Personal Information

Name Based Canadian Criminal Record Verification & Bankruptcy Search

To ensure accuracy, you must PRINT in clear CAPITAL letters and complete this form in its entirety.

PLEASE NOTE: The following information and photocopies of identification are for identification purposes only, allowing BackCheck to accurately proceed with the assembly of a name based criminal record verification and bankruptcy search for employment purposes. BackCheck will hold all personal information confidential.

Given Name(s): ▼		Middle Name(s): ▼		Gender: ▼ <input checked="" type="checkbox"/> Check One <input type="checkbox"/> Male <input type="checkbox"/> Female	
Surname: ▼			Maiden name: ▼		
Aliases, nicknames and any other names: ▼					
Place of Birth: ▼			Date of Birth: ▼		
City		Province	Country		Postal Code
Current Address: ▼			From: ▼	To: ▼	
Unit Number		Street Number	Street Name		Postal Code
Current Address Continued: ▼					
City		Province	Country		Postal Code
Previous Address – if less than 5 years ago: ▼			From: ▼	To: ▼	
Unit Number		Street Number	Street Name		Postal Code
Previous Address – Continued: ▼					
City		Province	Country		Postal Code
Telephone Number: ▼		Alternative Telephone Number: ▼		Position Applied For: ▼	

I certify that the information in this Disclosure for Personal Information is true and correct to the best of my ability.

Declaration of Offences	Have you been convicted of a criminal offence for which a pardon has not been granted? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	Have you been granted a conditional discharge within the past three (3) years? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	Have you been granted an absolute discharge within the past year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If you have answered Yes to any of the above questions, please provide details on ALL convictions (attach additional pages if required):		
	Offence	Date (yyyy/mm/dd)	Location
	/ /		
	/ /		

Disclaimer: The existence of a conviction will not preclude you from consideration for employment with **Aboriginal Peoples Television Network**. Details of the offence are requested to enable **Aboriginal Peoples Television Network** to determine whether the offence is related to your employment or intended employment.

Statement of Understanding and Consent	<p>I have applied to Aboriginal Peoples Television Network for employment. Part of the screening process includes a search of the National Criminal Records repository, known as the Canadian Police Information Centre (CPIC) database, maintained by the RCMP using the name(s) and date of birth provided above. BackCheck conducts these investigations on behalf of Aboriginal Peoples Television Network.</p> <p>I hereby consent and authorize a Canadian Police Department to search for and disclose on my behalf to BackCheck who is requesting a name based Canadian criminal record verification on behalf of Aboriginal Peoples Television Network the fact that records may exist on me and are registered on the CPIC database. I acknowledge that such records may include information relating to criminal convictions under the <i>Criminal Code</i> (Canada) for which a pardon has not been granted and conditional and absolute discharges which have not been removed from the CPIC database in accordance with the <i>Criminal Records Act</i>.</p> <p>I authorize BackCheck to release all information obtained to Aboriginal Peoples Television Network and hold harmless BackCheck upon the release of this information or its findings to Aboriginal Peoples Television Network. I understand that failing to provide accurate information or omission of facts herein may disqualify me from consideration for employment with Aboriginal Peoples Television Network.</p> <p>Furthermore, if there is a discrepancy with the information provided by myself on this form and that disclosed by a Canadian Police Department during this investigation of my criminal records history, I understand that I have the option to provide my fingerprints to resolve any discrepancy or dispute.</p> <p>This request is made in compliance with any applicable provincial or municipal public sector privacy legislation which allows a public body or municipality to disclose my personal information to me or my agent upon my request, and in particular in accordance with the <i>Nova Scotia Municipal Government Act</i> and the <i>Ontario Municipal Freedom of Information and Protection of Privacy Act</i>. Please note that this consent form is only valid to conduct one Name Based Canadian Criminal Record Verification and a Bankruptcy Search.</p>		
	Candidate Signature: _____ <i>Authorizing Name Based Criminal Record Verification</i> X		Date: (yyyy/mm/dd) ▼ / /
Hiring Manager's Signature: _____ <i>Witnessing the candidate's signature</i> X		Date: (yyyy/mm/dd) ▼ / /	

APTN CONFLICT OF INTEREST POLICY

Introduction

Conflict of interest occurs when a Board of Director or staff member of a not-for-profit organization participates in decision making about a matter which may benefit that A Board of Director or staff member, or someone with whom they have a close personal relationship, directly or indirectly, regardless of the size of that benefit.

The objectives of this policy are:

- To establish clear standards for employees or directors' conduct when a potential conflict arises
- To enhance public confidence in the integrity of APTN and its employees
- To ensure that all employees and Directors of the Board of APTN comply with the requirements of the Canada Corporations Act and APTN's bylaws
- To provide guidelines for employees or APTN Board of Directors' conduct after the conflict has been disclosed, to ensure that the conflict continues to be properly handled.

The Statutory Requirement

The legal consequences of a Board of Director participating in a decision on a matter in which the Board of Director has an interest are as follows.

