



**UKPEAGVIK
IÑUPIAT
CORPORATION**



A Clean Umiaq

Code of Business Ethics and Conduct
UKPEAGVIK IÑUPIAT CORPORATION

1-888-373-8855

www.cleaniumiaq.com





Dear UIC Colleagues

Our mission is to be the recognized business leader in Alaska for providing quality services, solid profitability, and shareholder value. This Code of Business Ethics and Conduct is a critical component of our mission because it is all about our reputation and trust.

Our reputation is one of our most valuable assets and depends on our combined individual decisions. You know the feeling of doing the right thing in spite of the consequences. It builds your confidence. It builds your reputation. So imagine what happens when all of us do the right thing in spite of the consequences. It builds UIC's reputation and helps make us the recognized business leader in Alaska and beyond. But it must be earned. And we must all earn it together.

So it goes with trust. This code places trust in you. It lets you be your best when no one is watching. It allows you to wrestle with difficult issues and come to conclusions on your own or with the help of UIC resources. We could have written a lengthy list of do's and don'ts. But rules often fail because one cannot write a rule that anticipates every situation. Plus rules do little to inspire. So we trust you to govern yourself knowing that in those circumstances when a line is crossed that we will enforce the Code to protect our reputation.

So do your best to make UIC a Clean Umiaq - adopt the one statement, always ask yourself the five questions, and follow the ten principles all outlined in this Code.

We give our full support to this Code of Business Ethics and Conduct and will support you as you adhere to it. Thank you for all you do for UIC, its customers, and its shareholders.

Sincerely,



Anthony Edwardson,
Chief Executive Officer



Raynita "Taquik" Hepa
Chairman of the Board



A Clean Umiag

The Story

As spring nears, the bowheads prepare for their journey north and east. They travel from what is now called the Bering Sea, through the Bering Straits, into the Chukchi Sea, and finally arrive at the Beaufort Sea. Along the way, the bowheads meet hunters waiting with their Umiags – skin-covered boats. Some of the boats appear light and clean, pleasing to the eye.

If a bowhead wishes to give itself to a whaling crew, it must surface by a clean Umiag. These belong to respectful people; people who are considerate of others, who share their catch with widows, orphans, the old, and all those who could not hunt for themselves. They are honest. They treat other people, and all animals with respect.

These are the hunters to whom whales want to give themselves.



A Clean Umiaq –

What UIC and its board of directors, officers, and employees strive to be;
and what we expect of everyone with whom we do business.

Five questions to ask yourself to incorporate a Clean Umiaq into daily business

1. Is it legal?
2. Is it honest?
3. Is it fair?
4. Is it in UIC's best interest?
5. Does it fit UIC's culture?

Principles of a Clean Umiaq

1. Avoid the tug-of-war between competing interests
2. Keep your pockets clean
3. Don't accept or give too many gift baskets
4. Don't kick the company car or be a cyber-slacker
5. Live the Golden Rule
6. Be a straight shooter
7. Leave politics at home
8. Protect our game plan
9. Respect everyone and the environment
10. Keep healthy and stay safe

Avoid the tug-of-war between competing interests

Examples

- a) Decisions that place your personal interests against UIC's interests.
- b) Decisions involving or affecting your family, friends, relatives, or associates.
- c) Opportunities providing you with personal gain.
- d) A personal financial interest in UIC's customers, suppliers, and competitors.
- e) Board positions of UIC's competitors, suppliers, and customers.
- f) Demands of outside activities that interfere with your job.
- g) Selection of consultants, suppliers, or vendors because they provide gifts, entertainment, or because of family or strong personal relationships.

What to do if you are involved in a tug-of-war

- Remove yourself from the decision-making process.
- Decline the opportunity or remove the personal financial interest.
- Decline participation in the outside activity or position on the board.
- Disclose the conflict.

Keep your pockets clean

Examples

- a) Conduct transactions in writing.
- b) Report your timesheets and expenses truthfully.
- c) Immediately report any bribes or kickbacks that are offered to you.
- d) Be thrifty with company expenses.
- e) Ask your supervisor about personal use of company supplies and assets.