- The Director may be liable to account to APTN for any profits made from the transaction
- The transaction may be "voided" by APTN.

To avoid these results, section 98 of the Canada Corporations Act (the statute under which APTN is incorporated) contains an express disclosure requirement.

Significantly, the Canada Corporations Act only provides a mechanism to avoid the situation in which a Board of Director becomes liable to account to APTN for profits made from a transaction in which the Board of Director is involved. The disclosure of an interest by a Board of Director does not, on its own, render the contract non-voidable by APTN. At common law, a contract in which a director has an interest is only rendered non-voidable if it is sanctioned by the members of the corporation, in addition to the Board of Directors.

Policy Statement

Board of Directors and employees must not participate, or be perceived as participating, in any decision-making on any matter that may directly or indirectly benefit that director or employee, or anyone with whom the director or employee has a close personal relationship.

Board of Directors and employees should not use, or be perceived as using, their status as Board of Directors or employees to gain privileged access to the members, Board of Director or staff of APTN for the presentation of programming, goods or service proposals.

On election or appointment as Board of Director to APTN, or upon hiring as an APTN employee, individuals will be expected to arrange their affairs and interests outside APTN in a manner that will prevent real or perceived conflict of interest. APTN may request a written statement from Board of Directors or employees detailing their external business holdings and commitments.

Board of Directors and employees shall not:

- Request or accept any personal benefit for performing functions or duties which are part of their duties related to APTN, other than those benefits accruing to their positions;
- Carry on any business which exploits their acquaintance with other employees or persons they become acquainted with through APTN without first receiving the approval of the Chief Executive Officer, or, in the case of the Chief Executive Officer, of the Board of Directors;
- Carry on, work for or own shares (other than non-material holdings in public companies) in a business providing goods or services to APTN, or any of its subsidiaries or affiliates, unless the full extent of the employee or director's interest in the business has been described in writing to the Chief Executive Officer;
- Use APTN facilities, property, or equipment, or information gained as a result of their association with APTN, in any business or activity outside APTN for any purpose except to perform their duties and responsibilities to APTN.

Procedures

Staff Procedures

When an employee feels that he/she is, or may be, in conflict of interest situation, that employee shall notify their supervisor of the potential conflict in a written memo, describing:

- The fact that a conflict of interest may exist
- The nature and extent of the interest
- The nature and amount of the potential direct or indirect benefit to the Director

If the employee is the Chief Executive Officer, he/she shall inform the Executive Committee.

If the supervisor determines that the employee is in conflict, he/she shall be removed from participation in discussions, decisions or actions concerning the issue where the employee is in conflict.

Board Procedures

1. Before any meeting of the Board of Directors, an agenda will be circulated to each Board of Director, with agenda items described in sufficient detail to allow Board of Directors to identify possible conflicts of interest.
2. A Board of Director with a conflict of interest will declare the same in writing to the Chairperson of the meeting prior to the introduction of the agenda item in question. The written disclosure will explain:
 - The fact that a conflict of interest may exist
 - The nature and extent of the interest
 - The nature and amount of the potential direct or indirect benefit to the Board of Director
3. The particulars of any such disclosure are noted in the minutes of the meeting.
4. The Board of Director who has disclosed a conflict of interest regarding an agenda item will refrain from participating in discussions and voting on the item, and will leave the meeting room when the Board of Directors reaches that agenda item. The Director's departure from the meeting room will be noted in the minutes. After discussion by the Board of Directors of that agenda item, the Board of Director will return, and the return shall be noted in the minutes.

5. Board of Directors will follow standard APTN procedures for submitting proposals or requests of any kind to APTN, whether solicited or unsolicited. All such proposals should be submitted to and reviewed by management. If management determines that the proposal would be advantageous for APTN, it should be brought forward by management to the Board of Directors for approval. In other words, at the time that the Board of Directors considers a proposal in which a Board of Director has an interest, management should be responsible to speak to the advantages and disadvantages of the proposal.

This will apply to:

- Proposals for acquisition or licensing of a television production
- Responses to APTN-issued requests for proposals, tenders, or requests for service
- Requests for event sponsorship or advertising
- Unsolicited business proposals

ABORIGINAL PEOPLES TELEVISION NETWORK INCORPORATED

CODE OF ETHICS FOR APTN DIRECTORS

TO: Aboriginal Peoples Television Network Incorporated ("APTN")

AND TO: Directors of the APTN Board

I agree to act as a Director of the APTN Board and to abide by this Code of Ethics for APTN Directors, as follows:

1. I will abide by the Code of Conduct for APTN Directors, a copy of which has been provided to me.
2. I recognize the APTN is a national organization. In performing my duties, I will strive to fully represent the interests of all Aboriginal Peoples and Canadians, and to assist APTN to fulfil its mission without prejudice or bias to any person or group of individuals.
3. I will make every effort to attend all meetings of the APTN Board, whether regularly scheduled or called on short notice to address urgent matters, and I consent to holding meetings by teleconference.
4. I will review and be familiar with review with all materials circulated to the Board prior to meetings of the Board and will strive to ensure that I have all the facts in order to make informed decisions.
5. I will respect majority decisions of the APTN Board once they are made and I will recognize that authority rests with the entire Board of Directors of APTN as a whole, and not with the individual Directors of the Board.
6. I will treat other Directors of the APTN Board, APTN employees and all others with the highest degree of respect at all meetings and in all communications.
7. I will at all times conduct myself in a business-like and professional manner when representing APTN or in situations where my conduct may reflect upon APTN.
8. I will discuss the confidential business of the Board only at a Board meeting or committee meeting thereof.
9. I will recognize that the expenditure of APTN funds is a public trust and I will endeavour to see that all such funds are expended efficiently, economically and in the best interests of APTN and the entire community we serve.



10. I will strive to ensure that no Director of the APTN Board or other person associated with APTN uses his/her position for personal gain at the expense of APTN or the Aboriginal people that we are mandated to serve.
11. I will try to avoid argument and bitterness, to observe proper decorum and behaviour, to encourage full and open discussions in all matters with my fellow Directors of the APTN Board, and treat them with respect and consideration.
12. I will make no disparaging remarks in or out of APTN Board meetings about other Directors of the APTN Board or their opinions, but I reserve right to make honest and respectful criticism.
13. I will withhold or conceal from fellow Directors of the APTN Board no information or matters in which they should be concerned or have knowledge of in the performance of their duties.
14. I will strive as a member of the APTN Board to maintain a high-level of service to, and confidence in, APTN and its members and employees, and the Aboriginal people we are mandated to serve.

IN WITNESS WHEREOF, I hereby sign, date and deliver this document as an acknowledgement that I have read and understood the foregoing and that I am making a commitment to abide by this Code of Ethics and the Code of Conduct for APTN Directors in fulfilling my duties as a Director of the APTN Board.

DATED the _____ day of _____, 20__.

[Signature of Witness]

[Signature of Director]

Print Name: _____

Print Name: _____

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.

* * *

Chairperson

Secretary

- (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.

* * *

Chairperson

Secretary



World's First National Aboriginal Broadcaster

CONFIDENTIALITY AND INTELLECTUAL PROPERTY AGREEMENT

This Agreement made this day of year.

BETWEEN:

ABORIGINAL PEOPLES TELEVISION NETWORK INCORPORATED

("APTN")

- and -



(the Employee "NAME")

FOR GOOD AND VALUABLE CONSIDERATION the receipt and sufficiency of which is acknowledged. The parties agree as follows:

1. **Definitions:**

- (a) "**Confidential Business Information**" means any information or data concerning APTN, its employees or its business affairs which is not in the public domain;
- (b) "**Work**" means the duties and responsibilities fulfilled by the Employee in the course of employment with APTN and includes activities which maybe incidental to the performance of said duties and responsibilities;
- (c) "**Intellectual Property**" includes, without limitation, all data, information, trade secrets, techniques, methods of performance whether electronically stored or otherwise, produced or created by the Employee or by other persons performing service or services to or on behalf of APTN.

2. **Preservation of Confidentiality.** The Employee hereby acknowledges and agrees that in the course of fulfilling the duties and responsibilities of the position occupied by the Employee, the Employee will gain access to Confidential Business Information concerning APTN. The Employee hereby undertakes and agrees that all such Confidential Business Information is the property of APTN and that the Employee shall not disclose such Confidential Business Information to any third party during the term of the employment of the Employee by APTN and after the termination of such employment, however caused. The Employee further acknowledges and agrees that the disclosure of Confidential Business Information will cause irreparable damage and harm to APTN and accordingly APTN shall be entitled to seek injunctive relief preventing the disclosure of such Confidential Business Information in addition to any other remedies which may be available by law to APTN.

3. **All Ownership of Intellectual Property.** The Employee acknowledges and agrees that all Intellectual Property shall become the property of APTN and the Employee hereby



World's First National Aboriginal Broadcaster

irrevocably grants to APTN an absolute assignment of the copyright and any and all other proprietary rights of the Employee in and to the Intellectual Property. The Employee agrees promptly to do such further acts and things including the execution of such further documents as may be requested by APTN, from time to time, to confirm or give effect to ownership by APTN of the Intellectual Property.

4. **Acknowledgement.** The Employee acknowledges and agrees that if any part of this Agreement is violated by the Employee during the term of the employment with APTN such violation shall be grounds for termination of employment for cause without notice or pay in lieu thereof, and the Employee further agrees that such termination of employment for cause shall not terminate the obligations of the Employee pursuant to this Agreement.

DATED at City _____, Province _____ this _____ day of _____, year.

ABORIGINAL PEOPLES TELEVISION NETWORK

Per: _____
SIGNATURE OF DIRECTOR

Signature of Witness

Witness Printed Name