Examples of dirty pockets

- An offer or receipt of something valuable in exchange for special treatment on a contract.
- Inappropriate use of a company credit card.
- Under-the-table transactions.
- False timesheet reporting.
- Unauthorized use of company supplies and property.

LAWS AND POLICIES

- Accepting kickbacks or bribes is against the law.
- Theft of company property may lead to immediate termination.

Don't accept or give too many gift baskets

Examples

- a) Receiving lavish gifts, tickets, entertainment, or trips from consultants, vendors and suppliers.
- b) Giving lavish gifts, entertainment, trips, or special favors to clients.
- c) Accepting favors from consultants, vendors, or suppliers.
- d) Frequently entertaining with the same vendor.

Examples of acceptable gifts

- A meal or social outing for business or charitable purposes.
- A small gift, such as a gift basket, once a year.

What to do when you get too many gift baskets

- Respectfully decline lavish gifts and favors.
- Discuss the gift or favor with your supervisor.
- Offer to pay your own way for meals, trips and entertainment.
- Share the gift with the workplace.

LAWS AND POLICIES

- You may not accept cash gifts.
- You may not accept gifts, favors, or entertainment from vendors during contract negotiations.
- You may not give a government employee or official anything of value – including meals, gifts, entertainment or travel – unless the government employee pays the fair market value for it.

Don't kick the company car or be a cyber-slacker

Examples

- a) Careless or personal use of company property.
- b) Waste of company property.
- c) Use of company equipment, personnel, facilities or supplies for a personal business venture.
- d) Soliciting personal items or asking for charitable contributions during business hours.

Examples of cyber-slacking

- Online shopping, surfing the Internet, or game-playing during company time.
- Personal messages during company time.

The proper use of company property

- Give an honest day's work every day.
- Think before you send an email.
- Use company property for business purposes.
- Personal Internet use should be done during breaks and at lunchtime.

LAWS AND POLICIES

- Computer use that is for personal gain, threatening, sexually explicit, pornographic, harassing or demeaning may lead to immediate termination.

Live the Golden Rule

Example

- a) Do to others as you would have them do to you.

Examples of breaking the Golden Rule

- Taking advantage of a customer or client.
- Using proprietary information from a previous employer.
- Making unprofessional comments about competitors.

LAWS: ALL OF THE FOLLOWING VIOLATE ANTITRUST, UNFAIR TRADE PRACTICES LAWS, OR OTHER LAWS

- Misrepresentation of facts to suppliers, customers, and vendors.
- Sham transactions.
- Agreements with competitors to set prices, limit output, divide territories or allocate customers.
- False or misleading comments about competitors.
- Interference with contracts.
- Violation of trademarks, copyrights, or patents.
- Providing incomplete, inaccurate, or untruthful cost and pricing information.
- Shifting costs from one contract to another.
- Getting or disclosing bid and proposal information from a competitor.

Be a straight shooter

Examples

- a) Bidding and negotiations.
- b) When filing reports and documents with government agencies.
- c) Annual reports to the shareholders.
- d) Government investigations and requests for information.
- e) Public communications.

POLICIES

- Follow company policies and procedures for government investigations and requests for information.
- All media inquiries must be referred to UIC's Chief Operating Officer.

Leave politics at home

Examples

- a) Soliciting donations for a candidate or political party.
- b) Campaigning.

LAWS AND POLICIES

- You may not engage in any activity intended to influence legislation or rulemaking, or engage lobbyists or others to do so on behalf of the company without written authorization.
- Inform your supervisor if you plan to run for public office.
- UIC must approve campaign contributions using corporate funds and other resources.
- UIC may not use federally appropriated money to pay any person for influencing or attempting to influence government employees or officials in connection with a government contract.
- Obtain prior clearance from HR before engaging in employment discussions with current and former government employees or officials about future non-government employment.

You are welcome, of course, to participate in community and political activities on your own time.

Protect our game plan

Examples

- a) Sensitive information may be provided to people who have a need to know within UIC for valid business purposes.
- b) Sensitive information should only be provided outside of the company under a confidentiality agreement.
- c) Be careful not to accept confidential information from an outside business.
- d) Keep UIC's private and employee data confidential.
- e) Protect the privacy of UIC's employees.
- f) Protect customer information provided in confidence.

Examples of exposing our game plan

- Revealing financial and cost data, business plans and strategies, operating reports, pricing reports, pricing information, marketing and sales data, business partner information, trade secrets, personnel records, organization charts, marketing plans, designs, databases, records, salary information, financial data.
- Asking competitor's employees or contractors, or former employees to violate their obligations regarding the competitor's confidential data.
- Misrepresenting who you are or for whom you work to get competitive information.

Respect everyone and the environment

Examples

- a) Treat everyone with dignity, respect and courtesy.
- b) Share opinions and sincerely welcome the opinions of others.
- c) At a minimum respect everyone as a human being.

How UIC expects its employees to treat the environment

- Respect, preserve, and enhance the quality of the environment.

LAWS AND POLICIES

- Discrimination and harassment will not be tolerated. See personnel policies and procedures for specifics.
- Violence, threats, harassment, possession of weapons and insubordination may all lead to immediate termination. See personnel policies and procedures for specifics.
- Limit access to employee information to those who have a business need to know the information, or who are required by law to access it.

Keep healthy and stay safe

Examples

- a) Keep your workplace clean, organized, and free from physical risk.
- b) Be safe.
- c) Respect your life and the health of others.
- d) Report unsafe working conditions or accidents to your supervisor.
- e) Remedy any unsafe situation as soon as possible.

POLICIES

- See health, safety, and environmental policies and procedures or specifics.



Inspiration is our goal Enforcement if we have to

The hunters with a Clean Umiaq are the hunters to whom whales want to give themselves.

Our hope is that you will do your best to make UIC a Clean Umiaq. In turn our clients and employees will want to give of themselves to UIC. We understand that making the best decisions day in and day out is not easy. If you make a mistake, that's OK ... just pick yourself up, seek some advice and ask for some help to be better. Then, try to do better the next time around.

There are some things that cross the line, and as a corporation we must respond.

Those who have been found to be in violation of UIC's code or who have engaged in illegal conduct may be subject to appropriate disciplinary action, up to and including termination from employment. We sincerely hope that you will never cross that line and that we do not need to resort to these rights. Any person at UIC who violates laws and government regulations may also be exposed to enforcement of those laws by the government.

We would like to hear your stories and recognize those who exemplify a Clean Umiaq

The best way to learn how to be a Clean Umiaq is through stories. If you have a good story to share or see someone who has done something to make UIC a Clean Umiaq, please share it. We will share the story with the rest of UIC in a way that you are comfortable with.

We also want to recognize those who exemplify UIC's efforts to keep a Clean Umiaq including employees, officers, UIC board members, and those with whom we conduct business.

To share a story or nominate someone for recognition, please submit the story or nomination to UIC's President:

Email: cleanumiaq@ukpik.com

Phone: (907) 852-4460

Ukpeaġvik Iñupiat Corporation

Attn: UIC President

1250 Agvik Street

P.O. Box 890

Barrow, Alaska 99723

How to request guidance or report a concern

You may look to your supervisor and any member of UIC management for guidance or to report a concern. You may also look to the following:

Helpline

Phone: 1-888-373-8855

Website: www.cleannumiaq.com

UIC Helpline

c/o EthicsPoint

P.O. Box 230369

Tigard, Oregon 97223

UIC's policy is that no employee will suffer adverse action or retaliation for honestly raising an ethical or legal concern. So it's safe to ask questions and to report concerns of suspected wrongdoing. It's also your obligation to do so.

The umiaq is a boat traditionally made from driftwood lashed together and covered by stretched walrus or seal skins. The umiaq is used for hauling people and freight as well as for hunting walrus and whales.

Excerpt from *Gift of the Whale* 1999 by Bill Hess. Reprinted with permission from Sasquatch Books.

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The names Ukpeaġvik Iñupiat Corporation and UIC include all its subsidiaries at all tiers.